UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period ended March 31, 2019

Commission File No. **000-53425**

Singlepoint Inc.

(Name of small business issuer in its charter)

Nevada	**26-1240905**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2999 North 44th Street Suite 530
Phoenix, AZ 85018
(Address of principal executive offices)

(855) 711-2009
(Issuer's telephone number)

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 15, 2019, the Company had 1,299,350,272 outstanding shares of its common stock, par value $0.0001.

Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2, of Part I of this report include forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by forward-looking statements.

In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "proposed," "intended," or "continue" or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other "forward-looking" information. There may be events in the future that we are not able to accurately predict or control. Before you invest in our securities, you should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline and you could lose all or part of your investment. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.

TABLE OF CONTENTS

SINGLEPOINT INC.

CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

SINGLEPOINT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2019	December 31, 2018
ASSETS		
CURRENT ASSETS:		
Cash	$ 383,249	$ 68,781
Accounts receivable	22,949	5,979
Prepaid expenses	23,347	8,938
Inventory	5,903	157
Total Current Assets	435,448	83,855
NON-CURRENT ASSETS:		
Investment, at cost (Note 3)	60,000	60,000
Total Assets	$ 495,448	$ 143,855

LIABILITIES AND STOCKHOLDERS' DEFICIT

LIABILITIES		
CURRENT LIABILITIES:		
Accounts payable, including related party (Note 8)	$ 132,475	$ 146,635
Accrued expenses, including accrued officer salaries (Note 8)	705,622	1,345,567
Current portion of convertible notes payable, net of debt discount (Note 4)	30,747	156,853
Advances from related party (Note 8)	677,801	645,788
Derivative liability	2,149,878	2,215,376
Total Current Liabilities	3,696,523	4,510,219
LONG-TERM LIABILITIES:		
Convertible notes payable, net of debt discount (Note 4)	1,250,000	500,000
Total Liabilities	4,946,523	5,010,219
Commitments and Contingencies (Note 8)		
STOCKHOLDERS' DEFICIT		
Class A convertible preferred stock, par value $0.0001; 60,000,000 shares authorized; 49,200,000 and 50,950,000 shares issued and outstanding	4,920	5,095
Common stock, par value $0.0001; 2,000,000,000 shares authorized; 1,299,350,272 and 1,236,319,023 shares issued and outstanding	129,935	123,632
Additional paid-in capital	65,616,362	63,940,510
Accumulated deficit	(70,113,791)	(68,846,438)
Total Singlepoint Inc. stockholders' deficit	(4,362,574)	(4,777,201)
Non-controlling interest	(88,501)	(89,163)
Total Stockholders' Deficit	(4,451,075)	(4,866,364)
Total Liabilities and Stockholders' Deficit	$ 495,448	$ 143,855

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

[Table of Contents](#)

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

	For the Three Months Ended	
	March 31, 2019	March 31, 2018
REVENUE	$ 262,890	$ 188,883
Cost of Revenue	187,261	120,756
Gross profit	75,629	68,127
OPERATING EXPENSES:		
Consulting fees	67,442	90,935
Compensation	87,490	86,194
Professional and legal fees	103,843	21,199
Investor relations	112,439	148,955
General and administrative	207,535	116,892
Operating expenses	578,749	464,175
LOSS FROM OPERATIONS	(503,120)	(396,048)
OTHER INCOME (EXPENSE):		
Interest expense	(73,194)	(24,849)
Amortization of debt discounts	(73,394)	(109,767)
Gain (loss) on change in fair value of derivative liability	(616,983)	197,758
Other income (expense), net	(763,571)	63,142

LOSS BEFORE INCOME TAXES	(1,266,691)	(332,906)
Income taxes	-	-
NET LOSS	(1,266,691)	(332,906)
Loss attributable to non-controlling interests	(662)	(502)
NET LOSS ATTRIBUTABLE TO SINGLEPOINT INC. STOCKHOLDERS	$ (1,267,353)	$ (333,408)
Net loss per share - basic	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding - basic	1,282,900,570	1,059,634,814

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

[Table of Contents](#)

SINGLEPOINT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the Three Months Ended March 31, 2019 and Year Ended December 31, 2018
(Unaudited)

	Preferred Stock Par Value $0.0001		Common Stock Par Value $0.0001					
	Number of Shares	Amount	Number of Shares	Amount	Additional paid-in Capital	Accumulated Deficit	Non-controlling Interest	Total Stockholders' Deficit
Balance, December 31, 2017	47,750,000	$ 4,775	935,585,925	$ 93,559	$ 59,951,381	$ (60,797,888)	$ (31,804)	$ (779,977)

