

**Axxess Pharma, Inc.**

**Annual Report**

**Item 1: Exact Name of Issuer and Predecessor**

Axxess Pharma, Inc. (hereunder as “Axxess”, the “Issuer”, or the “Company”)

Predecessor: CGI Communications Services, Inc.

On July 16, 2008, the Company amended its Certificate of Incorporation with the Delaware Secretary of State to change its name from CGI Communications Services, Inc. to Axxess Pharma, Inc.

**Item 2: Address of Issuer’s Principal Executive Offices:**

Principal Executive Office:

2681 Eglinton Ave West  
Toronto, ON, M6M 1T8  
Canada  
Telephone: 416 918 0412/ Fax: 416 787 5033  
[www.axxesspharmainc.com](http://www.axxesspharmainc.com)

IR Contact: Peter Daniel Bagi

2681 Eglinton Ave West  
Toronto, ON, M6M 1T8  
Canada  
Telephone: 416 918 0412/ Fax: 416 787 5033

**Item 3: Security Information**

Trading Symbol: AXXE

CUSIP: 054631 20 5

The authorized capital stock of the Company consists of 100,000,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”) and 20,000,000 shares of preferred stock, par value \$0.0001 per share (the “Preferred Stock”), of which (i) 39,059,863 shares of the Company’s Common Stock are issued and outstanding as of now; (ii) 20,000,000 shares of preferred stock are issued and outstanding as of now.

Transfer Agent:

Corporate Stock Transfer, Inc.  
3200 Cherry Creek South Drive, Suite 430  
Denver, Colorado 80209  
(303) 282-4800

Corporate Stock Transfer, Inc. is register with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

The transfer of the Company's Common Stock and Preferred Stock is subject to restrictions under the securities laws. No restrictions are provided on transfer of shares in the Company's by-laws.

#### **Item 4: Issuance History**

The Company's issuances of stock since April 2012 are as follows:

##### Common Stock

1. 25,000,000 shares of Common Stock to Blue Ivory International Holdings, Ltd. in connection with an agreement for the licensing of Drug Identification Numbers;
2. 5,000,000 shares of Common Stock to Peter Daniel Bagi, M.D., the president of Access as compensation for services rendered;
3. 200,000 shares of Common Stock to Stephen Taylor for investor relations consulting services;
4. 1,000,000 shares of Common Stock to Laure Lee Bater as a gift;
5. 500,000 shares of Common Stock to Joe Alessandro as a gift;
6. 500,000 shares of Common Stock to Anslow & Jaclin, LLP for legal services rendered;
7. 2,000,000 shares of Common Stock to Merger Law Group Ltd. S.A. in connection with a consulting agreement;
8. 2,500,000 shares of Common Stock to Nicolino Alessandro as a gift;
9. 750,000 shares of Common Stock to a Dino Fidani in connection with a share purchase agreement; and
10. 2,000,000 shares of Common Stock to RAMM Venture Development, Inc. in connection with a share purchase agreement.

##### Preferred Stock

1. 20,000,000 shares of Preferred Stock to Blue Ivory International Holdings, Inc.

The above is a complete list of all of the Company's issuances of securities since its change of control in April 2012. The Company does not have a complete record of stock issuances before this time. In April 2012, after the change of control, the Company filed a Certificate of Amendment amending its Certificate of Incorporation with the Delaware Secretary of State effecting a 750-for-1 reverse split of the Company's Common Stock (the Company has since reincorporated in Nevada). Because of this reverse split, the holders of the Company's Common Stock before the April 2012 change of control have a relatively small interest in the Company at this time.

#### **Item 5: Financial Statements**

See the Financial Statements for the fiscal years ended December 31, 2011 and 2012 attached herewith this annual report as Exhibit A.

## **Item 6: Describe the Issuer's Business, Products and Services**

### A. Business Operations

Axxess, a Nevada Corporation, has in-licensed rights to manufacture and distribute several Health Canada-approved pharmaceutical and natural health products.

#### Our Own Products

The Company intends to first manufacture and distribute in Canada the three products below:

#### *Triferexx 150 mg. Capsules*

Triferexx 150 is a high potency (150mg elemental iron per dose) oral iron supplement, that allows for once a day dosing while minimizing side effects that other oral iron supplements (ferrous salts) may cause. Triferexx150 avoids or reduces common oral iron supplement side effects.

