

**DISCLOSURE STATEMENT
AND
QUARTLY REPORT**

**FOR THE PERIOD ENDED
AUGUST 31, 2018**

Pursuant to Rule 15c2-(11)(a)(5) Under
the Securities Exchange Act of 1934

BETWORK INDUSTRIES,
INC.

CUSIP No: 488810102

TRADING SYMBOL:
BETW

ISSUER'S EQUITY SECURITIES

COMMON STOCK
\$0.001 Par Value

300,000,000 Common Shares Authorized
30,682,256 Shares Issued and Outstanding

All information contained in this information and Disclosure Statement has been complied to fulfill the disclosure requirements of Rule 15c211 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

1. Name of the Issuer and its predecessor (if any)

Bettwork Industries, Inc.

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

Company Headquarters

704 39th Street, Suite 130 Fort Pierce, FL 34947

IR Contact

None.

3. Securities Information

Trading Symbol: BETW:OTCPINK

Exact title and class of securities outstanding: Common Stock

CUSIP: 488810102

Par Value: \$0.001

Total Shares Authorized: 300,000,000 Common Shares
10,000,000 Preferred (Blank
Check)

Total Shares Outstanding: 30,682,256 Common as of 8/31/2018
0 Preferred as of 8/31/2018

Approximate Number of "Free Trading" Shares: 2,348,139 as of 8/31/2018

Approximate Number Shareholders of Record: 346 as of 8/31/2018

Transfer Agent:

Pacific Stock Transfer
6725 Via Austi Parkway, Suite 300
Las Vegas, NV 89119
1 (800) 785- 7782

Is the Transfer Agent registered under the Exchange Act: Yes

List any restrictions on the transfer of securities:

Except the requirements of securities laws covered by the Securities Act of 1933 and the Securities

Exchange Act of 1934 and state securities laws, there are no restrictions on the transfer of securities.

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

None.

List any stock split, dividend, recapitalization merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months.

The Company is acquiring 100% of Process Cellular, Inc. and is in the process of closing the transaction.

The Company is intending to acquire a service provider in Florida in the next 6 months related to wireless infrastructure construction.

4. Issuance History

On July 3, 2018 the Company issued 7,000,000 shares of common stock, par value \$0.001, to Monaker Group, Inc. pursuant to a conversion of debts owed in the amount of \$5,250,000. The shares were issued pursuant to Rule 506(b) of Regulation D of the Securities Act of 1933 and are deemed restricted. The shares are issued in book form and are appropriately designated as “restricted”.

In August the Company tendered employment offers to several Officers/Directors and Managers. The Company has offered 11,200,000 shares to the perspective new Officers/Directors and 650,000 shares to the Managers. The Shares are issued on the Company ledger but they are not in book form with the Company’s transfer agent. This shares are being issued pursuant to Section 4(a)(2) of the Securities Act. As the date of this filing, the Company has no yet issued the shares.

5. Financial Statements

See Exhibit A, attached hereto. Below is Management’s Discussion and Analysis of the Financial Statements.

The discussion and analysis of the Company’s financial condition and results of operations are based upon its consolidated unaudited financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these unaudited financial statements requires management 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, management evaluates past judgments and estimates, including those related to bad debts, accrued liabilities, convertible promissory notes and contingencies. Management bases its estimates on historical experience and on various other assumptions that are believed 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 readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. As of August 31, 2018, there had been no material changes to any of the critical accounting policies contained therein

For the Three Months Ended August 31, 2018 compared to the Three Months Ended August 31, 2017

Revenues: Revenues increased 100% to \$70,500 for the three months ended August 31, 2018 compared to \$0 for the three months ended August 31, 2017. The increase in sales can be attributed to being awarded a “Site Decom” project. We expect to be awarded additional sites in the coming months.

Operating Expenses: Operating expenses increased 99% to \$38,448 for the three months ended August 31, 2017, compared to \$507 for the three months ended August 31, 2017. The increase is mainly attributable to executive wages and business development cost. .

Net Income: There was net income of \$32,053 an increase of 102% for the three months ended. August 31, 2018 compared to a net loss of \$507 for the three months ended August 31, 2017. The increase is attributed to the one raw land contract that we received during the aforementioned.

