

**Amended & Restated
Quarterly Disclosure Statement
&
Financial Statements**

For the Quarter Ended July 31, 2016 (2017Q1)

North Springs Resources Corp.

a Nevada Corporation

11705 Boyette Rd., Suite 437

Riverview, FL 33569

(813) 699-4098

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Item 1: Name of the issuer and its predecessors.

The Company had the following previous name: Aurum Resources Corp. until June 21, 2011.

The Company is not and has never been a shell since its incorporation in May 2009. It has always funded itself through its shareholders/investors and has maintained its operations throughout its entire existence. The Company was owned by a majority of shareholder who sold their majority interest to J. Douglas Pulver. Mr. Pulver will continue to pursue the Company's current business model.

Item 2: Address of the issuer's principal executive offices.

Our address, phone number and e-mail address are:

11705 Boyette Rd., Suite 437
Riverview, FL 33569
Phone (813) 699-4098
Email info@northspringsresources.net

Our Website is: <http://northspringsresources.net>

IR Contact.
11705 Boyette Rd., Suite 437
Riverview, FL 33569
Phone (813) 699-4098
Email info@northspringsresources.net

Item 3: Securities Information.

We have two classes of outstanding stock securities, as follows:

Trading Symbol: NSRS
Exact title and class of securities outstanding: Common Stock
CUSIP: 662546 308
Par or Stated Value: \$0.001
Total shares authorized: 750,000,000
Total shares outstanding: 70,081,563

Additional class of securities:

Trading Symbol: NSRS

Exact title and class of securities outstanding: Class A Preferred Stock

Par or Stated Value: \$.001

Total shares authorized: 50,000,000

Total shares outstanding: 10,100,000

Transfer Agent

Action Stock Transfer Corporation

2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121

Phone: (801) 274-1088

Fax: (801) 274-1099

E-mail: info@actionstocktransfer.com

Is the transfer agent registered under the Exchange Act?

Yes.

List any restrictions on the transfer of security:

None.

Describe any trading suspension orders issued by the SEC in the past 12 months:

None.

Item 4: Issuance History.

In 2015 the Company did a reverse stock split of 8,000 to 1 effective 10/21/2015. Total Shares - 81,563 shares of Common Stock

The Company issued shares on the following dates:

10/29/2015 - 5,000,000 restricted shares of Common Stock instead of preferred A Stock were issued to J. Douglas Pulver in error.

11/2/2015 - 400,000 restricted shares of Common Stock were issued to Paul Swinson for his services.

11/2/2015 - 1,050,000 restricted shares of common Stock were issued to William E. Malossi and Virginia B. Malossi for their services.

11/2/2015 - 100,000 restricted shares of Common Stock were issued to Monica L. Morales for her services.

11/2/2015 - 6,000,0000 restricted shares of Common Stock were issued to AMBROSE & KEITH, INC. pursuant to Stock Purchase Agreement dated 8/7/13. Restrictions on these shares removed by 4(a)1 exemption pursuant to Share Purchase Agreement And Assignment Assumption Debt Agreement dated 11/11/15.

11/2/2015 - 57,950,000 restricted shares of Common Stock were issued to J. Douglas Pulver as compensation for his services as officer and director in lieu of his salary.

11/2/2015 - 2,500,000 restricted shares of Common Stock were issued to Harry Lappa for his past services as CEO.

11/2/2015 - 1,000,000 restricted shares of Common Stock were issued to Kunimitsu Misawa as compensation for consulting services rendered,

11/2/2015 - 1,000,000 restricted shares of Common Stock were issued to David Rakiec as compensation for consulting services rendered,

11/17/2015 - 5,000,000 restricted shares of Preferred A Stock were issued to J. Douglas Pulver as compensation for his services as officer and director in lieu of his salary.

11/17/2015 - 5,000,000 restricted shares of Common Stock instead of Preferred A Stock issued to J. Douglas Pulver in error on 10/29/2015 were cancelled.

4/26/2016 - 5,000,000 restricted shares of Preferred A Stock were issued to J. Douglas Pulver as compensation for his services as officer and director in lieu of his salary.

5/24/2016 - 1,000,000 restricted shares of Common Stock were issued to Robert Druzak in error. These shares were subsequently canceled on 7/13/2015.

6/17/16 - 100,000 restricted shares of Preferred A Stock were issued to Jeff Gilfillan as compensation for his services.

Note: 11/17/2015 - J. Douglas Pulver, CEO of the Company, purchase 52,500 restricted shares of common stock from Harry Lappa, former CEO of the Company.

Item 5: Financial Statements.