The Company expects to re-launch Triferexx 150 mg. Capsules upon completion further financing. We cannot guarantee that the financing will be available or available at favourable terms to the Company.

#### *Gravergol capsules*

Gravergol acts on both pain and nausea and vomiting, and offers the advantage of being available for less than 10 % of similar products.

The Company expects to re-launch Gravergol into the Canadian market approximately six months upon completion further financing. We cannot guarantee that the financing will be available or available at favourable terms to the Company.

#### *Soropon Medicated Shampoo*

Soropon Medicated Shampoo is a treatment for both infants and adults for fungal infections of the scalp such as seborrheic dermatitis and cradle cap in infants.

There are several shampoos meant to treat similar conditions such as, Nizoral, Dan-Gard, SebCur and Polytar, all being offered in the \$20-24.00 price range. The Company plans to employ an aggressive pricing strategy to compete effectively with the other competitors in this market segment, while marketing to all the target age groups.

The Company expects to re-launch Soropon Medicated Shampoo into the Canadian market approximately six months upon completion further financing. We cannot guarantee that the financing will be available or available at favourable terms to the Company.

#### Distributions

The Company plans to distribute our products into Canada market. The Company is also negotiating licensing and/or distribution agreements with foreign distributors for the sales and marketing of some of Axxess's products in their respective territories. One example of a foreign distribution agreement is for Soropon medicated shampoo indicated for the treatment of seborrheic dermatitis and scaly dry scalp in infants and the elderly. With the high birth rate in Mexico, Axxess's partner in Mexico believes the local conditions favor a successful market penetration for Soropon.

#### Other Products

The Company plans to acquire the rights to new Health Sector products for Canada and certain other territories. The Company is currently in late-stage negotiations with a major brand company for the rights for certain Latin American markets for their proposed new line of topical and oral pain relief products. The Company hopes to not only distribute the existing pain line of products but also help develop some new products for this major brand.

The Company also is in active negotiations for the in-licensing of other Health Sector products, such as a cancer drug that recently became generic. The Company is currently in negotiations for the rights for this cancer drug with a Canadian manufacturer for territories such as Mexico, the Dominican Republic and other overseas territories.

#### Manufacturing

Axxess does not intend to manufacture any products itself but will contract out the manufacturing of its product line with FDA or Health Canada –approved contract pharmaceutical manufacturers. The Company intends to manufacture its own products in either Canada or the USA in cGMP facilities owned by contract manufacturers, for smooth access into more non-regulated markets overseas. Although the Company competes with other pharmaceutical companies who offer somewhat similar products, the Company believes its products offer some unique component which will render its products more attractive to the consumer, such as lower side-effect profile or price advantage.

#### Patents

The Company has no patents as such for its current product line, although some of its products can only be manufactured through a complicated process which provides a barrier to entry for new competitors.

**B. Date and State of Incorporation**

The Company was incorporated in the state of Delaware on April 7, 1997 as CGI Communications Services, Inc. On July 16, 2008, the Company amended its certificate of incorporation to change its name to Axxess Pharma, Inc. On December 6, 2012, the Company reincorporated in Nevada by merging into a newly formed Nevada entity with the same name. The Company now operates as Axxess Pharma, Inc., with Axxess Pharma Canada, Inc., as its wholly-owned subsidiary.

**C. Primary SIC Code: 2836-1; Secondary SIC Code: 2834-1.**

**D. Fiscal Year End Date**

The Company's fiscal year end date is December 31.

**E. Principal Products or Services; Markets**

The Company's principal products are pharmaceutical and natural health products. The Company currently has the rights to several DINs and formulations (Drug Identification Numbers) registered with Health Canada, and intends to periodically launch some or all of these products onto the Canadian market.

**Item 7: Issuer's Facilities**

The Company currently has its offices in Toronto, Canada, and Mexico City, Mexico and once the Company begins manufacturing, intends to lease Health Canada-approved warehousing facilities for its product line.

