

**OTC - Argus Worldwide Corp Disclosure Document for the First Quarter ended March 31, 2018**

**1) Name of the issuer and its predecessors (if any)**

Argus Worldwide Corp.

**2) Address of the issuer's principal executive offices**

Company Headquarters

Address 1: 1712 Pioneer Ave – Ste. 101

Address 2: Cheyenne, WY 82001 USA Phone: 613-731-5935

Email: [info@argusworldwide.com](mailto:info@argusworldwide.com) Website(s): [www.argusworldwide.com](http://www.argusworldwide.com)

IR Contact: [info@argusworldwide.com](mailto:info@argusworldwide.com)

**3) Security Information**

Trading Symbol: ARGW

Exact title and class of securities outstanding:

Common Stock CUSIP: 04029E 108

Par or Stated Value: \$.0001 Par Value

Total shares authorized: 1,000,000,000 as of: March 23, 2016

Issued and outstanding shares 40,650,974 Class A voting shares as at March 31, 2018

Additional class of securities (if necessary): N/ A

**Transfer Agent**

Name: Integral Stock Transfer Agency USA Inc

Address : 635 16th Street

Niagara Falls, NY 14301

Phone: 716-402-8539

Fax: 1-866-695-2204

Email: [info@integraltransferagency.com](mailto:info@integraltransferagency.com)

Is the Transfer Agent registered under the Exchange Act? \* Yes: X

List any restrictions on the transfer of 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:

A) Acquisition of Cyber Junky Sp z o.o.

On Dec 10, 2016 the Company entered into a definitive Purchase Agreement to acquire Cyber Junky Sp.z o.o.. an early stage 'Internet of things' business based in Warsaw Poland. The object of the CJ business is to design, develop and operate a state of the art Internet platform for desktop or mobile use

which will serve as a one stop user friendly aggregator of a broad range of internet based applications. Whether the user wishes to chat with friends, surf the Net, shop on line, pay a bill, make a date, or plan for the next vacation, Cyber Junky will be the one place to go. Under the terms of the Purchase Agreement, Argus made a single payment of 157,143 Class A shares( post split) and an allotment of 10,000,000 share options at strike price of US\$ 0.10 per share.

#### B) Acquisition of Control Block of BioPharmcor BV

On March 30, 2017, the Company completed a reorganization agreement with VMS Rehab Systems, Inc., a health industry business with a controlling stake in BioPharmcor BV, a developer and marketer of generic drugs, in one of the fastest growing segments of the pharmaceutical industry worldwide. Under the terms of the Agreement the Company agreed to rescind a mutual understanding that it had reached with VMS to take a controlling stake in VMS Rehab Systems Inc. In its place, the new Agreement signed in March 2017 called for the transfer to Argus of 17,005,000 A shares of BioPharmcor BV and 55,000 supernumary B voting class shares. Argus has agreed to transfer to VMS 5,000,000 Class A shares and a block of 10,000,000 Argus share options exercisable at US\$0.10 per share. The transaction closed in October, 2017.

#### Reverse Split

C) 1:3500 reverse stock split became effective on November 11, 2016.

#### 4) **Issuance History**

i)On July 26th, 2012 the company issued 50 million restricted shares for the compensation to Walter Sunder as compensation for services as President. These shares are restricted and are held in the company treasury and reflected in the total issued and outstanding. The shares were transferred to Roy Bosa, CEO in February 2013 in a private transaction. During the year ended June 30, 2013, \$950 of this note payable was settled with the issuance of 9,500,000 shares of the Company's common stock at \$0.0001 per share.

ii)Effective August 15, 2013 the Company entered into and closed an asset purchase agreement acquiring the right, title and interest to 27 Vid3G mobile application patents from Leexoo Technology Ltd/Vid3G LLC ("VID3G"), a LLC formed in the state of Nevada. As consideration for the purchase, the Company issued 60,000,000 shares of common stock to VID3G, which is valued at \$1,000,000 based on the discounted closing trading price of the Company's common shares on August 15, 2013.