NORTH SPRINGS RESOURCES CORP.
Financial Statements
Balance Sheet
For the Quarter Ended July 31, 2016
Unaudited

	<u>7/31/2016</u>
ASSETS	
Current Assets	
Cash on hand, in bank	\$ 320
Prepaid expenses	15,375
Total current assets	<hr/> 15,695
Other Assets	
Equipment	1,381
Mineral properties	1,114,743
Total other assets	<hr/> 1,116,124
Total Assets	<hr/> \$ 1,131,819 <hr/>

See accountants' report and notes to financial statements.

NORTH SPRINGS RESOURCES CORP.
Financial Statements
Balance Sheet
For the Quarter Ended July 31, 2016
Unaudited

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities

Current Liabilities

Accounts payable & accrued liabilities	\$ 560,085
Total current liabilities	<u>560,085</u>

Long-term Liabilities

Note payable – related parties	23,255
Note payable	340,000
Convertible debentures	<u>436,900</u>
Total long-term liabilities	<u>800,155</u>

Total liabilities \$ 1,360,240

STOCKHOLDERS' EQUITY

750,000,000 Common Stock Authorized	
Common Stock Issued 70,081,563	70,082
50,000,000 Class A Preferred Authorized	
Class A Preferred Stock issued 10,100,000	10,100
Additional paid in capital	518,957
Accumulated deficit	(758,419)
Current earnings	<u>(69,141)</u>
Total Shareholders' Equity	<u>(228,421)</u>

Total liabilities and Stockholders' Equity \$1,131,819

See accountants' report and notes to financial statements.

NORTH SPRINGS RESOURCE CORP.
Statement of Income and Retained Earnings (Deficit)
For the Quarter Ended July 31, 2016
Unaudited

	<u>7/31/2016</u>
Revenue	\$ 50,050
Total Revenue	50,050
Cost of Goods Sold	-
Gross Profit	50,050
Operating Expenses	
Consulting Fees	40,700
General & administrative expenses	14,351
License and permits	-
Management fees	1,970
Professional fees	5,500
Salaries and wages	34,575
Payroll expenses	-
Other Misc. Expenses	4,788
Total Expenses	101,884
Net Operating Income (Loss)	(51,834)
Non-Operating Expenses	
Interest/amortization expense	17,307
Net earnings (Loss)	<u><u>\$ (69,141)</u></u>

See accountants' report and notes to financial statements.

NORTH SPRINGS RESOURCE CORP.
Statement of Cash Flows
For the Quarter Ended July 31, 2016
Unaudited

	<u>7/31/2016</u>
OPERATING ACTIVITIES	
Net Income For Period	\$ (69,141)
Increase/Decrease In Prepaid Expenses	-
Increase/Decrease In Payables	118,341
Increase/Decrease In Note Payables	-
Net Cash Provided By Operating Expenses	-
Investment Activities	(50,000)
Financing Activities	-
Amortization Activities	-
Net Cash Increase/Decrease For Period	(800)
Cash Beginning Of Period	1,120
Cash At End Of Period	<u><u>320</u></u>

See accountants' report and notes to financial statements.

NORTH SPRINGS RESOURCES CORP.
July 31, 2016
NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Nature of Operations

The Company was incorporated in the state of Nevada in May 2009. The Company is a holding company organized with a goal of acquiring and managing a diversified portfolio of profitable, growth-oriented companies.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America.

The Company has a fiscal year ending on April 30.

NOTE 3-STOCKHOLDERS' EQUITY

The Company has 750,000,000 Common Shares authorized, 70,081,563 issued and outstanding with a par value of \$.001 per share.

The Company has 50,000,000 Class A Preferred Shares authorized, 10,100,000 issued and outstanding with a par value of \$.001 per share

NOTE 4 – LONG-TERM DEBT

As of July 31, 2016, the Company has notes payable to consultants in the amount of \$340,000 as follows: a note payable to Misawa for \$170,000 (2014), a note payable \$40,000 (2014), a note payable to David Rakiec \$100,000 (2014), a note payable to William E. Malossi and Virginia B. Malossi \$30,000 (2015).

Item 6: The Issuer's Business, Products and Services.

A. Description of the Issuer's business operations.

North Springs Resources Corp. (OTC: NSRS), a Nevada Corporation (which we will refer to variously as “us”, “our” and “we”, as well as “NSRS”, the “Company” or the “Issuer”) was incorporated on May 22, 2009. The Company has been a development stage company and has had ongoing operations through the current date July 31, 2016.

The Company's original business plan was to engage in oil and gas exploration and production in North America. On April 30, 2010, the Company entered into a Joint Venture Contract and Operating Agreement with Patriot Financial Group (“Patriot”), pursuant to which the Company acquired a 1% working interest in revenue generated from the Washom II Lease Project (the “Project”), a three (3) well drilling project located on an 80 acres +/- lease in Rogers County, Oklahoma. The Washom II Project wells were abandoned in May 2011.

