

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2019

or

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

For the transition period from _____ to _____

Commission File Number: 333-216960

Quanta, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

3606 W. Magnolia Blvd., Burbank, CA

(Address of principal executive offices)

81-2749032

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

91505

(Zip Code)

(Registrant's telephone number, including area code): (424) 261-2568

Indicate by check mark whether the registrant (1) has filed all reports required 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 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, 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

Non-accelerated filer

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

Securities registered pursuant to Section 12(b) of the Act: None

Title of Each Class

Common Stock, \$0.001 par value

Trading Symbol(s)

QNTA

Name of Each Exchange on Which Registered

OTC Markets

As of May 14, 2019, the registrant had 39,200,090 shares of Common Stock outstanding.

TABLE OF CONTENTS

	<u>Page</u>
PART I <u>FINANCIAL INFORMATION</u>	
ITEM 1. <u>Financial Statements</u>	
<u>Condensed Consolidated Balance Sheets - March 31, 2019 (Unaudited) and December 31, 2018</u>	3
<u>Condensed Consolidated Statements of Operations (Unaudited) - Three Months Ended March 31, 2019 and 2018</u>	4
<u>Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) - Three Months Ended March 31, 2019 and 2018</u>	5
<u>Condensed Consolidated Statements of Cash Flows (Unaudited) - Three Months Ended March 31, 2019 and 2018</u>	6
<u>Notes to Condensed Consolidated Financial Statements (Unaudited) – Three Months Ended March 31, 2019 and 2018</u>	7
ITEM 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	12
ITEM 3. <u>Quantitative And Qualitative Disclosures About Market Risk</u>	16
ITEM 4. <u>Controls And Procedures</u>	16
PART II <u>OTHER INFORMATION</u>	16
ITEM 1. <u>Legal Proceedings</u>	
ITEM 1A. <u>Risk Factors</u>	16
ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	16
ITEM 3. <u>Defaults Upon Senior Securities</u>	16
ITEM 4. <u>Mine Safety Disclosures</u>	16
ITEM 5. <u>Other Information</u>	17
ITEM 6. <u>Exhibits</u>	17
<u>Signatures</u>	18

PART I – FINANCIAL INFORMATION

Item 1. Financial Information.

QUANTA, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2019 (Unaudited)	December 31, 2018
ASSETS		
Current assets:		
Cash	\$ 82,723	\$ 35,820
Accounts receivable	17,553	19,561
Total current assets	<u>100,276</u>	<u>55,381</u>
Equipment, net	413,922	372,880
Operating lease right-of-use asset, net	390,378	-
Security deposit	16,770	16,770
Total assets	<u>\$ 921,346</u>	<u>\$ 445,031</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	\$ 7,897	\$ 9,617
Notes payable	175,850	180,000
Deferred revenue, distribution agreement current portion	33,300	-
Operating lease liabilities, current portion	73,800	-
Total current liabilities	<u>290,847</u>	<u>189,617</u>
Long term liabilities		
Deferred revenue, distribution agreement long-term portion	60,490	-
Operating lease liabilities, long-term portion	324,510	-
Total liabilities	<u>675,847</u>	<u>189,617</u>
Stockholders' equity (deficit):		
Preferred stock, \$0.001 par value; 25,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$0.001 par value; 100,000,000 shares authorized; 39,200,090 shares issued and outstanding as of March 31, 2019 and December 31, 2018, respectively	39,200	39,200
Shares to be issued (957,750 shares and 612,000 shares, respectively)	478,866	306,000
Additional paid-in capital	2,360,598	2,360,598
Accumulated deficit	(2,633,165)	(2,450,384)
Total stockholders' equity (deficit)	<u>245,499</u>	<u>255,414</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 921,346</u>	<u>\$ 445,031</u>

