

ANNUAL REPORT

Pursuant to Rule 15c2-(11)(a)(5)

For

DIGITAL CADDIES, INC.

Dated: February 13, 2015

DIGITAL CADDIES, INC.

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DIGITAL CADDIES, INC.

Quarterly Disclosure Statement

ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the Issuer is:

Digital Caddies, Inc. (hereinafter referred to as "DCI," "CADY," "Issuer," or "Company"). The Issuer was incorporated in the State of Oklahoma as Digital Caddies, Inc. on September 7, 2011.

The names and history of the Issuer's predecessors:

On August 10, 2007, the Company incorporated Imagine Media Ltd., a Delaware corporation as a wholly owned subsidiary to serve as the holding company for the Company's historical operations, which included Imagine Operations, Inc. a Colorado publishing company. On August 23, 2007, the Company spun-off Imagine Media Ltd.

On August 29, 2007, Imagine acquired Grass Roots Beverage Company, a Florida corporation, as a wholly owned subsidiary. On September 9, 2007, the Company filed an Amendment to its Articles of Incorporation to implement a name change to "DNA Beverage Corp." On July 6, 2010, DNA Beverage Corp spun-off the respective subsidiary to Famous Products, Inc., a Colorado corporation. On July 6, 2010, DNA Beverage Corp completed the acquisition of New Vision Technologies, Inc., a Colorado corporation, as a wholly owned subsidiary.

On August 30, 2011, DNA Beverage Corp., of Nevada, created DNA Beverage Corporation, an Oklahoma corporation for the purpose of implementing a domicile change from Nevada to Oklahoma. On August 30, 2011, DNA Beverage Corp. completed a domicile change from Nevada to Oklahoma by filing a Certificate of Merger with the Oklahoma Secretary of State and Nevada Secretary of State.

On September 7, 2011, the Company underwent a Statutory A Reorganization pursuant to Section 1081(a) of the Oklahoma General Corporation Law, as a tax-free organization. Pursuant to the reorganization, on September 7, 2011, DNA Beverage Corp., caused Digital Caddies, Inc., to be incorporated in the State of Oklahoma, as a direct, wholly-owned subsidiary. Concurrently, Digital Caddies, Inc., caused DNA Beverage Merger Sub., Inc., to be incorporated as a direct, wholly-owned subsidiary. Under the terms of the Reorganization, DNA Beverages Corp. was merged with and into DNA Beverage Merger Sub., Inc. pursuant to Section 1081(g) of the General Corporation Law of the State of Oklahoma. Upon consummation of the Reorganization, each issued and outstanding equity of DNA Beverage Corp. was converted into and exchanged for an equivalent equity of Digital Caddies (on a one-for-one basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions as the equities of DNA Beverage Corp. being converted. There was no spin-off and DNA Beverage Corp. corporate existence ceased. Under the Reorganization, DNA Beverage Corp. shareholders became equity holders of Digital Caddies, Inc., in the same proportion.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Digital Caddies, Inc.
15210 North Scottsdale Road, Suite 280
Scottsdale, AZ 85254
Phone: 480-626-2423
Fax: 480-237-5667
Email: contact@digitalcaddies.net
Website: www.digitalcaddies.net

Investor Relations Firm:
Three Part Advisors, LLC
Dave Mossberg
P.O. Box 92698
Southlake, TX 76092
Phone: 817-310-0051
Fax: 817-442-9911
Email: dmossberg@threepa.com
Website: http://www.threepartadvisors.com/

ITEM 3. SECURITY INFORMATION

Trading symbol

The Company's trading symbol is CADY.

The Company's CUSIP

CUSIP for common stock is 25384P107. The Company does not have a CUSIP for its Preferred stock.

Par of Stated Value:

Common Stock – Par Value $0.001
Preferred Stock – Par Value $0.001

Shares Authorized:

The Company is authorized to issue Two Hundred Fifty Million (250,000,000) shares, of which (225,000,000) shares are Common Stock, $0.001 par value per share. The Company is authorized to issue 25,000,000 shares of Preferred Stock as follows:

2,777,778 - Series "A" Convertible Preferred Shares
2,666,667 - Series "B" Convertible Preferred Shares
*19,555,555 - Undesignated Preferred Shares

Shares Outstanding:

Common Stock

(i)	Period End Date:	**October 31, 2014**
(ii)	Number of shares authorized:	225,000,000
(iii)	Number of shares outstanding:	89,734,973
(iv)	Freely tradable shares (public float):	32,409,104
(v)	Total number of shareholders of record:	380

Preferred Stock

(i)	Series "A" Convertible Preferred Number of shares authorized:	2,777,778
(ii)	Number of shares outstanding:	2,354
(iii)	Total number of shareholders of record:	17

(i)	Series "B" Convertible Preferred Shares Number of shares authorized:	2,666,667
(ii)	Number of shares outstanding:	710
(iii)	Total number of shareholders of record:	6

Previously Issued Warrants

(i) Class A Warrants: There are up to 22,375 shares issuable upon exercise of 22,375 previously issued warrants, with an expiration date of December 16, 2016, at a conversion rate whereby one (1) warrant plus $1.50 will convert into one (1) common share upon exercise.

(ii) Class B and C Warrants: There are up to 5,897 shares issuable upon exercise of 5,897 previously issued warrants, with an expiration date of December 16, 2016, at a conversion rate whereby one (1) warrant plus $1.75 will convert into one (1) common share upon exercise.

(iii) Class D Warrants: There are up to 24,117 shares issuable upon exercise of 24,117 previously issued warrants, with an expiration date of December 16, 2016, at a conversion rate whereby one (1) warrant plus $2.50 will convert into one (1) common share upon exercise.

Warrants Issued in Recent Funding.

Description	***Warrants***	***Resulting Shares***	***Conversion Rate***
Expire December 19, 2014	3,150,000	1,575,000	Two (2) Warrants plus $0.20 converts into one (1) common share upon exercise.
Expire December 19, 2014 (restricted)	11,330,000	5,665,000	Two (2) Warrants plus $0.20 converts into one (1) common share upon exercise.
Expire February 1, 2019	3,085,144	3,085,144	One (1) warrant plus $0.40 will convert into one (1) common share upon exercise.
Expire April 17, 2019	10,283,815	10,283,815	One (1) warrant plus $0.40 will convert into one (1) common share upon exercise.
Expire February 1, 2025	2,857,144	2,857,144 (shares issuable)	One (1) warrant plus $0.21 (calculated as the 90-day VWAP closing price of the Company's common stock for the 90-day period ending on August 28, 2014) will convert into one (1) common share upon exercise
Expire February 1, 2025	285,715	285,715 (shares issuable)	One (1) warrant plus $0.21 (calculated as the 90-day VWAP closing price of the Company's common stock for the 90-day period ending on August 28, 2014) will convert into one (1) common share upon exercise

Description of Common and Preferred Stock

A detailed description of the Company's common and preferred stock can be found in the Company's S-1/A Registration Statement filed with the Securities and Exchange Commission on December 19, 2014.

Transfer Agent

*American Registrar & Transfer Co.**
342 E. 900 S.
Salt Lake City, UT 84111
Phone: (801) 363-9065

*The transfer agent is registered under the Securities and Exchange Act of 1934 and is regulated by the Securities and Exchange Commission.

Restrictions on the transfer of any security:
None

Describe any trading suspension orders issued by the SEC in the past 12 months:
None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:
None

ITEM 4. ISSUANCE HISTORY

To the best knowledge of the present management of the Company, the list identified below identifies all events, in chronological order, that resulted in changes in total shares outstanding by the Company (1) within the two-year period ending on the last day of the Company's most recent fiscal year and (2) since the last day of the Company's most recent fiscal year.

Subsequent to the year ended October 31, 2014, on January 12, 2015, the Company issued an aggregate of 35,000 shares of restricted common stock, at a cost basis of $0.1701 per share, to two consultants as compensation pursuant to their Consulting Agreements dated December 24, 2014.

During the quarter ended October 31, 2014, there were 0 shares of common stock issued by the Company.

During the quarter ended July 31, 2014, there were 20,567,630 shares of common stock issued by the Company. The following is a breakdown of those issuances:

On April 17, 2014, the Company authorized a total of 20,567,630 shares of restricted common stock to be issued that have been sold at a cost basis of $0.20 per share to approximately 71 purchasers through Paulson Investment Company, Inc. ("Paulson"). The shares were issued between May 20, 2014 and May 22, 2014.

During the quarter ended April 30, 2014, there were no shares of common stock issued by the Company.

During the quarter ended January 31, 2014, there were 1,749,733 total shares of common stock issued by the Company. The following is a breakdown of those issuances:

On October 28, 2013, there were 1,749,733 shares of restricted common stock authorized to be issued to a combination of 4 new shareholders pursuant to private placements entered into in October 2013, at a cost basis of $0.15 per share. These shares were actually issued on January 14, 2014.

On January 23, 2014, a total of 2,000,000 shares of common stock were cancelled by the Company and returned to treasury.

Additionally, during the fiscal period ending October 31, 2013, there were 21,330,000 total shares of common stock issued by the Company. The following is a breakdown of those issuances: On June 19, 2013, there were 11,330,000 shares of restricted common stock issued to a combination of 20 new and existing shareholders pursuant to private placements entered into between January 2013 and June 2013, at a cost basis of $0.10 per share. Additionally, 11,330,000 warrants were issued to the subscribers with an expiration date of December 19, 2014 at a conversion ratio where two (2) warrants plus $0.20 will convert into one (1) common share upon exercise. These warrants if exercised will result in the issuance of 5,665,000 common shares for $1,133,000.

On May 20, 2013, the Company authorized the issuance of 1,450,000 shares of common stock for conversion of a promissory note due.

On May 8, 2013, the Company authorized the issuance of 5,400,000 shares of restricted common stock to Company management for $700,000 of accrued expenses and liabilities dating back through 2009.