In July 2011, the Company added mineral exploration to its operations. The Company has acquired the mineral rights to the North Springs Property in the Mineral Ridge District of the Silver Peak Range of Esmeralda County, Nevada,

On August 2, 2011, the Company, entered into the North Springs Property Exploration and Mining Lease and Option to Purchase Agreement (the “Agreement”) with Mountain Gold Claims, LLC Series 15, a Nevada limited liability company (“Mountain Gold”) and Lane A. Griffin, an individual (“Griffin”) (collectively referred to as the “Owners”). Pursuant to the Agreement, the Owners leased to the Company (the “Lease”) the right to conduct mineral exploration activities for an initial period of ten (10) years on sixteen (16) unpatented mining claims (the “Claims”) (collectively the Claims are known as the North Springs Property (the “Property”)) located in Esmeralda County, Nevada. The effective date of the Agreement was July 23, 2011 (the “Effective Date”).

On April 25, 2012, the Company entered into an Earn-In Agreement (the “Earn-In Agreement”) with Discovery Gold Ghana Limited, a company organized under the laws of Ghana (“DGG”). Pursuant to the Earn-In Agreement, the Company acquired a working interest (the “Working Interest”) in DGG's interest (“DGG's Interest”) in that certain mineral concession located in the Edum Bansa Region of the Western Region of Ghana (the “Property”), per the terms of the agreement.

On February 15, 2012, the Company entered into the Asset Purchase Agreement (the “Asset Purchase Agreement”) with Hyperion Management Mining SA (the “HMM”), a Mexican corporation to purchase 10% of HMM's various options to acquire mineral claims in the state of

Chihuahua Mexico (hereinafter the “Claims”), collectively called the MATAMOROS CLAIMS.

On August 7th, 2013, the Company purchased all of the stock of A&E Partners Property Development (A&E) in return for the assumption of all of A&E's debt and interest in the amount of \$156,246 and \$21,374.28 respectively. As a result of the purchase, A&E is now the Company's wholly-owned subsidiary. A&E is a Florida property management company and as such manages the Company's several oil and mining projects and other real estate opportunities. The Company believes this purchase will prove valuable in the first and second quarters of 2016 as the Company begins to pay of A&E's debt.

In 2013, the Company retained service of counsel to assist with the return of \$350,000 of paid mining expenditures.

In 2013, the Company was involved with Constellation Asset Advisors in Las Vegas, Nevada to assist with the raising of capital with various merchant banks to further scope assets in Arizona and its asset with Discovery Gold Corporation.

In 2014, the Company continued to work with Constellation Asset Advisors and later began negotiations with J. Douglas Pulver and Associates to enter into a joint venture.

In July of 2015, the Company entered into an Investment Agreement with Ambrose and Keith, Inc. of Miami Florida to invest 3 million dollars into the Company in initial investment capital.

Effective August 25, 2015, the Company entered into an Joint Venture Option Agreement with Bionic Products Corp., a Florida corp. that provides a cutting-edge vitamin spray and supplement, to procure an option to acquire all the Preferred Shares of Bionic Products Corp. to obtain controlling interest.

The Board of Directors and majority shareholders have approved a 1-for-8000 reverse split of its common stock. The reverse split has been cleared by FINRA and was reflected in the market effective Wednesday, October 21, 2015.

Effective February 18, 2016, the Company entered into a Preferred Stock Purchase Agreement with Bionic Products Corp. to acquire controlling interest pursuant to a Joint Venture Option Agreement.

In April of 2016, the company announced to pursue its corporate business objectives by entering into the pharmaceutical and medical technology arena.

Effective April 12, 2016, the Company entered into a Joint Venture Agreement with Island Capital S.A. for an ownership position in POTEN. POTEN is a treatment using F.D.A. approved pharmaceuticals for the treatment of erectile dysfunction.

B. Date and State of Incorporation.

The Company was incorporated in Nevada on May 22, 2009.

C. Issuer's primary and secondary SIC Codes.

The Company's primary SIC Code is 0001492168.

The Company's secondary SIC Code is 662546 308

D. Issuer's fiscal year end.

April 30 is the Company's fiscal year end.

E. Principal products or services or their markets.

The Company is focused on the evaluation, acquisition, exploration and development of mineral resource properties. We have also been in the evaluation and acquisition phase of operations. The Company has reached-out to cutting edge manufacturing group that specializes in healthy vitamin and energy sprays with a delivery system that is convenient and easy to use for those who have swallowing issues. The Company has been engaged in development of its product.

Item 7: The Issuer's Facilities.

The Company executive and administrative offices are located at:

11705 Boyette Rd., Suite 437
Riverview, FL 33569
(813) 699-4098
info@northspringsresources.net - e-mail

The administrative offices include 600 square feet of office space and all utilities. The Company's office space is leased to the Company at approximately \$600 per month.