See notes to condensed consolidated financial statements

QUANTA, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended March 31, 2019 <u>(Unaudited)</u>	Three months ended March 31, 2018 <u>(Unaudited)</u>
Sales, net	\$ 224,358	\$ 35,265
Distributor fees	6,210	-
Total revenue	<u>230,568</u>	<u>35,265</u>
Cost of goods sold	<u>58,733</u>	<u>18,000</u>
Gross profit	<u>171,835</u>	<u>17,265</u>
Operating expenses:		
Employees compensation and contractors	187,540	117,126
Selling, general, and administrative	162,916	78,744
Research and development	-	62,489
Total operating expenses	<u>350,456</u>	<u>258,359</u>
Loss from operations	<u>(178,621)</u>	<u>(241,094)</u>
Other income (expense):		
Interest expense	<u>(4,160)</u>	<u>(30,000)</u>
Other income and expense, net	<u>(4,160)</u>	<u>(30,000)</u>
Net loss	<u>\$ (182,781)</u>	<u>\$ (271,094)</u>
Net loss per share, basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Weighted average common shares outstanding – basic and diluted	<u>39,200,090</u>	<u>21,908,810</u>

See notes to condensed consolidated financial statements

QUANTA, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

Three months ended March 31, 2019 (Unaudited)

	Common Stock, par value \$0.001		Additional paid-in capital	Shares to be issued	Accumulated deficit	Total
	Number of shares	Amount				
Balance, December 31, 2018	39,200,090	\$ 39,200	\$ 2,360,598	\$ 306,000	\$ (2,450,384)	\$ 255,414
Shares to be issued				172,866		172,866
Net loss for the three months ended March 31, 2019	-	-		-	(182,781)	(182,781)
Balance, March 31, 2019 (Unaudited)	<u>39,200,090</u>	<u>\$ 39,200</u>	<u>\$ 2,360,598</u>	<u>\$ 478,866</u>	<u>\$ (2,633,165)</u>	<u>\$ 245,499</u>

Three months ended March 31, 2018 (Unaudited)

	Common Stock, par value \$0.001		Additional paid-in capital	Shares to be issued	Accumulated deficit	Total
	Number of shares	Amount				
Balance, December 31, 2017	21,908,810	\$ 21,909	\$ (11,909)	\$ -	\$ (565,318)	\$ (555,318)
Net loss for the three months ended March 31, 2018	-	-		-	(271,094)	(271,094)
Balance, March 31, 2018 (Unaudited)	<u>21,908,810</u>	<u>\$ 21,909</u>	<u>\$ (11,909)</u>	<u>\$ -</u>	<u>\$ (836,412)</u>	<u>\$ (826,412)</u>

See notes to condensed consolidated financial statements

QUANTA, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	<u>Three Months Ended</u> <u>March 31, 2019</u>	<u>Three Months Ended</u> <u>March 31, 2018</u>
	(Unaudited)	(Unaudited)
CASH FLOW FROM OPERATING ACTIVITIES:		
Net loss	\$ (182,781)	\$ (271,094)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	28,958	28,960
Amortization of right-of-use asset	19,242	-
Interest accrual	4,160	-
Changes in operating assets and liabilities:		
Accounts receivable	2,008	-
Accounts payable and accrued liabilities	(5,880)	-
Deferred revenue	93,790	-
Operating lease liabilities	(11,310)	-
Net cash used in operating activities	<u>(51,813)</u>	<u>(242,134)</u>
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of equipment	(70,000)	-
Net cash used in investment activities	<u>(70,000)</u>	<u>-</u>
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from convertibles notes payable	-	264,500
Proceeds from notes payable	(17,150)	-
Principal payments of notes payable	13,000	-
Proceeds from shares to be issued	172,866	-
Net cash provided by financing activities	<u>168,716</u>	<u>264,500</u>
Increase (decrease) in cash	46,903	22,366
Cash and cash equivalents, beginning of period	35,820	23,467
Cash and cash equivalents, end of period	<u>\$ 82,723</u>	<u>\$ 45,833</u>
Supplemental Disclosures of Cash Flow Information:		
Cash paid for taxes	-	-
Cash paid for Interest	-	-
Non-cash investing and financing activities		
Initial recognition of operating lease right-of-use asset and operating lease liabilities	<u>\$ 409,620</u>	<u>\$ -</u>

See notes to condensed consolidated financial statements

QUANTA, INC. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2018 (UNAUDITED)