On April 23, 2013, the Company authorized and subsequently issued 3,150,000 shares of restricted common stock for financing to approximately 13 shareholders, at a cost basis of $0.10 per share. Additionally, 3,150,000 warrants were issued to the subscribers with an expiration date of June 6, 2014 at a conversion ratio where two (2) warrants plus $0.20 will convert into one (1) common share upon exercise. These warrants if exercised will result in the issuance of 1,575,000 common shares for $315,000.

On April 25, 2013, the Company issued 5,100,000 options to six individuals. The options are exercisable at a price of $0.10 per share. A total of 4,100,000 options vested immediately on April 25, 2013 and have an expiry date of April 25, 2023. The remaining 1,000,000 options vest in four equal pro-rata amounts over the next four years beginning on April 25, 2014, and also have an expiry date of April 25, 2023.

ITEM 5. FINANCIAL STATEMENTS

DIGITAL CADDIES, INC.
BALANCE SHEET AS OF OCTOBER 31, 2014 and 2013
(Internally prepared by management, unaudited)

	(Unaudited) (Restated) As of October 31, 2014	(Audited) For the Year Ended October 31, 2013
ASSETS		
Current assets:		
Cash	$ 78,808	$ 199,114
Accounts receivable	341,154	366,524
Prepaid expenses		6,495
Total current assets	419,962	572,133
Fixed assets, net	1,351,714	168,181
Other Assets	211,146	
TOTAL ASSETS	$ 1,982,822	$ 740,314
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 3,168,777	$ 378,715
Accrued liabilities	64,023	9,617
Notes payable due to shareholders	—	—
Loans payable	409,230	—
Total current liabilities	3,641,030	388,332
Long Term Notes Payable	1,684,190	
TOTAL LIABILITIES	5,325,220	388,332
Stockholders' Equity (deficit):		
Series A Convertible Preferred Stock, $0.001 par value, 2,777,778 shares authorized 2,354 shares issued and outstanding as of October 31, 2014, and October 31, 2013, respectively	2	2
Series B Convertible Preferred Stock, $0.001 par value, 2,666,667 shares authorized 710 shares issued and outstanding as of October 31, 2014 and October 31, 2013, respectively	1	1
Common stock, $0.001 par value, 225,000,000 shares authorized 89,734,973 and 69,168,243 shares issued October 31, 2014 and October 31, 2013, respectively	77,815	69,169
Additional paid in capital	9,189,299	5,462,952
Accumulated deficit	(12,609,515)	(5,180,142)
Total Stockholders' Equity (deficit)	(3,342,398)	351,982
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)	$ 1,982,822	$ 740,314

The accompanying notes are an integral part to the financials

DIGITAL CADDIES, INC.
INCOME STATEMENTS
For the Three and twelve Months ended October 31, 2014 and 2013
(Internally prepared by management, unaudited)

	(Unaudited) For the Three Months Ended October 31,		(Unaudited) For the Twelve Months Ended October 31,	
	2014	**2013**	**2014**	**2013**
Revenue	66,338	407,634	261,822	992,538
Costs of revenue	(2,008,690)	(465,815)	(5,097,948)	(527,720)
Gross profit (loss)	(1,942,352)	(58,181)	(4,836,126)	464,818
Operating expenses:				
Research and Development	1,723	37,535	28,937	100,697
Sales, General and Administrative	735,650	1,080,495	2,628,084	2,117,573
Total operating expenses	737,373	1,118,030	2,657,021	2,218,270
Loss from continuing operations	(2,679,725)	(1,176,211)	(7,493,147)	(1,753,452)
Other income (expense):				
Foreign currency exchange gain (loss)	(702)	5,577	(8,644)	10,039
Gain on liability	276,216	23,465	381,140	55,000
Gain (loss) on debt settlement		(250,590)		(250,590)
Other income	85	46,702	577	46,702
Interest expense	(85,221)	(1,090)	(129,299)	(10,705)
Total other income (expense)	(190,378)	(175,936)	243,774	(149,554)
Net loss	(2,489,347)	(1,352,147)	(7,429,373)	(1,903,005)
Net loss per share - basic and diluted	(0.03)	(0.02)	(0.09)	(0.03)
Weighted average number of shares outstanding - basic and diluted	89,636,249	62,703,886	79,477,568	59,295,220

The accompanying notes are an integral part to the financials

DIGITAL CADDIES, INC.
Consolidated Statement of Cash Flows
For the Twelve Months ended October 31, 2014 and 2013
(Internally prepared by management, unaudited)

	For the Year Ended October 31, 2014	For the Year Ended October 31, 2013
Cash flows from operating activities		
Net loss	$ (7,429,373)	$ (1,903,005)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	297,595	14,068
Option Expense	64,741	722,754
Gain on liability forgiveness		(55,000)
Loss (gain) on debt settlement		250,590
Impairment expense on fixed assets		31,535
Fixed assets purchased in exchange for advertising service		(46,702)
Changes in operating assets and liabilities		
Accounts receivable	(341,154)	(355,554)
Prepaid expenses		(189)
Accounts payable	3,168,777	326,842
Accrued expenses	64,023	(45,713)
Net Cash provided by (used in) operating activities	$ (4,175,391)	$ (1,060,375)
Cash flows from investing activities		
Acquisition of property and equipment	(1,039,477)	(167,082)
Net Cash used in investing activities	(1,039,477)	(167,082)
Cash flows from financing activities		
Repayment of notes payables due to shareholders		(269,683)
Repayment on notes payable	41,387	(31,235)
Borrowing on notes payable from shareholders		—
Proceeds sale of common stock	5,053,175	1,680,460
Net Cash provided by (used in) financing activities	$ 5,094,562	$ 1,379,542
Net increase in cash	$ (120,306)	$ 152,085
Cash - beginning of period	$ 199,114	$ 47,029
Cash - end of period	$ 78,808	$ 199,114
Supplemental disclosure:		
Cash paid for interest	$ 129,299	$ 10,705
Cash paid for income taxes	$	$ —
Noncash investing and financing activities		
Stock issuance for subscription receivable	$	$ —
Stock issuance for debt conversion	$	$ 145,000
Stock issuance for accrued compensation	$	$ 700,000

The accompanying notes are an integral part to the financials

1. BASIS OF PRESENTATION & ORGANIZATION

Basis of presentation

The accompanying consolidated financial statements include the accounts of Digital Caddies, Inc., Digital Caddies (Canada) Inc. and Digital Caddies (US), Inc.

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America. Any reference herein to "CADY", the "Company", "we", "our" or "us" is intended to mean Digital Caddies, Inc. including the subsidiaries indicated above, unless otherwise indicated.

Description of Business

Digital Caddies, Inc. ("CADY" or the "Company") is a corporation, which was incorporated under the laws of the State of Oklahoma on September 7, 2011. The shares of stock and warrants of the Company were previously held in the name of DNA Beverage Corp., a Nevada Corporation, prior to the Company completing a holding company formation pursuant to Section 1081(a) of the Oklahoma General Corporation Laws. The Company's fiscal year end is October 31.

The evolution of tablet technology and wireless connectivity has enabled Digital Caddies, Inc., a golf-centric technology and information-dissemination company to leverage its extensive relationships and industry knowledge to create a rapidly expanding, nationwide, highly monetizable, audience we are calling The Players Network. Digital Caddies is an informational medium that most notably enables advertisers to intimately engage one of the most attractive, and sought after demographics in the US - the country's golfers and golf enthusiasts.

Digital Caddies connects golfers to advertisers by installing multifunctional web-enabled interactive tablets (currently manufactured by Samsung) in golf cars that operate on and are owned by golf courses across the United States. These robust, Internet-connected interactive tablets provide a host of services to both golfers and golf courses alike. Once interactive tablets are installed on a golf course, players could be provided with a number of interactive, engaging services and applications, such as GPS-based hole/course information, scoring applications, messaging platforms (for cart-to-cart and cart-to-course communications), the ability to wirelessly call for the beverage cart, plus news, weather, sports, entertainment and more. In addition, our platform provides a broad portfolio of course management tools designed to enable course managers to improve player turnover via GPS-based cart tracking and communications, increased merchandise and concession sales via real-time on-tablet promotions, and access to additional revenue streams (e.g., sale of local advertising.)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of Digital Caddies, Inc. and its wholly owned subsidiaries of Digital Caddies (Canada), Inc. and Digital Caddies (US), Inc. for the years ended October 31, 2014 and 2013. All significant inter-company transactions and balances have been eliminated in consolidation.

Use of estimates

The preparation of these financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to recoverability of long-lived assets, and deferred income tax asset valuations. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between estimates and the actual results, future results of operations will be affected.

Cash and cash equivalents

Cash and cash equivalents include certain investments with original maturities of three months or less, such as money market accounts. There are no cash equivalents as of October 31, 2014 and October 31, 2013.

Accounts receivable

Accounts receivable are reported at the amount management expects to collect from outstanding balances. Differences between the amount due and the amount management expects to collect are reported in the results of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for trade accounts receivable. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. As of October 31, 2014 and October 31, 2013, the allowance for doubtful accounts totals $0 and $0, respectively.

Long-lived assets

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360, Property, Plant and Equipment, the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicated that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and a current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life.

Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value. $31,535 of impairment losses were recognized for the year ended October 31, 2013, and none for the year ended October 31, 2014

Revenue recognition & Major Customers

Revenue is recognized in accordance with SEC Staff Accounting Topic 13, "Revenue Recognition in Financial Statements". The Company recognizes revenue when the significant risks and rewards of ownership have been transferred to the customer pursuant to applicable laws and regulations, including factors such as when there has been evidence of a sales arrangement, delivery has occurred, or service have been rendered, the price to the buyer is fixed or determinable and collectability of the resulting receivable is reasonable assured.

The Company derives the majority of its revenue from the sale of advertising. As is the case with most advertising-based business models, our ability to attract advertisers, generate revenues and garner premium advertising rates (known as "Cost per Mille," "CPM" or cost per thousand impressions) will be highly dependent upon a number of key factors including: (i) the attractiveness and density of our primary demographic; (ii) the amount of reach and/or viewership; (iii) the dwell time (that is, how long a viewer looks at a particular screen); and (iv) the data (that is, what is known about a viewer and what information can be collected for the advertiser).

