# Beyond Commerce, Inc.

**CONDENSED CONSOLIDATED UNAUDITED**
**FINANCIAL STATEMENTS**
**FOR THE THREE and SIX-MONTH PERIODS ENDED**
**June 30, 2018 & 2017**

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**BEYOND COMMERCE, INC.**
**CONDENSED CONSOLIDATED BALANCE SHEETS**

| | June 30, 2018 | December 31, 2017 |
|---|---|---|
| **ASSETS** | Unaudited | |
| **Current assets:** | | |
| Cash | $ - | $ - |
| **Total current assets** | - | - |
| | | |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| **Current liabilities:** | | |
| Accounts payable | $ 309,398 | $ 263,894 |
| Accounts payable – related party | 132,261 | 46,275 |
| Other current liabilities | 2,775,752 | 2,665,040 |
| Accrued payroll & related items | 1,734,395 | 1,464,395 |
| Accrued payroll taxes | 1,077,163 | 1,077,163 |
| Pursglove Judgment payable | 5,758,322 | 5,758,322 |
| **Total current liabilities** | 11,787,291 | 11,275,089 |
| | | |
| Long- term borrowings | 50,000 | - |
| | | |
| Total liabilities | $ 11,837,291 | $ 11,275,089 |
| | | |
| Commitments and Contingencies | | |
| | | |
| **Mezzanine Equity:** | | |
| Preferred stock, $0.001 par value of 250,000,000 shares authorized and 250,000,000 shares issued and outstanding as of June 30, 2018 and December 31,2017 | 250,000 | 250,000 |
| **Stockholders Equity:** | | |
| Common stock, $0.001 par value, 1,050,000,000 shares authorized as of June 30, 2018 and 1,000,000,000 shares authorized as of December 31, 2017 and 1,004,950,000 and 1,000,000,000 issued and outstanding as of June 30, 2018 and at December 31, 2017, respectively. | 1,004,950 | 1,000,000 |
| Additional paid in capital | 26,515,082 | 25,941,352 |
| Accumulated deficit | (39,607,323) | (38,466,441) |
| **Total stockholders' deficit** | (11,837,291) | (11,275,089) |
| | | |
| **Total liabilities and stockholders' deficit** | $ - | $ - |

The accompanying notes are an integral part of these condensed consolidated financial statements.

## BEYOND COMMERCE, INC.
## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
## FOR THE THREE & SIX-MONTH PERIODS ENDED JUNE 30,
## UNAUDITED

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| | For the six months ended June 30, 2018 | For the six months ended June 30, 2017 | For the three months ended June 30, 2018 | For the three months ended June 30, 2017 |
|---|---|---|---|---|
| **Revenues** | $ - | $ - | $ - | $ - |
| **Operating expenses** | | | | |
| Selling, general and administrative | 28,357 | 7,198 | 19,591 | 600 |
| Payroll expense | 180,000 | 90,000 | 90,000 | 45,000 |
| Professional Fees | 731,865 | 4,821 | 216,845 | 2,981 |
| Total operating expenses | 940,042 | 102,019 | 326,436 | 48,581 |
| Loss from operations | (940,042) | (102,019) | (326,436) | (48,581) |
| **Non-operating income (expense)** | | | | |
| Interest expense | (200,840) | (230,133) | (101,270) | (112,816) |
| Gain on debt forgiveness | - | 763,332 | - | - |
| Change in derivative liability | - | 2,502,064 | - | - |
| **Total non-operating income (expense)** | (200,840) | 3,035,263 | (101,270) | (112,816) |
| Provision for income tax | - | - | - | - |
| **Net income (loss)** | $ (1,140,882) | $ 2,933,244 | $ (427,706) | $ (161,397) |
| **Net income (loss) per common share-basic and diluted** | $ (0.00) | $ 0.00 | $ (0.00) | $ (0.00) |
| **Weighted average shares of capital outstanding – basic** | 1,002,589,779 | 998,950,778 | 1,004,144,021 | 999,452,612 |
| **Weighted average shares of capital outstanding – diluted** | 1,002,589,779 | 15,890,959,778 | 1,004,144,021 | 999,452,612 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**BEYOND COMMERCE, INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**FOR THE SIX-MONTH PERIODS ENDED JUNE 30,**
**UNAUDITED**

| | 2018 | 2017 |
|---|---|---|
| Net income (loss) | $ (1,140,882) | $ 2,933,244 |
| | | |
| **Cash flows from operating activities:** | | |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: | | |
| Stock issued for services | 578,680 | - |
| (Gain) on debt forgiveness | - | (763,332) |
| **Changes in assets and liabilities:** | | |
| Increase (decrease) in accounts payable | 131,362 | 87,196 |
| Increase (decrease) in payroll liabilities | 270,000 | 90,000 |
| Increase (decrease) in other current liabilities | 110,840 | 154,956 |
| Change in derivative liability | - | (2,502,064) |
| Net cash used in operating activities. | $ (50,000) | $ - |
| | | |
| **Cash flows from investing activities:** | | |
| Net cash provided by investing activities | - | - |
| | - | - |
| | | |
| **Cash flows from financing activities:** | | |
| Cash receipts from convertible notes payable | 50,000 | - |
| Net cash provided from financing activities | $ 50,000 | - |
| | | |
| **Net decrease in cash and cash equivalents** | $ - | $ - |
| | | |
| **Cash and cash equivalents, beginning balance** | $ - | $ - |
| **Cash and cash equivalents, ending balance** | $ - | $ - |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**BEYOND COMMERCE, INC.**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**UNAUDITED**

## NOTE 1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

### Corporate History and Background

Beyond Commerce was incorporated under the laws of the State of Nevada on, January 12, 2006 under the name "Reel Estate Services, Inc." for the purposes of operating as a media hub for high traffic web properties, utilizing social networking and e-commerce.