NOTE 1 – DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Quanta, Inc (formerly “Bioanomaly”), a California corporation, was incorporated on December 27, 2016 and commenced operations in 2017. On June 6, 2018, Bioanomaly completed a merger with Freight Solution, Inc (“Freight Solution”), a Nevada corporation. Pursuant to the merger agreement, all the shareholders of Bioanomaly exchanged all of their shares of Bioanomaly for an aggregate of 21,908,810 newly issued shares of Freight Solution’s common stock. After the merger was completed, the Bioanomaly shareholders owned approximately 77% of the outstanding shares of common stock of Freight Solution and the original shareholders of Freight Solution owned approximately 23% of the outstanding shares of common stock of Freight Solution. The transaction was accounted for as a reverse merger (recapitalization) with Bioanomaly deemed to be the accounting acquirer and Freight Solution deemed to be the legal acquirer. Upon the closing, Bioanomaly changed its name to Quanta, Inc. (the “Company”). The financial statements presented herein are those of the accounting acquirer (i.e., Bioanomaly) given the effect of the issuance of 6,500,000 shares of common stock upon completion of the transaction. In addition, the Company incurred expenses of \$495,760 in connection with the reverse merger.

The Company is an applied science business focused on increasing energy levels of plant matter and increasing performance within the human body.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying financial statements, for the three months ended March 31, 2019, the Company incurred a net loss of \$182,781 and used cash in operating activities of \$51,813, and at March 31, 2019, the Company had a had a working capital deficiency of \$190,571. These factors raise substantial doubt about the Company’s ability to continue as a going concern within one year of the date that the financial statements are issued. In addition, the Company’s independent registered public accounting firm, in its report on the Company’s December 31, 2018 financial statements, has expressed substantial doubt about the Company’s ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

At March 31, 2019, the Company had cash on hand in the amount of \$82,723. Subsequent to the March 31, 2019 the Company received \$142,500 for subscriptions for shares of common stock to be issued in a private placement. Management estimates that the current funds on hand will be sufficient to continue operations through the next six months. The Company’s ability to continue as a going concern is dependent upon improving its profitability and the continuing financial support from its shareholders. Management believes the existing shareholders or external financing will provide the additional cash to meet the Company’s obligations as they become due. No assurance can be given that any future financing, if needed, will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, if needed, it may contain undue restrictions on its operations, in the case of debt financing, or cause substantial dilution for its stockholders, in the case of equity financing

Basis of presentation

The accompanying unaudited condensed consolidated financial statements as of and for the three months ended March 31, 2019 and 2018, have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position, results of operations and cash flows for the interim periods have been included. The results of operations for the three months ended March 31, 2019 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2019. The Condensed Consolidated Balance Sheet information as of December 31, 2018 was derived from the Company’s audited Consolidated Financial Statements as of and for the nine month period ended December 31, 2018, included in the Company’s Annual Report on Form 10-KT filed with the SEC on April 16, 2019. These financial statements should be read in conjunction with that report.

The consolidated financial statements include the accounts of Quanta Inc, and its wholly-owned subsidiary, Bioanomaly, Inc. Intercompany transactions have been eliminated in consolidation.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates include certain assumptions related to, among others, impairment analysis of long-term assets, valuation allowance on deferred income taxes, assumptions used in valuing stock instruments issued for services, and the accrual of potential liabilities. Actual results may differ from these estimates.

Revenue

The Company follows the guidance of Accounting Standards Codification (ASC) 606, Revenue from Contracts . ASC 606 creates a five-step model that requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the services it transfers to its clients.

The Company's revenue consists of revenue from sales of its CBD products. Generally, the Company's performance obligations are transferred to the customer at a point in time, typically upon delivery of products. The Company offers no discounts, rebates, rights of return, or other allowances to clients which would result in the establishment of reserves against service revenue. Additionally, to date, the Company has not incurred incremental costs in obtaining a client contract.

Cost of revenue includes direct costs and fees related to the sale of our products.