Issuance of common shares for services			600,000	60	38,460			38,520
Issuance of common shares for investments			6,979,167	698	215,656			216,354
Issuance of common shares for principal and accrued interest on convertible notes			198,153,931	19,815	733,673			753,488
Issuance of preferred shares for services	7,000,000	700			2,494,300			2,495,000
Conversion of preferred shares	(3,800,000)	(380)	95,000,000	9,500	(9,120)			-
Resolution of derivative liability due to debt conversion					516,160			516,160
								-
Net loss						(8,048,550)	(57,359)	(8,105,909)
Balance, December 31, 2018	50,950,000	$ 5,095	1,236,319,023	$ 123,632	$ 63,940,510	$ (68,846,438)	$ (89,163)	$ (4,866,364)
Issuance of common shares for services previously accrued			8,000,000	800	799,200			800,000
Issuance of common shares for principal and accrued interest on convertible notes			44,531,249	4,453	195,046			199,499
Conversion of preferred shares	(1,750,000)	(175)	10,500,000	1,050	(875)			-
Settlement of derivative liability due to debt conversion					682,481			682,481
Net loss						(1,267,353)	662	(1,266,691)
Balance, March 31, 2019	49,200,000	$ 4,920	1,299,350,272	$ 129,935	$ 65,616,362	$ (70,113,791)	$ (88,501)	$ (4,451,075)

SINGLEPOINT, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
For the Three Months Ended March 31, 2018
(Unaudited)

	Preferred Stock Par Value $0.0001		Common Stock Par Value $0.0001					
	Number of Shares	Amount	Number of Shares	Amount	Additional paid-in Capital	Accumulated Deficit	Non-controlling Interest	Total Stockholders' Deficit
Balance, December 31, 2017	47,750,000	$ 4,775	935,585,925	$ 93,559	$ 59,951,381	$ (60,797,888)	$ (31,804)	$ (779,977)
Issuance of common shares for services			600,000	60	38,460			38,520
Issuance of common shares for principal and accrued interest on convertible notes			105,000,000	10,500	199,500			210,000
Conversion of preferred shares	(3,800,000)	(380)	95,000,000	9,500	(9,120)			-
								-
Net loss						(333,408)	502	(332,906)
Balance, March 31, 2018	43,950,000	$ 4,395	1,136,185,925	$ 113,619	$ 60,180,221	$ (61,131,296)	$ (31,302)	$ (864,363)

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

Table of Contents

SINGLEPOINT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the Three Months Ended	
	March 31, 2019	March 31, 2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,267,353)	$ (333,408)
Adjustments to reconcile net loss to net cash used in operating activities		
Loss attributable to non-controlling interests	662	502
Common stock issued for services	-	38,520
Depreciation	-	2,800
Amortization of debt discounts	73,394	109,767
(Gain) loss on change in fair value of derivatives	616,983	(197,758)
Changes in operating assets and liabilities:		
Accounts receivable	(16,970)	(962)
Prepaid expenses	(14,409)	(12,607)
Inventory	(5,746)	(8,209)
Accounts payable	(14,160)	(10,563)
Accrued expenses	168,622	(18,084)
NET CASH USED IN OPERATING ACTIVITIES	(458,977)	(430,002)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for deposit	-	(120,000)
NET CASH USED IN INVESTING ACTIVITIES	-	(120,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from advances from related party	23,445	-
Payments on advances to related party	-	(4,303)
Proceeds from issuance of convertible notes, net	750,000	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	773,445	(4,303)
NET CHANGE IN CASH	314,468	(554,305)
Cash at beginning of period	68,781	915,078
Cash at end of period	$ 383,249	$ 360,773
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Interest paid	$ -	$ -
Income tax paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Original issue discount from issuance of notes payable	$ 75,000	$ -
Common stock issued for conversion of debt	$ 199,499	$ 210,000
Conversion of preferred stock to common stock	$ 1,050	$ 380
Issuance of common stock previously accrued	$ 800,000	-

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

SINGLEPOINT INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

History

Carbon Credits International Inc. ("CCII"), which was formed on October 15, 2007 as a Nevada corporation, was the result of a spin off from Carbon Credits Industries, Inc. ("CCI"), its former parent issuer, on October 17, 2007, in which 24,196,000 shares of common stock were issued to the shareholders of CCI on a share for share basis ownership.

On December 23, 2011, CCII entered into a merger agreement with Lifestyle Wireless, Inc. ("LWI"), A Washington Corporation, whereby 30,008,000 shares of CCI common stock were cancelled and 6,321,830 shares of CCII common stock were issued to LWI, with CCII remaining as the surviving company. The effective date of the merger was January 10, 2012 under the Articles of Merger.

On July 1, 2013, CCII changed its name to Singlepoint Inc. ("Singlepoint" or "the Company") and increased its authorized shares of common stock from 100,000,000 to 500,000,000 and authorized 30,000,000 preferred shares. On July 1, 2013, the ticker symbol changed from CARN to SING.

On July 20, 2016, the Company amended its Articles of Incorporation and increased its authorized common shares from 500,000,000 to 1,000,000,000.