Equity Disclosure: To coincide with the employment of new officers and directors at Bettwork we issued approximately 10,000,000 restricted shares.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Corporation does not have any off-balance sheet arrangements.

6. Describe the Issuer's Business, Products and Services.

Under guidance from management, the Company has become a provider of turnkey network solution in the telecommunications infrastructure market. Our subsidiary companies provide program management, engineering, construction, maintenance and installation services for telecommunications providers. We also offer additional services for electric and gas utilities. We provide the labor, tools and equipment necessary to design, engineer, locate, maintain, expand, install and upgrade the infrastructure of our customers.

The Company was incorporated in the state of Nevada on September 24, 1993.

The Company's Primary and Secondary SIC Codes are:

2371 (Utility System Construction)

237130 (Power and Communication Line and Related Structures Construction)

The company's fiscal year end is May 31.

7. Describe the Issuers Facilities.

The company leases office space at 704 39th Street, Fort Pierce, Florida. Currently the Company has certain assets purchased from the following assets from the Monaker Group, Inc.

Voyage Library / Website / YouTube channel (40,000 visitors per month). The library, YouTube Channel and website had approximately \$8 million spent on creating them.

10% ownership in Launch 360 (includes RRTV and 1 hour airtime every day).

Home&AwayClub technology platform and ICE partnership.

The various elements purchased have been provisionally valued at a total value of US\$ 2,900,000. Thereby, the long-term liability of the Company towards the seller, the Monaker Group, is of US\$ 2,900,000. During the coming quarter, the valuation may be adjusted. Also, it is quite likely that the liability related to this purchase shall be converted into common shares in Bettwork.

On August 31, 2017, the Company entered into an Assignment and Novation Agreement (the “Assignment”) with Monaker Group and Crystal Falls Investments, LLC (“Crystal Falls”), which entity purchased Monaker Group’s 51% membership interest in Name Your Fee, LLC in May 2016, in consideration for among other things, \$750,000 evidenced by a Promissory Note (the “Name Your Fee Note”). Pursuant to the Assignment, the Name Your Fee Note, which had a principal balance of \$750,000 as of the date of the Assignment, was assigned from Crystal Falls to the Company, Monaker Group agreed to only look for the repayment of the Name Your Fee Note, Bettwork agreed to repay the Name Your Fee Note pursuant to its terms, and provided Crystal Falls a novation of amounts owed thereunder. Crystal Falls also released Monaker Group from any and all claims in connection with such Name Your Fee Note and any other claims which Crystal Falls then had. The Assignment also amended the Name Your Fee Note to include an option which allows Monaker Group to convert the amount owed under the Name Your Fee Note into shares of Bettwork common stock at a conversion price of \$1.00 per share.

On May 31st, 2018 the Company entered into a Right to Own Acquisition Agreement (“the Agreement”) whereby Bettwork acquired 12 parcels of land on Long Caye, Lighthouse Reef Belize. In consideration for the acquisition Bettwork agreed to pay Seller Monaker Group \$1,600,000 in the form of a Secured Convertible Promissory Note. The conversion option allows Monaker Group to convert the Note into common shares at conversion price of \$.80 per share.

The Company has entered into an agreement to Purchase Process Cellular, LLC and is in discussions to purchase another Florida company related to wireless infrastructure construction.

8. Officers, Directors, and Control Persons

Directors

Glenn Asaff

Ashvin Mascarenhas (Chairman)

Sean Kelly

Russell Natrass

Tanyon Sturtze

Officers

Ashvin Mascarenhas, - President

Glenn Asaff - CEO

Cornelius “Lamar” Stokes – Chief Financial Officer

Legal/Disciplinary History

No Director or Officer of the Company, in the last five years, has 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);
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;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

Beneficial Shareholders

The following table outlines the ownership, management and anyone known to the issuer to own beneficially more than five percent (5%) of the outstanding shares as of August 31, 2018.