Level 18 is a third party vendor that assists Digital Caddies with our wireless relationships. Level 18 provided Digital Caddies with sponsorship income to assist with the launch of the Digital Caddies platform. The revenue recorded for the year ending October 31, 2013, related to the number of devices the company activated on the Sprint network. During the year ended October 31, 2013, approximately 98% or $973,300 of sponsor revenue was recognized from Level 18.

COSTS OF REVENUE

Costs of revenue are primarily related to the costs for wireless data we use to connect the network to the Web. Connectivity is required in order for the features of the network to function. Because the network needs to be built before advertising can be sold, there is initially a negative margin. As of the date of this report, the company has installed approximately 12,250 tablets in golf carts across the country and management believes the network has reached an initial size that should start to attract advertising through major advertising networks.

The costs of revenue also include the depreciation expense on the fixed assets.

Stock based compensation

ASC 718, “Accounting for Stock-Based Compensation" established financial accounting and reporting standards for stock-based employee compensation plans. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for share based payments to employees in accordance with ASC 718 and share based payments to non-employees in accordance with ASC 505-50 “Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling, Goods or Services”.

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a Black-Scholes option pricing model, in accordance with ASC 815-15 “Derivative and Hedging” to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Beneficial Conversion Features

Under ASC 470-20 “Debt with Conversion and Other Options” the intrinsic value of a beneficial conversion feature inherent to a convertible note payable, which is not bifurcated and accounted for separately from the convertible note payable and may not be settled in cash upon conversion, is treated as a discount to the convertible note payable. This discount is amortized over the period from the date of issuance to the date the note is due using the effective interest method. If the note payable is retired prior to the end of its contractual term, the unamortized discount is expensed in the period of retirement to interest expense. In general, the beneficial conversion feature is measured by comparing the effective conversion price, after considering the relative fair value of detachable instruments included in the financing transaction, if any, to the fair value of the common shares at the commitment date to be received upon conversion.

Advertising

Advertising costs are incurred in selling and general administration expenses, and are expensed when the advertising or promotion is published or presented to customers. Advertising, promotion and marketing programs are charged to operations in the period incurred.

Research and Development

Costs incurred in developing the ability to create and manufacture products for sale are included in research and development. Once a product is commercially feasible and starts to sell to third party customers, the classification of such costs as development costs stops and such costs are recorded as costs of production, which is included in cost of revenue. Research and development costs are expensed when incurred.

Basic and Diluted Net Loss Per Share

The computations of basic loss per share of common stock are based on the weighted average number of shares outstanding at the date of the financial statements. The Company computes net income (loss) per share in accordance with ASC 260. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive) related to stock options and warrants for each year.

Income Taxes

The Company accounts for income taxes utilizing ASC 740, “Income Taxes” (SFAS No. 109). ASC 740 requires the measurement of deferred tax assets for deductible temporary differences and operating loss carry forwards, and of deferred tax liabilities for taxable temporary differences. Measurement of current and deferred tax liabilities and assets is based on provisions of enacted tax law. The effects of future changes in tax laws or rates are not included in the measurement. The Company recognizes the amount of taxes payable or refundable for the current year and recognizes deferred tax liabilities and assets for the expected future tax consequences of events and transactions that have been recognized in the Company’s financial statements or tax returns. The Company currently has substantial net operating loss carry forwards. The Company

has recorded a 100% valuation allowance against net deferred tax assets due to uncertainty of their ultimate realization. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and trade receivables. The Company places its cash with high credit quality financial institutions. At times such cash may be in excess of the FDIC limit. With respect to trade receivables, the Company routinely assesses the financial strength of its customers and, as a consequence, believes that the receivable credit risk exposure is limited.

Fair Value Measurements

As defined in ASC 820 "Fair Value Measurements", fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique.

These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement).

The three levels of the fair value hierarchy defined by ASC 820 are as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2 – Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Related parties

A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Since inception, the Company has incurred losses and generated negative cash flow from operations. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

If necessary, the Company will pursue additional equity and/or debt financing while managing cash flows from operations in an effort to provide funds to meet its obligations on a timely basis and to support future business development.

The financial statements do not contain any adjustments to reflect the possible future effects on the classification

4. EQUIPMENT LOANS

The Company had two equipment loans with Enterprise Bank (formerly Home National Bank). The loans were collateralized by the equipment purchased and secured via a security agreement. One was issued on March 23, 2009 for amount of $225,148.40, bears an interest rate of 8.5% per annum, due on January 1, 2013. As of July 31, 2014 and October 31, 2013, the loan has a balance of $0, and 0, respectively. The other one was issued on January 12, 2010 for amount of $850,000, bears an interest rate of $8.5% per annum, due on August 1, 2013. As of October 31, 2014, and October 31, 2013, the loan has a balance of $0 and $0, respectively. During the year ended October 31, 2013, the Company repaid a total of $31,235 for the equipment loans.

5. LOANS PAYABLE – SHAREHOLDERS

The Company has received loans from shareholders from time to time, which have been used for working capital. The loans are without interest and have no term. As of October 31, 2014 and October 31, 2013, the note payable balance due to shareholders has a balance of $0 and $0, respectively.

During the year ended October 31, 2013, the Company repaid a total of $269,683 for the loans from shareholders. Another $145,000 was converted to 1,450,000 shares of common stock on April 30, 2013. The shares were valued at the market price on the respective date of issuance and the fair value of the shares was determined to be $217,500, resulting in a loss on debt settlement of $72,500. The remaining $55,000 was forgiven by the shareholder, resulting in a gain of $55,000.

During the year ended October 31, 2013, a total of $250,950 of loss on settlement of debt was recognized which included (a) a loss of $72,500 as mentioned above (b) a loss of $247,590 as related to 4 million shares issue for accrued compensation – see not 7 (c) and netted against a gain of $69,500 as relates to 400,000 shares issue for accrued compensation – see note 7.

During the year period ending October 31, 2014, shareholders did not lend the Company any additional capital. All loans have been repaid and there are currently no loans outstanding.

6. PROPERTY AND EQUIPMENT

Property and equipment are carried at cost. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes at rates based on the following estimated useful lives: 3 to 7 years.

Fixed Assets consisted of the following:

	At October 31, 2014	At October 31, 2013
Equipment Assets	$ 1,638,828	$ 177,507
Furniture and fixtures	24,550	4,742
Less, accumulated depreciations	(311,663)	(14,068)
Property and equipment, net	$ 1,351,715	$ 168,181

Depreciation expense for the periods ending October 31, 2014 and October 31, 2013 was $ 311,663 and $14,068, respectively.

Cash paid for the acquisition of property and equipment for the year ended October 31 2014 and year ended October 31, 2013 was $1,481,128 and $167,082, respectively.

During the year ended October 31, 2013, the Company purchased property and equipment in exchange for providing advertising services. The Company evaluate the transaction under ASC 845-10 "Nonmonetary transactions" and

determined the fair value of the asset received shall be used to measure the cost as it is more clearly evident than the fair value of the asset surrendered. The Company determined the fair value of the asset was $46,702 and was recognized as other income for the year ended October 31, 2013.

7. COMMON STOCK

The Company is authorized to issue Two Hundred Fifty Million (250,000,000) shares, of which (225,000,000) shares are Common Stock, $0.001 par value per share. The Company is authorized to issue 25,000,000 shares of Preferred Stock as follows:

2,777,778 - Series "A" Convertible Preferred Shares
2,666,667 - Series "B" Convertible Preferred Shares
19,555,555 - Undesignated Preferred Shares

Series "A" Convertible Preferred Stock

The holders of outstanding Series A Convertible Preferred Shares are entitled to receive, if declared, noncumulative dividends in the total amount of $0.09 per share, before any dividend is paid on Common Shares, payable in cash or stock at the sole discretion of the Board of Directors.

In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series A Convertible Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Company's Common Shares or junior stock, an amount equal to ninety cents ($0.90) per share.

The holders of the Preferred Shares and the holders of the Common Shares issued and outstanding shall have and possess equal rights to notice of shareholders meetings, and identical voting rights and powers to vote upon the election of directors or upon any other matter.

The holder of record of any share or shares of Series A Convertible Preferred Stock have the right to convert one (1) share of Series A Convertible Preferred Stock into one fully paid and non-assessable share of Common Stock of the Company so long as the average bid price of the Company's Common Stock over the thirty (30) day period prior to the holder's election to convert is $1.00 or greater. In the event the average bid price of the Company's Common Stock is less than $1.00 over the thirty (30) day period prior to the holder's election to convert, then each share of Series A Convertible Preferred Stock of the Company shall be converted into 1.3334 fully paid and non-assessable shares of the Common Stock of the Company.

In the event that the Company shall at any time pay to the holders of Common Stock a dividend in Common Stock, the number of shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock shall be proportionately increased, effective at the close of business on the record date for determination of the holders of Common Stock entitled to such dividend.

The Corporation has the right, at its option, to cause all or a portion of the outstanding shares of Series A Convertible Preferred Stock to be redeemed, subject to the legal availability of funds therefore, at ninety cents ($.90) per Series A Convertible Preferred Share (the Redemption Price"). On and after the date of redemption, provided that the Redemption Price has been paid, dividends will no longer be payable on the shares of Series A Convertible Preferred Stock called for redemption. These shares will no longer be deemed to be outstanding, and the holders of these shares will have no rights as stockholders, except the right to receive the Redemption Price, without interest, upon surrender of the certificates evidencing the shares of Series A Convertible Preferred Stock to be redeemed.

The Series A convertible preferred stock is not redeemable at the holder's option.

Series "B" Convertible Preferred Stock

The Series B Convertible Preferred Stock shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, rank junior to the Company's Series A Convertible Preferred Stock, and shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Company, rank senior to all other series of Preferred Shares which may be subsequently issued except to the extent that any such other subsequently issued series provided that it shall rank senior to the Series B Convertible Preferred Stock.

