

# NUZEE, INC.

## FORM 10-Q (Quarterly Report)

Filed 05/11/16 for the Period Ending 03/31/16

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Telephone	858-385-9090
CIK	0001527613
Symbol	NUZE
SIC Code	5900 - Retail-Miscellaneous Retail
Industry	Home Furnishings Retailers
Sector	Consumer Cyclical
Fiscal Year	09/30

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, 2016

or

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

For the transition period from

to

Commission File Number

333-176684

NUZEE, INC.

(Exact name of registrant as specified in its charter)

Nevada

N/A

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

2865 Scott Street, Suite 101, Vista, California

92081

(Address of principal executive offices)

(Zip Code)

(760) 295-2408 or toll free (844) 936-8933

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Titles of each class

Name of each exchange on which registered

None

N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

30,964,951 common shares issued and outstanding as of May 9, 2016

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### FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q of NuZee, Inc. contains “forward-looking statements” that may state our management’s plans, future events, objectives, current expectations, estimates, forecasts, assumptions or projections about the company and its business. Any statement in this report that is not a statement of historical fact is a forward-looking statement, and in some cases, words such as “believes,” “estimates,” “projects,” “expects,” “intends,” “may,” “anticipates,” “plans,” “seeks,” and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual outcomes and results to differ materially from the anticipated outcomes or results. These statements are not guarantees of future performance, and undue reliance should not be placed on these statements. It is important to note that our actual results could differ materially from what is expressed in our forward-looking statements due to the risk factors described in the section of our Form 10-K filed on January 13, 2016 entitled “Risk Factors.”

We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

**PART I.**

**Item 1. Financial Statements.**

**Nuzee, Inc.  
BALANCE SHEET  
(Unaudited)**

	<u>March 31, 2016</u>	<u>September 30, 2015</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash	\$ 57,056	\$ 107,678
Accounts receivable	11,766	18,205
Inventories	236,923	201,764
Prepaid expenses and deposits	21,374	21,532
Total current assets	<u>327,119</u>	<u>349,179</u>
Equipment, net	173,964	192,103
Total assets	<u>\$ 501,083</u>	<u>\$ 541,282</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 49,676	\$ 65,522
Advanced received	96,604	-
Loan payable - short term - Related party	70,000	-
Notes payable - Related party	600,000	600,000
Other current liabilities	380	607
Total current liabilities	<u>816,660</u>	<u>666,129</u>
<b>Stockholders' equity (deficit):</b>		
Preferred stock; 100,000,000 shares authorized, \$0.00001 par value; 0 shares issued and outstanding	-	-
Common stock; 100,000,000 shares authorized, \$0.00001 par value; 30,687,451 and 30,124,951 shares issued	307	301
Additional paid in capital	6,397,139	5,940,337
Accumulated deficit	(6,635,657)	(5,988,119)
Less: treasury stock, at cost (2,016,000 held in treasury, \$0.03838 per share)	(77,366)	(77,366)
Total stockholders' equity (deficit)	<u>(315,577)</u>	<u>(124,847)</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 501,083</u>	<u>\$ 541,282</u>
The accompanying notes are an integral part of these unaudited financial statements		
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Nuzee, Inc.  
**STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015	Six Months Ended March 31, 2016	Six Months Ended March 31, 2015
<b>Revenues</b>	\$ 50,954	\$ 15,586	\$ 95,414	\$ 56,602
<b>Cost of sales</b>	30,276	5,438	59,340	40,955
<b>Gross Profit</b>	20,678	10,148	36,074	15,647
<b>Operating expenses</b>	359,465	416,349	681,038	723,329
<b>Loss from operations</b>	(338,787)	(406,201)	(644,964)	(707,682)
<b>Other income</b>	48	-	276	-
<b>Other expense</b>	800	(425)	(2,850)	(1,225)
<b>Net loss</b>	\$ (337,939)	\$ (406,626)	\$ (647,538)	\$ (708,907)
<b>Basic and diluted loss per common share</b>	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.03)
<b>Basic and diluted weighted average number of common stock outstanding</b>	30,394,231	27,757,719	30,399,213	27,930,422