**Item 8: Officers, Directors, and Control Persons**

**A. Names of Officers, Directors and Control Persons**

<b>Name</b>	<b>Age</b>	<b>Affiliation</b>	<b>Tenure</b>
Peter Daniel Bagi, MD	59	President, Director and Control Person	May, 2012

Peter Daniel Bagi, MD, is an experienced pharmaceutical and biotech professional with +22 yrs. in the industry. Dr. Bagi is currently responsible for all areas of operations, while the Company secures additional financing, and currently owns 5,000,000 shares restricted Common Stock with a two-year holding period. Dr. Bagi is also currently the sole Director.

Dr. Bagi graduated from the Faculty of Medicine at the University of Monterrey, in 1990, and subsequently successfully passed the US foreign-medical graduate licensing exam in 1991. Dr. Bagi began in the Biotech industry in 1990 as the Associate Medical Director of a Canadian Biotech company, which has since undergone several name changes over

the years, but is currently known as Lorus Therapeutics, and as such Dr. Bagi's responsibilities included overseeing the cancer clinical trial program in Canada, US and Mexico. During his five-yr. tenure at Lorus, Dr. Bagi was asked to participate in presentations at medical and scientific conferences to highlight the progress of its lead cancer-fighting compound: Virulizin. In addition Dr. Bagi was able to spearhead the approval of Virulizin in Mexico as a second-line treatment for metastatic pancreatic cancer. Since Lorus was a small Biotech company, Dr. Bagi was also asked to present the scientific progress of Lorus during fund-raising efforts Lorus periodically undertook.

After leaving Lorus, Dr. Bagi freelanced as a biotech analyst at several of Toronto's brokerage firms writing reports on pharmaceutical and biotech companies the brokerages were considering investments in.

Dr. Bagi also was able to recruit World-Class Advisory Boards for several of the small biotech companies he has consulted with over the years, such as Alpha Rx.

Dr. Bagi also worked as a Business Development consultant for various small biotech companies, and was instrumental in out-licensing several medicinal products between Canadian and foreign pharmaceutical companies. One of Dr. Bagi's successful out-licensing medicines, Indaflex, a topical pain-relief product currently enjoys in excess of US\$2.5 MM in annual sales in Mexico.

Dr. Bagi's experience across several aspects of the operations of a small pharmaceutical company will serve the Company well in the execution of its Business Plan.

#### B. Consultant

Stephen Taylor is a consultant of the Company. He provides consulting services to the Company with respect to investor relations.

Mr. Taylor currently holds 200,000 shares of restricted Common Stock the company.

Stephen Taylor, 43, CEO/Pres. of Taylor Capitol, Inc., has provided Investor Relation services for 12 years with a prior background in equity research and investment banking in the Wall Street area. Stephen Taylor possesses a deep network of connections in the investment community. This network ranges from retail brokers, fund managers, wealth managers, Wall Street analysts, investment bankers, private equity firms and senior level management consultants.

#### C. Legal or Disciplinary History

Neither of the above persons has, 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 proceedings (excluding traffic violations and other minor offenses);

2. The entry of an order, judgement, 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 businesses, 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 businesses or securities activities.

### Item 9: Beneficial Owners

#### Common Stock

Name	Number of Shares Beneficially Owned	Percent of Class (1)
Peter Daniel Bagi, MD	5,000,000	12.2%
All Executive Officer and Director as a group (1 persons)	5,000,000	12.2%
Blue Ivory International Holding, Ltd.(2)	25,000,000	61.0%

(1) Based on 39,056,863 shares of Common Stock outstanding.

(2) Alan Cole is President of Blue Ivory International Holding, Inc. and has voting and dispositive control of the shares owned by Blue Ivory International Holding, Inc.

#### Preferred Stock

Name	Number of Shares Beneficially Owned	Percent of Class (1)
Blue Ivory International Holding, Ltd. (2)	20,000,000	100%

(1) Based on 20,000,000 shares of Preferred Stock outstanding.

(2) Alan Cole is President of Blue Ivory International Holding, Inc. and has voting and dispositive control of the shares owned by Blue Ivory International Holding, Inc.