Subject to the prior and superior rights of any holders of the Series A Convertible Preferred Stock with respect to dividends, the holders of outstanding Series B Convertible Preferred Shares, in preference to the shares of Common Stock and any other stock of the Company junior to the Series B Convertible Preferred Stock, are entitled to receive, when, as and if declared out of the funds at the time legally available therefore, annual noncumulative dividends on each share of the Series B Convertible Preferred Stock equal to ten percent (10%) of the Series B Convertible Preferred Stock stated value payable in cash or stock at the sole discretion of the Board of Directors.

Subject to the prior and superior rights of any holders of the Series A Convertible Preferred Stock with respect to preference on liquidation, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series B Convertible Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Company's Common Shares or junior stock, an amount equal to seventy five cents ($0.75) per share.

The holders of the Preferred Shares and the holders of the Common Shares issued and outstanding shall have and possess equal rights to notice of shareholders meetings, and identical voting rights and powers to vote upon the election of directors or upon any other matter.

The holder of record of any share or shares of Series B Convertible Preferred Stock shall have the right to convert one (1) share of Series B Convertible Preferred Stock into fully paid and non-assessable shares of Common Stock of the Company. The number of shares of Common Stock to which a holder of Series B Convertible Preferred Stock shall be entitled upon conversion shall be equal to the aggregate subscription price paid by the holder for the Series B Convertible Preferred Stock divided by eighty percent (80%) of the average of the bid and asked price of the Company's Common Stock over the thirty (30) day period prior to the holder's tender of notice to the Company of his election to convert. However, in any event, the maximum conversion price of the Series B Convertible Preferred Stock shall not exceed $.75 per share and the minimum conversion price of the Series B Convertible Preferred Stock shall not be lower than $.40 per share, unless such minimum conversion price is lowered by the Board of Directors at its sole discretion. Fractional shares shall be rounded to the nearest whole number.

In the event that the Company shall at any time pay to the holders of Common Stock a dividend in Common Stock, the number of shares of Common Stock issuable upon conversion of the Series B Convertible Preferred Stock shall be proportionately increased, effective at the close of business on the record date for determination of the holders of Common Stock entitled to such dividend.

The Company has the right, at its option, to use all or a portion of the outstanding shares of Series B Convertible Preferred Stock to be redeemed, subject to the legal availability of funds therefor, at seventy five cents ($. 75) per Series B Convertible Preferred Share (the "Redemption Price"). If fewer than all of the outstanding shares of Series B Convertible Preferred Stock are to be redeemed, the Company will select those to be redeemed pro rata, or by lot, or in any other manner as the Board of Directors may determine. If a partial redemption of the Series B Convertible Preferred Stock would result in the delisting of the Series B Convertible Preferred Stock from any national securities exchange on which the shares of Series B Convertible Preferred Stock are then listed, the Company may only redeem the Series B Convertible Preferred Stock in whole. On and after the Redemption Date, provided that the Redemption Price has been paid, dividends will no longer be payable on the shares of Series B Convertible Preferred Stock called for redemption, These shares will no longer be deemed to be outstanding, and the holders of these shares will have no rights as stockholders, except the right to receive the Redemption Price, without interest, upon surrender of the certificates evidencing the shares of Series B Convertible Preferred Stock to be redeemed.

The Series B convertible preferred stock is not redeemable at the holder's option.

The Company analyzed the embedded conversion option for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the conversion option should be classified as equity.

The Company analyzed the conversion option for beneficial conversion features consideration under ASC 470-20 "Convertible Securities with Beneficial Conversion Features" and noted none.

As of October 31, 2014 and October 31, 2013, there were 89,734,973 and 69,168,243 common stock shares issued and outstanding, respectively.

As of October 31, 2014, and October 31, 2013, there were 2,354 shares, and 2,354 shares Series A Convertible Preferred shares issued and outstanding, respectively.

As of October 31, 2014 and October 31, 2013, there were 710 shares and 710 shares Series B Convertible Preferred shares issued and outstanding, respectively.

Common shares issued for cash:

During the year ended October 31, 2014**,** there were 20,566,730 total shares of common issued for cash of $3,682,173.

During the year ended October 31, 2013, there were 15,929,733 shares of common stock issued for cash of $1,680,460.

All the shares were sold in units. Each unit consists of one share of the Company' common stock and one common stock purchase warrant. Two warrants provide the right to purchase one share of the Company's common stock, which shall be exercisable immediately and have an exercise price of $0.20 per share.

Other previous share issuances:

During November and December 2011, the Company issued 9,000,000 restricted common stock shares to satisfy convertible notes of $20,000. The shares were valued at the market price on the respective date of issuance and the fair value of the shares was determined to be $9,000, resulting in a gain on debt settlement of $11,000.

On April 12, 2013, the Company issued 1,000,000 restricted common stock shares to satisfy compensation owed to a consultant, who is also a related party, for amount of $218,090. The shares were valued at the market price on the respective date of issuance and the fair value of the shares was determined to be $150,000. Since the consultant is a related party, no gain was recognized.

On April 12, 2013, the Company issued 4,000,000 restricted common stock shares to satisfy compensation owed to the CEO for amount of $352,410. The shares were valued at the market price on the respective date of issuance and the fair value of the shares was determined to be $600,000, resulting in a loss of $247,590.

On April 12, 2013, the Company issued 400,000 restricted common stock shares to satisfy compensation owed to a consultant for amount of $129,500. The shares were valued at the market price on the respective date of issuance and the fair value of the shares was determined to be $60,000, resulting in a gain of $69,500.

On April 30, 2013, $145,000 of note payable due to shareholders was converted to 1,450,000 shares of common stock. The shares were valued at the market price on the respective date of issuance and the fair value of the shares was determined to be $217,500, resulting in a loss on debt settlement of $72,500. See note 5.

8. WARRANTS, OPTIONS AND OTHER RIGHTS TO ACQUIRE SHARES

Warrants

The table below summarizes the Company's warrant activities through October 31, 2014. All the warrants were issued along with stock issuance for cash, except warrants to purchase 3,085,144 common shares of the Company was issued in April 2014 to broker as financing fee.

During the year ended October 31, 2012 a total of 150,000 warrants were issued along with stock issuance for cash and has an exercise of $0.20, expire in July 2014 and are vested immediately.

During the year ended October 31, 2013 a total of 7,090,000 warrants were issued along with stock issuance for cash of which 1,425,000 warrants will expire in July 2014 and the remaining 5,665,000 warrants will expire in December, 2014. All warrants have an exercise of $0.20 and are vested immediately. As the expiry date has passed, all warrants have expired unless otherwise extended by the Company in the future.

	Number of Warrant Shares	Exercise Price Range Per Share	Weighted Average Exercise Price	Weighted Average Life	Aggregate Intrinsic Value
Balance, October 31, 2011	52,389	$1.5 to $2.5	$1.99	5.17	—
Granted	150,000	$0.20	$0.20	0.68	—
Expired	—	—	—	—	—

Balance, October 31, 2012	202,389	$0.20 to $2.5	$0.66	2.32	—
Granted	7,090,000	$0.20	$0.20	1.04	—
Expired	—	—	—	—	—
Balance, October 31, 2013	7,292,389	$0.20 to $2.5	$0.21	1.05	$724,000
Granted	10,283,815	$0.40	$0.40	4.92	$824,045
Expired	—	—	—	—	—
Balance, October 31, 2014	17,576,204	$0.20 to $2.5	$0.33	3.38	$1,551,045

Options

Effective April 25, 2013, the Company granted 5,100,000 options to purchase common stock to employees of the Company all with an exercise price of $.10, and all of which expire on April 25, 2023. A total 3,850,000 options vest on the date of grant with the remaining 1,250,000 options vest equally in four years. The Company evaluated the stock options in accordance with ASC 718, Stock Compensation, and utilized the Black Scholes method to determine valuation. As a result of our analysis, the total fair value for the stock option expense on the grant date of April 25, 2013 is $843,613.

The Company used the following Black Sholes inputs in determining the fair value of the options:

Stock Price (grant date)	$ 0.1655
Exercise Price	$ 0.10
Expected Term	5 to 7 years
Volatility	300%
Annual Rate of Dividends	0.00%
Risk Free Interest Rate	0.71% - 1.15%

During the year ended October 31, 2014, and the year ended October 31, 2013, $64,741, and $722,754 were recognized as option expense, respectively.

The table below summarizes the Company's option activities through October 31, 2014.

	Number of option Shares	Exercise Price Range Per Share	Weighted Average Exercise Price	Weighted Average Life	Aggregate Intrinsic Value
Balance, October 31, 2011	—	—	—	—	—
Granted	—	—	—	—	—
Expired	—	—	—	—	—
Balance, October 31, 2012	—	—	—	—	—
Granted	5,100,000	$ .10	$ .10	10.00	—
Expired	—	—	—	—	—
Balance, October 31, 2013	5,100,000	$ .10	$ .10	9.49	$ 820,000
Granted	—	—	—	—	—
Expired	—	—	—	—	—
Balance, October 31, 2014	5,100,000	$ .10	$ .10	8.99	$ 1,326,750

9. INCOME TAX

The Company uses the liability method, where deferred tax assets and liabilities are determined based on the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial and income tax reporting purposes.

During the year ended October 31, 2014 and the year ended October 31, 2013, the Company incurred net losses, and, therefore, had no tax liability. The net deferred asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry forward is approximately $12,610,014 and $4,257,956, respectively as of October 31, 2014 and the year ended October 31, 2013, and will expire in years 2020 through 2034.

Deferred tax assets consist of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its reliability. The effective tax rate is 34%.