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

Nuzee, Inc.  
STATEMENTS OF CASH FLOWS

	Six months Ended March 31, 2016	Six months Ended March 31, 2015
<b>Operating activities:</b>		
Net loss	\$ (647,538)	\$ (708,907)
<b>Adjustments to reconcile net loss to net cash used by operating activities:</b>		
Depreciation	20,992	3,420
Option expense	25,807	24,326
Warrant expense	-	15,768
<b>Change in operating assets and liabilities:</b>		
Accounts receivable	6,439	4,109
Inventories	(35,159)	(56,422)
Prepaid expenses and deposits	158	(45,551)
Accounts payable	(15,846)	(22,926)
Other current liabilities	96,377	(1,048)
Net cash used by operating activities	(548,770)	(787,231)
<b>Investing activities:</b>		
Purchase of equipment	(2,854)	(11,637)
net cash used by investing activities	(2,854)	(11,637)
<b>Financing activities:</b>		
Proceeds from sale of common stock	431,000	27,200
Proceeds from issuance of short term loan payable - related party	100,000	-
Proceeds from issuance of convertible note payable - related party	-	600,000
Proceeds from issuance of treasury stock	-	216,000
Repayment of principal on short term loan payable - related party	(30,000)	-
Net cash provided by financing activities	501,000	843,200
Net change in cash	(50,624)	44,332
Cash, beginning of period	107,678	238,160
Cash, end of period	\$ 57,055	\$ 282,492
Cash paid for taxes	\$ 800	\$ -
Cash paid for interest	\$ -	\$ -
<b>Non-cash investing and financing activities:</b>		
Cancellation of common stocks	\$ -	\$ (12)

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

*Nuzee, Inc.*  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**March 31, 2016**

**1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying unaudited interim financial statements of Nuzee, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), and rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s annual report on Form 10-K for the year ended March 31, 2016 as filed with the SEC. In the opinion of management, all adjustments, consisting of recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements as reported in the annual report on Form 10-K have been omitted.

**Going Concern**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern. The Company has had recurring losses, large accumulated deficits, is dependent on the shareholder to provide additional funding for operating expenses and has no recurring revenues. These items raise substantial doubts about the Company’s ability to continue as a going concern.

**2. INVENTORY**

Inventory, consisting principally of products held for sale is stated at the lower of cost or market or net realizable value, using the weighted average cost method. The Company reviews inventory levels at least quarterly and records a valuation allowance when appropriate. At March 31, 2016 and 2015 the Company concluded the carrying value of the inventory of \$236,923 and \$107,304 respectively, the amount reflected on the balance sheet is net of this adjustment.

	<b>March 31, 2016</b>	<b>March 31, 2015</b>
Raw Material	\$ 96,005	\$ 31,110
Work in Process	12,414	-
Finished goods	128,504	76,194
Total	\$ <u>236,923</u>	\$ <u>107,304</u>

**3. RELATED PARTY TRANSACTIONS**

During February 2015, the Company issued a secured convertible promissory note in the sum of \$600,000 to Masateru Higashida, the Company’s major shareholder. Interest calculated at the annual rate of zero percent (0%) for the period until April 2016. During March 2016, the Company and Masateru Higashida decides to extend the repayment date to March 31, 2017 in the best interest of the Corporation and its shareholders, with the annual rate of repayment at an interest rate of one percent (1%) for the period until March 31, 2017.

If the outstanding principle and all accrued and unpaid interest on the debt hereof (the “Debt”) is not repaid by the Company in full by the Repayment Date, the Debt or any portion thereof may be converted at the option of the Holder, upon written notice to the Company at any time after the Repayment Date, into that number of shares of the Company’s Common Stock equal to the Debt or that portion thereof that the Holder elects to convert, divided by price per share of \$0.51. This note shall be cancelled on the date of conversion of the entirety of the Debt

During March 2016, the Company borrowed the sum of \$100,000 short-term loan (the “From East Loan”) from From East Holdings (“From East” [aka NuZee Co., Ltd]) to be repaid on or before September 30, 2016 at an interest rate of one percent (1%). Company paid back \$30,000 of the short-term loan on March 29<sup>th</sup>.