Leases

Prior to January 1, 2019, the Company accounted for leases under ASC 840, *Accounting for Leases* . Effective January 1, 2019, the Company adopted the guidance of ASC 842, *Leases*, which requires an entity to recognize a right-of-use asset and a lease liability for virtually all leases. The implementation of ASC 842 did not have a material impact on the Company's consolidated financial statements and did not have a significant impact on our liquidity or on our compliance with our financial covenants associated with our loans. The Company adopted ASC 842 using a modified retrospective approach. As a result, the comparative financial information has not been updated and the required disclosures prior to the date of adoption have not been updated and continue to be reported under the accounting standards in effect for those periods. The adoption of ASC 842 on January 1, 2019 resulted in the recognition of operating lease right-of-use assets of \$409,620, lease liabilities for operating leases of \$409,620, and a zero cumulative-effect adjustment to accumulated deficit. The Company elected to exclude from its balance sheets recognition of leases having a term of 12 months or less ("short-term leases") and elected to not separate lease components and non-lease components for its long-term leases. Lease expense is recognized on a straight-line basis over the lease term. See Note 3 for further information regarding the impact of the adoption of ASC 842 on the Company's financial statements.

Net Loss per Share

Basic loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution, using the treasury stock method that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the loss of the Company. In computing diluted loss per share, the treasury stock method assumes that outstanding warrants and convertible notes are exercised and the proceeds are used to purchase common stock at the average market price during the period. Warrants and convertible notes may have a dilutive effect under the treasury stock method only when the average market price of the common stock during the period exceeds the exercise price of the options and warrants.

For the three months ended March 31, 2019, the dilutive impact of warrants exercisable into 3,000,000 shares of the Company's common stock have been excluded because their impact on the loss per share is anti-dilutive. For the three months ended March 31, 2018, the dilutive impact of notes payable convertible into 3,771,000 shares of the Company's common stock have been excluded because their impact on the loss per share is anti-dilutive.

Fair Value of Financial Instruments

The Company follows the authoritative guidance issued by the Financial Accounting Standards Board ("FASB") for fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy was established, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly.

Level 3—Unobservable inputs based on the Company's assumptions.

The Company is required to use of observable market data if such data is available without undue cost and effort.

The Company believes the carrying amount reported in the balance sheet for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and notes payable, approximate their fair values because of the short-term nature of these financial instruments

Concentrations of risks

For the three months ended March 31, 2019 and March 31, 2018, no customer accounted for 10% or more of revenue or accounts receivable at period-end.

For the three months ended March 31, 2019 and March 31, 2018, no vendor accounted for 10% or more of the Company's cost of revenues, or accounts payable at period-end.

The Company maintains the majority of its cash balances with one financial institution, in the form of demand deposits, which may from time to time exceed the federally insured limit of \$250,000. The Company believes that no significant concentration of credit risk exists with respect to its cash balances because of its assessment of the creditworthiness and financial viability of the financial institution.

Segments

The Company operates in one segment for the development and distribution of our CBD products. In accordance with the "Segment Reporting" Topic of the ASC, the Company's chief operating decision maker has been identified as the Chief Executive Officer and President, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. Existing guidance, which is based on a management approach to segment reporting, establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products and services, major customers, and the countries in which the entity holds material assets and reports revenue. All material operating units qualify for aggregation under "Segment Reporting" due to their similar customer base and similarities in economic characteristics; nature of products and services; and procurement, manufacturing and distribution processes. Since the Company operates in one segment, all financial information required by "Segment Reporting" can be found in the accompanying financial statements.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments (Topic 326), which replaces the incurred-loss impairment methodology and requires immediate recognition of estimated credit losses expected to occur for most financial assets, including trade receivables. Credit losses on available-for-sale debt securities with unrealized losses will be recognized as allowances for credit losses limited to the amount by which fair value is below amortized cost. ASU 2016-13 is effective for the Company beginning January 1, 2020 and early adoption is permitted. The Company does not believe the potential impact of the new guidance and related codification improvements will be material to its financial position, results of operations and cash flows.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

NOTE 2 - DISTRIBUTION AGREEMENT

Effective January 22, 2019, the Company entered into an agreement with Della Strada Wholesale for the exclusive rights to distribute the Company's products in the state of Colorado for three years. In consideration, the Company received a total one-time payment of \$100,000 which will be recognized as revenue on a straight line basis over the three year life of the agreement. For the three months ended March 31, 2019, the Company recognized revenue related to this agreement in the amount of \$6,210. For the three months ended March 31, 2018, no distribution fee revenue was recorded.