Shareholder	Date Acquired	Number of Shares	Address
VLADO P. HRELJANOVIC	08/04/2014	15,080,000	8000 N. Federal Highway, Suite 101, Boca Raton, FL 33487
Monaker Group Inc.*	07/02/18	7,000,000	2893 Executive Park Drive, Suite 201 Weston, FL 3331 <i>Registered Agent Address:</i> Vcorp Services, LLC 701 S. Carson Street Suite 200 Carson City, NV 89701

**Monaker Group, Inc. is a publicly traded company (MKGI:NASDAQ) with no majority owner. Its CEO is William Kirby.*

Additional discussions have been held regarding the business developments contemplated by these issuances of shares. As of date of this filing, a portion of the transactions have not materialized. Therefore, the management team has decided to withhold the following shares, which are kept by the corporate attorney, ready to be issued to new business partners in a close future:

- Vlado Hreljanovic,	15,080,000	shares
- Calston Assets Inc,	2,000,000	shares
- Richmond Capital,	2,000,000	shares
- Siliegio Holdings,	2,000,000	shares

Ashvin Mascarenhas has the voting rights of the 15,080,000 shares in the name of Vlado P Hreljanovic.

Crystal Falls Investments, LLC has the voting rights of 6,000,000 shares held equally by Siliegio Holdings,

Richmont Capital and Calston Assets, Inc. Crystal Falls Investments, LLC is controlled by Ashvin Mascarenhas.

We are in process of issuing to, Ashvin Mascarenhas, 5,000,000 shares in a Preferred 'A' class of stock that controls 55% of the vote and converts on a 1 to 1 basis into common stock. We are in the process of issuing to Crystal Falls Investments, LLC 2,000,000 shares of stock for the retirement of certain debt in the form of a Preferred 'B' class. The Preferred 'B' will convert on a 1 to 1 basis.

Once the creation of both preferred classes of stock is completed; we will be contemplating retiring an equal or greater number of shares issued to Vlado P. Hreljanovic, Siliegio Holdings, Richmont Capital and Calston Assets Inc.

9. Third Party Providers.

Legal Counsel

William Eilers
Eilers Law Group, P.A.
149 S. Lexington Ave.
Asheville, NC 28801

Accountant or Auditor

None.

Investor Relations Consultant

None.

Other Advisors

None.

10. Issuer Certification.

I, Ashvin Mascarenhas certify that:

I have reviewed this disclosure statement of the Company. 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 Information and Disclosure Statement Pursuant to Rule 15c2-11(a)(5) accounting period. 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 operation and cash flows of the issuer, as of, and for, the periods presented in this disclosure statement.

/s/ Ashvin Mascarenhas.

Ashvin Mascarenhas, President

February 15, 2019

Exhibit A.

**Bettwork Industries, Inc and Subsidiaries
Financial Statements For the Three Months
ended August 31st, 2018
(unaudited)**

**Balance
Sheets
Income
Statement
s Equity
Cash Flows**

Bettwork Industries, Inc and Subsidiaries
Consolidated Balance Sheet
(Unaudited)

	Aug 31, 2018	May 31, 2018
Assets		
Current Assets		
Cash	724	12,630
Accounts receivable, net	40,000	40,000
Total current assets	40,724	52,630
Shareholders notes receivable, net	0	0
Equipment & furnitures, net	0	0
Licenses and other assets	6,037,559	5,803,625
Total assets	6,078,283	5,856,255
Liabilities and Stockholders' Deficit		
Current Liabilities		
Notes Payable	220,567	950,567
Accounts payable and accrued expenses	117,945	117,945
Shareholders promissory notes	0	0
Total current liabilities	338,512	1,068,512
Long Term Notes Payable	0	4,500,000
Total liabilities	338,512	5,568,512
Commitments and contingencies		
Stockholders' deficit		
Common stock, \$.001 par value; 300,000,000 shares authorized; 30,682,256 and 23,682,256 shares issued and outstanding at August 31st , 2018 and May 31, 2018, respectively	100,618	100,618
Additional paid-in-capital	10,426,918	10,256,943
Accumulated deficit	-4,787,765	-10,069,818
Total stockholders' deficit	5,739,771	287,743
Total liabilities and stockholders' deficit	6,078,283	5,856,255
	0	0

