

AXIOLOGIX

AXIOLOGIX, INC.

A Nevada Corporation Listed on the OTC Pink Market

Current Trading Symbol: AXLX.PK

Quarterly Report

For the Three and Six Months Ended November 30, 2012

Including Financial Statements and Disclosures

Prescribed by OTC Pink Market for

Alternative Reporting Standards.

Filed on February 20, 2013

**This Report Should be Read in Conjunction with
the Issuer's previously filed Quarterly Report
For the Three and Six Months Ended November 30, 2012**

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Axiologix, Inc. (6/6/2012 – present)
Axiologix Education Corporation (1/17/2012 – 6/5/2012)
VOIP ACQ, INC. (10/5/2011 – 1/17/2012)

2) Address of the issuer's principal executive offices

Company Headquarters
1990 Main Street, Suite 750,
Sarasota, FL 34236
Telephone: 908-719-8920
Facsimile: 908-781-1489
Website: www.axiologix.net

Investor Relations: vbrowne@axiologix.net
1990 Main Street, Suite 750,
Sarasota, FL 34236
Telephone: 908-719-8920
Facsimile: 908-781-1489
Website: www.axiologix.net

3) Security Information

Trading Symbol: AXLX.PK

Exact title and class of securities outstanding:

Common Stock:

CUSIP: 05462T106

Par or Stated Value: \$0.0001

Total shares authorized: 3,000,000,000 as of: November 30, 2012

Total shares outstanding: 1,184,906,238 as of: November 30, 2012

Preferred Stock:

Par or Stated Value: \$0.001

Total shares authorized: 10,000,000 as of: November 30, 2012

Total shares outstanding: 900,000 as of: November 30, 2012

Transfer Agent
American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219
Telephone: 718-921-8293

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

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

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

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

The issuer issued all of the shares listed below upon the exemption of the registration requirements of the Securities Act of 1933, as amended, afforded the Company under Section 4(2) promulgated thereunder due to the fact that the issuance did not involve a public offering of securities. Each of the stock certificates issued hereunder contained a legend stating that the shares have not been registered under the Securities Act and set forth or refer to the restrictions on transferability and sale of the shares under the Securities Act.

B. Any jurisdictions where the offering was registered or qualified;

Not applicable.

C. The number of shares offered;

Date of Offering	Name of Investor	Type of Security	Number of Shares offered and sold	Price at which the Shares were offered and amount actually paid to the Issuer	Trading Status of the Shares
January 17, 2012	VOIP ACQ, Inc. / Vincent Browne	Common Stock	350,000,000	Issued in exchange for Asset Purchase – 1 st tranche	Restricted
January 17, 2012	Vincent Browne	Warrants	500,000,000	Exercisable at \$0.002 / share; Issued as part of compensation package	Restricted
April 18, 2012	Lucosky Brookman LLP / Joe Lucosky & Seth Brookman	Common Stock	5,000,000	Issued in exchange for Legal Services rendered in the amount of \$10,000	Restricted
May 3, 2012	M. Elliot	Common Stock	20,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0005 / share	Unrestricted under Rule 144
May 7, 2012	David Dunne	Common Stock	20,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0005/share	Unrestricted under Rule 144
May 7, 2012	James Kelley	Common Stock	5,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0005/share	Unrestricted under Rule 144
May 17, 2012	John Daglis	Common Stock	(23,700,395)	Returned in exchange for sale of subsidiary	N/A
June 6, 2012	VOIP ACQ, INC. / Vincent Browne	Common Stock	800,000,000	Issued in exchange for Asset Purchase – 2 nd Tranche	Restricted
June 11, 2012	VOIP ACQ, INC. / Vincent Browne	Common Stock	(500,000,000)	Returned in exchange for Convertible Preferred Shares	N/A
June 11, 2012	VOIP ACQ, INC. / Vincent Browne	Series A Convertible Preferred Stock	500,000	Issued in exchange for Return of 500,000,000 shares of Common Stock	Restricted
July 31, 2012	Prophet Strategies, LLC / Yakov D Borenstein	Common Stock	10,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0005/share	Unrestricted under Rule 144
July 31, 2012	Prophet Strategies, LLC / Yakov D Borenstein	Convertible Promissory Note	conversion price per share equal to the greater of	\$15,000	Restricted

