

ITEM 1. FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
RIGHT OF REPLY LTD

We have audited the accompanying balance sheet of Right of Reply LTD (the “Company”) as of December 31, 2016, and the related statement of operations and comprehensive loss, changes in shareholders’ equity, and cash flows for the period from June 20, 2016 (“Inception”) to December 31, 2016. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company at December 31, 2016, and the results of its operations and its cash flows for the period from June 20, 2016 (“Inception”) to December 31, 2016 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company’s losses from development activities raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Morison Cogen LLP

Blue Bell, Pennsylvania
October 17, 2017

RIGHT OF REPLY LTD
Balance Sheet
December 31, 2016

December 31, 2016

ASSETS

OTHER ASSETS

Patents and trademarks, net of amortization of \$76

\$ 7,342

TOTAL ASSETS

\$ 7,342

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable

\$ 5,122

TOTAL CURRENT LIABILITIES

5,122

SHAREHOLDERS' EQUITY

Ordinary shares, \$0.036 par value; unlimited shares authorized; 1,250,000 shares issued and outstanding at December 31, 2016

45,000

Additional paid in capital

1,300,566

Accumulated deficit

(1,342,969)

Accumulated other comprehensive loss

(377)

SHAREHOLDERS' EQUITY

2,220

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY

\$ 7,342

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

RIGHT OF REPLY LTD
Statement of Operations

	For the Period From June 20, 2016 (Inception) to December 31, 2016
SALES	\$ -
OPERATING EXPENSES	
General and administrative	82
Total operating expenses	<u>82</u>
OTHER EXPENSES	
Fair value of ordinary shares in excess of cost of contributed intangibles	1,342,887
	<u>1,342,887</u>
NET LOSS	\$ <u>(1,342,969)</u>
BASIC AND DILUTED NET LOSS PER ORDINARY SHARE	\$ <u>(1.07)</u>
BASIC AND DILUTED WEIGHTED AVERAGE ORDINARY SHARES OUTSTANDING	<u>1,250,000</u>

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

RIGHT OF REPLY LTD
Statement of Comprehensive Loss

	For the Period From June 20, 2016 (Inception) to December 31, 2016
NET LOSS	\$ (1,342,969)
OTHER COMPREHENSIVE LOSS	
Foreign Currency Translation Adjustments, net of tax	(377)
TOTAL OTHER COMPREHENSIVE LOSS, net of tax	<u>(377)</u>
COMPREHENSIVE LOSS	<u>\$ (1,343,346)</u>

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

RIGHT OF REPLY LTD
Statement of Changes in Shareholders' Equity
For the Period from June 20, 2016 ("Inception") to December 31, 2016

	Ordinary Shares		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Number of Shares	Amount				
Balance June 20, 2016	-	\$ -	\$ -	\$ -	\$ -	\$ -
Ordinary shares issued for patents and trademarks	1,250,000	45,000	1,300,566	-	-	1,345,566
Net loss	-	-	-	(1,342,969)	-	(1,342,969)
Cumulative translation adjustment	-	-	-	-	(377)	(377)
Balance December 31, 2016	<u>1,250,000</u>	<u>\$ 45,000</u>	<u>\$ 1,300,566</u>	<u>\$ (1,342,969)</u>	<u>\$ (377)</u>	<u>\$ 2,220</u>

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

RIGHT OF REPLY LTD
Statement of Cash Flows

	For the Period From June 30, 2016 (Inception) to December 31, 2016
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss	\$ (1,342,969)
Adjustments to reconcile net loss to cash used in operating activities:	
Fair value of ordinary shares in excess of cost of contributed intangibles	1,342,887
Amortization	82
Increase in liabilities	
Accounts payable	-
	<u>-</u>
Net cash provided by operating activities	<u>-</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	-
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	<u>-</u>
CASH AND CASH EQUIVALENTS - END OF PERIOD	<u><u>\$ -</u></u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:	
Cash paid during period/year for:	
Interest	<u><u>\$ -</u></u>
Income taxes	<u><u>\$ -</u></u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES:	
Purchase of patents	<u><u>\$ 5,549</u></u>
Issuance of ordinary shares for contributed intangibles	<u><u>\$ 2,679</u></u>

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

RIGHT OF REPLY LTD

Notes to the Financial Statements

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of the Business

The Right of Reply LTD (the “Company” or “ROR”) was originally registered as a private limited company in the United Kingdom on June 20, 2016.