### About Beyond Commerce

We plan to operate within two markets: (1) the Business-to-Business Internet Marketing Technology and Services market and (2) the Information Management market. Our goal is to develop proprietary software for digital transformation of clients' existing content. We believe our planned platform, strategy, and suite of software products and services will provide secure and scalable information control solutions for global companies. We believe our planned software will assist organizations in finding, utilizing, and sharing business information between devices in ways that are intuitive, efficient and productive. We believe that our business model will ensure that information will remain secure and private, as necessitated by the current market climate.

In addition, BCI plans to provide solutions which facilitate the exchange of information and data transactions between supply chain participants, such as manufacturers, retailers, distributors and financial institutions. The goal is to automate potential client internal processes thereby increasing productivity and lowering costs. BCI plans to develop proprietary algorithms which it will embed in the planned software to enable clients to access data and gain insight into their business, through that data, leading to improved internal decision making.

BCI plans to offer the proposed software through traditional on-premise solutions, Software as a Service ("SaaS"), as a cloud based solution, or a combination of on-premise, SaaS or cloud based solutions. We will work with our clients and their needs as to which delivery method they prefer. We believe giving clients a choice and flexibility will help us to obtain long-term client value.

In 2017, the Company reevaluated the commercial viability of its previous operations of all of the aforementioned subsidiaries and determined that many of these businesses were no longer viable. The Company discontinued the operations of the aforementioned subsidiaries as of December 31, 2017.

On April 27, 2017, the Company held a Special Meeting of Stockholders where the stockholders approved and ratified, among other things: (i) the reinstatement of Beyond Commerce with the Secretary of State of the State of Nevada and the appointment of Mr. Pursglove as sole director; and (ii) the exchange of a portion of the July Judgment against Beyond Commerce into shares of common stock of the Company

On May 1, 2017, the Company issued Mr. Pursglove 1,556,632 shares of common stock, par value $0.001 per share, reducing the July Judgment by $12,453. On the same date, the Company authorized the designation of its "blank check" preferred stock, par value $0.001 per share, as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

Effective July 27, 2017, the Company filed a certificate of designation with the Secretary of State of the State of Nevada, pursuant to which it designated the Series A Preferred Stock. Each share of Series A Preferred Stock is convertible into one share of common stock. In addition, each share of Series A Preferred Stock entitles its holder to (i) cumulative, non-participating dividends in preference and priority to any declaration or payment of a dividend on any of the Company's common stock, at a rate of 12% per annum, and (ii) three times (3x) voting preference over common stock. On the same date, the Company issued 250,000,000 shares of its Series A Preferred Stock to Mr. Pursglove, further reducing the award under the July Judgment owed to Mr. Pursglove by $250,000.

### Basis of Presentation

The condensed consolidated financial statements and the notes thereto for the periods ended June 30, 2018 and 2017 included herein have been prepared by management and are unaudited. Such condensed financial statements reflect, in the opinion of management, all adjustments necessary to present fairly the financial position and results of operations as of and for the periods indicated and in order to make the financial statements not misleading. All such adjustments are of a normal recurring nature. These interim results are not necessarily indicative of the results for any subsequent period or for the fiscal year ending December 31, 2018.

Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). These consolidated financial statements should be read in conjunction with the financial statements and the notes thereto for the fiscal year ended December 31, 2017.

**Plan of Operations**

Continuing in 2018, the Company has reduced operations significantly and continued a plan to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation and, to a lesser extent that desires to employ our funds in its business. Our principal business objective for the next 12 months and beyond will be to achieve long-term growth potential through a combination with a business rather than immediate, short-term earnings. We will not restrict our potential candidate target companies to any specific business, industry or geographical location and thus, may acquire any type of business.

The analysis of new business opportunities will be undertaken by our executive management team. In our efforts to analyze potential acquisition targets, we may consider the following kinds of factors:

- Potential for growth, indicated by new technology, anticipated market expansion or new products;

- Competitive position as compared to other firms of similar size and experience within the industry segment as well as within the industry as a whole;

- Strength and diversity of management, either in place or scheduled for recruitment;

- Capital requirements and anticipated availability of required funds, to be provided by us or from operations, through the sale of additional securities, through joint ventures or similar arrangements or from other sources;

- The cost of participation by us as compared to the perceived tangible and intangible values and potentials;

- The extent to which the business opportunity can be advanced;

- The accessibility of required management expertise, personnel, raw materials, services, professional assistance and other required items; and

- Other relevant factors.

In applying the foregoing criteria, no one of which will be controlling, our management will attempt to analyze all factors and circumstances and make a determination based upon reasonable investigative measures and available data. Potentially available business opportunities may occur in many different industries, and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. Due to the limited capital we have available for investigation, we may not discover or adequately evaluate adverse facts about the opportunity to be acquired.

The manner in which we participate in an opportunity will depend upon the nature of the opportunity, our respective needs and desires as well as those of the promoters of the opportunity, and the relative negotiating strength of us and such promoters.