			i) a twenty percent (20%) discount to the Per Share Market Price, and ii) the fixed conversion price of \$0.00009		
July 31, 2012	Bernard A. Fried	Common Stock	20,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0003/share	Unrestricted under Rule 144
July 31, 2012	David Dunne	Common Stock	25,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0003/share	Unrestricted under Rule 144
July 31, 2012	Ciaran Doyle	Common Stock	20,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0003/share	Unrestricted under Rule 144
July 31, 2012	James Kelley	Common Stock	20,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0003/share	Unrestricted under Rule 144
July 31, 2012	Prophet Strategies, LLC / Yakov D Borenstein	Common Stock	45,000,000	Partial Assignment & Conversion of Convertible Note at \$0.0003/share	Unrestricted under Rule 144
July 31, 2012	Cape One Financial LP / Reid Drescher	Convertible Promissory Note	convertible at \$0.006 per share into an aggregate of up to 15,000,000 shares of restricted common stock	\$70,200	Restricted
July 31, 2012	Cape One Financial LP / Reid Drescher	Series B Convertible Preferred Stock	400,000	See above	Restricted
July 31, 2012	Cape One Financial LP / Reid Drescher	Warrants	To purchase an aggregate of up to 22,500,000 shares of restricted common stock at \$0.006 per share	See above	Restricted
August 17, 2012	Dennis Mitrano	Common Stock	45,000,000	Issued pursuant to Compensation Package	Restricted
October 11, 2012	Matt Schissler	Common Stock	15,000,000	Issued in exchange for services rendered in the amount of \$10,000	Restricted
October 12, 2012	Magna Group Structured Capital Partners LP / Joshua Sason	Common Stock	25,000,000	Partial Assignment & Conversion of Convertible Note at \$0.002/share	Unrestricted under Rule 144
October 31, 2012	Asher Enterprises, Inc. / Kurt Cramer	Common Stock	39,268,293	Conversion of Convertible Note at \$0.00041 / share	Unrestricted Under Rule 144
November 9, 2012	Source Capital Group/ Vikram Grover	Common Stock	2,000,000	Issued in exchange for services rendered in the amount of \$5,000	Restricted
November 23, 2012	Magna Group Structured Capital Partners LP/ Joshua Sason	Common Stock	33,333,333	Partial Assignment & Conversion of Convertible Note at \$0.00015/share	Unrestricted under Rule 144

D. The number of shares sold;

See above table.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See above table.

F. The trading status of the shares; and

See above table.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

See above table.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

The financial statements for the three and six months ended November 30, 2012 were posted by the Issuer on January 17, 2013 through the OTC Disclosure & News Service as a Quarterly Report for the quarter ended November 30, 2012. Those financial statements are incorporated herein by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

As of and for the three months ended November 30, 2012, we operated our business through two wholly-owned subsidiaries, Axiologix Limited and AxioComm, Inc. Axiologix Limited does business under the name Prime Carrier, and delivers Cloud based software to the international telecommunications marketplace as it has done for over ten years. AxioComm will offer IP voice, data and Cloud services directly to small and medium sized businesses throughout the United States.

B. Date and State (or Jurisdiction) of Incorporation:

Axiologix Education Corporation was originally incorporated under the laws of the State of Nevada on April 29, 2009.

VOIP ACQ, INC. ("VOIP") was originally incorporated under the laws of Delaware on October 5, 2011.

On January 17, 2012, AXLX acquired substantially all of the assets and liabilities of VOIP in exchange for a total of 1,150,000,000 shares of AXLX's restricted common stock pursuant to a definitive Contribution Agreement dated November 30, 2011 by and among AXLX and VOIP (the "Contribution Agreement"). Although AXLX is the legal acquirer, for accounting purposes VOIP is the accounting acquirer and the transaction was accounted for as a reverse merger.