The Company was organized to develop and market a unique service that is at the same time a solution to a problem, a search engine, a social network, a service, an applied patent technology, and the assertion of personal rights.

ROR is a pay by subscription service, a system, and a technology which provides a rapid, effective, definitive, and legally sound solution to a particularly sensitive problem: The problem of a person’s good reputation, or rather the negative effect on a person’s reputation when it becomes the target of various forms of web content, whether it be in the form of articles, images, videos, blog comments, web forums, etc., which can be damaging to a greater or lesser degree and to which it is often difficult or practically impossible to respond and/or obtain redress.

On June 19, 2017, the Company decreased the par value of the ordinary shares from \$1.44 to \$0.036 per share and increased the total number of ordinary shares allotted to 2 million, which have been given retroactive effect in the balance sheet.

Basis of Presentation

The accompanying financial statements of ROR have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”).

Revenue Recognition

In accordance with FASB ASC 605, “Revenue Recognition,” the Company recognizes revenue when (i) persuasive evidence of a customer or distributor arrangement exists, (ii) a retailer, distributor or wholesaler receives the goods and acceptance occurs, (iii) the price is fixed or determinable, and (iv) collectability of revenue is reasonably assured.

Comprehensive Loss

The Company follows Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) 220, “Comprehensive Income,” in reporting comprehensive income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. The Company has one item of other comprehensive loss, consisting of a foreign translation adjustment.

Foreign Currency Transactions and Translation

The functional currency of the operations of ROR is the Great Britain Pound. Gains and losses, if any, resulting from transactions in currencies other than the functional currency of the Company are recorded in the statement of operations for the reporting period as part of general and administrative expense. Included in general and administrative expense were foreign currency transaction gains of \$0 for the period from June 20, 2016 (“Inception”) to December 31, 2016.

The reporting currency of the Company is the United States (U.S.) dollar. The financial statements in functional currencies are translated to U.S. dollars using the closing rate of exchange for assets and liabilities and average rate of exchange for the statement of operations. The capital accounts are translated at historical rate. Translation gains and losses are recorded in accumulated other comprehensive loss as a component of shareholders’ equity.

Patents and Trademarks

Costs associated with the registration and any legal defense of the patents and trademarks are capitalized and are amortized on a straight-line basis over the shorter of the estimated useful or legal lives of the patents and trademarks, which is generally 20 years. Costs incurred for patents and trademarks that are not approved are expensed in the month in which they are rejected.

Basic and Diluted Net Income per Share of Ordinary Shares

The Company follows FASB ASC 260, "Earnings Per Share," when reporting Earnings Per Share resulting in the presentation of basic and diluted earnings per share. Because the Company reported a net loss for the period from June 20, 2016 ("Inception") to December 31, 2016 and because the Company has no ordinary share equivalents, the amounts reported for basic and diluted loss per share were the same.

Subsequent Events

The Company has evaluated all transactions from January 1, 2017 through October 17, 2017, the date the financial statements were available to be issued, for subsequent event disclosure consideration.

Recently Adopted Accounting Pronouncements

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. The amendments in this Update provide guidance about management's responsibility to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued and to provide related footnote disclosures. Substantial doubt about an entity's ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. This standard was adopted as of December 31, 2016 and did not have any material effect on the financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

As of December 31, 2016, there are no recently issued accounting standards not yet adopted which would have a material effect on the Company's financial statements through 2017.

NOTE 2 – MANAGEMENT PLANS

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred losses and experienced negative cash flow from operations since inception and has no cash. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Since inception, the Company has focused on developing and implementing its business plan. The Company believes that its existing cash resources will not be sufficient to sustain operations during the next twelve months. The Company currently needs to generate revenue in order to sustain its operations. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would likely be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition and results of operations.

NOTE 3 – PATENTS AND TRADEMARKS

The patents and trademarks owned by the Company were acquired from a related party for 1,250,000 ordinary shares during the period ended December 31, 2016. As such, the patents and tangibles acquired from the related party have been valued at \$2,679 based on the costs to the related party relative to establishing the patents and trademarks. The fair value of the 1,250,000 ordinary shares issued was \$1,345,566 based on the shares sold to independent third parties in May 2017. The fair value of the ordinary shares in excess of the cost of the contributed intangibles of \$1,342,887 was expensed immediately. These costs are being amortized over the life of the patents. Amortization expense for the period from June 20, 2016 (“Inception”) to December 31, 2016 was \$82.