NOTE 3 - OPERATING LEASE

In June 2018, the Company entered into a noncancelable operating lease for its headquarters office requiring payments of \$8,385 per month, payments increasing 5% each year, and ending on July 31, 2023. At March 31, 2019, the remaining lease term was 4.5 years. The Company does not have any other leases.

Operating lease right-of-use ("ROU") assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Generally the implicit rate of interest in arrangements is not readily determinable and the Company utilizes its incremental borrowing rate in determining the present value of lease payments. The Company's incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be. The operating lease ROU asset includes any lease payments made and excludes lease incentives.

The components of lease expense and supplemental cash flow information related to leases for the period are as follows:

	Three Months Ended March 31, 2019	
<u>Lease Cost</u>		
Operating lease cost (included in general and administration in the Company's unaudited condensed statement of operations)	\$	33,087
<u>Other Information</u>		
Cash paid for amounts included in the measurement of lease liabilities for the first quarter 2019	\$	25,155
Weighted average remaining lease term – operating leases (in years)		4.5
Average discount rate – operating leases		8.3%

The supplemental balance sheet information related to leases for the period is as follows:

	At March 31, 2019
Operating leases	
Long-term right-of-use assets	\$ 390,378
Short-term operating lease liabilities	\$ 73,800
Long-term operating lease liabilities	324,510
Total operating lease liabilities	<u>\$ 398,310</u>

Maturities of the Company's lease liabilities are as follows:

Year Ending	Operating Leases
2019 (remaining 9 months)	\$ 77,561
2020	108,292
2021	113,707
2022	119,392
2023	61,152
Total lease payments	480,104
Less: Imputed interest/present value discount	(81,794)
Present value of lease liabilities	<u>\$ 398,310</u>

Lease expenses were \$33,087 and \$17,400 during the three months ended March 31, 2019 and 2018, respectively.

NOTE 4 – STOCKHOLDERS' EQUITY

For the three months ended March 31, 2019, the Company received \$172,866 for subscriptions to purchase 345,750 shares of its common stock in a private placement at a price of \$0.50 per share

Subsequent to March 31, 2019 the Company received an additional \$142,500 in subscriptions for an additional 285,000 shares of common stock to be issued. As of March 31, 2019, and through the date of the financial statements, the shares had not been issued. The private placement offering is expected to terminate upon the sale of 3,000,000 shares of common stock and the Company is obligated to issue the shares once the private placement offering is completed.

NOTE 5 – WARRANTS

In 2018, the Company issued warrants exercisable into 3,000,000 shares of common stock. The warrants were fully vested when issued, have an exercise price of \$0.30 per share, and expire in 2022. A summary of warrant activity during the three months ended March 31, 2019 is presented below:

	Number of warrants	Weighted Average Exercise Price	Contractual Life in Years
Warrants Outstanding and Exercisable as of December 31, 2018	3,000,000	\$ 0.30	4.00
Granted	-	\$ -	-
Exercised	-	\$ -	-
Expired	-	\$ -	-
Warrants Outstanding and Exercisable as of March 31, 2019	<u>3,000,000</u>	\$ 0.30	3.75

The following table summarizes information concerning the Company's stock warrants as of March 31, 2019:

Exercise Prices	Warrants Outstanding			Warrants Exercisable		
	Number Outstanding	Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Number Exercisable	Average Remaining Contractual Life (in years)	Weighted Average Exercise Price
\$ 0.30	<u>3,000,000</u>	3.75	\$ 0.30	<u>3,000,000</u>	3.75	\$ 0.30

At March 31, 2019 and December 31, 2018, intrinsic value of the warrants was approximately \$600,000.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

The Company has a profit sharing agreement with an individual in consideration of the Company's exclusive use of patented technology developed by the individual. Pursuant to the agreement, profits (as defined) from the Company's operations will be allocated 50% to the Company and 50% to the individual. For the three months ended March 31, 2019 and March 31, 2018, the Company incurred net losses and therefore no allocation of profit is due.

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

This form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as “may”, “will”, “expect”, “believe”, “anticipate”, “estimate” or “continue” or comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include by are not limited to economic conditions generally and in the industries in which we may participate; competition within our chosen industry, including competition from much larger competitors; technological advances and failure to successfully develop business relationships.

This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those anticipated in these forward-looking statements.