On July 20, 2016, the Company increased the number of authorized Class A Convertible Preferred Stock from 30,000,000 to 60,000,000. The Class A Stock is entitled to vote 25 votes of common stock for each share of Class A Stock held with respect to all matters upon which common stockholders are entitled to vote or to which stockholders are entitled to give consent. Class A Stock converts into common stock of the Company at a ratio of six common shares for every 1 Class A Share.

On August 31, 2017, the Company amended its Articles of Incorporation and increased its authorized common shares from 1,000,000,000 to 2,000,000,000.

On August 31, 2017, the Company amended its Articles of Incorporation and increased the voting rights on its Class A Convertible Preferred Stock to 50 votes of common stock for each share of Class A Stock held with respect to all matters upon which common stockholders are entitled to vote, and increased the conversion ratio on its Class A Stock so that it converts into common stock of the Company at a ratio of 25 common shares for every one Class A share.

On May 17, 2017, the Company acquired a 90% interest in Discount Garden Supply, Inc. ("DIGS") for cash and common stock.

On October 11, 2017, the Company acquired a 51% interest in Jiffy Auto Glass ("JAG") for cash and common stock.

On August 31, 2018, the Company acquired a 51% interest in ShieldSaver, LLC ("ShieldSaver") for cash and common stock.

Going Concern

The financial statements have been prepared assuming that the Company will continue as a going concern. As of March 31, 2019, the Company has yet to achieve profitable operations and is dependent on its ability to raise capital from stockholders or other sources to sustain operations and to ultimately achieve viable operations. The financial statements do not include any adjustments that might result from the outcome of these uncertainties. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue in existence is dependent on the Company's ability to develop the Company's business plan and to achieve profitable operations. Since the Company does not anticipate achieving profitable operations and/or adequate cash flows in the near term, management will continue to pursue additional equity financing through private placements of the Company's common stock.

Table of Contents

NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission including Form 10-Q and Regulation S-X. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly state the operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") have been omitted pursuant to such rules and regulations. These financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the audited financial statements and explanatory notes for the year ended December 31, 2018 as disclosed in our Form 10-K filed on April 5, 2019. The results of the three months ended March 31, 2019 (unaudited) are not necessarily indicative of the results to be expected for the pending full year ending December 31, 2019.

Principles of Consolidation

The consolidated financial statements include the accounts of Singlepoint, DIGS, JAG, and Singleseed, Inc. as of March 31, 2019 and December 31, 2018 and for the three months ended March 31, 2019 and 2018. All significant intercompany transactions have been eliminated in consolidation.

Revenues

It is the Company's policy that revenue from product sales or services will be recognized in accordance with ASC 606 "Revenue from Contracts with Customers". The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. In applying the new revenue recognition model to contracts with customers, an entity: (1) identifies the contract(s) with a customer; (2) identifies the performance obligations in the contract(s); (3) determines the transaction price; (4) allocates the transaction price to the performance obligations in the contract(s); and (5) recognizes revenue when (or as) the entity satisfies a performance obligation. The accounting standards update applies to all contracts with customers except those that are within the scope of other topics in the FASB Accounting Standards Codification.

The Company incurs costs associated with product distribution, such as freight and handling costs. The Company has elected to treat these costs as fulfillment activities and recognizes these costs at the same time that it recognizes the underlying product revenue. As this policy election is in line with the Company's previous accounting practices, the treatment of shipping and handling activities under Topic 606 did not have any impact on the Company's results of operations, financial condition and/or financial statement disclosures. In accordance with the new guidance, the Company recognizes revenue at an amount that reflects the consideration that the Company expects to be entitled to receive in exchange for transferring goods or services to its customers. The Company's policy is to record revenue when control of the goods transfers to the customer.

Revenue Sharing

In addition to selling the Company's products to customers, the Company recognizes revenues by sharing commissions with Independent Sales Organizations as an agent on a net basis.

These revenues do not comprise a material amount of the Company's net sales.

Cash and Cash Equivalents

The Company considers all highly liquid investments with the original maturities of ninety days or less at the time of purchase to be cash equivalents. The Company maintains deposits in financial institutions which are insured by the Federal Deposit Insurance Corporation ("FDIC"). The Company had deposits in excess of amounts insured by the FDIC of approximately $108,000 as of March 31, 2019.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with the Accounting Standards Committee ("ASC") 815 "Derivatives and Hedging". It provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative financial instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations as other income or other expense. Upon conversion or exercise of a derivative financial instrument, the instrument is marked to fair value at the conversion date and is reclassified to equity. The Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of notes redemption

Income Taxes

The Company accounts for its income taxes in accordance with ASC 740 "Income Taxes", which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. The Company has a net operating loss carryforward, however, due to the uncertainty of realization, the Company has provided a full valuation allowance for deferred tax assets resulting from this net operating loss carryforward.