The \$600,000 convertible promissory note payable and \$100,000 short-term loan are related party transactions since Masateru Higashida is the Company’s major shareholder and he holds 100% ownership of From East Holdings [aka NuZee Co., Ltd]. Both Mr. Higashida and From East Holdings [aka NuZee Co., Ltd] are related parties with the Company.

#### 4. ADVANCE RECEIVED

During March 2016, Company received below Advance Received

Received from Customer	\$	73,501
Other – Related Party		23,103
Total	\$	<u>96,604</u>

#### 5. COMMON STOCK

During October 2015, the Company sold 140,000 shares of common stock at \$0.70 per share, for an aggregate purchase price of \$98,000.

During November 2015, the Company sold 50,000 shares of common stock at \$0.70 per share, for an aggregate purchase price of \$35,000.

During December 2015, the Company sold 90,000 shares of common stock at \$0.80 per share, for an aggregate purchase price of \$72,000

During January 2016, the Company sold 60,000 shares of common stock at \$0.80 per share, for an aggregate purchase price of \$48,000.

During February 2016, the Company sold 20,000 shares of common stock at \$0.80 per share, for an aggregate purchase price of \$16,000.

During March 2016, the Company sold 202,500 shares of common stock at \$0.80 per share, for an aggregate purchase price of \$162,000



## 6. STOCK OPTIONS

Our stock-based compensation arrangements include grants of stock options awards under the 2013 Stock Incentive Plan (the “Plan”).

During the six months ended March 31, 2016, the Company issued, per board approval, stock options under the Plan to purchase an aggregate of 298,000 shares of the Company’s common stock to officers, directors, employees and consultants. The grant date fair value of these options, net of estimated forfeiture rate of 0%, was \$39,496 using Black-Scholes option valuation models with the following assumptions: exercise price of \$0.30 to \$0.80, volatility of 83.6% to 104.7%, expected life of 4.5 years to 10 years, and risk-free rate of 1.11% to 1.74%. The Company is expensing these stock option awards on a straight-line basis over the requisite service period. The Company recognized expense of \$25,807 associated with stock option awards during the six months ended March 31, 2016. The Company did not have any such expense for the six months ended March 31, 2015. As of March 31, 2016, there was \$13,689 of total unrecognized compensation cost related to an aggregate of 145,000 of non-vested stock option awards. These costs are expected to be recognized over a weighted-average period of .55 years for the stock options awards.

The following table summarizes stock option activity as of September 30, 2015 and for the six months ended March 31, 2016:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at September 30, 2015	28,333,333	\$0.48		
Granted	298,000	\$0.48		
Forfeited	(28,333,333)	\$0.48		
Outstanding at March 31, 2016	298,000	\$0.48	9.9	14,500
Exercisable at March 31, 2016	153,000	\$0.32	9.9	14,500

## 7. SUBSEQUENT EVENTS

During April 2016, the Company sold 272,500 shares of common stock at \$0.80 per share for an aggregate purchase price of \$218,000.

During April 2016, the Company issued 5,000 shares of common stock at \$0.3 per share for a purchase price of \$1,500 to previous employee, Michael Billing.

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

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our predictions.

### **Plan of Operations**

#### **Short Term Goals (12 Months)**

Over the next 6 months, the Company's growth plans include continuing efforts to:

- Build a targeted distribution network for our Coffee Blenders functional beverages by signing the retailers that serve the K-cup and Coffee replenishment channels;
- Increase awareness for Coffee Blenders through communications and sampling programs;
- Establish the NuZee brands top 3 in their product categories consistent with our mission of providing natural products that work.