Summary of Business

Quanta is an applied science company focused on increasing energy levels in plant matter to increase performance within the human body. Our proprietary technology uses quantum mechanics to increase bio-activity of targeted molecules to enhance the desired effects. We specialize in potentiating rare naturally occurring elements to create impactful and sustainable healing solutions that can be as powerful and predictable as pharmaceutical drugs.

We offer our technology as a platform, making it accessible to existing high-quality product makers with existing distribution channels, as well as consumer products. Our mission is to power as many impactful, high-performing wholly organic solutions as possible through wholly-owned product lines and a series of licensing and distribution partnerships.

Bioanomaly Inc. was founded in 2016 by a group of technology and industry entrepreneurs and provides licensed technology solutions to natural product companies in multiple verticals. Our headquarters is located in Los Angeles, California.

BUSINESS MODEL

Though we offer a small portfolio of our own products, the Quanta business model is also focused on co-branding partnerships with top-quality product developers and manufacturers through our “Powered by Quanta” platform. Our business model is very similar to the “Intel Inside” program. We help top brands in cannabis, anti-aging, health and wellness, stress management, pain management, fitness and brain performance enhancement increase the bio-activity of selected elements within their existing formulas to create new, higher performing product lines. In exchange for access to our technology we collect either monthly fees and/or profit share on new revenue created. With regard to cannabis partnerships, we do not participate in revenue, rather we provide our technology and services for a flat monthly fee.

We are currently working with brands that use the following elements in their product lines:

- Turmeric
- Arnica
- Amino Acids
- Lipids
- Plant Proteins
- Cannabinoids
- Stem Cells
- Kratom
- Eucalyptus
- Kanna

ADDRESSABLE MARKETS

Though our initial focus has been cannabis, Quanta has the unique ability to work within any market that leverages plant matter elements for pain relief, anti-inflammatory and quality of life products. The Company is also entering the nutraceutical and phytoceutical industries and has plans to expand into multiple sectors in the coming years.

“POWERED BY QUANTA”

Our “Powered by Quanta” program is a licensing platform designed to integrate our technology into existing top quality products around the globe. Once we align with a brand that meets our criteria of having both great products and large distribution, we build and install one of our remotely operated machines in their facility. Each time the partner makes products they simply place their materials in the chamber and answer 5 simple questions. This information is then sent to one of our scientists who will then input polarization specifications to fit the licensee’s needs. Within the confines of the Quanta polarization machines, our technology uses electric and magnetic frequencies to communicate with and re-train the way electrons and the nucleus interact within targeted atoms. The result of this process is a molecule with higher energy/vibrational levels which helps to create a more impactful chemical reaction in the body. Once their batch is complete, we notify the partner to remove it from the machine. They then place “Powered by Quanta” on their products and collect a premium. 100% of our machines are run remotely on a dedicated fiber optic line for quality control, security and ease of use for our partners. Currently each machine can polarize 7.5 liters of oils every 4.25 hours.

GROWTH STRATEGY

Licensing

Our current focus is solidifying licensing/co-branding partnerships with the top companies in the cannabis sector, though we are entering into multiple other markets as well. In the cannabis industry we are focused on working with high quality THC brands. This allows us to offer the public a standardized experience with higher energy and reduced side effects without having to become a licensed cannabis company. Both recreational and medicinal THC brands are starting to realize the importance of market differentiation and a need for a standardized consumer experience. We are offering limited licenses in states which have legalized medicinal and/or recreational marijuana use. We are also looking to work with a small, select group of top CBD brands with large distribution and solid reputations.

CBD Products

Our technology significantly increases the bio-activity of CBD which we believe puts us in a strong position for the future. We will work with top brands, but we will also be offering our own hemp derived CBD products online and in traditional stores. Currently we are preparing to launch our fast-acting and high performing CBD Muscle Rub nationwide.

MARKETING AND DISTRIBUTION

We offer a scientific solution that is difficult for the public to understand, which makes education a large part of the marketing plan for Quanta. We plan to launch campaigns to offer free samples of our products in exchange for consumer information to build lists and eCommerce revenues. We have found that the best way to sell Quanta’s products is to have people try them and feel the difference, rather than to confuse them with how the company creates such performance.