It is likely that we will acquire our participation in a business opportunity through the issuance of common stock or other securities. Although the terms of any such transaction cannot be predicted, it should be noted that in certain circumstances the criteria for determining whether or not an acquisition is a so-called "tax free" reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), depends upon the issuance to the stockholders of the acquired company of at least 80% of the common stock of the combined entities immediately following the reorganization. If a transaction were structured to take advantage of these provisions rather than other "tax free" provisions provided under the Code, all prior stockholders would in such circumstances retain 20% or less of the total issued and outstanding shares. Under other circumstances, depending upon the relative negotiating strength of the parties, prior stockholders may retain substantially less than 20% of the total issued and outstanding shares. This could result in substantial additional dilution to the equity of those who were our stockholders prior to such reorganization.

Our present stockholders will likely not have control of a majority of our voting shares following a reorganization transaction. As part of such a transaction, our current director may resign and new directors may be appointed without any vote by stockholders.

In the case of an acquisition, the transaction may be accomplished upon the sole determination of our management without any vote or approval by stockholders. In the case of a statutory merger or consolidation directly involving our company, it will likely be necessary to call a stockholders' meeting and obtain the approval of the holders of a majority of the outstanding shares. The necessity to obtain such stockholder approval may result in delay and additional expense in the consummation of any proposed transaction and will also give rise to certain appraisal rights to dissenting stockholders. Most likely, management will seek to structure any such transaction so as not to require stockholder approval if possible.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial cost for accountants, attorneys and others. If a decision not to participate in a specific business opportunity is made, the costs theretofore incurred in the related investigation would not be recoverable. Furthermore, even if an agreement is reached for the participation in a specific business opportunity, the failure to consummate that transaction may result in our loss of the related costs incurred.

We do not currently engage in any business activities that provide us with positive cash flows. As such, the costs of investigating and analyzing business combinations for the next 12 months and beyond will be paid with our current cash and if necessary, with additional funds raised through other sources, which may not be available on favorable terms, if at all.

We do not believe that we will be able to meet these costs with no cash on hand and will require additional debt or equity funding in order to maintain operations. Further discussion of the Company’s operations is referenced in Note 3 of the financial statement footnotes.

**NOTE 2. SELECTED ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of condensed consolidated financial statements and accompanying notes in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates are used in the determination of depreciation and amortization and the valuation for non-cash issuances of equity instruments, web site, income taxes, and contingencies, among others. Actual results could differ materially from these estimates.

**Fair Value of Financial Instruments**

The carrying value of the current assets and liabilities approximate fair value due to their relatively short maturities.

**Fair Value Measurements**

Statement of financial accounting standard FASB Topic 820, Disclosures about Fair Value of Financial Instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for assets and liabilities qualifying as financial instruments are a reasonable estimate of fair value.

The Company applies the fair value hierarchy as established by GAAP. Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure the fair value as follows.

• Level 1 – quoted prices in active markets for identical assets or liabilities.

• Level 2 – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.

• Level 3 – significant unobservable inputs that reflect management’s best estimate of what market participants would use to price the assets or liabilities at the measurement date.

Management considers all of its derivative liabilities to be Level 3 liabilities. At June 30, 2018 and December 31, 2017, respectively the Company had outstanding derivative liabilities, including those from related parties of $0 and $0, respectively.

**Valuation of Derivative Instruments**

ASC 815 "Derivatives and Hedging" requires that embedded derivative instruments be bifurcated and assessed, along with free-standing derivative instruments such as warrants, on their issuance date and measured at their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option pricing formula. Upon conversion of a note where the embedded conversion option has been bifurcated and accounted for as a derivative liability, the Company records the shares at fair value, relieves all related notes, derivatives and debt discounts and recognizes a net gain or loss on debt extinguishment.

**Derivative Financial Instruments**

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of 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 then is revalued at each reporting date, with changes in fair value reported in the consolidated statement of operations. For stock based derivative financial instruments, fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at the end of each reporting period. Any increase or decrease in the fair value from inception is made quarterly and appears in results of operations as a change in fair market value of derivative liabilities.

**Impairment of Long-lived Assets**

The Company accounts for long-lived assets in accordance with the provisions of ASC 360-10-35-21, *Accounting for the Impairment of Long-Lived Assets*. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Fair values are determined based on quoted market value, discounted cash flows or internal and external appraisals, as applicable. During the periods ended June 30, 2018 and 2017, the Company did not recognize any impairment charges.

**Segment Information**

The Company's future operations will be classified into two principal reportable segments: (1) the Business-to-Business Internet Marketing Technology and Services market and (2) the Information Management market. Our planned goal is to develop proprietary software for digital transformation of clients' existing content.

**Recent Accounting Pronouncements**

The Company reviews all of the Financial Accounting Standard Board's updates periodically o ensure the Company's compliance of its accounting policies and disclosure requirements to the Codification Topics.

In January 2016, the FASB issued a new standard related to certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The standard will be effective for us beginning January 1, 2019. We are currently evaluating the impact of this standard on our financial statements, including accounting policies, processes, and systems.

In February 2016, the FASB issued a new standard related to leases to increase transparency and comparability among organizations by requiring the recognition of right-of-use ("ROU") assets and lease liabilities on the balance sheet. Most prominent among the changes in the standard is the recognition of ROU assets and lease liabilities by lessees for those leases classified as operating leases under current U.S. GAAP. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. We will be required to recognize and measure leases existing at, or entered into after, the beginning of the earliest comparative period presented using a modified retrospective approach, with certain practical expedients available.

The standard will be effective for us beginning January 1, 2020. The standard may have a material impact on our balance sheets in the future if we enter into new leases, but will not have a material impact on our statement of operations. The most significant impact will be the recognition of ROU assets and lease liabilities for operating leases. We are currently evaluating the impact of this standard on our financial statements, including accounting policies, processes, and systems.