NOTE 4 – INCOME TAXES

The Company follows FASB ASC 740-10-10 whereby an entity recognizes deferred tax assets and liabilities for future tax consequences or events that have been previously recognized in the Company’s financial statements or tax returns. The measurement of deferred tax assets and liabilities is based on provisions of enacted tax law. The effects of future changes in tax laws or rates are not anticipated.

The Company has trading losses in Great Britain, which is similar to net operating losses in the United States, of approximately \$0. Deferred tax assets would arise from the recognition of anticipated utilization of these net operating losses to offset future taxable income.

The income tax (benefit) provision consists of the following:

	<u>December 31,</u>	
	<u>2016</u>	
Current	\$	-
Deferred	\$	-
Change in valuation allowance		-
	<u>\$</u>	<u>-</u>

The following is a reconciliation of the tax derived by applying the Great Britain rate of 20% for the period from June 20, 2016 (“Inception”) to December 31, 2016 to the losses before income taxes and comparing that to the recorded tax provisions:

	<u>December 31, 2016</u>	
	<u>Amount</u>	<u>%</u>
United Kingdom income tax benefit at statutory rate	\$ (269,000)	(20)
Non-deductible fair value of ordinary shares in excess of cost of contributed intangibles	269,000	20
Change in valuation allowance	-	-
Net	<u>\$ -</u>	<u>-</u>

The primary components of the Company's December 31, 2016 deferred tax assets, liabilities and related valuation allowances are as follows:

	<u>December 31,</u> <u>2016</u>
Deferred tax asset for trading losses carryforward	\$ -
Valuation allowance	<u>-</u>
Net	<u>\$ -</u>

As of December 31, 2016, the Company had no unrecognized tax benefits, and accordingly, the Company did not recognize interest or penalties during 2016 related to unrecognized tax benefits. There has been no change in unrecognized tax benefits during the period from June 20, 2016 ("Inception") to December 31, 2016, and there was no accrual for uncertain tax positions as of December 31, 2016. The tax year 2016 remains subject to examination by major tax jurisdictions.

NOTE 5 – OPERATING LEASES

As of December 31, 2016, the Company was not obligated under any non-cancelable operating lease arrangements.

NOTE 6 – SUBSEQUENT EVENTS

In May 2017, the Company entered into subscription agreements to sell 253,334 ordinary shares for \$246,338 and 446,666 ordinary shares amounting to \$434,227, were issued for professional services rendered. As of October 17, 2017, the Company had received \$48,109 of the subscriptions receivable for 48,888 ordinary shares.

In June 2017, the Company issued 50,000 ordinary shares amounting to \$47,942 for professional services rendered.

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RIGHT OF REPLY LTD
Condensed Balance Sheets

	September 30, 2017 (Unaudited)	December 31, 2016 (Audited)
ASSETS		
OTHER ASSETS		
Patents and trademarks, net of amortization of \$385 and \$76	7,694	7,342
TOTAL ASSETS	\$ 7,694	\$ 7,342
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 138,003	\$ 5,122
TOTAL CURRENT LIABILITIES	138,003	5,122
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY (DEFICIT)		
Ordinary shares, \$0.036 par value; unlimited shares authorized; 1,794,560 shares issued and outstanding at September 30, 2017 and 1,250,000 issued and outstanding as of December 31, 2016	64,604	45,000
Common stock subscribed	199,304	-
Subscription receivable	(199,304)	-
Additional paid in capital	1,810,165	1,300,566
Accumulated deficit	(1,995,083)	(1,342,969)
Accumulated other comprehensive loss	(9,995)	(377)
SHAREHOLDERS' EQUITY (DEFICIT)	(130,309)	2,220
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	\$ 7,694	\$ 7,342

See the accompanying notes to the financial statements

RIGHT OF REPLY LTD
Condensed Statements of Operations
(Unaudited)