iii)In July and August 2013 and in April 2014, the Company issued an aggregate of 52,800,000 shares of the Company's common stock to settle \$5,280 of the note payable at \$0.0001 per share.

iv) During the year ended June 30, 2014, the Company issued 52,800,000 shares of the Company's common stock to settle \$5,280 of the note payable at \$0.0001 per share.

v)During the year ended June 30, 2015, the Company issued 49,900,000 shares of the Company's common stock to settle \$4,990 of the notes payable. During the three months ended September 30, 2015, the Company issued 22,000,000 shares of the Company's common stock to settle \$2,200 of the notes payable.

vi)During October 2015, the Company issued 30,000,000 shares of the Company's common stock to settle \$3,000 of the notes payable.

vii)In March 2016 the company acquired Cyber Junky and in consideration for the purchase the company issued 550,000,000 shares to Michael Wexler. In November, 2016, the Company's shares were reverse split on a 1:3500 basis leaving Mr. Wexler with a controlling block of 157,143 shares post split.

viii)Pursuant to a Board Resolution dated November 15, 2016, the Chairman/CEO of Argus Worldwide Corp, Michael Wexler and/or his assigns, Cougar Capital BV, was granted 25,000,000 voting class A share options of Argus Worldwide Corp priced at USD \$0.001 cents per share. The entire option block

was exercised through June 30, 2017. In addition, the Senior Vice-President, Operations, was granted 3,750,000 voting class A share options of Argus Worldwide Corp priced at USD \$.001 cents per share. The entire option block for Mr. Edmonds was exercised on or before December 31, 2017.

ix) Pursuant to a Board Meeting dated November 26<sup>th</sup>, 2017, unpaid management services fees and director's compensation through the period ended September 30<sup>th</sup>, 2017 were converted into a total of 4,604,000 voting class A shares.

x) Pursuant to a Meeting of the Board of Directors of Argus Worldwide and a Resolution approved at said meeting held on June 5<sup>th</sup>, 2017 a total of 4,022,267 Class A Voting Common shares of Argus Worldwide were issued in a Swap arrangement with a certain class of restricted shareholders of VMS Rehab Systems, Inc. For the first quarter of 2018, an additional 741,941 Argus common A voting shares were issued under the same June 2017 Resolution.

xi) Pursuant to a Meeting of the Board of Directors of Argus Worldwide and a Resolution approved at said meeting held on November 26<sup>th</sup>, 2017 a total of 790,900 Class A Voting Common shares of Argus Worldwide were issued in a Swap arrangement with Holders of Class A common Shares of Prime Global Services Inc.

xii) During the 2017 fiscal year, Argus Holdings NV, a company controlled by the President, exercised its option to convert an amount due from the Company for USD\$70,000 into 700,000 Class A voting shares pursuant to a Resolution passed at a Board Meeting of the Company held on November 15, 2016.

xiii) Pursuant to an Agreement signed on March 29<sup>th</sup>, 2017 with VMS Rehab Systems Inc, the Company agreed to pay VMS 5,000,000 shares of its common A voting shares as part of the transaction price for acquiring the majority block of BioPharmcor BV, a generic pharma business.

xiv) Pursuant to a Private placement of shares initiated during the fiscal first quarter 2018, 100,000 voting A common was placed at USD \$0.25 per share.

xv) Pursuant to a Share Purchase Agreement entered into on December 10, 2016 with the Chairman of the Company and/or his assigns, 109,083 share options were exercised against a strike price of USD\$.10 per share during the quarter. To date, a total of 517,155 Argus voting class A shares have been issued under the Share Option program.

## 5) **Financial Statements:**

The following financial statements are incorporated by reference and can be found on the OTCIQ - Argus Worldwide Corp.

The financial report for the first quarter of the 2018 fiscal year ended March 31, 2018 was posted on the OTCIQ on May 15, 2018.