Earnings (loss) Per Common Share

Basic loss per common share has been calculated based upon the weighted average number of common shares outstanding during the period in accordance with the ASC 260-10, "Earnings per Share". Common stock equivalents are not used in the computation of loss per share, as their effect would be antidilutive. Diluted EPS includes the effect from potential issuance of common stock, including stock issuable pursuant to the assumed exercise of warrants and conversion of convertible notes and Class A Preferred Stock. Dilutive EPS is computed by dividing net income (loss) by the sum of the weighted average number of common stock outstanding, and the dilutive shares.

The following table summarizes the securities that were excluded from the diluted per share calculation because the effect of including these potential shares was antidilutive even though the exercise price could be less than the average market price of the common shares:

	Three months ended March 31, 2019
Series A Preferred Stock	1,230,000,000
Convertible notes	229,585,686
Warrants	10,000,000
Potentially dilutive securities	1,469,585,686

Use of Estimates in the Preparation of Financial Statements

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

Fair Value Measurements

On January 1, 2011, the Company adopted guidance which defines fair value, establishes a framework for using fair value to measure financial assets and liabilities on a recurring basis, and expands disclosures about fair value measurements. Beginning on January 1, 2011, the Company also applied the guidance to non-financial assets and liabilities measured at fair value on a non-recurring basis, which includes goodwill and intangible assets. The guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from independent sources. Unobservable inputs are inputs that reflect the Company's assumptions of what market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of the inputs as follows:

Level 1 - Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in accessible active markets.

Level 2 - Valuation is based upon quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or valuations based on models where the significant inputs are observable in the market.

Level 3 - Valuation is based on models where significant inputs are not observable. The unobservable inputs reflect a company's own assumptions about the inputs that market participants would use.

The Company's financial instruments consist of cash, accounts receivable, investments, accounts payable, convertible notes payable, advances from related parties, and derivative liabilities. The estimated fair value of cash, accounts receivable, investments, accounts payable, convertible notes payable and advances from related parties approximate their carrying amounts due to the short-term nature of these instruments.

Certain non-financial assets are measured at fair value on a nonrecurring basis. Accordingly, these assets are not measured and adjusted to fair value on an ongoing basis but are subject to periodic impairment tests.

The Company's derivative liabilities have been valued as Level 3 instruments.

	Level 1	Level 2	Level 3	Total
Fair value of convertible notes derivative liability – December 31, 2018	$ –	$ –	$ 2,215,376	$ 2,215,376

	Level 1	Level 2	Level 3	Total
Fair value of convertible notes derivative liability – March 31, 2019	$ –	$ –	$ 2,149,878	$ 2,149,878

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of December 31, 2018 and March 31, 2019:

		Derivative Liability
Balance, December 31, 2018		2,215,376
Additions recognized as debt discount		-
Derivative liability settlements		(682,481)
Mark-to-market at March 31, 2019		616,983
Balance, March 31, 2019	$	2,149,878
Net loss for the year included in earnings relating to the liabilities held at March 31, 2019	$	616,983

Recently Issued Accounting Pronouncements

Leases

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). This standard requires all leases that have a term of over 12 months to be recognized on the balance sheet with the liability for lease payments and the corresponding right-of-use asset initially measured at the present value of amounts expected to be paid over the term. Recognition of the costs of these leases on the income statement will be dependent upon their classification as either an operating or a financing lease. Costs of an operating lease will continue to be recognized as a single operating expense on a straight-line basis over the lease term. Costs for a financing lease will be disaggregated and recognized as both an operating expense (for the amortization of the right-of-use asset) and interest expense (for interest on the lease liability). This standard will be effective for our interim and annual periods beginning January 1, 2019 and must be applied on a modified retrospective basis to leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. We adopted this standard on January 1, 2019. The adoption of this standard did not have a material impact on our financial position or results of operations.

There were various other accounting standards and interpretations issued recently, none of which are expected to have a material impact on the Company's financial position, operations or cash flows. Management has evaluated these new pronouncements through March 31, 2019.

NOTE 3 - INVESTMENTS

Investments

The company records its investments using the cost method. If cost exceeds fair value, an impairment loss is recognized unless the impairment is considered temporary.

The Company had total investments of $60,000 as of March 31, 2019 and December 31, 2018, respectively.

2019 Acquisition – Direct Solar LLC

On February 22, 2019 the Company entered into an asset purchase agreement (the "Asset Purchase Agreement") with Direct Solar LLC and AI Live Transfers LLC (collectively referred to as the "Sellers" or "Direct Solar") whereby the Company agreed to acquire certain assets of the Sellers (the "Purchased Assets" as more fully set forth in the Asset Purchase Agreement). Pursuant to the Asset Purchase Agreement the Company agreed: (i) to pay the Sellers that number of shares of Company common stock equal to $2,040,000 (based on the average closing price of the Company common stock during the five trading days immediately preceding the closing of the transactions contemplated by the Asset Purchase Agreement), (ii) create a subsidiary (the "SUB") and issue the Sellers equity interests in SUB equal to ownership of Forty Nine Percent (49%) of SUB; both subject to adjustment, and (iii) providing SUB (within 14 days of closing of the transactions contemplated by the Asset Purchase Agreement) with $250,000.