	<u>For the Nine Months Ended September 30, 2017</u>	<u>For the Period From June 20, 2016 (Inception) to September 30, 2016</u>
SALES	\$ -	\$ -
OPERATING EXPENSES		
General and administrative	525,825	32
Research and development	<u>126,289</u>	<u>-</u>
Total operating expenses	<u>652,114</u>	<u>32</u>
OTHER EXPENSES		
Fair value of ordinary shares in excess of cost of contributed intangibles	<u>-</u>	<u>1,342,887</u>
	<u>-</u>	<u>1,342,887</u>
NET LOSS	<u>\$ (652,114)</u>	<u>\$ (1,342,919)</u>
BASIC AND DILUTED NET LOSS PER ORDINARY SHARE	<u>\$ (0.43)</u>	<u>\$ (1.07)</u>
BASIC AND DILUTED WEIGHTED AVERAGE ORDINARY SHARES OUTSTANDING	<u>1,512,177</u>	<u>1,250,000</u>

See the accompanying notes to the financial statements

RIGHT OF REPLY LTD
Condensed Statements of Comprehensive Loss
(Unaudited)

	For the Nine Months Ended <u>September 30, 2017</u>	For the Period From June 20, 2016 (Inception) to <u>September 30, 2016</u>
NET LOSS	\$ (652,114)	\$ (1,342,919)
OTHER COMPREHENSIVE LOSS		
Foreign Currency Translation Adjustments, net of tax	<u>(9,618)</u>	<u>-</u>
TOTAL OTHER COMPREHENSIVE LOSS, net of tax	<u>(9,618)</u>	<u>-</u>
COMPREHENSIVE LOSS	<u>\$ (661,732)</u>	<u>\$ (1,342,919)</u>

See the accompanying notes to the financial statements

RIGHT OF REPLY LTD
Condensed Statement of Changes in Shareholders' Equity (Deficit)
For the Nine Months Ended September 30, 2017

	Ordinary Shares		Common Stock Subscribed	Subscription Receivable	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Number of Shares	Amount						
Balance December 31, 2016 (Audited)	1,250,000	45,000	-	-	1,300,566	(1,342,969)	(377)	2,220
Sale of ordinary shares	47,894	1,724	199,304	(199,304)	45,310	-	-	47,034
Ordinary shares issued for professional services	496,666	17,880	-	-	464,289	-	-	482,169
Net loss	-	-	-	-	-	-	-	-
Cumulative translation adjustment	-	-	-	-	-	-	(9,618)	(9,618)
Balance September 30, 2017 (Unaudited)	<u>1,794,560</u>	<u>\$64,604</u>	<u>\$ 199,304</u>	<u>\$ (199,304)</u>	<u>\$1,810,165</u>	<u>\$ (1,342,969)</u>	<u>\$ (9,995)</u>	<u>\$521,805</u>

See the accompanying notes to the financial statements

RIGHT OF REPLY LTD
Condensed Statements of Cash Flows
(Unaudited)

	<u>For the Nine Months Ended September 30, 2017</u>	<u>For the Period From June 20, 2016 (Inception) to September 30, 2016</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (652,114)	\$ (1,342,919)
Adjustments to reconcile net loss to cash used in operating activities:		
Fair value of ordinary shares in excess of cost of contributed intangibles	-	1,342,887
Amortization	291	32
Ordinary shares issued for professional fees	482,169	
Increase in liabilities		
Accounts payable and accrued expenses	<u>127,004</u>	<u>-</u>
Net cash used in operating activities	<u>(42,650)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of ordinary shares	<u>47,034</u>	<u>-</u>
Net cash provided by financing activities	<u>47,034</u>	<u>-</u>
EFFECT OF EXCHANGE RATE ON CASH	<u>(4,384)</u>	<u>-</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	-	-
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	<u>-</u>	<u>-</u>
CASH AND CASH EQUIVALENTS - END OF PERIOD	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during period for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES:		
Issuance of ordinary shares for contributed intangibles	<u>\$ -</u>	<u>\$ 2,679</u>
Ordinary shares subscribed	<u>\$ 199,304</u>	<u>\$ -</u>

See the accompanying notes to the financial statements

RIGHT OF REPLY LTD

Notes to the Condensed Financial Statements

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of the Business

Right of Reply LTD (the “Company” or “ROR”) was originally registered as a private limited company in the United Kingdom on June 20, 2016.