C. the issuer's primary and secondary SIC Codes;

- Primary SIC # 4813 and 7372
- Secondary SIC #4813-02

D. the issuer's fiscal year end date;

May 31st

E. principal products or services, and their markets;

- Cloud based software provided to the international telecommunications marketplace.
- IP voice, data and Cloud services provided directly to small and medium sized businesses throughout the United States.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases office space for its headquarters on a yearly basis, with renewal options, from Regus. The office is currently located at 1990 Main Street, Suite 750, Sarasota, Florida 34236. Axiologix Limited leases office space for its operations on a month-to-month basis; its office is located at Liscara, 51 Fitzwilliam Square, Dublin 2, Ireland.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), **as of the date of this information statement.**

Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director:	Vincent Browne
President of Telecom Operations and Director:	Dennis Mitrano
Control Person:	VOIP ACQ, INC.

Vincent Browne, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Chairman of the Board of Directors, age 44.

Mr. Browne became Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Chairman of the Board of AXLX on January 17, 2012. Mr. Browne is also currently Chairman of the Board, Corporate Secretary and acting Chief Financial Officer for Flint Telecom Group, Inc. ("Flint") and has served in that capacity since October 2008. Mr. Browne has over 20 years experience in the ICT sector. During this time he has served at senior management levels in large multinationals and public companies. Prior to founding Flint, Mr. Browne was Head of Procurement with Esat Telecom Group, Ireland's leading competitive operator and quoted on NASDAQ. In this position, Mr. Browne managed annual expenditure in excess of \$250 million and also managed the Carrier Services division with responsibility for unit profitability as well as supporting retail sales and subscriber acquisition programs. Esat Telecom was purchased by British Telecom in June 2000. Prior to that, Mr. Browne was with Siemens in Ireland managing the Products Business Segment with annual revenues in excess of \$50 million and 8 years of profitability. He holds a Bachelor of Commerce degree from University College Dublin and is a regular contributor in commercialization of research and technology projects with the Technology and Enterprise Campus at Trinity College Dublin.

Dennis Mitrano, age 57. Mr. Mitrano became President of Telecom Operations of AXLX on August 17, 2012. Effective September 21, 2012, Dennis Mitrano was elected as a director of the Company. Mr. Mitrano is also currently President & CEO for Realistic Solutions, Inc. and has served in that capacity since July 1992. Mr. Mitrano has over 30 years experience bringing technologies and companies to market. Prior to joining AXLX, Mr. Mitrano was President with DayStar Communications since January 2011 and will remain in that position through the closing date of its pending acquisition, which is anticipated to be September 29, 2012. Prior to that, from April 2007 to January of 2011, Mr. Mitrano was with Intellectual Property Partners in the capacity of Partner. Mr. Mitrano holds an MBA from George Washington University, majoring in Finance and International Business, and received a Bachelor of Science in Finance from Virginia Tech. He is currently on the advisory boards of two early stage firms, is an Executive Advisory Board member of ATP (Association for Telecom Professionals) and has been involved with TAG (Technology Association of Georgia) for over 10 years. Mr. Mitrano is also a member of the Turnaround Management Association.

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);

No

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;

No

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

No

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.

No

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

VOIP ACQ, INC.: 70% Beneficial Shareholder of Issuer
Vincent Browne: owns 70% of VOIP ACQ
Address: 80 The Old Mill, Ratoath, Meath, Ireland

VOIP ACQ, INC.'s Registered Agent:
Harvard Business Services, Inc.
16192 Coastal Highway
Lewes, DE 19958

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

Accountant or Auditor

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

Investor Relations Consultant

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: Taliesin Durant
Firm: DART Business Services, LLC
Address 1: 16192 Coastal Highway
Address 2: Lewes, DE 19958
Email: tali@dart-services.com

10) Issuer Certification

I, Vincent Browne, certify that:

1. I have reviewed this Initial Disclosure Statement of Axiologix, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 20, 2013

/s/ Vincent Browne

Chief Executive Officer and Chief Financial Officer