The closing of the transactions set forth in the Asset Purchase Agreement are subject to the satisfaction (or waiver) of certain conditions. The material conditions are as follows: (i) delivery of a bill of sale in the form mutually agreeable to the parties duly executed by Sellers, transferring the Tangible Personal Property included in the Purchased Assets to the Company; (2) an assignment agreement in the form mutually agreeable to the parties duly executed, effecting the assignment of the Purchased Assets; (3) [an] assignment[s] in the form mutually agreeable to the parties duly executed, transferring all of Sellers' right, title and interest in and to the Intellectual Property Assets; (4) an Operating Agreement of the SUB to be in effect upon Closing in the form as mutually agreed to amongst the parties; (5) with respect to each Lease, an Assignment and Assumption of Lease in the form mutually agreeable to the parties; (6) transition services agreements in the forms mutually agreeable to the parties duly executed by certain employees of the Sellers; (7) completion, to the Company's satisfaction, of an audit of Seller's financial statements from inception to December 31, 2018 by the Company's independent registered public accounting firm in accordance with the standards of the Public Company Accounting Oversight Board (United States); and the Company being satisfied with its due diligence review of the Sellers, its Business and the Purchased Assets, including without limitation speaking with and otherwise reviewing relationships with all suppliers, customers, employees, independent contractors, and clients of Sellers.

The Company waived certain conditions including but not limited to the completion of an audit of the Seller's financial statements and the closing of the transactions set forth in the Asset Purchase Agreement was finalized per the Closing Certificate dated May 14, 2019.

Proforma Information (unaudited)

Direct Solar

The unaudited pro forma information of the consolidated results of the Company's operations and the results of the May 2019 acquisition of Direct Solar as if it had been consummated on January 1, 2019 are not available as of the date of this filing.

[Table of Contents](#)

NOTE 4 - CONVERTIBLE NOTES PAYABLE

Convertible notes payable consisted of the following:

	March 31, 2019		December 31, 2018
Convertible note payable with an accredited investor dated October 31, 2017, with interest at 0%, due October 31, 2017, convertible at $0.007 per share. This note is currently in default.	10,500		10,500
Convertible note payable to investor (the “CVP Note”) dated October 10, 2017, with interest at 10%, an OID of $70,000, due October 6, 2019, convertible into shares of the Company’s common stock at the average of the 3 lowest closing bid prices of the Company’s common stock during the 20 trading days prior to conversion. The note provides for additional tranches of a maximum of $3,970,000, which includes OID of 10%. The note includes a warrant to purchase 5,000,000 shares of the Company’s common stock at a price of $0.10 per share. The note is secured by substantially all assets of the Company. The investor converted a total of $149,500 of principal and accrued interest of this note into 33,370,535 shares of the Company’s common stock during the three months ended March 31, 2019.	398,250		547,749
Convertible note payable to investor (the “UAHC Note”) dated October 10, 2017, with interest at 10%, an OID of $70,000, due October 6, 2019, convertible into shares of the Company’s common stock at the average of the 3 lowest closing bid prices of the Company’s common stock during the 20 trading days prior to conversion. The note includes a warrant to purchase 5,000,000 shares of the Company’s common stock at a price of $0.10 per share. The note is secured by substantially all assets of the Company. The investor converted a total of $50,000 of principal and accrued interest of this note into 11,160,714 shares of the Company’s common stock during the three months ended March 31, 2019.	620,000		670,000
Convertible note payable, to investor (the “Iliad Note”) dated November 5, 2018 totaling $500,000, plus OID of $50,000 and legal fee loan costs of $20,000. The note bears interest at 10% and matures on November 5, 2020.Total available under note is $5,520,000, including $500,000 OID (and $20,000 in legal fees due on first $500k tranche). The note is convertible into shares of the Company’s common stock after 180 days at the average of the 3 lowest closing bid prices of the Company’s common stock during the 20 trading days prior to conversion. The Company borrowed an additional $825,000 (including OID of $75,000) under this note during the three months ended March 31, 2019. The note is secured by substantially all assets of the Company.	1,395,000		570,000
Total convertible notes payable	2,423,750		1,798,249
Less debt discounts	(1,143,003)		(1,141,396)
Convertible notes payable, net	1,280,747		656,853
Less current portion of convertible notes	(30,747)		(156,853)
Long-term convertible notes payable	$ 1,250,000		$ 500,000

Aggregate maturities of long-term debt as of March 31, 2019 are due in future years as follows:

2018	$ 30,747
2019	1,250,000
	$ 1,280,747

JAG, the Company's subsidiary, entered into a Funding Purchase Agreement on August 25, 2017, whereby JAG received proceeds of $100,000 with loan costs of $37,000, for a total loan of $137,000. This debt was refinanced in April 2018 for $65,000 under a credit agreement with another third-party, payable in weekly payments of approximately $800 through July 2019. The balance under this credit agreement was $44,067 and $52,989 as of March 31, 2019 and December 31, 2018 and is included in accrued expenses on the accompanying balance sheet.