As of the year ended October 31, 2014 and 2013, deferred tax assets consisted of the following:

	At October 31, 2014 (Unaudited)	At October 31, 2013
Net Operating Loss Carryover	$ 9,332,887	$ 1,447,705
Valuation Allowance	(9,332,887)	(1,447,705)
Deferred Tax Assets, Net	$ —	$ —

A valuation allowance for the deferred tax asset has been provided, as it is more likely that not that this asset will not be realized

10. COMMITMENTS AND CONTINGENCIES

Leases

The CEO, Brad Nightingale, resides in a home that has separate living quarters on the property ("Rentee"). Digital Caddies (US) Inc. ("Company") wishes to have un-restricted access to use these living quarters at its discretion for the purpose of accommodating employees, officers, directors or company guests visiting from out of town. The company will pay $1,500 per month to rent the premises. This agreement will be for 1 year and will automatically renew each year unless written notice is provided by either party to terminate the agreement.

Rent expenses for all periods presented are as follows:

Three months ended October 31, 2014: $16,423
Year ended October 31, 2013: $64,083

The Company leases its main office facility in Scottsdale, AZ at 15210 North Scottsdale Road, Suite 280 under a five-year lease that began on May 2013 and ends on September 30, 2018. The Company is required to pay a yearly rental rate of $25 per square foot on 2,844 rentable square feet; each rental payment is due in advance on the first calendar day of the month during the lease term. After the first 12 months of occupancy, the rental rate for the facility will increase $.50 per foot per year, successively for each year during the term. The total rental payments for the lease term will be $401,715

The schedule of lease rental payments is as follows:

Period	Annual Rent per foot	Annual Base Rent
Start - 4/30/14	$ 25.00	$ 71,100.00
5/1/14 - 4/30/15	$ 25.50	$ 72,522.00
5/1/15 - 4/30/16	$ 26.00	$ 73,944.00
5/1/16 - 4/30/17	$ 26.50	$ 75,366.00
5/1/17- 9/30/18	$ 27.00	$ 108,783.00
		$ 401,715.00

Rent expense the facility for all periods presented are as follows:

Year ended October 31, 2014: $63,760

Year ended October 31, 2013: $27,431

11. SUBSEQUENT EVENTS
None

END NOTES TO FINANCIAL STATEMENTS

MANAGEMENTS DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the Three and Twelve Month Period Ending
October 31, 2014

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and related notes to the financial statements included elsewhere in this Annual Report. Some of the statements under "Management's Discussion and Analysis," "Description of Business" and elsewhere herein may include forward-looking statements which reflect our current views with respect to future events and financial performance. These statements include forward-looking statements both with respect to us specifically and the golf car GPS and golf car GPS advertising industry in general. Statements which include the words "expect," "intend," "plan," "believe," "project," "anticipate," "will," and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. The safe harbor provisions of the federal securities laws do not apply to any forward-looking statements contained in this Annual Report. All forward-looking statements address such matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We undertake no obligation to publicly update or review any forward-looking statements, whether as a result of new information, future developments or otherwise. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements you read herein reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our written and oral forward-looking statements attributable to us or individuals acting on our behalf and such statements are expressly qualified in their entirety by this paragraph.

Plan of Operations

The evolution of tablet technology and wireless connectivity has enabled Digital Caddies, Inc., a golf-centric technology and information dissemination company to leverage its extensive relationships and industry knowledge to create a rapidly expanding, nationwide, highly monetizable, interactive network. The Digital Caddies platform is an informational medium that most notably enables advertisers to intimately engage one of the most attractive, and sought after demographics in the US - the country's golfers and golf enthusiasts.

The Digital Caddies platform connects golfers to advertisers by installing multifunctional web-enabled interactive tablets (currently manufactured by Samsung) in golf cars that operate on and are owned by golf courses across North America. These robust, Internet-connected interactive tablets provide a host of services to both golfers and golf courses alike. For example, once interactive tablets are installed on a golf course, players can be provided with a number of engaging services and applications, such as GPS-based hole/course information, scoring applications, messaging platforms (for cart-to-cart and cart-to-course communications), the ability to wirelessly call for the beverage cart, plus news, weather, sports, entertainment and more.

In addition, our Digital Caddies platform provides a broad portfolio of course management tools designed to enable course managers to improve player pace of play via GPS-based car tracking and communications, potentially increase merchandise and concession sales via real-time on-tablet promotions, and access to additional revenue streams (e.g., sale of local advertising). All of these services are currently provided to the golf course free of charge.

We expect to derive the majority of our revenue from the sale of advertising. As is the case with most advertising-based business models, our ability to attract advertisers, generate revenues and garner premium advertising rates (known as "Cost per Mille," "CPM" or cost per thousand impressions) will be highly dependent upon a number of key factors including: (i) the attractiveness and density of our primary demographic; (ii) the amount of reach and/or viewership; (iii) the dwell time (that is, how long a viewer looks at a particular screen); and (iv) the data (that is, what is known about a viewer and what information can be collected for the advertiser).

Given that we bring advertisers a highly homogenous, highly affluent audience, about which we will be able to collect highly valuable data, we believe that advertisers will be very interested in presenting their message on our Digital Caddies platform. We further believe that as Digital Caddies expands, its attractiveness to advertisers will grow exponentially. In fact, although there is no assurance, we reasonably believe that Digital Caddies could achieve a viewership of approximately 2 million golfers per month by late 2015.

We launched the Digital Caddies platform in November 2013, and have signed contracts with three of North America's largest golf course management firms, Troon, OB Sports and NGM, who collectively manage over 280 golf courses across the United States. To date, we have installations at 140 golf courses, and have started earning revenue from advertising since the launch of the Digital Caddies platform.

Company Strategy

The current popularity of golf integrated with the rising demand for interactive social media presents some very unique investment opportunities with a low risk / high reward profile. Empowered by a strong disciplined business model and leadership team, the Company utilizes rigorous due diligence, conservative assumptions and careful assessment of downside scenarios before pitching to a specific golf course. By taking the guesswork out of the equation and using proven, analytical tools, the Company finds the best golf courses to initiate its programs and install its products, thus appealing to a broad range of investors.

The Company's twelve-month operational schedule entails a very disciplined plan of action of raising monies through several different avenues, focusing on direct sales and implementing their system at high revenue golf facilities as well as generating marketing and advertising through, traditional, and online web/social networking channels.

The Company's sales strategy entails disciplined criteria that will provide new direct sales and implementations of their services to more golf courses than ever before.

The Company's employee expansion will be directly related to the acquisition and management of our assets. We are unable to estimate or forecast that expansion at this time, as only the market will dictate our growth.

Results of Operations

Total revenue for the three months ended October 31, 2014 was $66,338, as compared to $407,634 for the three months ended October 31, 2013. The decrease in revenue can be attributed primarily to the Company's reduction in sponsorship revenue and concentrating on Banner ads (300 X 250) pixels, Tower ads (300 X 600) pixels, interstitial ads (full screen static ads) and video ads (full screen videos that run 15 to 30 seconds).

Total revenue for the year ended October 31, 2014 and 2013 was $261,822 and $922,538, respectively.

Total operating expenses including one-time expenses, depreciation and amortization for the three month period ended October 31, 2014 were $737,373 which was comprised of $735,650 in sales general and administrative expenses and $1,723 in research and development costs.

In comparison, total operating expenses including depreciation and amortization for the three month period ended October 31, 2013 were $1,118,030, which was comprised of $1,080,45 in sales, general, and administrative expenses and $37,535in research and development costs.

The total operating expenses including one-time expenses, depreciation and amortization for the year ended October 31, 2014 was $2,657,021, as compared to $2,169,569 for the year ended October 31, 2013. The overall increase in operating expenses can be attributed to expenses incurred from the Company's capital raising efforts, costs relating to the formal launch and installation of the Players Network across the country and write-offs.

The net income/loss for the three months ended October 31, 2014 was $(2,489,347) as compared to $(1,352,147) for the three month period ending October 31, 2013. The net income/loss for the year ended October 31, 2014 was $(7,429,373) as compared to $(1,903,005) for the year ended October 31, 2013.

Liquidity and Capital Resources

Our balance sheet as at October 31, 2014 reflects $78,808 in cash and cash equivalents, as compared to $199,114 as at the year ended October 31, 2013. The decrease in cash and cash equivalents is a result of the Company's operating expenditures.

Cash Flow from Operating Activities

During the year ended October 31, 2014, net cash provided by and used in the Company's operating activities was $(4,175,391). In comparison, the cash flows provided by and used in the Company's operating activities during the year ended October 31, 2013 was $(970,447).

Cash Flow from Investing Activities

During the twelve month period ended October 31, 2014, the net cash provided by and used in investing activities by the Company was $(1,039,477). The net cash provided by and used in investing activities by the Company for the twelve month period ended October 31, 2013, was $(257,010).

Cash Flow from Financing Activities

During the twelve month period ended October 31, 2014, the net cashed provided by and used in financing activities by Company was $5,094,562. In comparison, the net cash provided by and used in financing activities for the twelve month period ended October 31, 2013 was $1,379,542.

Going Concern

We have not attained profitable operations and are dependent upon obtaining outside financing sources to maintain operations. For these reasons, there may be substantial doubt that we will be able to continue as a going concern without further financing.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on

various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Revenue recognition & Major Customers

Revenue is recognized in accordance with SEC Staff Accounting Topic 13, "Revenue Recognition in Financial Statements". The Company recognizes revenue when the significant risks and rewards of ownership have been transferred to the customer pursuant to applicable laws and regulations, including factors such as when there has been evidence of a sales arrangement, delivery has occurred, or service have been rendered, the price to the buyer is fixed or determinable and collectability of the resulting receivable is reasonable assured.

The Company derives the majority of its revenue from the sale of advertising. As is the case with most advertising-based business models, our ability to attract advertisers, generate revenues and garner premium advertising rates (known as "Cost per Mille," "CPM" or cost per thousand impressions) will be highly dependent upon a number of key factors including: (i) the attractiveness and density of our primary demographic; (ii) the amount of reach and/or viewership; (iii) the dwell time (that is, how long a viewer looks at a particular screen); and (iv) the data (that is, what is known about a viewer and what information can be collected for the advertiser).