The Company was organized to develop and market a unique service that is at the same time a solution to a problem, a search engine, a social network, a service, an applied patent technology, the assertion of personal rights.

ROR is a pay by subscription service, a system, and a technology which provides a rapid, effective, definitive, and legally sound solution to a particularly sensitive problem: The problem of a person’s good reputation, or rather the negative effect on a person’s good reputation when it becomes the target of various forms of web content, whether it be in the form of articles, images, videos, blog comments, web forums, etc., which can be damaging to a greater or lesser degree and to which it is often difficult or practically impossible to respond and/or obtain redress.

Basis of Presentation

The accompanying condensed financial statements of ROR have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”).

Certain information and note disclosures normally included in the financial statements prepared in accordance with US GAAP have been condensed. As such, the information included in these financial statements should be read in conjunction with the audited financial statements as of December 31, 2016 and for the period from June 20, 2016 (“Inception”) to December 31, 2016. In the opinion of the management, these condensed financial statements include all adjustments, consisting of only normal recurring nature, necessary for a fair statement of the financial position of the Company as of September 30, 2017 and its results of operations and cash flows for the nine months ended September 30, 2017 and for the period from June 2016 (“Inception”) to September 30, 2016. The results of operations for the nine months ended September 30, 2017 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2017.

On June 19, 2017, the Company decreased the par value of the ordinary shares from \$1.44 to \$0.036 per share and increased the total number of allotted ordinary shares to 2 million.

Revenue Recognition

In accordance with FASB ASC 605, “Revenue Recognition,” the Company recognizes revenue when (i) persuasive evidence of a customer or distributor arrangement exists, (ii) a retailer, distributor or wholesaler receives the goods and acceptance occurs, (iii) the price is fixed or determinable, and (iv) collectability of revenue is reasonably assured.

Comprehensive Income

The Company follows Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) 220, “Comprehensive Income,” in reporting comprehensive income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. The Company has one item of other comprehensive loss, consisting of foreign translation adjustments.

Foreign Currency Transactions and Translation

The functional currency of the operations of ROR is the British Pound. Gains and losses, if any, resulting from transactions in currencies other than the functional currency of the Company are recorded in the statement of operations for the reporting periods as part of general and administrative expense. Included in general and administrative expense were foreign currency transaction losses of \$0 for the nine months ended September 30, 2017 and for the period from June 20, 2016 (“Inception”) to September 30, 2016.

The reporting currency of the Company is the United States (U.S.) dollar. The financial statements in functional currencies are translated to U.S. dollars using the closing rate of exchange for assets and liabilities and average rate of exchange for the statement of operations. The capital accounts are translated at historical rate. Translation gains and losses are recorded in the accumulated other comprehensive income loss as a component of shareholders' equity.

Patents and Trademarks

Costs associated with the registration and any legal defense of the patents and trademarks are capitalized and are amortized on a straight-line basis over the shorter of the estimated useful or legal lives of the patents and trademarks, which is generally 20 years. Costs incurred for patents and trademarks that are not approved are expensed in the month in which they are rejected.

Basic and Diluted Net Income per Share of Ordinary Shares

The Company follows FASB ASC 260, "Earnings Per Share," when reporting Earnings Per Share resulting in the presentation of basic and diluted earnings per share. Because the Company reported a net loss for each of the periods presented and because the Company has no ordinary share equivalents, the amounts reported for basic and diluted loss per share were the same.

Research and Development Costs

In accordance with FASB ASC 730, research and development costs are expensed when incurred. Research and development costs for the nine months ended September 30, 2017 were \$126,289, and \$0 for the period from June 20, 2016 ("Inception") to September 30, 2016.

Subsequent Events

The Company has evaluated all transactions from October 1, 2017 through December 20, 2017, the date the financial statements were available to be issued, for subsequent event disclosure consideration.

Recently Adopted Accounting Pronouncements

As of September 30, 2017, there are no accounting standards recently adopted which would have a material effect on the Company's financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

As of September 30, 2017, there are no recently issued accounting standards not yet adopted which would have a material effect on the Company's financial statements through 2017.