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

Bettwork Industries, Inc and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

	For the three months ended	
	Aug 31	Aug 31
	2018	2017
Revenues		
Consulting Services	70500	0
Sales, net		0
Travel and commission revenues		
Total revenues	70,500	0
Operating expenses		
General and administrative	18,248	507
Salaries and benefits	20,200	0
Cost of revenues	0	0
Total operating expenses	38,448	507
Operating loss	32,052	(507)
Other income (expense)		
Interest expense	1	0
Total other income (expense)	1	0
Net Income(Loss)	32,053	(507)
Weighted average number of common shares outstanding		
Basic	30,682,256	23,682,256
Diluted	30,682,256	23,682,256
Basic net loss per share	0.00	(0.00)
Diluted net loss per share	0.00	(0.00)

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

Bettwork Industries Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	<u>For the three months ended</u>	
	<u>Aug</u>	<u>Aug</u>
	<u>2018</u>	<u>2017</u>
Cash flows from operating activities:		
Net income (loss) applicable to Bettwork Industries, Inc.	32,053	(507)
Adjustments to reconcile net loss to net cash from operating activities:		
Changes in operating assets and liabilities:		
(Increase) decrease in accounts receivable	0	
(Increase) decrease in notes receivable	0	
(Increase) decrease in other current assets	(233,934)	
(Increase) decrease in equipment		
Increase (decrease) in accounts payable and accrued expenses	0	507
Increase (decrease) in current notes payable	<u>20,000</u>	<u></u>
Net cash used in operating activities	(181,881)	0
Cash flows from investing activities:		
Net cash used in investing activities	<u>0</u>	<u>0</u>
Cash flows from financing activities:		
Proceeds from shareholders	<u>169,975</u>	<u>0</u>
Net cash provided by financing activities	<u>169,975</u>	<u>0</u>
Net (decrease) increase in cash	(11,906)	0
Cash at beginning of period	<u>12,630</u>	<u>0</u>
Cash at end of period	<u><u>724</u></u>	<u><u>0</u></u>
Supplemental disclosure of non cash flow disclosure:		
Shares/warrants issued for conversion of debt to equity	<u><u>7,000,000</u></u>	<u><u></u></u>

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

Footnotes to the Financial Statements Period Ended August 31st, 2018

DEBT AND PROMISSORY NOTES

The company has accumulated debt over the past 4 years. This debt has been converted into promissory notes, as the company was unable to pay these suppliers or service companies.

The promissory notes (1) are described as follows:

- On the day of launch of the Kender Energy activity, now renamed Bettwork, for developing its cold turbine, in April 2008, the company has hired the services of the company StockTargets SA, a Swiss investment banking firm, based in 36, boulevard Helvétique, 1207 Geneva, Switzerland. The investment banking and advisory agreement between the company and StockTargets SA called for a monthly payment of 7,000 CHF (Swiss Francs) per month. This fee was paid only partially in the early stages of the contractual agreement. On November 30th, 2009, the balance of payment due was as of 95,566 US\$. At that date, StockTargets SA decided to have the company issue a promissory note in their favour of for an amount of 95,566 US\$ with an interest rate of 7% and with an option of converting into shares at par value of 0.001 US\$ per share.
- Since November 30th, 2009, the company was unable of paying the interest due on the above mentioned promissory note. On November 30, 2011, StockTargets SA has decided to have the company issue a promissory note in their favour of for an amount of 13,379 US\$, which is equivalent to the interest due on the promissory note, with an option of converting into shares at value of 0.0005 US\$ per share.
- On May 8th, 2012, this debt of 95,566 US\$ and the related interest of 13,379 US\$ was sold by StockTargets SA for an undisclosed amount to Crystal Falls LLC, a Wyoming LLC, PO Box 643550, Vero Beach, Florida 32964.
- In February 2009, StockTargets SA decided to receive technical advice from the company MEDoctor (Europe) SA, a Swiss company, based in 114, chemin de la Montagne, 1224 Chêne-Bougeries, Geneva, Switzerland. The technical advice agreement between the company and MEDoctor (Europe) SA called for a monthly payment of US\$ 8,750 (US dollars) per month. This fee was never paid by lack of funds. On March 31st, 2010, the balance of payment due was as of 105,000 US\$. At that date, MEDoctor (Europe) SA decided to have the company issue a promissory note in their favour of for an amount of 105,000 US\$ with a shares at conversion price of \$.80 per share interest rate of 5% and with an option of converting into shares at par value of 0.001 US\$ per share.
- Since February 2009, the company was unable of paying the interest due on the above mentioned promissory note. On November 30th, 2011, MEDoctor (Europe) SA has decided to have the company issue a promissory note in their favour of for an amount of US\$ 8,312, which is equivalent to the interest due on the promissory note, with an option of converting into shares at value of 0.0005 US\$ per share.
- On May 8th, 2012, this debt of 105,000 US\$ and the related interest of US\$ 8,312 was sold by MEDoctor (Europe) SA for an undisclosed amount to Crystal Falls LLC, a Wyoming LLC, PO Box 643550, Vero Beach, Florida 32964.
- On Aug 31st, 2017, the Company entered into a Purchase Agreement (the "Purchase Agreement") with the Monaker Group. Pursuant to the Purchase Agreement, Bettwork purchased:

