

November 30, 2017

Provision Holding Announces Financial Results for the Quarter Ended September 30, 2017

Key Highlights Include Appointment of Mark Leonard as CEO and Advancement of New Strategic Partnerships Towards Broad Deployment

CHATSWORTH, Calif., Nov. 30, 2017 (GLOBE NEWSWIRE) -- Provision Holding, Inc. (OTCQB:PVHO) today announced financial results for the quarter ended September 30, 2017.

Business Highlights:

- Appointed retail industry veteran Mark Leonard President and Chief Executive Officer
- Curt Thornton transitioned to Chairman of the Board and Chief Operating Officer
- Advanced hardware and software initiatives required to service U.S. Coinstar agreement
- Provision remains on track to deliver initial 300 units to Coinstar for deployment beginning by the end of 2017, and 2,500-3,000 units in 2018

“During the quarter, Provision laid the foundation for what we expect to be an exciting new chapter in the Company’s history,” commented Curt Thornton, Chairman and Chief Operating Officer of Provision. “We are excited by the increased interest to expand our advertising network. We expect this operating momentum to continue throughout fiscal 2018 and beyond.”

Mr. Thornton continued, “To fully capitalize on the tremendous opportunity before us, we were fortunate to introduce Mark Leonard to Provision as its Chief Executive Officer in September. Mark’s operational expertise, established relationships and history of results-oriented execution across industries including retail and technology, will drive Provision forward, as we bring our technology into significant and diversified retail channel settings.”

Mark Leonard, Provision’s Chief Executive Officer added, “We have achieved significant corporate milestones towards our goal of securing commercial deployment on our Coinstar and Prosperity Investment opportunities. Importantly, we remain on track to begin installation of our initial 300 3D “toppers” onto Coinstar kiosks before the end of 2017, and an additional 2,500-3,000 units during calendar 2018, and expect to begin to generate meaningful advertising revenues as we scale our commercial footprint throughout the year.”

Mr. Leonard concluded, “We also expect initial deployment under our global, five-year

ATM agreement in early 2018. We expect that these opportunities will far surpass, both in scale and economic value, our legacy agreement with Rite Aid. We look forward to communicating our progress with investors and to building sustainable value for our shareholders.”

Three Month Financial Results for the Period Ended September 30, 2017

Total revenue was \$15,750 for the quarter ended September 30, 2017, compared to \$58,712 for the same period in 2016. The decrease in revenue was related to a decrease in revenues from related party sales from the placement of 3D Savings Center kiosks into retail stores.

Gross loss was \$3,117 in the quarter ended September 30, 2017 compared with a gross profit of \$2,685 in the same period in 2016. The Company reported a net loss of \$1.82 million, or \$0.01 per share, for the quarter ended September 30, 2017, compared to a net loss of \$1.62 million, or \$0.02 per share, for the same period in 2016. The increase in net loss was due to changes in fair value of derivatives related to Provision’s stock price, higher amortization of debt and other financing costs, and higher interest expense.

For a more complete review of the Company’s results, copies of Provision Holdings Form 10-Q and its financial statements for the quarter ended September 30, 2017 may be found on the Company’s website.

About Provision Interactive Technologies, Inc.

Provision Interactive Technologies, Inc., a subsidiary of Provision Holding, Inc. (OTCQB:PVHO), is the leading developer of intelligent, interactive 3D holographic display technologies, software, and integrated solutions used primarily in retail settings. Provision’s 3D advertising displays are designed to increase in-store engagement, coupon redemption and point-of-purchase activity.

Provision's 3D holographic display systems represent a revolutionary technology that project full color, high-resolution videos into space detached from the screen, without the need for special glasses. Provision holds more than 10 patents related to its 3D holographic technology, for both consumer and commercial applications. For more information, visit www.provision.tv.

Forward-Looking Statements

This press release contains projections of future results and other forward-looking statements that involve a number of risks and uncertainties. Important factors that may cause actual results and outcomes to differ materially from those contained in the projections and forward-looking statements included in this press release are described in our publicly filed reports. Factors that could cause these differences include, but are not limited to, the acceptance of our products, lack of revenue growth, failure to realize profitability, inability to raise capital and market conditions that negatively affect the market price of our common stock. The Company disclaims any responsibility to update any forward-looking statements unless legally required.