NOTE 2 – MANAGEMENT PLANS

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred significant losses, experienced negative cash flow from operations since inception and has limited cash. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Since inception, the Company has focused on developing and implementing its business plan. The Company believes that its existing cash resources will not be sufficient to sustain operations during the next twelve months. The Company currently needs to generate revenue in order to sustain its operations. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would likely be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition and results of operations.

NOTE 3 – INCOME TAXES

Income tax expense was \$0 for the nine months ended September 30, 2017 and for the period from June 20, 2016 (“Inception”) to September 30, 2016.

As of January 1, 2017, the Company had no unrecognized tax benefits, and accordingly, the Company did not recognize interest or penalties during 2017 related to unrecognized tax benefits. There has been no change in unrecognized tax benefits during the nine months ended September 30, 2017, and there was no accrual for uncertain tax positions as of September 30, 2017. The 2016 tax year remains subject to examination by major tax jurisdictions.

There is no income tax benefit for the losses for the nine months ended September 30, 2017 and for the period from June 2016 (“Inception”) to September 30, 2016, since management has determined that the realization of the net tax deferred asset is not assured and has created a valuation allowance for the entire amount of such benefits.

NOTE 4 – OPERATING LEASES

As of September 30, 2017, the Company was not obligated under any non-cancelable operating lease arrangements.

NOTE 6 – SUBSEQUENT EVENTS

For the period October 1, 2017 through December 20, 2017, the Company had received \$38,626 of the subscriptions receivable for 38,756 ordinary shares.

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PROSPECTUS

250,000

ORDINARY SHARES

RIGHT OF REPLY LTD

Dealer Prospectus Delivery Obligation

Until [DATE], all dealers that effect transactions in these securities whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

PART II
INFORMATION NOT REQUIRED IN A PROSPECTUS

Item 10. Indemnification of Directors and Officers

Pursuant to our Company registration and other corporate documents, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. In certain cases, we may advance expenses incurred in defending any such proceeding. To the extent that the officer or director is successful on the merits in any such proceeding as to which such person is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The prior discussion of indemnification in this paragraph is intended to be to the fullest extent permitted by the laws of England and Wales.

Indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors or officers pursuant to the foregoing provisions. However, we are informed that, in the opinion of the Commission, such indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

Item 11. Other Expenses of Issuance and Distribution

Although we will receive no proceeds from the sale of shares pursuant to this prospectus, we have agreed to bear the costs and expenses of the registration of the shares. Our expenses in connection with the issuance and distribution of the securities being registered are estimated as follows:

Nature of expense	Amount
SEC Registration fee	\$ 311
Accounting fees and expenses	\$ 50,000
Legal fees and expenses	\$ 50,000
Printing expenses	\$ 5,000
Miscellaneous	\$ 10,000
TOTAL	\$ 115,311

All amounts are estimates other than the Securities and Exchange Commission's registration fee. We are paying all expenses of the offering listed above.

Item 12. Recent Sales of Unregistered Securities

Since inception, the Company has sold 1,794,560 shares of Ordinary Stock which were not registered under the Securities Act of 1933. All of these shares were sold outside of the United States pursuant to an exemption from registration in Regulation S promulgated under the Securities Act of 1933. The following table shows the date and amount of securities sold during the past three years.

Item 13. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(5) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
3(i)	Company Registration of RIGHT OF REPLY LTD
5.1	Legal Opinion of Legal Robert Diener, Esq.
23.1	Legal Opinion of Legal Robert Diener, Esq. (included with Exhibit 5.1)
23.2	Consent of Independent Auditors

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in London, U.K. on the 12th day of January, 2018.

Right of Reply Ltd

(Registrant)

By: /s/ Thomas Brooks

Thomas Brooks
Chief Executive Officer, and Director

Date: January 12 , 2018

By: /s/ Arnaldo Ardia

Arnaldo Ardia
Chief Financial Officer, Director
(Principal Financial and Accounting Officer)

Date: January 12 , 2018

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

By: /s/ Thomas Brooks

Thomas Brooks
Chief Executive Officer and Director

Date: January 12 , 2018

By: /s/ Arnaldo Ardia

Arnaldo Ardia
Chief Financial Officer and Director
(Principal Financial and Accounting Officer)

Date: January 12 , 2018

By: /s/ David Tizzoni

David Tizzoni
Chairman

Date: January 12 , 2018

EXHIBIT LIST

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