The Company will continue to monitor these emerging issues to assess any potential future impact on its financial statements.

**NOTE 3. GOING CONCERN**

The Company's financial statements are prepared using generally accepted accounting principles (GAAP), which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, no certainty of continuation can be stated. The accompanying condensed consolidated financial statements for June 30, 2018 and 2017 have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, which raises substantial doubt about its ability to continue as a going concern. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing sources. Due to its nonexistent revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue or through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether.

**NOTE 4. OTHER CURRENT LIABILITIES**

Other current liabilities consist of the following:

| | June 30, 2018 | December 31, 2017 |
|---|---|---|
| Accrued interest | $ 2,775,752 | $ 2,574,912 |
| Other | - | 90,128 |
| Total other current liabilities | $ 2,775,752 | $ 2,665,040 |

Beginning in 2015, the Company began reviewing certain liabilities as to its continuing outstanding position in regards to the statute of limitations and reduced accordingly.

**NOTE 5. LONG TERM BORROWINGS**

| Long-term borrowings consist of the following: | June 30, 2018 | December 31, 2017 |
|---|---|---|
| Convertible Promissory Notes, bearing an annual interest rate of 10% secured, due 08/28/2019 | 50,000 | - |
| Total long-term borrowings | $ 50,000 | $ - |

On March 28, 2018 the Company entered into a convertible promissory note and a security purchase agreement (SPA) dated March 28, 2018. The SPA was for a total of $1,000,000, consisting of seven tranches of funding,  The initial tranche was in the amount of $50,000. The lender was Iliad Research and Trading, L.P. The notes have a maturity of seventeen (17) months from issuance are due on August 28, 2019, have an interest rate of 10% per annum, and are convertible at a price of $0.15 per share. If, at the Company's option, they decide to repay the loan with shares of its common stock, the conversion price becomes 65% of the lowest trading price on the primary trading market on which the Company's Common Stock is then listed for the twenty (20) trading days immediately prior to conversion. The note may be prepaid, but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. This Note is secured with 39,000,000 of the Company's $0.001 par value common stock. On July 2, 2018 Iliad Research and Trading, L.P. decided to limit their funding exposure with Beyond Commerce, Inc. and have subsequently stopped any funding of their notes.

The Company reevaluated the several loans as to their continued liability in relation to the statute of limitations and retired several of these items as the term had expired. The Company recognized a gain from the retirement of certain notes of $763,332 for the six month period ended June 30, 2017. The Company recorded $1,700 and $29,643 as interest expense for the six months ended June 30, 2018 and 2017, respectively.

**NOTE 6. COMMON STOCK, WARRANTS AND PAID IN CAPITAL**

**Common Stock**

As of June 30, 2018, our authorized capital stock consisted of 1,050,000,000 shares of common stock, par value $0.001 per share. As of June 30, 2018, there were 1,004,950,000 issued and outstanding shares of common stock.

On March 5, 2018, the Company's board of directors increased the authorized shares by 10,000,000 bringing the total authorized to 1,010,000,000. Subsequently on March 26, 2018, the Company's board of directors increased the authorized shares by another 40,000,000, bringing the total authorized to 1,050,000,000. The Company on March 5, 2018 issued 3,500,000 shares of its $0.001 common stock in relation to its advisory agreement with Maxim Group LLC valued at $455,000. During the second quarter the Company issued 1,450,000 shares of stock valued at $123,680 for legal and advisory services.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

**Preferred Stock**

We are authorized to issue up to 250,000,000 shares of our "blank check" preferred stock, par value of $0.001. Effective July 27, 2017, we designated 250,000,000 of our "blank check" preferred shares as Series A Preferred Stock, all of which are issued and outstanding as of the date of this registration statement. Each share of Series A Preferred Stock entitles its holder to (i) cumulative, non-participating dividends in preference and priority to any declaration or payment of a dividend on any of the Company's common stock, at a rate of 12% per annum, and (ii) three times (3x) voting preference over common stock. As of June 30, 2018 there were 250,000,000 issued and outstanding shares of preferred stock.

**Warrants**

The Company entered into an agreement in conjunction with the March 28th convertible notes payable to issue seven (7) warrants valued at $15,000 per warrant which has an exercise price of $0.15 or 65% of the three lowest trading days within a 20 day market price timeframe, whichever is lower to purchase the Company's $0.001 par value common stock.  The warrant also has certain cashless exercise features. The issuance of these warrants is predicated on the completion of the funding requirements within the terms of the security agreement. As of June 30, 2018 no warrants have been issued.

**2008 Equity Incentive Stock Option Plan**

During the six-month period ended June 30, 2018, the Company did not issue any stock options. This plan expires on September 11, 2018.

**Dividends**

The Company anticipates that all future earnings will be retained to finance future growth. The payment of dividends, if any, in the future to the Company's common stockholders is within the discretion of the Board of Directors of the Company and will depend upon the Company's earnings, its capital requirements and financial condition and other relevant factors. The Company has not paid a dividend on its common stock and does not anticipate paying any dividends on its common stock in the foreseeable future but instead intends to retain all earnings, if any, for use in the Company's business operations.