We have retained and plan to expend our sales and marketing team who can immediately contribute to our network of US and international channels as such seeding our product becomes a near term priority. We have already started developing working relationships with key online and national distributors who serve the coffee and single-serve pod consumers. We plan to accelerate our traction by using manufacturer representatives with food and beverage experience.

In order to build distribution the Company is first determining the total distribution launch cost among the potential channels as each has their own upfront and recurring cost structure. Under investigation are the following company directed channels:

- Direct – coffeeblenders.com shopping via search and digital marketing
- E-commerce affiliates (such as Amazon)
- Select health and wellness retailers
- Key mass/grocery retailers
- Club/Other

Each of the above is compared using a host of costing parameters not limited to the following: product slotting fees, overall margin requirements, market development fees, return allowances, broadcast advertising and promotional marketing plans, in-store and channel detailing, product sampling and customer demoing as well as transportation and logistics cost, cross dock fees, shelf-life expiration swaps, and initial and recurring inventory loading levels.

In conjunction with the above channel assessment, the Company is also exploring custom and private labeling whereby the company licenses the product formulation, trademarks, and other assets in two ways:

Milestone	Timing	Est. Cost/Funding Source
Finalize Products & Pricing - New Product	October (Phase 3) - Ongoing	\$25,000 (Phase 3)
Staff (retain and expand)	January-June	\$10,000-20,000/Mo. Recurring Previous Sale of Equities
Launch Market and Promotion Plan - PR - Sampling - Advertising	Ongoing	\$500,000-\$750,000 Annual Previous and Future Sale of Equities + Product Contribution
Explore OEM/Private Label Opportunities	Ongoing	n/a

1. Multi-Level Marketing (MLM) Firms – for example manufacturer on behalf of “Amway” for product extensions of their Great Value and Equate private brands.
2. Product Brands – for example license to “Maxwell House” the Coffee Blender product as a new product line extension to expand their single-serve business.

The Company plans going forward include the following milestones:

If we are unable to receive funding our plans will be dramatically and negatively impacted such that we will prioritize go to market strategies based on reduced operations and available capital.

#### Long Term Goals (Five Years)

The Company believes that there will be significant expansion opportunities in existing markets through new products as well as in new regions outside of the United States in a combination of market development and product licensing.

The Company believes that our limited resources may pose a challenge to our expansion goals and therefore anticipates that it may require additional capital in future years to fund expansion. There can be no assurance that our expansion strategy will be accretive to our earnings within a reasonable period of time. However, the Company believes that it can improve its operational efficiencies and reduce the need for new capital by carefully managing the business based on the following economic fundamentals within accretive margin and cost contribution modeling.

#### Results of Operations

As of three months ended March 31, 2016, we generated net losses of \$ 647,538. This loss was attributed to \$358,665 of operating expenses. Compared with period end March 31, 2015, the overall net loss decreased by \$68,687 and operating expense reduced \$57,684. The change on operating expenses are mostly contributed by declining cost of Research and Development. The company are moving forward for new products production.

As of six months ended March 31, 2016, we generated net losses of \$644,964. This loss was attributed to \$681,038 of operating expenses. Compared with six months ended March 31, 2015, the overall net loss decreased by \$61,370 and operating expense reduced by \$42,291. Company moved from developing and research stage to production and sale stage.

We are presently in the development phase of our new product platform for functional beverages and we can provide no assurance that we will be able to attain profitability.

As of three months ended March 31, 2016, we earned gross profit of \$20,678 from sales of our products. The gross profit earned during same period of 2015 was \$10,148. There has been more than two times increase in earned gross profit. This increase was mainly caused by the increase of sales revenue, which are three times compared with the same period last year.

As of six months ended March 31, 2016, we earned gross profit of \$36,074 from product sales. Compare with the same period last year, the gross profit increased two times. This increase was mainly because of good sales performance. The total revenue raised 69% which compares last year.

We expect sales in the rest of 2016 from our new products through a combination of direct to consumer through our website portal, product awareness as well as through affiliate online stores and retailers.