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PROVISION HOLDING, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS

	<u>September 30, 2017</u>	<u>June 30, 2017</u>
	<u>Unaudited</u>	
ASSETS		
CURRENT ASSETS		
Cash	\$ 43,879	\$ 310,749
Inventory, net	2,201,759	2,201,759
Prepaid expenses	196,240	196,240
Other current assets	3,000	3,000
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TOTAL CURRENT ASSETS	2,444,878	2,711,748
PROPERTY AND EQUIPMENT, net of accumulated depreciation	15,278	17,569
INTANGIBLES, net of accumulated amortization	169,605	170,229
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TOTAL ASSETS	<u>\$ 2,629,761</u>	<u>\$ 2,899,546</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 2,961,380	\$ 2,753,444
Payroll taxes, interest and penalties	721,157	663,840
Accrued interest	2,660,246	2,557,435
Unearned revenue	2,057,607	2,057,607
Derivative liability	69,195	408,286
Current portion of convertible debt, net of unamortized debt discount of \$475,524 and \$660,141 and net of unamortized warrant discount of \$31,742 and \$79,783 and net of financing costs of \$163,129 and \$322,229, respectively	7,339,290	7,216,032
Notes payable, net of unamortized debt discount of \$82,671 and \$74,821, respectively	787,329	220,179
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TOTAL CURRENT LIABILITIES	16,596,204	15,876,823
TOTAL LIABILITIES	16,596,204	15,876,823
STOCKHOLDERS' DEFICIT		
Preferred stock, par value \$0.001 per share Authorized – 4,000,000 shares Designated 1,000 Series A preferred stock, Issued and outstanding – Nil and Nil shares, respectively	-	-
Common stock, par value \$0.001 per share Authorized – 300,000,000 shares -		

issued and outstanding – 138,002,582 and 134,431,613, respectively	138,002	134,432
Common stock to be issued for services, par value \$0.001 per share, 4,200,000 and 475,000, respectively	213,000	34,250
Additional paid-in capital	29,818,399	28,987,431
Less receivable for stock	(50,000)	(50,000)
Accumulated deficit	<u>(44,085,844)</u>	<u>(42,083,390)</u>
TOTAL STOCKHOLDERS' DEFICIT	<u>(13,966,443)</u>	<u>(12,977,277)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 2,629,761</u>	<u>\$ 2,899,546</u>

PROVISION HOLDING, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	Three Months Ended	
	September 30,	
	<u>2017</u>	<u>2016</u>
REVENUES		
Hardware revenues	\$ 15,750	\$ 8,870
Software revenues – related party	-	49,842
TOTAL REVENUES	<u>15,750</u>	<u>58,712</u>
COST OF REVENUES	<u>18,867</u>	<u>56,027</u>
GROSS (LOSS) PROFIT	<u>(3,117)</u>	<u>2,685</u>
EXPENSES		
General and administrative	976,848	822,809
Research and development	88,629	150,132
TOTAL OPERATING EXPENSES	<u>1,065,477</u>	<u>972,941</u>
LOSS FROM OPERATIONS	<u>(1,068,594)</u>	<u>(970,256)</u>
OTHER INCOME (EXPENSE)		
Change in fair value of derivative liability	113,330	59,857
Debt modification expense	(40,000)	-
Amortization of debt and warrant discount and financing costs	(633,422)	(458,855)
Interest expense	(373,768)	(254,273)
TOTAL OTHER EXPENSE	<u>(933,860)</u>	<u>(653,271)</u>
LOSS BEFORE INCOME TAXES	<u>(2,002,454)</u>	<u>(1,623,527)</u>
Income tax expense	-	-
NET LOSS	<u>\$ (2,002,454)</u>	<u>\$ (1,623,527)</u>
NET LOSS PER COMMON SHARE		
Basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic and diluted	<u>136,233,921</u>	<u>93,155,328</u>



Source: Provision Holding Inc.