Total amortization of debt discounts was $73,394 and $109,767 for the three months ended March 31, 2019 and 2018, respectively. Accrued interest on the above notes payable totaled $152,715 and $96,100 as of March 31, 2019 and December 31, 2018, respectively. Interest expense for the notes payable for the three months ended March 31, 2019 and 2018 was $73,194 and $24,849, respectively.

NOTE 5 - DERIVATIVE LIABILITY

Derivative Liability- Debt

The fair value of the described embedded derivative on all convertible debt was valued at $2,149,878 and $2,215,376 at March 31, 2019 and December 31, 2018, respectively, which was determined using the Black Scholes Pricing Model with the following assumptions:

	December 31, 2018
Dividend yield:	0%
Term	0.5 – 1.0 year
Volatility	109.7–132.8%
Risk free rate:	2.09–2.63%

For the three months ended March 31, 2019 and 2018, the Company adjusted the recorded fair value of the derivative liability on debt to market resulting in non-cash, non-operating loss of $616,983 for the three months ended March 31, 2019 and gain of $197,758 for the three months ended March 31, 2018.

Note 2 contains a summary of changes in fair value of the Company's Level 3 financial liabilities as of March 31, 2019.

NOTE 6 - STOCKHOLDERS' DEFICIT

Class A Convertible Preferred Shares

As of March 31, 2019 and December 31, 2018, the Company had authorized 60,000,000 shares of Series A Convertible Preferred Stock ("Class A Stock") with $0.0001 par value per share, of which 49,200,000 and 50,950,000 shares were issued and outstanding as of March 31, 2019 and December 31, 2018, respectively.

Each share of Class A Stock is convertible at any time into 25 shares of common stock, totaling 1,230,000,000 shares of common stock assuming full conversion of all outstanding shares. No dividends are payable unless declared by the Board of Directors. Each share of Class A Stock votes with the shares of Common Stock and is entitled to 50 votes per share and ranks senior to all other classes of stock in liquidation in the amount of $1 per share.

On January 3, 2019, the Company issued 10,500,000, shares of common stock to a former director for the conversion of 1,750,000 shares of Class A Preferred Stock.

Common Shares

As of March 31, 2019, the Company's authorized common stock is 2,000,000,000 shares at $0.0001 par value per share. 1,299,350,272 and 1,236,319,023 shares were issued and outstanding as of March 31, 2019 and December 31, 2018, respectively.

Shares issued during the Three months ended March 31, 2019

In January and February 2019, the Company issued an aggregate of 44,531,249 common shares to two investors for the conversion of a total of $199,500 of convertible debt.

On March 1, 2019, the Company issued an aggregate of 8,000,000 common shares to a consultant for consulting services at a price of $0.10 per share. The fair value of these shares of $800,000 was included in accrued expenses as of December 31, 2018.

NOTE 7 - RELATED PARTY TRANSACTIONS

Accrued Officer Compensation

As of March 31, 2019 and December 31, 2018, a total of $404,000 and $349,000, respectively, was accrued for unpaid officer wages due the Company's CEO under the CEO's employment agreement.

Other

As of March 31, 2019 and December 31, 2018, a total of $16,619 and $30,287 was due our CEO and our President and is included in accounts payable.

As of March 31, 2019 and December 31, 2018, a total of $2,892 was due the founder of DIGS and is included in accounts payable.

The Company's CEO advanced the Company funds during 2019 and 2018, with a balance of $605,000 and $585,000, plus accrued interest of $26,597 and $18,030 as of March 31, 2019 and December 31, 2018, respectively. These balances accrue interest at 12% beginning on October 1, 2018, are unsecured and due on demand.

As of March 31, 2019 and December 31, 2018, a total of $14,184 and $10,738, respectively, was due to the founder of DIGS for advances to DIGS.

As of March 31, 2019 and December 31, 2018, a total of $32,020 was due to an entity owned by the founder of ShieldSaver for advances to ShieldSaver prior to the Company's acquisition of ShieldSaver on August 31, 2018. The founder of ShieldSaver is also the founder of JAG and is a related party.

The Company's subsidiary DIGS previously sub-leased space on a month-to-month basis from an entity controlled by the founder of DIGS. Total payments related to this sub-lease for the three months ended March 31, 2019 and 2018 were $0 and $4,875, respectively.

See Note 6 for related party share issuances to a former director of the Company.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Currently the Company leases approximately 1,400 square feet of office space at 2999 North 44th St, Phoenix, AZ 85018 at a monthly rent of $3,375.97. The lease term expires September 2019.

See the Company's Form 10-K for the year ended December 31, 2018 for details on our executive's employment agreements. There have been no changes to these agreements.