Item 8: Officers, Directors, and Control Persons.

A. Names of Officers, Directors and Control Persons.

The following information is presented for each of our executive officers, directors, general partners and control persons, as of the date of this information statement:

J. Douglas Pulver, President, Secretary and Director of the Board of Directors

1. Full Name: J. Douglas Pulver

2. Business address: 11705 Boyette Rd., Suite 437, Riverview, FL 33569

3. Employment history (which must list all previous employees for the past 5 years, positions held, responsibilities and employment dates):

Mr. Pulver is an entrepreneur, investor and business advisor to public companies who has also assisted and created over thirty public companies. He has assisted numerous companies acquire and / or merge with other companies that have high yield profiles, as well as assist "joint ventures" and other projects to raise capital and be successful. He has funded many companies and has the sources and experience to accomplish any need in the markets today. He served as the marketing director in consumer and professional divisions for 14 years with the Eastman Kodak Company, where he oversaw Quality Control in Manufacturing, and Procurement and Purchasing for scientists and engineers. He has been educated with eight years of higher education in New York State and Florida at M.C.C, R.I.T., U.C.F., & HCC under the specialized areas of Law, Marketing & Sales.

4. Board membership and other affiliates:

Other than as described above, Mr. Pulver does not currently serve as a director on any other public-traded or reporting company's Board, or in any similar capacity.

5. Compensation by the issuer:

Mr. Pulver is currently compensated \$15,000 a month by the issuer. Mr. Pulver will be issued restricted shares and/or Preferred Stock of the issuer for his services as President, Secretary and Director.

6. Number and class of the issuer's securities beneficially owned by J. Douglas Pulver:

<u>Name and Address</u>	<u>Class of Securities</u>	<u>Number of Securities</u>	Percent
			Ownership of class
J. Douglas Pulver	Common	58,002,500	82.76%
	Class A Preferred	10,000,000	99.01%

1705 Boyette Rd., Suite 437, Riverview, FL 33569

Cassandra Stavros, Member of the Board of Directors

- 1. Full Name:** Cassandra Stavros
- 2. Business address:** 11705 Boyette Rd., Suite 437, Riverview, FL 33569
- 3. Employment history (which must list all previous employees for the past 5 years, positions held, responsibilities and employment dates):**

Ms. Stavros is an information developer, analyst, and entrepreneur who has over 15 years of experience in Project Management, Information Technology, and Research. From 2001 through the present, Ms. Stavros has served as a Partner and Project Director for the J. Douglas Group, Inc., a consulting firm that assists companies with mergers and acquisitions. From 2007 to 2012, Ms. Stavros served as a consultant for Bionic Products, where she volunteered much of her time to assist the company from the research and development stage all the way through product manufacturing and distribution. She has developed a wealth of knowledge in the areas of business, information science, technical communication and business and legal research.

4. Board membership and other affiliates:

Other than as described above, Ms. Stavros does not currently serve as a director on any other public-traded or reporting company's Board, or in any similar capacity.

5. Compensation by the issuer:

Ms. Stavros is not currently compensated by the Issuer in cash or stock thus far.

6. Number and class of the issuer's securities beneficially owned by Cassandra 'Stavros

<u>Class of Securities</u>	<u>Number of Securities</u>	<u>Percent Ownership of class</u>
Common Share	none	0%
Class A Preferred Share	none	0%

The following is a list of the names, addresses, and shareholders of all control persons.

<u>Name and Address</u>	<u>Class of Securities</u>	<u>Number of Securities</u>	<u>Percent Ownership of class</u>
J. Douglas Pulver	Common	58,002,500	82.76%
	Class A Preferred	10,000,000	99.01%

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B. Legal/Disciplinary History.

The officers and directors of the Company have not been the subject of:

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

The entry of an order, judgment, or decree, not subsequently reversed, 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 banking activities;

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

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.

The following is a list of the names, addresses and shareholdings of all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities.

<u>Name and Address</u>	<u>Class of Securities</u>	<u>Number of Securities</u>	Percent Ownership of class
J. Douglas Pulver	Common	58,002,500	82.76%
	Class A Preferred	10,000,000	99.01%

1705 Boyette Rd., Suite 437, Riverview, FL 33569

Item 9: Third Party Providers.

None.

Item 10: Other Information

None.

Item 11: Exhibits

None.

Item 12: Issuer's Certifications.

I, J. Douglas Pulver, certify that:

1. I have reviewed this Amended and Restated Quarterly Report of North Springs Resources Corp. for the Quarter Ended July 31, 2016.
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 the 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 present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

January 2, 2017

/s/ J. Douglas Pulver

J. Douglas Pulver

Chief Executive Officer