**NOTE 7. COMMITMENTS AND CONTINGENCIES**

**Legal Matters**

On February 15, 2008 the Company filed suit against its former co-founder, President, Chief Executive Officer George Pursglove for breach of confidentiality and non-compete while employed and also postemployment, breach of fiduciary duty and other matters, and the Company is seeking to enforce certain non-compete agreements. The former CEO subsequently counter-sued the Company for breach of contract, breach of implied covenant of good faith and fair dealing and other matters. The former CEO is seeking to be awarded $75,000 in cash plus at least 3.3 million shares of stock of the Company. On July 28, 2011, the Company received a jury verdict ordering and adjudging in Case Number 2:08-cv-00496-KJD-LRL where BOOMj.com was the Plaintiff and the former CEO was the Defendant & Counterclaimant, that a judgment be entered in favor of the Defendant and Counterclaimant against the Plaintiff, BOOMj.com, in the amount of $20,775 for damages as to the claim for failure to pay wages, $3,000,000 for damages as to the conversion claim, and $3,000,000 for punitive damages. The current outstanding liabilities balance related to this matter for both June 30, 2018 and December 31, 2017 is $5,758,322. The Company is accruing interest at an annual rate of 5.29% on the outstanding balance. As of June 30, 2018 and December 31, 2017 the Company has accrued interest balance of $2,204,052 and 2,044,912, respectively.

On May 2, 2017 Pursglove debt was reduced by $262,453 through the issuance of 250,000,000 shares of Series A Convertible 12% Cumulative Preferred stock and 1,556,632 shares of Common Stock reducing the balance to $5,758,322.

**Operating Lease**

Beyond Commerce currently leases virtual office space at 3773 Howard Hughes Parkway, Suite 500 Las Vegas, NV 89169 with plans to move the Company's headquarters to West Palm Beach, FL. This space has a yearly rent of $120 which expires December 31, 2018. The move of the Company's corporate headquarters to West Palm Beach will cut down on travel time and overall travel expense. The move will help to facilitate and reduce the cost to maintain and develop the Company's future business which is all located on the East Coast of the US. The Company has entered into a Letter of Intent (LOI) with Cushman & Wakefield pertaining to specific office space at the Esparante Corporate Center located in the financial district of West Palm Beach, FL.

**Tax Lien**

On February 17, 2010, the Internal Revenue Service placed a federal tax lien of $756,711 and an additional $161,150 on June 14, 2010, against all of the property and rights to the property of BOOMj.com for unpaid federal payroll withholding taxes for the year ended December 31, 2009. The current amount outstanding including penalty and interest is $1,647,163 and $1,607,163 as of June 30, 2018 and December 31, 2017, respectively, which is also inclusive of amounts outstanding for state tax related claims of $63,725 for both reported periods. The accrued interest on the balance sheet related to this liability is $570,000 and $530,000 as of June 30, 2018 and December 31, 2017, respectively.

**NOTE 8. RELATED PARTIES**

On May 2, 2017, the Company authorized and issued 206,250,000 shares of BCI's Series A Convertible 12% Cumulative Preferred stock at a price of ($.001 par value) per share to The 2GP Group LLC an entity controlled by Geordan Pursglove, our sole director's son. The Series A Convertible 12% Cumulative Preferred stock include a three times (3x) voting preference. Mr. Geordan Pursglove also has advanced the Company $46,275 to pay certain company related expenses.

Also, on May 2, 2017 George Pursglove' debt was reduced by $262,453 through the issuance of 250,000,000 shares of Series A Convertible 12% Cumulative Preferred stock of which 43,750,000 were transferred to Fiona Oakley and 1,556,632 shares of Common Stock which also were issued to Fiona Oakley subsequent to this reduction.

The Company recorded $85,986 in additional advances from Geordan Pursglove as related party transactions during the six-month period end June 30, 2018. The current amount due Mr Pursglove is $ 132,261 and $ 46,275 as of June 30, 2018 and December

31, 2017.

**NOTE 9. NET INCOME (LOSS) PER SHARE OF COMMON STOCK**

The Company follows ASC 260-10 which requires presentation of basic and diluted Earnings per Share ("EPS") on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying condensed consolidated financial statements, basic net income (loss) per share of common stock is computed by dividing the net income (loss) by the weighted average number of shares of common stock outstanding during the year. Basic net income (loss) per common share is based upon the weighted average number of common shares outstanding during the period.

There are no stock options or warrants that are exercisable into shares of the Company's common stock as these were all extinguished; and convertible debt that is convertible into 333,333 and 14,642,009,000 shares of the Company's common stock are not included in the computation along with 250,000,000 and zero of the Company's preferred stock for the six month period ended June 30, 2018, respectively, as the inclusion would be anti-dilutive, (i.e., reduce the net loss per common share).

The following is a reconciliation of the numerator and denominator of the basic and diluted earnings per share computations for the three and six-month period ended June 30, 2018 and 2017:

| | Six-month period ended June 30, | | Three-month period ended June 30, | |
|---|---|---|---|---|
| | 2018 | 2017 | 2018 | 2017 |
| Net income (loss) | $ (1,140,882) | $ 2,933,244 | $ (427,706) | $ (161,397) |
| Weighted average shares used for basic earnings per share | 1,002,589,779 | 998,950,778 | 1,004,144,021 | 999,452,612 |
| Incremental diluted shares | - * | 14,892,009,000 | - * | - * |
| Weighted average shares used for diluted earnings per share | 1,002,589,779 | 15,890,959,778 | 1,004,144,021 | 999,452,612 |
| Net income (loss) per share: | | | | |
| Basic | $ (0.00) | $ 0.00 | $ (0.00) | $ (0.00) |
| Diluted | $ (0.00) | $ 0.00 | $ (0.00) | $ (0.00) |

*The shares associated with convertible debt, stock options and stock warrants are not included because the inclusion would be anti-dilutive, (i.e., reduce the net loss per common share).