We are focused on influencer marketing, traditional and digital media, internet marketing and product placement as a primary means of marketing for Quanta. We believe that high quality content in conjunction with pre-built digital distribution will be the best value for the dollar. We have solidified and are currently solidifying partnerships with very visible influencers and celebrities to help with awareness and digital distribution.

PRODUCTS AND SERVICES

Polarization Technology Licensing.

The Company owns proprietary technology that uses frequency training to improve the performance of cannabinoids and other natural elements. For THC products our core technology provides very specific advantages for partner brands such as increased energy and greatly reduced side effects (paranoia, anxiety, laziness and loss of cognitive functions) while standardizing the overall THC consumer experience. And for CBD products we offer increased time to activation, increased duration of performance and

The Company intends to monetize this intellectual property through 1) licensing agreements in conjunction with cannabis brands that adhere to state medical and recreational marijuana laws and 2) establishing business relationships with scientific research organizations to develop biologic applications based upon specific plant research and development methodologies.

The Company owns intellectual property (recipes and process/methods) for use in medical marijuana topicals, edibles, vape, sub-lingual and lozenges. The Company's proprietary muscle rub is unlike other topicals of which may take up to an hour or more to take effect. Based upon preliminary results, our muscle rub generally takes effect within a period of 1-3 minutes. We believe the rapid acting characteristics of our muscle rub will overcome the major obstacle of penetrating the mainstream pain and muscle tension relief market. In addition to the muscle rub, we have other forms of topicals under development that assist with anti-aging, inflammation, sexual performance, testosterone balancing and weight loss.

Objectives

Our current strategy is to seek out new co-branding and licensing opportunities for our intellectual property while constantly looking for new strategic corporate and product acquisitions. We are also focused on developing and acquiring new patents, trade secrets, trademarks and other intellectual property.

Results of Operations

Summary of Key Results

Result of Operations for the three months ended March 31, 2019 as compared to the three months ended March 31, 2018

Revenue – Revenues for the for the three months ended March 31, 2019 were \$230,568, compared to revenues for the three months ended March 31, 2018 of \$35,265.

Expenses -Operating expenses for the three months ended March 31, 2019 were \$350,456. The Company incurred \$162,916 in administrative and other costs associated with operations, including legal and professional fees of \$16,564.

Operating expenses for the three months ended March 31, 2018 were \$258,359. The Company incurred \$79,744 in administrative and other costs associated with operations, including legal and professional fees of \$7,785. The company incurred \$62,489 in research and development costs.

Net loss - Net loss for the three months ended March 31, 2019 and March 31, 2018 was \$182,781 and \$271,094. We recorded no provision for federal income taxes for either period.

Critical Accounting Policies and Estimates

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant accounting estimates include certain assumptions related to, among others, impairment analysis of long-term assets, valuation allowance on deferred income taxes, assumptions used in valuing stock instruments issued for services, and the accrual of potential liabilities. Actual results may differ from these estimates.

Revenue

The Company follows the guidance of Accounting Standards Codification (ASC) 606, Revenue from Contracts . ASC 606 creates a five-step model that requires entities to exercise judgment when considering the terms of contracts, which includes (1) identifying the contracts or agreements with a customer, (2) identifying our performance obligations in the contract or agreement, (3) determining the transaction price, (4) allocating the transaction price to the separate performance obligations, and (5) recognizing revenue as each performance obligation is satisfied. The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the services it transfers to its clients.

The Company's revenue consists of revenue from sales of its CBD products. Generally, the Company's performance obligations are transferred to the customer at a point in time, typically upon delivery of products. The Company offers no discounts, rebates, rights of return, or other allowances to clients which would result in the establishment of reserves against service revenue. Additionally, to date, the Company has not incurred incremental costs in obtaining a client contract.

Cost of revenue includes direct costs and fees related to the sale of our products.

Recently Issued Accounting Pronouncements

See Note 1 to the condensed consolidated financial statements.