Stock based compensation

ASC 718, "Accounting for Stock-Based Compensation" established financial accounting and reporting standards for stock-based employee compensation plans. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for share based payments to employees in accordance with ASC 718 and share based payments to non-employees in accordance with ASC 505-50 "Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling, Goods or Services".

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 6. ISSUER'S BUSINESS, PRODUCTS, AND SERVICES

Date and State of Incorporation

The Issuer was incorporated in the State of Oklahoma as Digital Caddies, Inc., on September 7, 2011.

Primary and Secondary SIC Codes

Primary: 3576
Secondary: 3669

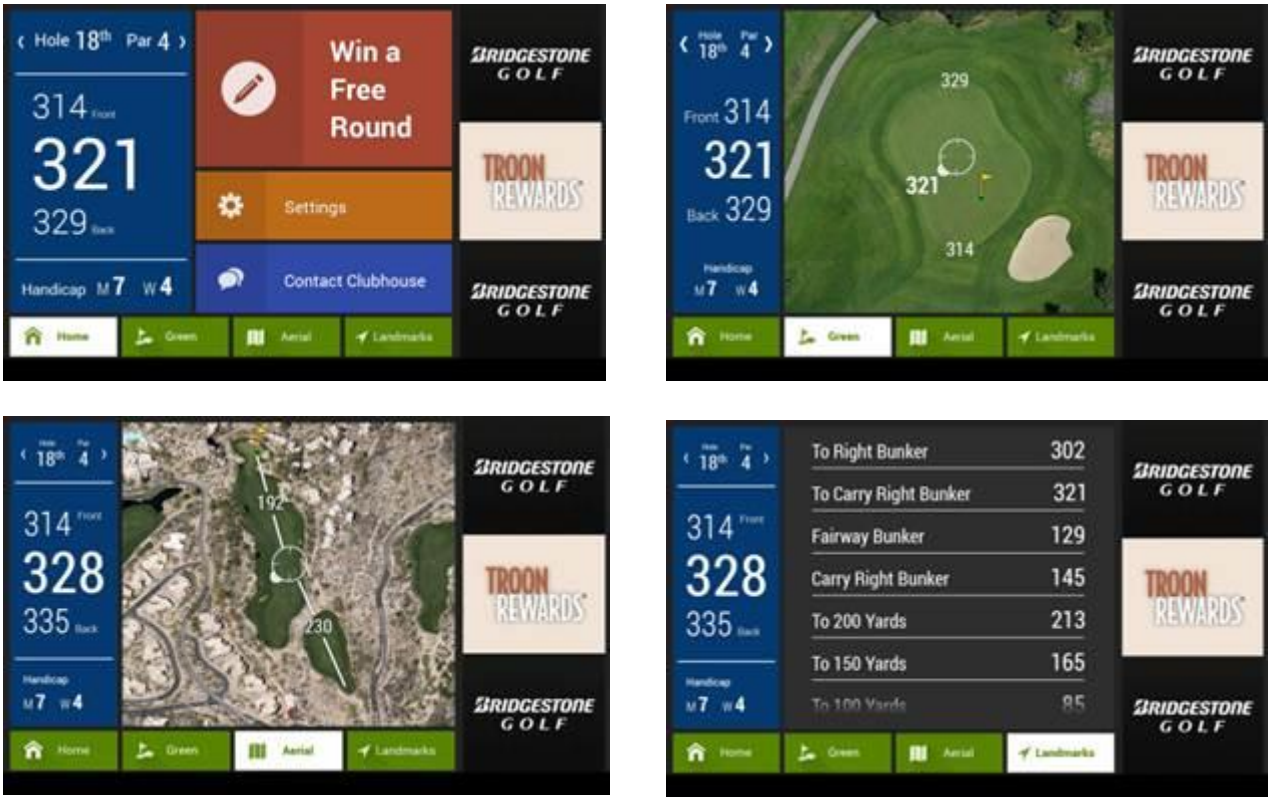
Issuers Fiscal Year End Date

The Issuer's fiscal year end is October 31.

Business Operations

Evolutionary Technology for Golf Courses

The evolution of tablet technology and wireless connectivity has enabled Digital Caddies, Inc., a golf-centric technology and information dissemination company, to leverage its extensive relationships and industry knowledge to create a rapidly expanding, nationwide, highly monetizable, interactive platform. Digital Caddies interactive tablets are an informational medium that most notably enable advertisers to intimately engage one of the most attractive, and sought after demographics in the US - the country's golfers and golf enthusiasts. Digital Caddies are unique mobile golf information systems that thousands of players rely on for course information during play. High quality interactive tablets support video streaming through high-speed wireless networks, and players access details on each hole, can track their score, and enjoy many additional benefits. Utilizing a Digital Caddie is like having a digital concierge right in the cart with the players throughout the round, so they use the equipment throughout every round of golf.



Digital Caddies' easy-to-use, interactive tablet-based technology platform installs on golf cars and connects to the web through a nationwide high-speed wireless network. Each tablet is securely mounted in the cart, where both occupants can clearly see the entire screen. The Digital Caddies platform is a powerful tool for golf course operators to improve their guests' experiences, build guest loyalty, increase course revenue and lower operating costs. The content provided through the new tablet platform is specifically designed to promote interaction between the golfer and the device throughout their round and thus provides an excellent opportunity for course operators and advertisers to interact directly with golfers in ways that have never before been possible.

Solutions for Golfers

Digital Caddies connects golfers to advertisers by installing multifunctional web-enabled interactive tablets (currently manufactured by Samsung) in golf cars that operate on and are owned by golf courses across North America. These robust, Internet-connected interactive tablets provide a host of services to both golfers and golf courses alike. For example, once interactive tablets are installed on a golf course, players can be provided with a number of engaging services and applications, such as GPS-based hole/course information, scoring applications, messaging platforms (for cart-to-cart and cart-to-course communications), the ability to wirelessly call for the beverage cart, plus news, weather, sports, entertainment and more.

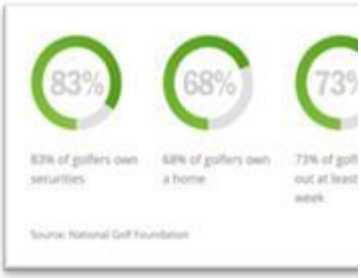
Since repeat play is vital to the continued success of many golf courses, the special features available via Digital Caddies are intended to enhance appeal and get players talking about our member golf courses. With the full course at their fingertips, players can evaluate details about every hole during play. It is a feature that we expect will bring players back again and again to our member courses. Score keeping is planned to be built right into the interactive tablets, and the system can even send the score card by email. This starts a priceless communication channel between our member courses and their customers. Member courses can encourage future rounds by sending email reminders or increase sales by advertising promotions via email.

Solutions for Golf Courses

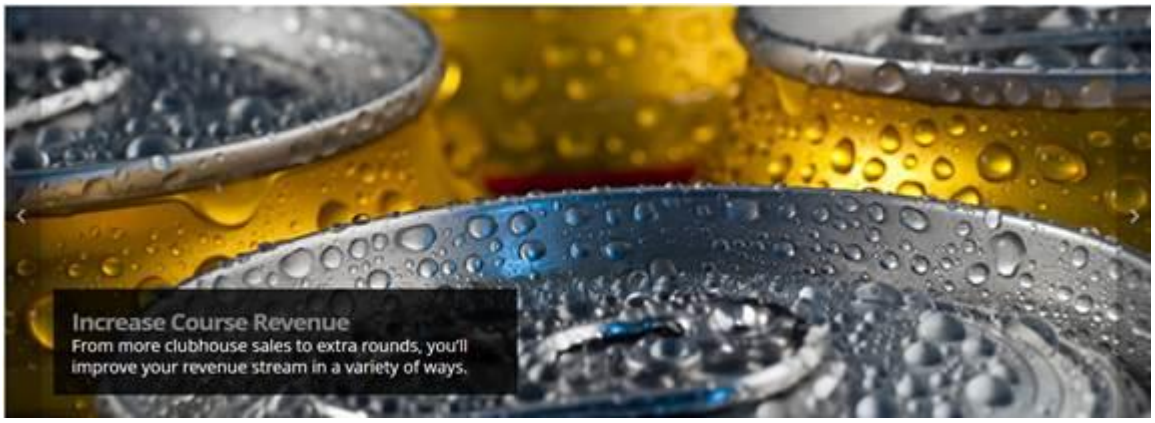
Our platform provides a broad portfolio of course management tools designed to enable course managers to improve player pace of play via GPS-based cart tracking and communications, potentially increase merchandise and concession sales via real-time on-tablet promotions, and access to additional revenue streams (e.g., sale of local advertising). All of these services are currently provided to the golf course free of charge and by utilizing our services, they have the opportunity to reduce operating expenses in a variety of ways from setting geo-boundaries to protect sensitive

parts of their courses, knowing where every golf cart is in real time, seeing where all of their cars have traveled, identifying common usage patterns allowing Digital Caddies-enabled courses to plan maintenance more effectively.





Further, golf courses that implement the Digital Caddies platform will have the opportunity to increase revenue as well. Players will be able to request food and beverage service right from their car allowing for more efficient service and member courses can send direct messages to golf cars at key moments of play, such as delivering refreshment options when players reach the 9th tee. In addition, courses can advertise on the platform promoting sales and services available at the golf course enhancing their ability to boost revenue through targeted sales by promoting a special higher value items.



Sources of Revenue and Targeted Demographics

We expect to derive the majority of our revenue from the sale of advertising. As is the case with most advertising-based business models, our ability to attract advertisers, generate revenues and garner premium advertising rates (known as "Cost per Mille," "CPM" or cost per thousand impressions) will be highly dependent upon a number of key factors including: (i) the attractiveness and density of our primary demographic; (ii) the amount of reach and/or viewership; (iii) the dwell time (that is, how long a viewer looks at a particular screen); and (iv) the data (that is, what is known about a viewer and what information can be collected for the advertiser).