**NOTE 10. SUPPLEMENTAL DISCLOSURES OF CASH FLOWS**

The Company paid $0 and $0 for the six months ended June 30, 2018 and 2017, respectively for interest. The Company did not make any payments for income tax during the six months ended June 30, 2018 and 2017. The Company did not make any payments for income tax during the years ended December 31, 2017 and 2016. Other non-cash financing included the Pursglove debt which was reduced by $262,453 through the issuance of 250,000,000 shares of Series A Convertible 12% Cumulative Preferred stock and 1,556,632 shares of Common Stock.

**NOTE 11. SUBSEQUENT EVENTS**

On July 13, 2018, Beyond Commerce executed a convertible note payable with Discover Growth Fund LLC. This Redeemable Convertible Secured Debenture has a face value of $2,727,391 representing an 8% OID, which can be converted into shares of the Company's stock at the lower of $0.15 per share or the average of the lowest five trading prices during the prior 30 days less $0.01 per share. The term of this note is twenty-four months and has 100% warrant coverage at a strike price of $0.15 which expire three years from the date of issuance. These funds are distributed in two tranches; $500,000 on the Company's up-listing to the OTCQB and $2,000,000 on the earlier of six months or a registration statement being declared effective. The Company is also required to issue 2,500,000 shares of common stock upon closing of the transaction.

On July 27, 2018 Beyond Commerce added Mr. Peter Stazzone, Mr. Fred Maxik, and Mr. Robert Honeyman as independent directors. These individuals will be overseeing the audit, compensation, corporate governance, and nominating, risk committees.

On August 6, 2018, Beyond Commerce, Inc. issued 5,000,000 shares of restricted common stock to Service 800 into an escrow account, pending a definitive closing document. This is an element of the finalizing the negotiations for the acquisition Service 800. The value associated with these shares is approximately $472,000. Concurrently with the issuance of the restricted common stock, Beyond Commerce will be depositing $200,000 into an escrow account. Also on August 6, 2018, Beyond Commerce Inc. issued 4,000,000 shares of restricted common stock to LJ Soldinger Associates, LLC to settle $641,946.46 in outstanding liabilities.

On August 8, 2018, the Company's board of directors increased the authorized shares by 50,000,000 bringing the total authorized to 1,100,000,000.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD LOOKING STATEMENT INFORMATION

Form 10-Q contains "forward-looking statements." These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. We use the words "anticipate", "believe", "could", "design," "estimate", "expect", "intend", "forecast," "goal," "may", "plan", "potential", "predict", "project", "should", "target," "will," "would" or the negatives or other tense of such terms and other similar expressions intended to identify forward-looking statements. Forward-looking statements relate to future events or future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward-looking statements. These forward-looking statements include, among other things, statements relating to:

- our anticipated growth strategies and our ability to manage the expansion of our business operations effectively;
- our ability to keep up with rapidly changing technologies and evolving industry standards;
- our ability to source our needs for skilled employees;
- the loss of key members of our senior management; and
- uncertainties with respect to the legal and regulatory environment surrounding our technologies.

If any of these risks and uncertainties materialize, or if the assumptions underlying any of our forward-looking statements prove incorrect, then our actual results, level of activity, performance or achievements may be materially different from what we expect. Except as required by law, we assume no obligation to update any forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in any forward-looking statements, even if additional information becomes available in the future. Any forward-looking statement speaks only as of the date on which it is made.

Unless otherwise specified, the terms "we," "us," "our," "Company," "BCI" and "Beyond Commerce" refer to Beyond Commerce, Inc. and its consolidated subsidiaries.

### OVERVIEW

The following is a discussion of the financial condition and results of operation of the Company for the six month periods ended June 30, 2018 and June 30, 2017. This discussion and analysis should be read in conjunction with the Company's audited and unaudited condensed consolidated financial statements including the Notes thereto.

#### About Beyond Commerce

We plan to operate within two markets: (1) the Business-to-Business Internet Marketing Technology and Services market and (2) the Information Management market. Our goal is to develop proprietary software for digital transformation of clients' existing content. We believe our planned platform, strategy, and suite of software products and services will provide secure and scalable information control solutions for global companies. We believe our planned software will assist organizations in finding, utilizing, and sharing business information between devices in ways that are intuitive, efficient and productive. We believe that our business model will ensure that information will remain secure and private, as necessitated by the current market climate.

In addition, BCI plans to provide solutions which facilitate the exchange of information and data transactions between supply chain participants, such as manufacturers, retailers, distributors and financial institutions. The goal is to automate potential client internal processes thereby increasing productivity and lowering costs. BCI plans to develop proprietary algorithms which it will embed in the planned software to enable clients to access data and gain insight into their business, through that data, leading to improved internal decision making.

BCI plans to offer the proposed software through traditional on-premise solutions, SaaS as a cloud based solution, or a combination of on-premise, SaaS or cloud based solutions. We will work with our clients and their needs as to which delivery method they prefer. We believe giving clients a choice and flexibility will help us to obtain long-term client value.

We plan to grow our business and strengthen our future service offerings in the IMT&S market through product development, strategic acquisitions and integration and organic growth. We are a value-oriented and disciplined acquirer. Currently we are in the process of identifying potential acquisitions of companies in the IMT&S markets. As of the date of this registration statement, we have executed two non-binding letters of intent for the potential acquisition of two companies ("LOIs"), and are currently in the due diligence process. While acquiring companies that operate complementary businesses will be one of our leading growth drivers, our growth strategy also includes organic growth through product and software innovation. We plan to create sustained value by expanding distribution and adding value through up-selling and cross-selling across our planned multiple proprietary marketing platforms to our future customers. We believe our ability to leverage our global presence will be helpful to our ability to grow organically.