NOTE 9 - REVENUE CLASSES

Selected financial information for the Company's operating revenue for disaggregated revenue purposes are as follows:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Retail	$ 41,971	$ 26,625
Services	220,919	162,258
Total	$ 262,890	$ 188,883

NOTE 10 - SUBSEQUENT EVENTS

See Note 3 for our acquisition with Direct Solar LLC.

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

Overview

Singlepoint Inc. (hereinafter the "Company", "Our", "We" or "Us") is a technology and acquisition company with a focus on acquiring companies that will benefit from the injection of growth capital and technology integration. Our portfolio companies include mobile payments, ancillary cannabis services and blockchain solutions. We built our portfolio by acquiring an interest in undervalued companies, thereby providing a rich, diversified holding base. We acquire and work with key company management to grow successful candidate companies.

Plan of Operation

We are a technology and acquisition company with a focus on acquiring companies that will benefit from the injection of growth capital and technology integration. Our portfolio companies include mobile payments, ancillary cannabis services and blockchain solutions. We have developed and released applications mainly in the mobile payments market. The Company has been able to place and develop programs directed towards providing business efficiencies to underserved markets such as the cannabis businesses. The Company has acquired a majority interest in companies as well as invested in others for equity.

Critical Accounting Policies

Our significant accounting policies are more fully described in the notes to our financial statements included herein for the period ended March 31, 2019.

New and Recently Adopted Accounting Pronouncements

Any new and recently adopted accounting pronouncements are more fully described in Note 2 to our financial statements included herein for the period ended March 31, 2019.

Results of Operations

Financial Condition and Changes in Financial Condition

Overall Operating Results:

Comparison of the Three Months Ended March 31, 2019 with the Three Months Ended March 31, 2018

Revenue. For the three months ended March 31, 2019, we generated revenues of $262,890 as compared to $188,883 for the three months ended March 31, 2018. The increase of revenue was due to the integration of a subsidiary acquired in August of 2018.

Cost of Revenues. For the three months ended March 31, 2019 cost of revenue increased to $187,261 from $120,756 for the three months ended March 31, 2018. The increase was mainly due to the increase in revenue from a subsidiary acquired in August of 2018.

Professional and Legal Fees. For the three months ended March 31, 2019, compensation increased to $103,843 from $21,199 for the three months ended March 31, 2018, primarily due to increased costs related to our change to becoming fully reporting with the SEC during 2018.

Investor Relations. For the three months ended March 31, 2019, investor relations expense decreased to $112,439 from $148,955 for the three months ended March 31, 2018, primarily as a result of decreased use of investor relations consultants.

General and Administrative Expenses. Our general and administrative expenses increased to $207,535 for the three months ended March 31, 2019 from $116,892 for the three months ended March 31, 2018, representing a $90,643 increase. The increase was primarily a result of additional costs related to our new office, marketing, insurance and travel.

Other Income (Expense). For the three months ended March 31, 2019, other expense, net was $763,5711, compared to other income, net of $63,142 for the three months ended March 31, 2018, an increase of $826,713. The increase in other expense was primarily due to the $616,983 loss on change in fair value of derivative liability during the three months ended March 31, 2019.

Net Loss. The Company's net loss was $1,266,691 and $332,906 for the three months ended March 31, 2019 and 2018, respectively. The increase in net loss was mainly due to the increases in professional and legal fees, general and administrative expenses, as well as the $616,983 loss on change in fair value of derivative liability during the three months ended March 31, 2019.

Liquidity and Capital Resources

We are an early stage company and have generated minimal revenue to date. We have incurred recurring losses to date. Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation.

The Company had $383,249 in cash as of March 31, 2019. The Company has negative working capital of approximately $3.3 million, and total stockholders' deficit of approximately $4.5 million as of March 31, 2019. As of March 31, 2019, the Company has yet to achieve profitable operations, and while the Company hopes to achieve profitable operations in the future, if not it may need to raise capital from stockholders or other sources to sustain operations and to ultimately achieve viable operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's principal sources of liquidity have been cash provided by operating activities, as well as its ability to raise capital. The Company's operating results for future periods are subject to numerous uncertainties and it is uncertain if the Company will be able to become profitable and continue growth for the foreseeable future. If management is not able to increase revenue and/or manage operating expenses, the Company may not be able to maintain profitability. The Company's ability to continue in existence is dependent on the Company's ability to achieve profitable operations.

To continue operations for the next 12 months we will have a cash need of approximately $500,000. Should we not be able to fulfill our cash needs through the increase of revenue we will need to raise money through outside investors through convertible notes, debt or similar instrument(s), including but not limited to the current outstanding convertible notes. Except as mentioned above, the Company has no committed external source of funds, and there is no guarantee we would be able to raise such funds. The Company plans to pay off current liabilities through sales and increasing revenue through sales of Company services and or products, or through financing activities as mentioned above.