## 6) Describe the Issuer's Business, Products and Services

The purpose of the business is to develop and/or acquire and operate a diversified portfolio of corporate entities, primarily in 'go to' business segments covering a range of digital/internet products and services as well as in those sectors that serve to improve the quality of life such as generic pharmaceuticals, medical devices, home healthcare and E-Health services.

On December 10, 2016 the Company closed on a purchase transaction for Cyber Junky Sp z. o.o., a Warsaw Poland based technology company that is developing an innovative internet platform for aggregating a diverse range of apps for use on desktop and mobile devices. (See Item 3 above)

On March 29<sup>th</sup>, 2017, the Company signed a reorganization agreement with VMS Rehab Systems, Inc., a health industry business with a controlling stake in BioPharmcor BV, a developer and marketer of generic drugs, the fastest growing segment of the pharmaceutical industry worldwide. Under the terms of

the Agreement the Company agreed to rescind a mutual understanding that it had reached with VMS to take a controlling stake in VMS Rehab Systems Inc. In its place, the new Agreement signed in March 2017 called for the transfer to Argus of 17,005,000 A shares of BioPharmcor BV and 55,000 B supernumary B voting class shares. Argus agreed to transfer to VMS 5,000,000 Class A shares and a block of 10,000,000 Argus share options exercisable at US\$0.10 per share. The Transaction was completed in October, 2017.

B. Date and State (or Jurisdiction) of Incorporation: Incorporated March 22,1996-State of Nevada; Re domiciled August 12, 2010-State of Wyoming

C. The issuer's primary and secondary SIC Codes; N/A

D. The issuer's fiscal year end date; December 31st

E. Principal products or services, and their markets;

Argus Worldwide Corp. develops, acquires and/or operates a diversified portfolio of corporate entities, primarily in the digital/internet sector and health industries in particular generic pharmaceuticals. A description of the Company's current activities is provided in Item 6.A above.

7) **Describe the Issuer's Facilities**

The Company's registered head office is in Cheyenne, Wyoming. In addition, Argus Worldwide operates through affiliate offices in Ottawa, Canada, Amsterdam, The Netherlands and Warsaw, Poland.

8) **Officers, Directors, and Control Persons**

The Board of Directors also holds executive positions with the Company. They are as follows:

- Michael S. Wexler - President/CEO/Director
- Thomas M. Edmond - Senior Vice President/Director
- Phil Goss – Director

\*The following is a list of all control persons.

\*Michael S. Wexler, 200-440 Laurier Ave W, Ottawa, Ontario Canada K1R 7X6

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

2. 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; N/A

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 N/A

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.  
N/A

**C. Beneficial Shareholders.**

Cougar Capital BV, 62-64 Keizersgracht, 1015CS Amsterdam, the Netherlands.

Cougar Capital BV is a holding company controlled by the Company's Chairman and is the beneficial owner of 23,500,000 Voting Class A shares.

Argus Holdings NV, 62-64 Keizersgracht, 1015CS Amsterdam, the Netherlands.

Argus Holdings NV is a holding company controlled by the Company's Chairman and is the beneficial owner of 4,096,000 Voting Class A shares.

**9) Third Party Providers**

**1) Legal Counsel :** Bauman & Associates Law Firm

Address 1: 6228 Dartle Street

Address 2: Las Vegas, NV 89130

Phone: 702-533-8372

Email: [fred@lawbauman.com](mailto:fred@lawbauman.com)

**Accountant:**

Name: Wendy Woodford

Address 1: 71-75 Shelton Street,

Address 2: Covent Garden, London England. WC2H 9JQ

Email: [Wendy@sdsolutions-llc.com](mailto:Wendy@sdsolutions-llc.com)

**Other Advisor:** N/A

**10) Issuer Certification**

I, Michael Wexler certify that:

I have reviewed this year end disclosure statement of Argus Worldwide Corp.

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

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.

May 15, 2018

A handwritten signature in black ink, appearing to read "Michael S. Wexler". The signature is fluid and cursive, with the first name "Michael" being the most prominent part.

Michael S. Wexler, Director/CEO