We plan on acquiring operating companies that will help us provide a well-rounded product line to our future customers. We believe that such acquisitions will be our primary driver to growth, similar to high-performing conglomerates. By focusing on these acquisitions and the integration of niche businesses, we believe this will well position us to incorporating them into our existing platforms and technology services, ultimately allowing us to offer future customers a full suite of software solutions and services.

We have developed a philosophy, which we refer to as "The Beyond Commerce Business System", that is designed to create value by leveraging a clear set of operational mandates for integrating newly acquired companies and assets. We see our ability to successfully integrate acquired companies and assets into our business as a strength and pursuing strategic acquisitions is an important aspect to our growth strategy. However, no assurance can be given that we will be successful in consummating such acquisitions or that we will be successful in realizing anticipated strategic benefits of such acquisitions.

**Recent Developments**

***Service 800 Agreement***

On December 14, 2017, we entered into an agreement with Service 800 and the sole shareholder of Service 800 (the "Shareholder"), pursuant to which we have agreed to purchase all of the issued and outstanding shares of common stock of Service 800 from the Shareholder (the "Transaction"). Service 800 operates as a premium provider of Customer Feedback Management Platforms to their Fortune 500 and 1000 clients on a global basis. Service 800 provides survey authoring, response rates, feedback types and data analysis on their proprietary, cloud based, automated and centralized platform. Service 800 currently has 40 full time employees that provide services to 130 companies and 300 service organizations. Service 800's current operations and strategic business plan is to further develop its marketing and Customer Experience platform to use within the framework of its current Fortune 500 and 1000 clients. No assurance can be given that we will be successful in completing the Transaction.

**INFLATION**

Inflation can be expected to have an impact on our operating costs. A prolonged period of inflation could cause a general economic downturn and negatively impact our results. However, the effect of inflation has been minimal over the past three years.

**SEASONALITY**

We do not believe that our business will be seasonal to any material degree.

**RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2018 AND 2017**

*Revenue*

The Company is currently a shell with no operations. The Company anticipates commencing operations during 2018.

Revenue is $0 for the six months ended June 30, 2018 and 2017, respectively.

*Operating Expenses*

For the six month period ended June 30, 2018, operating expenses is $940,042 and for the six month period ended June 30, 2017, operating expenses is $102,019. The significant increase in operating expenses came from approximately $578,680 in stock compensation paid to certain consultants for legal and financial advisory services to be rendered.

For the three months ended June 30, 2018 and 2017, operating expenses were $326,436 and $48,581, respectively.

This increase of $277,855, or 85.1%, was due to an increase in selling, general and administrative cost, payroll expense and professional fees. A majority of this increase was due to an increase in the monthly salary accrual in the amount of $30,000 which began during the fourth quarter of 2017..

Selling general and administrative expenses consisted primarily of consulting fees, professional fees, travel, meals and entertainment relating to be a public company. Selling, general and administrative expenses increased approximately $18,921, or 3154%, due to fees paid to our transfer agent.

*Non-operating income (expense)*

The Company reported income (expense) of ($200,840) and $3,035,263 during the six months ended June 30, 2018 and 2017, respectively.

For the three months ended June 30, 2018 and 2017, operating expenses were $101,270 and $112,816, respectively.

This decrease of $11,546 or 10.3%, was due to a decrease in selling, general and administrative cost, payroll expense and professional fees.

During the years ended December 31, 2017 and 2016, the Company evaluated its capital structure and determined that a total of $5,343,056 and $6,043,076, respectively, were no longer valid liabilities of the Corporation due to expiration of the statute of limitations for each liability. As a result, the Company reported the forgiven debt as income during the fiscal years ended December 31, 2017 and 2016, respectively. In addition, the Company reported interest expense of $436,950 and $501,808 for the years ended December 31, 2017 and 2016, respectively.

**Net Income (loss)**

For the six month period June 30, 2018, the Company incurred a net loss of $1,140,882 is as compared to a net income of $2,933,244 for the six month period ended June 30, 2017, which was primarily due to a gain on debt forgiveness and a change in derivative liability.

For the three months ended June 30, 2018, the Company generated a net loss of ($427,706) and for the three months ended June 30, 2017, the Company generated a net loss of ($161,397). The substantial increase in net loss is primarily due to prior period gains reported from the forgiven debts described above offset by a change in derivative liability expense.

The net loss for the three month period ended June 30, 2018 was a result of no revenue coupled with salaries accrued for our CEO and the net income for the three month period ended June 30, 2017 was attributional to stock based compensation paid to certain consultants for legal and financial advisory services to be rendered, a gain on debt forgiveness and a change in derivative liability.

As of June 30, 2018, the Company had an accumulated deficit of $39,607,323 and as of December 31, 2017, the Company had an accumulated deficit of $38,466,441.

Our net loss for the six month ended June 30, 2018, is ($1,140,882) compared with net income of $2,933,244 for the six months ended June 30, 2017, a net decrease of $4,074,126 or 138.9%. The net income (loss) is influenced by the matters discussed above.