Liquidity and Capital Resources

We have yet to establish any history of profitable operations. For the three month period ended March 31, 2019, we incurred a loss from operations of \$182,781, used cash in operations of \$51,813 and at March 31, 2019, we had a working capital deficiency of \$190,571. These factors raise substantial doubt about our ability to continue as a going concern within one year after the date the financial statements are issued. In addition, our independent registered public accounting firm included an explanatory paragraph in its report on our financial statements as of and for the year ended December 31, 2018 with respect to this uncertainty. This going concern opinion could materially limit our ability to raise additional funds through the issuance of new debt or equity securities and future reports on our financial statements may also include an explanatory paragraph with respect to our ability to continue as a going concern.

At March 31, 2019, the Company had cash on hand in the amount of \$82,723. Subsequent to March 31, 2019, the Company received \$142,500 for subscriptions for shares of common stock to be issued in a private placement. Management estimates that the current funds on hand will be sufficient to continue operations through the next 6 months. The Company's ability to continue as a going concern is dependent upon improving its profitability and the continuing financial support from its shareholders. Management believes the existing shareholders or external financing will provide the additional cash to meet the Company's obligations as they become due. No assurance can be given that any future financing, if needed, will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, if needed, it may contain undue restrictions on its operations, in the case of debt financing, or cause substantial dilution for its stockholders, in the case of equity financing

As of March 31, 2019 and 2018, we owed \$175,850 and \$80,000 respectively in connection with short term loans from unrelated parties, respectively. The proceeds of which were used for basic working capital purposes.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not required for Smaller Reporting Companies.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time communicated to the Company's management, including its Chief Executive Officer, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e). The Company's disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching the Company's desired disclosure control objectives. In designing periods specified in the SEC's rules and forms, and that such information is accumulated and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our Chief Executive Officer and Chief Financial Officer, Mr. Eric Rice, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Report. Based on the evaluation, Mr. Rice concluded that our disclosure controls and procedures are not effective in timely alerting him to material information relating to us required to be included in our periodic SEC filings.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) We do not have written documentation of our internal control policies and procedures, and (2) We do not have sufficient segregation of duties within accounting functions. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal controls over financial reporting that occurred during the quarter ended March 31, 2019 that have materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are a party to, or otherwise involved in, legal proceedings arising in the normal and ordinary course of business. As of the date of this report, we are not aware of any other proceeding, threatened or pending, against us which, if determined adversely, would have a material effect on our business, results of operations, cash flows or financial position.

Item 1A. Risk Factors.

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A. of the Company's Transition Report on Form 10-KT for the transition period from April 1, 2018 to December 31, 2018.

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

For the three months ended March 31, 2019, the Company received \$172,866 for subscriptions to purchase 345,750 shares of its common stock in a private placement at a price of \$0.50 per share

Subsequent to March 31, 2019 the Company received an additional \$142,500 in subscriptions for an additional 285,000 shares of common stock to be issued. As of March 31, 2019, and through the date of the financial statements, the shares had not been issued. The private placement offering is expected to terminate upon the sale of 3,000,000 shares of common stock and the Company is obligated to issue the shares once the private placement offering is completed.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Item 6. Exhibits.

The following exhibits are incorporated into this Form 10-Q Quarterly Report:

Exhibit Number	Description
31.1*	Rule 13a-14(a) Certification of the Chief Executive and Financial Officer
32.1*	Section 1350 Certification of Chief Executive and Financial Officer
101.SCH	XBRL Taxonomy Extension Schema Document

* Filed along with this document

SIGNATURES

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

QUANTA, INC

Dated: May 17, 2019

By: /s/ Eric Rice

Eric Rice
Chairman, Chief Executive Officer (Principal Executive Officer and Principal Accounting Officer)

Rule 13a-14(a) Certification of the Chief Executive Officer and Chief Accounting Officer

I, Eric Rice, certify that:

1. I have reviewed this report on Form 10-Q of Quanta, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - c) 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 that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 17, 2019

By: /s/ Eric Rice

Eric Rice
Chairman, Chief Executive Officer
(Principal Executive Officer and Principal Accounting Officer)

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

The undersigned, the Chief Executive Officer and Chief Accounting Officer of Quanta, Inc. (the "Company"), certifies that, to his knowledge:

1. The report of the Company for the quarter ended March 31, 2019 as filed with the Securities and Exchange Commission on this date (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 17, 2019

By: /s/ Eric Rice
Eric Rice
Chairman, Chief Executive Officer
(Principal Executive Officer and Principal Accounting Officer)