- Voyage Library / Website / YouTube channel (40,000 visitors per month). The library, YouTube Channel and website had approximately \$8 million spent on creating them.
- 10% ownership in Launch 360 (includes RRTV and 1 hour airtime every day).
- Home&AwayClub technology platform and ICE partnership.

The various elements purchased have been provisionally valued at a total value of US\$ 2,900,000. Thereby, the long-term liability of the Company towards the seller, the Monaker Group, is of US\$ 2,900,000. During the coming quarter, the valuation may be adjusted. Also, it is quite likely that the liability related to this purchase shall be converted into common shares in Bettwork.

- On August 31, 2017, the Company entered into an Assignment and Novation Agreement (the “Assignment”) with Monaker Group and Crystal Falls Investments, LLC (“Crystal Falls”), which entity purchased Monaker Group’s 51% membership interest in Name Your Fee, LLC in May 2016, in consideration for among other things, \$750,000 evidenced by a Promissory Note (the “Name Your Fee Note”). Pursuant to the Assignment, the Name Your Fee Note, which had a principal balance of \$750,000 as of the date of the Assignment, was assigned from Crystal Falls to the Company, Monaker Group agreed to only look for the repayment of the Name Your Fee Note, Bettwork agreed to repay the Name Your Fee Note pursuant to its terms, and provided Crystal Falls a novation of amounts owed thereunder. Crystal Falls also released Monaker Group from any and all claims in connection with such Name Your Fee Note and any other claims which Crystal Falls then had. The Assignment also amended the Name Your Fee Note to include an option which allows Monaker Group to convert the amount owed under the Name Your Fee Note into shares of Bettwork common stock at a conversion price of \$1.00 per share.
- On May 31st, 2018 the Company entered into a Right to Own Acquisition Agreement (“the Agreement”) whereby Bettwork acquired 12 parcels of land on Long Caye, Lighthouse Reef Belize. In consideration for the acquisition Bettwork agreed to pay Seller Monaker Group \$1,600,000 in the form of a Secured Convertible Promissory Note. The conversion option allows Monaker Group to convert the Note into common.
- On July 3, 2018, and effective as of July 2, 2018, the Bettwork entered into a Debt Conversion Agreement (the “Debt Conversion Agreement”), whereby Monaker Group converted the \$5,250,000 of principal amount owed under the Bettwork Notes into 7,000,000 shares of common stock of Bettwork at \$0.75 per share. The Debt Conversion Agreement provided that the Bettwork Shares were issued in exchange for the Bettwork Notes and in consideration for the full retirement and payment in full thereof, with the Company forgiving any accrued and unpaid interest thereon, and not in connection with the conversion of the Bettwork Notes pursuant to their terms

GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However, the Company has accumulated a net loss. The company also has accumulated debt. This raises substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty

Management has plans to seek additional capital through private placements and public offering of its common stock for future acquisitions.