**Plan of Operations**

***Cash Requirements***

Over the next 12 months, we intend to carry on business as a development stage IMT&S provider. We anticipate that we will incur the following operating expenses during this period:

**Estimated Funding Required During the Next Twelve Months**

| **Expense** | **Amount** |
|---|---|
| Legal | $ 200,000 |
| Accounting | 105,000 |
| Salaries, Fees, Debt Services | 187,000 |
| Up-listing Fees | 40,000 |
| Investor Relations (CoreIR) | 90,000 |
| Lease W. Palm Beach Office | 68,000 |
| Travel | 75,000 |
| Miscellaneous | 25,000 |
| **Total** | **$790,000** |

We will require funds of approximately $790,000 over the next 12 months to implement our business plan and to operate our business. This capital will be used to build out our infrastructure, to provide for the payment of advisory and accounting services, legal, lease of our office space and anticipated up-listing fees for the OTCQB or the Nasdaq Capital Market, LLC. However, there can be no assurance that we will qualify for either exchange or that our application will be approved.

These funds may be raised through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There is no assurance that we will be able to maintain operations at a level sufficient for an investor to obtain a return on their investment in our common stock, or that we will be able to raise sufficient capital required to implement our business plan on acceptable terms, if at all. Even if we are successful in raising sufficient capital to implement our business plan, we may continue to be unprofitable.

***Purchase of Significant Equipment***

We do not anticipate the purchase or sale of any plant or significant equipment during the next 12 months.

***Going Concern***

There is substantial doubt about our ability to continue as a going concern.

As of June 30, 2018, we had an accumulated deficit of $39,607,323 and has generated no revenues. Since we discontinued operations in 2012 the continuity of our future operations is dependent upon our ability to increase sales and brand awareness. These conditions raise substantial doubt about our ability to continue as a going concern. We intend to continue relying upon the issuance of equity securities to finance our operations. In this regard, we are restricted by the number of shares available for issuance in an equity financing, and we will likely need to increase out authorized capital in order to take advantage of such financing. However, there can be no assurance that we will be successful in obtaining shareholder approval to increase our authorized capital. However, there can be no assurance we will be successful in raising the funds necessary to maintain operations, or that a self-supporting level of operations will ever be achieved. The likely outcome of these future events is indeterminable. Our financial statements do not include any adjustment to reflect the possible future effect on the recoverability and classification of the assets or the amounts and classification of liabilities that may result should we cease to continue as a going concern.

**Liquidity and Capital Resources**

Our ability to continue as a going concern is dependent on our ability to raise additional capital and implement our business plan. Since inception, we have been funded by related parties through capital investment and borrowing of funds.

We had total current assets of $0 as of June 30, 2018 and December 31,2017, respectively. Current assets would consist primarily of cash, the value of software, trademarks patents, websites and other intellectual properties. However, because we have decided to close and remove Adjuice and AIM Connections subsidies from our financial statements as of December 31, 2017, thereby cancelling-out all related assets of those companies. The Company carries a $39,607,323 accumulated deficit on its balance sheet as of June 30, 2018.

We had total current liabilities of $11,275,882 and $14,835,882 as of June 30, 2018 and December 31, 2017, respectively. Current liabilities consisted primarily of the accounts payable, accrued payroll and payroll taxes, and the accrued interest and principle due to Mr. Pursglove's July 2011 Judgment. The decrease in our current liabilities is attributable to the $262,000 in debt which Mr. Pursglove converted into equity.

We had a working capital deficit of $11,275,089 and $14,835,582 as of June 30, 2018 and December 31,2017, respectively. This decrease of $3,560,483, or 24%, resulted primarily from debt forgiveness.

**Cash Flow from Operating Activities**

For the six months ended June 30, 2018 and 2017, cash provided by (used in) operating activities was $0, respectively.

**Cash Flow from Investing Activities**

For the six months ended June 30, 2018 and 2017, cash provided by (used in) investing activities was $0, respectively.

**Cash Flow from Financing Activities**

For the fiscal six months ended June 30, 2018 and 2017, cash provided by (used in) financing activities was $0, respectively.

**Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, we evaluate past judgments and our estimates, including those related to allowance for doubtful, allowance for inventory write-downs and write offs, deferred income taxes, provision for contractual obligations and our ability to continue as a going concern. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Note 2 to the consolidated financial statements, presented in our Annual Report on Form 10 for the fiscal year ended December 31, 2017, describe the significant accounting estimates and policies used in preparation of our consolidated financial statements. There were no significant changes in our critical accounting estimates during the six months ended June 30, 2018.

**OFF BALANCE SHEET ARRANGEMENTS**

None.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

No report required.

**ITEM 4. CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Disclosure and control procedures are also designed to ensure that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosures.

We carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2018. In designing and evaluating the disclosure controls and procedures, management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, management is required to apply its reasonable judgment. Based on the evaluation described above, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report because we did not document our Sarbanes-Oxley Act Section 404 internal controls and procedures.

As funds become available to us, we expect to implement additional measures to improve disclosure controls and procedures such as implementing and documenting our internal controls procedures.

*Changes in internal controls over financial reporting*

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

We are not engaged in any litigation at the present time, and management is unaware of any claims or complaints that could result in future litigation. Management will seek to minimize disputes with its customers but recognizes the inevitability of legal action in today's business environment as an unfortunate price of conducting business.

### ITEM 1A. RISK FACTORS.

Not required for smaller reporting companies.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

### ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

| Exhibit | Exhibit Description |
| --- | --- |
| 31.1 | Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer |
| 32.1 | Section 1350 certification of Chief Executive Officer |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

## SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Beyond Commerce, Inc.**

Dated: August 13, 2018

By: /s/ George Pursglove
George Pursglove,
Chief Executive Officer
(Principal Executive, Financial and
Accounting Officer)