Golfer demographics are highly desirable. Well educated, motivated and active, they enjoy above average income and high levels of disposable income. Given that we bring advertisers a highly homogenous, highly affluent audience, about which we will be able to collect highly valuable data, we believe that advertisers will be very interested in presenting their message on the Digital Caddies platform. We further believe that as the network expands, its attractiveness to advertisers will grow exponentially. In fact, although there is no assurance, we reasonably believe that Digital Caddies could achieve a viewership of approximately 2 million golfers per month by late 2015.The Digital Caddies platform puts our advertisers in direct contact with hundreds of thousands of active golfers - not at random times of day, but when they are actually playing. Best of all, our advertisers will be reaching them while they are playing, exactly when they are talking about products and services they enjoy. Buying decisions are often made on the golf course. This is the ideal time to talk to golfers and our advertisers will have these potential customers at their fingertips for hours at a time.



Current Commitments and Our Future

We launched the new Digital Caddies platform in November 2013, and have signed contracts with some of North America's largest golf course management firms including Troon, OB Sports and National Golf Management, who collectively manage over 280 golf courses. To date, we have installations at over 140 golf courses

We firmly believe that the quality of the Digital Caddies platform and our expertise in the Golf GPS industry will allow us to achieve our goals and eventually enable us to become the market leader in providing Golf GPS solutions to golf courses providing us the opportunity to establish a very valuable advertising network.





Distribution Methods of the Products or Services

The Company's products are distributed nationwide through direct sales representatives and third party distribution companies for full scale implementation at golf courses, resorts and country clubs.

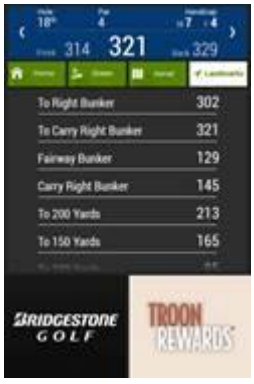
Arial View



Greens View



Home Screen



Landmarks



Competitive Business Conditions, the Issuer's Competitive Position in the Industry, and Methods of Competition;

The Golf GPS Market is competitive and is primarily composed of two segments: (i) companies that offer golf GPS systems directly to consumers; and (ii) companies that offer golf GPS systems directly to businesses.

We consider our biggest competitors to be other companies that currently offer golf GPS systems directly to golf courses because businesses, such as resorts, country clubs, etc., have different needs than individual golfers and these systems feature many of the same functions we provide. However, because there are over 15,000 golf courses in the United States, we believe that the market has not yet reached saturation and the fact that our offering is currently offered free of charge to the golf course, we believe we will be able to continue to grow our course installation base providing us the opportunity to build a valuable advertising network.

Sources and Availability of Raw Materials and the Names of Principal Suppliers

Although most components essential to the Company's business are generally available from multiple sources, certain key components, including, but not limited to, microprocessors, power units, certain liquid crystal displays ("LCDs"), and certain application-specific integrated circuits ("ASICs") are currently obtained by the Company from single or limited sources, which subjects the Company to supply and pricing risks. Many of these and other key components that are available from multiple sources, including, but not limited to, NAND flash memory, dynamic random access memory ("DRAM"), GPS chipsets and certain LCDs, are subject at times to industry-wide shortages and commodity pricing fluctuations.

Dependence on One or a Few Major Customers

The Company does not depend on any one or on a few major customers/prospective customers as there are over 15,000 golf courses in the United States. In addition, advertising revenue is expected to come from multiple sources and with millions of available advertisers the company does not expect to be dependent on any one advertiser.

However during the year ended October 31, 2014, approximately 62% or $162,750 of sponsor revenue was recognized from Level 18. Level 18 is a third party vendor that assists Digital Caddies with our wireless relationships. Level 18 provided Digital Caddies with sponsorship income to assist with the launch of the Digital Caddies platform. The revenue recorded for the year ending October 31, 2014, related to the number of devices the company activated on the Sprint network.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts

The Company does not currently hold any specific patents, trademarks, franchises, concessions, royalty agreements or labor contracts. However, the Company has applied for a trademark in connection with the "Players Network."

The Need for any Government Approval of Principal Products or Services and the Status of any Requested Government Approvals

The telecommunications industry is highly regulated, and the regulatory environment in which the Company operates is subject to change. In accordance with Federal Communications Commission ("FCC") rules and regulations, wireless transceiver and cellular handset products are required to be certified by the FCC and comparable authorities in foreign countries where they are sold. Any of the Company's products that might be sold in Europe will be required to comply with relevant directives of the European Commission. A delay in receiving required certifications for new products, or enhancements to the Company's products, or losing certification for the Company's existing products could adversely affect our business.

The Effect of Existing or Probable Governmental Regulations on the Business

The telecommunications industry is highly regulated, and the regulatory environment in which the Company operates is subject to change. In accordance with Federal Communications Commission ("FCC") rules and regulations, wireless transceiver and cellular handset products are required to be certified by the FCC and comparable authorities in foreign countries where they are sold. A delay in receiving required certifications for new products, or enhancements to the Company's products, or losing certification for the Company's existing products could adversely affect the business.

Time Spent on Research and Development Activities

The Company's product innovations are often outsourced to engineering and manufacturing teams. These engineering and development companies create the Company's products. Digital Caddies, Inc. believes the design of its products has played an important role in the Company's success and that utilizing outsourcing methods can keep overhead low and maintain good relationships with suppliers.

The Costs and Effects of Compliance with Environmental Laws (federal, state, and local)

The Company's operations themselves are not subject to various environmental laws, including laws addressing air and water pollution and management of hazardous substances and wastes, because we outsource most of our product development.

The Number of Total Employees and Number of Full-time Employees

The Company currently has 14 full-time employees/consultants, not including independent sales consultants.

Recent Developments in Products or Services and Their Markets

On January 22, 2014, the Company announced that it signed a definitive agreement with the PGA National Golf Resort located in Palm Beach Gardens, Florida, to install the Company's proprietary golf information system, The Players Network, at all five of the resorts' golf facilities.

On February 25, 2014, the Company announced that they installed The Players Network on both golf courses at The Boulders, a Waldorf Astoria Resort, located in Carefree, Arizona. The Boulders is rated among the "Top 100 Courses in the U.S." by Golf Magazine.

On March 4, 2014, the Company announced that the Players Network has an inventory run rate of over 100 million digital ad impressions per month and that such performance is exceeding initial expectations.

On March 14, 2014, the Company announced that they have entered into an agreement with DoubleClick by Google to integrate their platform into The Players Network.

On March 17, 2014, the Company announced that they have entered into an agreement with Rhythm New Media ("Rhythm") for Rhythm to serve rich media and video advertising onto the players Network.

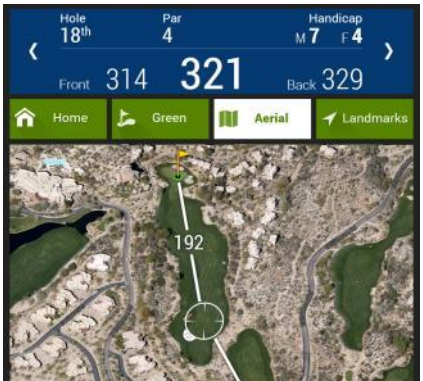
On March 20, 2014, the Company announced that they have entered into an agreement with Nexage in which Nexage will help maximize inventory fill rates by efficiently delivering rich media advertising onto The Player's Network and maximize eCPM through the delivery of highly targeted premium location based ads.

On March 25, 2014, the Company announced that they have entered into an agreement with Millennial Media ("Millennial"), a large independent mobile ad network, in which Millenial will serve ads from some of the world's top brands to The Players Network and provide advertisers full service, custom ads to help advertisers to connect with the Company's audience.

On April 15, 2014, the Company announced the launch of a major update to The Players Network incorporating many upgrades to both the user interface as well as the advertising capabilities which will maximize engagement with the platform benefiting both advertisers and golfers. This new software will be loaded remotely onto all devices already installed and will be shipped with all 10" versions of our product. This update is significant for the Company because it will allow us to more effectively monetize the network.

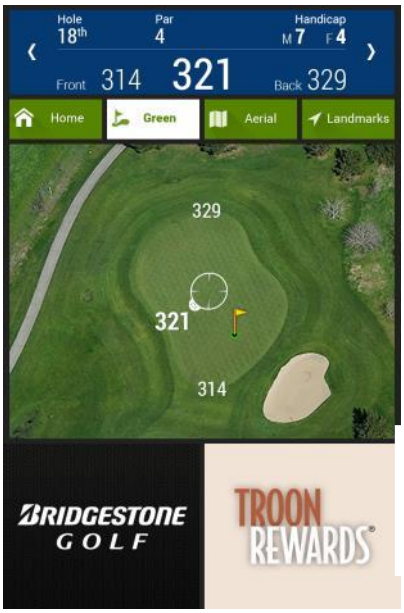
The following images are samples of the new product interface:

Arial View

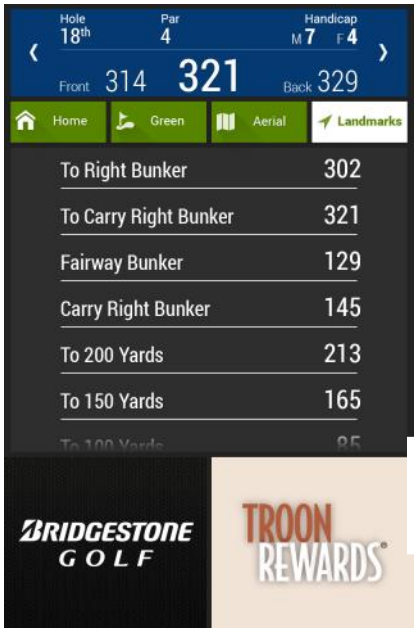


Home Screen View





Green View



Landmarks View

On April 29, 2014, the Company announced the addition of LiveRail, a media buyer focused on online video advertising, to their advertising platform.

On May 13, 2014, the Company announced entry into an agreement with MoPub, Inc. to fill in-app mobile adds on The Players Network.