#### **Liquidity and Capital Resources**

As of September 30, 2015 we had a cash balance of \$107,678 and \$57,056 at March 31, 2016. Total assets decreased by 7% from \$541,282 at September 30, 2015 to \$501,083 at March 31, 2016

As of March 31, 2016 we had current liabilities of \$816,661 and \$666,129 at September 30, 2015. This temporary increase was based on advance received from customers and a short-term loan due on the end of this fiscal year.

Our current ratio decreased from 52% in September 30, 2015 to 40% as of March 31, 2016.

Compared with period ending March 31 2015, the depreciation amount increase a lot since company purchased machines and equipment during 2015. This quarter, company has no more warrant expense exists. At the same time, cash used by inventory decreased 38% and there has no prepaid expense compared with the same period of 2015. During current quarter, almost 75% of other current liability comes from advance received from our customers.

Company has \$431,000 cash comes from common stock selling during this quarter as well as \$100,000 short-term loan from related party. \$30,000 of short-term loan has been paid back on March 29<sup>th</sup>.

Our auditor has indicated that there is substantial doubt about our ability to continue as a going concern as a result of our lack of significant revenues, and if we are unable to generate significant revenue or secure financing, we may be required to cease or curtail our operations. Our financial statements do not include adjustments that might result from the outcome of this uncertainty.

Our current cash balance as of March 31, 2016 is not sufficient to fund our operations for the next twelve months. Therefore, the Company intends to engage in additional financing through the sale of equity securities .

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

**Item 4. Controls and Procedures**

As of the end of the period covered by this Report, the Company's President, and principal financial officer (the "Certifying Officer"), evaluated the effectiveness of the Company's "disclosure controls and procedures," as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on that evaluation, the officer concluded that, as of the date of the evaluation, the Company's disclosure controls and procedures were not effective to provide reasonable assurance that the information required to be disclosed in the Company's periodic filings under the Securities Exchange Act of 1934 is accumulated and communicated to management to allow timely decisions regarding required disclosure.

The Certifying Officer has also indicated that there were no changes in internal controls over financial reporting during the Company's last fiscal quarter, and no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation and there were no corrective actions with regard to significant deficiencies and material weaknesses.

Our management, including the Certifying Officer, does not expect that our disclosure controls or our internal controls will prevent all errors and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of these inherent limitations in a cost-effective control system, misstatements Due to error or fraud may occur and not be detected.

**PART II.****Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

There have been no changes to our risk factors from those disclosed in our Form 10-K filed on January 13, 2016

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

There were no unregistered Sales of Equity Securities during the quarter ending March 31 , 2016.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

EXHIBIT NO.	DESCRIPTION
31.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<b>101**</b>	<b>Interactive Data Files</b>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections

**SIGNATURES**

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 capacities and on the dates indicated.

Date: May 11, 2016

NUZEE, INC.

By: /s/ Masateru Higashida  
Masateru Higashida, Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Masateru Higashida, certify that:

1. I have reviewed this report on Form 10-Q of NuZee, 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report 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
    - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
  5. I have disclosed, based on my 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):
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- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2016

NUZEE, INC.

By: /s/ Masateru Higashida

Masateru Higashida, President, Chief  
Executive Officer (Principal Executive  
Officer), Chief Financial Officer (Principal  
Financial Officer), Secretary, Treasurer and  
Director (Sole Officer and Director)

**WRITTEN STATEMENT  
PURSUANT TO  
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of NuZee, Inc. and its subsidiaries (the "Company") on Form 10-Q for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the Company's Chief Executive Officer, Masateru Higashida, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13a-14(b) or 15d-14(b) 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 results of operations of the Company.

Date: May 11, 2016

NUZEE, INC.

By: /s/ Masateru Higashida

Masateru Higashida, President, Chief  
Executive Officer (Principal Executive  
Officer), Chief Financial Officer (Principal  
Financial Officer), Secretary, Treasurer and  
Director (Sole Officer and Director)

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