[Table of Contents](#)

Operating Activities

Cash flow used in operating activities – Net cash used in operating activities was $458,977 for the three months ended March 31, 2019 primarily as a result of our net loss of $1,267,353, partially offset by non-cash loan amortization expense of $73,394 and non-cash expense of $616,983 related to loss on change in fair value of derivatives. Net cash used in operating activities for the three months ended March 31, 2018 was $430,002, primarily as a result of our net loss of $333.408, partially offset by non-cash loan amortization expense of $109,767, and increased by our gain on change in fair value of derivatives of $197,758.

Investing Activities

Cash flow used in investing activities – We had no cash from or used in investing activities during the three months ended March 31, 2019. For the three months ended March 31, 2018, our investing activities used cash of $120,000 due to our investment in a Shield Saver.

Financing Activities

Cash flow from financing activities – During the three months ended March 31, 2019, our financing activities provided cash of $773,445, primarily from $750,000 of proceeds from convertible notes during the period. During the three months ended March 31, 2018, our financing activities used cash of $4,303 to repay advances to a related party.

Off Balance Sheet Arrangements

We do not have any significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Recent Accounting Pronouncements

During the three months ended March 31, 2019, there were no accounting standards and interpretations issued which are expected to have a material impact on the Company's financial position, operations or cash flows.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a "smaller reporting company," as defined by Rule 229.10(f)(1).

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We have performed an evaluation under the supervision and with the participation of our management, including our President and Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures, (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2019. Based on that evaluation, our management, including our President and CEO and CFO, concluded that our disclosure controls and procedures were not effective as of March 31, 2019 to provide reasonable assurance that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer, as appropriate to allow timely decisions regarding required disclosure due to the material weaknesses described below.

Based on our evaluation under the framework described above, our management concluded that we had "material weaknesses" (as such term is defined below) in our control environment and financial reporting process consisting of the following as of the Evaluation Date:

1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our Board of Directors, resulting in ineffective oversight in the establishment and monitoring of required internal control and procedures; and

2) inadequate segregation of duties consistent with control objectives

A "material weakness" is defined under SEC rules as a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

A system of controls, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Changes in Internal Control over Financial Reporting

During the quarter ended March 31, 2019, there were no changes in our internal control over financial reporting identified in connection with management's evaluation of the effectiveness of our internal control over the financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Neither the Company nor its property is a party to any pending legal proceeding.

Item 1A. Risk Factors

The Company is not required to provide the information required by this Item as it is a “smaller reporting company,” as defined by Rule 229.10(f)(1).

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

In January and February 2019, the Company issued an aggregate of 44,531,249 common shares to two investors for the conversion of a total of $199,500 of convertible debt.

On March 1, 2019, the Company issued an aggregate of 8,000,000 common shares to a consultant for consulting services at a price of $0.10 per share. The fair value of these shares of $800,000 was included in accrued expenses as of December 31, 2018.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Name of Exhibit
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002. (1)
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002. (1)
32.1	Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002. (1)
101**	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 are formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text. (2)

(1) Filed herewith.

(2) Users of this data are advised that pursuant to Rule 406T of Regulation S-T, this XBRL information is being furnished and not filed herewith for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and Sections 11 or 12 of the Securities Act of 1933, as amended, and is not to be incorporated by reference into any filing, or part of any registration statement or prospectus, of Singlepoint Inc., whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Table of Contents

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized.

SINGLEPOINT INC.

Dated: May 15, 2019

By: */s/ Gregory P. Lambrecht*
Gregory P. Lambrecht
Chief Executive Officer,
Chief Financial Officer, Director

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(a) OR 15d-14(a)

I, Gregory Lambrecht, certify that:

1. I have reviewed this Form 10-Q for Singlepoint Inc. for the quarter ended March 31, 2019;

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

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

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

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

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

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

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

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

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

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

Singlepoint Inc.

Date: May 15, 2019

By: */s/ Gregory Lambrecht*
Name: Gregory Lambrecht
Title: CEO
(Chief Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(a) OR 15d-14(a)

I, Gregory P. Lambrecht, certify that:

1. I have reviewed this Form 10-Q for Singlepoint Inc. for the quarter ended March 31, 2019;

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

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

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

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

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

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

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

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

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

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

Singlepoint Inc.

Date: May 15, 2019

By: */s/ Gregory P. Lambrecht*
Name: Gregory P. Lambrecht
Title: Chief Executive Officer, Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

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

The undersigned, Chief Executive Officer and Chief Financial Officer of Singlepoint Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to their knowledge, the Quarterly Report on Form 10-Q of Singlepoint Inc. for quarter ended March 31, 2019, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Singlepoint Inc.

Date: May 15, 2019

By: */s/ Gregory P. Lambrecht*
Gregory P. Lambrecht
Chief Executive Officer, Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to Singlepoint Inc. and will be retained by Singlepoint Inc. and furnished to the Securities and Exchange Commission or its staff upon request.