On May 20, 2014, the Company announced the rollout of their new 10-inch tablet. The Company has contracts in place for nearly 10,000 units to be installed near the end of summer 2014. The new larger screen and recently improved user interface deliver valuable content to golfers, including GPS-based course navigation, aerial green views, accurate yardages to landmarks and on-course messaging. The new 10-inch tablets will also provide an improved platform for advertisers who seek to deliver relevant, interactive content to golfers when and where they play. This combination of features for the golfer and access to a powerful demographic for the advertiser creates an opportunity for golf course operators to enhance their customer experience and build loyalty for their facilities.

On June 3, 2014, the Company announced that Western Technology Investment ("WTI") has agreed to invest up to $3 million in debt to fund the growth of Digital Caddies. WTI is a technology investment fund that specializes in early stage venture investments. Some other notable investments they have made include: Google, Facebook, Juniper Networks and Brocade Networks.

On June 24, 2014, the Company announced that they had joined DOmedia online marketplace. As a result, the Company's ad inventory can now be directly found, planned and bought by agencies and advertisers.

On July 8, 2014, the Company announced the installation of their product on golf cars at the first of PGA National Resort's five golf courses in Florida.

On July 15, 2014, the Company announced that they had reached a major milestone by installing their 100th golf course with the Digital Caddies platform.

On July 24, 2014, the Company announced that they had joined the Digital Placed Based Advertising Association that will provide them valuable access to many digital out of home advertisers.

On August 5, 2014, the Company announced that they had entered into an exclusive, multi-year sales partnership with Access Sports Media ("ASM") to provide new digital advertising and sponsorship opportunities for ASM's current and future clients.

On August 8, 2014, the Company announced that Mike Carney has been appointed as an independent director of the Company.

On August 26, 2014, the Company announced that it currently has over 11,000 interactive screens installed on more than 150 courses, in the top 20 DMAs across the country, with new screens coming online daily. These screens are currently in front of over 350,000 golfers each month and are projected to generate over 350 million ad requests in August alone.

On September 9, 2014, the Company announced it would be introducing its advertising platform at the Digital Place-Based Advertising Association (DPAA) Membership and Advisory Board Meeting on September 17, 2014 in New York.

On September 11, 2014, the Company announced that they expanded their network with National Golf Management, the largest owner/operator of golf facilities in the Myrtle Beach, South Carolina Market, which is expected to give the Company a dominant presence in one of the busiest golf destinations in the US.

On September 15, 2014, the Company announced that it added Terry Olson to its advertising team. Mr. Olson has significant knowledge of original equipment manufacturer (OEM) advertisers in the golf marketing arena and is expected to be a valuable asset in establishing the Digital Caddies brand and network with major golf manufacturers.

On October 7, 2014, the Company announced the release of a new feature upgrade that provides golf courses and golfers with enhanced graphics on the platform, including the option to graphically enhance aerial maps and custom illustrations on the tablets.

On October 14, 2014, the Company announced they have now installed Digital Caddies' tablets on all of the GA National's five prestigious golf courses.

On October 28, 2014, the Company announced its new Auto Dealer Activation Program ("ADAP") which provides auto dealers around the nation with a turn-key advertising solution to reach the affluent golfer audience with relevant interactive ad campaigns. The ADAP will help align the auto industry with the car buyer by utilizing the networks geo-targeting capabilities, allowing auto dealers to advertise and run activation campaigns hyper-locally at golf courses near their dealership.

On November 4, 2014, the Company announced that it will be a sponsor of the Video Everywhere Summit, hosted at the Crowne Plaza Times Square by the DPAA, an association comprised of some of the world's largest place-based digital (DPB) networks.

On November 14, 2014, the Company announced that Callaway Golf will be advertising through the Company's platform to connect with active golfers.

On November 18, 2014, the Company announced a new agreement with Golf Channel, wherein the Company will advertise two of Golf Channel's lifestyle brands, GolfNow and Golf Advisor.

On December 17, 2014, the Company, along with Access Sports Media, a leader in digital sports sales, announced a new advertising agreement with a leading financial institution, thus expanding the Company's advertising base beyond just the golf vertical.

In January 2015, the Company announced the addition of the Wigwam Golf Resort (Phoenix, AZ), the Westin Kierland Golf Club (Scottsdale, AZ), and the Tiejeras Creek Golf Club (Orange County, CA) to its growing list of clients.

Other Developments

On August 19, 2014, the Company filed a registration statement on Form S-1 with the Securities and Exchange Commission for a proposed direct public offering of its common stock and a proposed offering for resale of existing shares of its common stock held by their current shareholders (the "Registration Statement"). On December 19, 2014, the Company filed Amendment Number 1 to its Registration Statement. In connection with this offering, Digital Caddies intends to apply for listing on the Over-The-Counter Bulletin Board (OTCBB) through the Financial Industry Regulatory Authority (FINRA).

The Registration Statement relating to these securities has only been filed with the Securities and Exchange Commission, but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The added disclosure, particularly of the Company's Audited

Financial Statements, is expected to enhance the Company's ability to speak to a much larger investment audience and attract additional financing for its aggressive growth plan.

ITEM 7. ISSUER'S FACILITIES

The Issuer's principal offices are located at 15210 N. Scottsdale Rd., Suite 280, Scottsdale, AZ 85254. The Issuer rents this facility to coordinate their North American operations. The lease agreement has 3 years left at a current monthly cost of $6,079.05, including all services, common area charges, utilities and maintenance.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Officers and Directors

Brad Nightingale	Chairman of the Board, Chief Executive Officer, Chief Financial Officer
Mike Loustalot	President and Director
Theodore Konyi	Secretary, Treasurer and Director
Mike Carney[1]	Director

Advisory Board[2]

Allan Kaplan	Advisory Board Member

[1] On July 28, 2014, Mike Carney was appointed as a Director of the Company.
[2] On June 4, 2013, the Company established an Advisory Board that will consist of up to four (4) individuals that will assist and provide guidance to the Company by way of their specialty knowledge. At this time there is no compensation structure being offered.

B. Involvement in Certain Legal Proceedings

None of the officers, directors, promoters or control persons of the Issuer have been involved in the past five (5) years in any of the following:

(1) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and minor offenses);

(2) The entry of an order, judgment, or decree, not subsequently reverse, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or bank activities;

(3) A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

(4) The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders

Security Ownership of Officers and Directors

Name and Address of Beneficial Owner	Title of class	Amount and Nature of Beneficial Ownership	Percentage of Class[1]
Brad Nightingale [1] [2]	Common Stock	4,996,051	5.57%
Theodore Konyi [1] [3]	Common Stock	6,367,229	7.10%
Mike Loustalot[1] [4]	Common Stock	72,325	0.08%
Mike Carney[1] [5]	Common Sock	—	—

(1) The address of the Company's Officers and Directors is 15210 N Scottsdale Rd, Suite 280, Scottsdale, AZ 85254. Percentages are based on 89,734,973 shares of common stock issued and outstanding as of the date of this report.

(2) Brad Nightingale is the Company's Chairman of the Board, Chief Executive Officer, Chief Financial Officer and Director. The shares were issued on May 8, 2013. Additionally, 996,051 of the subject shares are held by Mr. Nightingale's wife, Josee Nightingale.

(3) Theodore Konyi is the Company's Secretary, Treasurer and Director. He also holds voting dispositive control of the 6,367,229 shares beneficially owned by Kirkton Holdings Ltd. and Maxwell Mercantile, Inc. as set forth below.

(4) Mr. Loustalot was appointed as President and Director of Digital Caddies March 26, 2013. Mr. Loustalot owns 72,325 shares purchased in the open market.

(5) On July 28, 2014, Mike Carney was appointed as a Director of the Company.

Security Ownership of Certain Beneficial Owners

Name and Address of Beneficial Owner	Title of class	Amount and Nature of Beneficial Ownership	Percentage of Class [1]
Kirkton Holdings Ltd [2] 2551 Eddington Drive Vancouver, BC V6L 2G2	Common Stock	3,304,470	3.68%
Maxwell Mercantile Inc. [3] 2551 Eddington Drive Vancouver, BC V6L 2G2	Common Stock	3,062,759	3.41%
Golf North America LLC [4] 5080 N. 40th Street, Suite 245 Phoenix, AZ 85018	Common Stock	3,250,000	3.62%
	Common Stock Issuable upon exercise of warrants	1,625,000	1.81%

(1) Under Rule 13d-3 promulgated under the Exchange Act, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. Percentages are based on 89,734,973 shares of common stock issued and outstanding as of the date of this report.

(2) The Konyi Family Trust, 2551 Eddington Dr. Vancouver, B.C. V6L 2G2. Theodore Konyi, our secretary, Treasurer and a Director, holds voting dispositive control of the shares beneficially owned by Kirkton Holdings Ltd.

(3) Theodore Konyi, our Secretary, Treasurer and a Director, holds voting dispositive control of the shares beneficially owned by Maxwell Mercantile Inc.

(4) J. Russell Perlich (Manager) has voting and dispositive control over the common shares beneficially owned by Golf North America LLC. Golf North America purchased 3,250,000 shares of common stock in a private placement in April 2014, along with the 1,625,000 common stock purchase warrants which are exercisable at a price of $0.40 per share.

ITEM 9. THIRD PARTY PROVIDERS

Counsel
Luke C. Zouvas, Esq.
Zouvas Law Group, P.C.
2750 Womble Rd., Suite 107
San Diego, CA 92106
Phone: 619.688.1715
Fax: 619.688.1716
Email: lzouvas@zouvaslaw.com

Accountant or Auditor
Malone Bailey LLP
9801 Westheimer Rd.
Houston, TX 77042
(713) 343-4286

Investor Relations Consultant:
None

Other Advisors:
None

ITEM 10. ISSUER CERTIFICATION

I, Brad Nightingale, certify that:

1. I have reviewed this Quarterly Report of Digital Caddies, Inc.
2. Based on my knowledge, this disclosure statement 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 circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly represent in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in the disclosure statement.

Dated: February 13, 2015



Brad Nightingale
Chief Executive Officer and Chief Financial Officer