### Item 10: Third Party Provider

Legal Counsel:

Anslow & Jaclin LLP  
195 Route 9 South  
Manalapan, NJ 07726  
T: 732-409-1212  
F: 732-577-1188  
dbonfiglio@anslowlaw.com  
www.anslowlaw.com

Accountant or Auditor:

Steven Rosenberg, CA  
Rosenberg Smith & Partners LLP  
2000 Steeles Ave West  
Suite 200, Concord, ON  
Canada. L4K 3E9  
Tel: 905 695 3565/ Fax: 905 6603064  
Email: srosenberg@rsp.ca

Investor Relations Consultant:

Stephen Taylor  
  
Tel: 973 351 3868  
Email: stephtayl9@aol.com

Any Other Advisors: N/A

**Item 10: Issuer's Certification**

I, Peter Daniel Bagi, M.D., certify that:

1. I have reviewed this Annual Report of AxxessPharma Inc.
2. Based upon my knowledge, this disclosure statement does not contain any untrue statements 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 upon 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.



Date: March 8, 2013

/s/ Peter Daniel Bagi  
Peter Daniel Bagi, M.D.  
President

## **EXHIBITS**

Designation  
Exhibit A

Description  
Financial Statements

**Exhibit A**

**Financial Statements**

**AXXESS PHARMA CANADA INC.**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2012**

**(Unaudited)**

**AXXESS PHARMA CANADA INC.**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012**  
**(Unaudited)**

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## NOTICE TO READER

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On the basis of information provided by management, we have compiled the Balance Sheet of **Axxess Pharma Canada Inc.** as at December 31, 2012 and the Statements of Loss and Deficit for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements and, accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

Concord, Ontario  
February 25, 2013

CHARTERED ACCOUNTANTS  
LICENSED PUBLIC ACCOUNTANTS



# AXXESS PHARMA CANADA INC.

(Incorporated under the laws of Ontario)

## BALANCE SHEET

DECEMBER 31, 2012

Unaudited - See Notice to Reader

	2012	2011
	\$	\$
<b>LIABILITIES</b>		
<b>CURRENT</b>		
Accounts payable	186,916	123,500
Advances from consultant (Note 4)	104,227	93,343
Loan payable - Ramos & Ramos Investments Inc. (Note 6)	<u>168,000</u>	<u>150,000</u>
	<u>459,143</u>	<u>366,843</u>
<b>LONG-TERM</b>		
Loan payable	-	50,000
Loan payable - Canadian Heritage Ltd. (Note 5)	90,968	90,968
Loan payable - Ramos & Ramos Investments Inc. (Note 6)	<u>324,657</u>	<u>212,204</u>
	<u>415,625</u>	<u>353,172</u>
	<u>874,768</u>	<u>720,015</u>
<b>SHAREHOLDER'S DEFICIENCY</b>		
STATED CAPITAL (Note 7)	50,100	100
DEFICIT	<u>(500,830)</u>	<u>(296,077)</u>
	(450,730)	(295,977)
	<u>424,038</u>	<u>424,038</u>

APPROVED ON BEHALF OF THE BOARD:

\_\_\_\_\_  
Director



**AXXESS PHARMA CANADA INC.**

STATEMENT OF DEFICIT  
YEAR ENDED DECEMBER 31, 2012  
Unaudited - See Notice to Reader

	<b>2012</b>	<b>2011</b>
	<b>\$</b>	<b>\$</b>
Deficit, beginning of year	(296,077)	(217,709)
Net loss	(204,753)	(78,368)
Deficit, end of year	<b>(500,830)</b>	<b>(296,077)</b>

# AXXESS PHARMA CANADA INC.

## STATEMENT OF LOSS

YEAR ENDED DECEMBER 31, 2012

Unaudited - See Notice to Reader

	2012	2011
	\$	\$
<b>EXPENSES</b>		
Advertising and promotion	8,762	-
Automotive	3,687	-
Interest expense	18,000	-
Management fees	60,000	60,000
Office and general	9,414	1,793
Professional fees	80,549	16,575
Telephone	1,167	-
Travel	23,174	-
	204,753	78,368
<b>NET LOSS</b>	<b>(204,753)</b>	<b>(78,368)</b>

**AXXESS PHARMA CANADA INC.**  
**STATEMENT OF CHANGES IN FINANCIAL POSITION**  
**YEAR ENDED DECEMBER 31, 2012**  
 Unaudited - See Notice to Reader

	<b>2012</b>	<b>2011</b>
	\$	\$
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss	(204,753)	(78,368)
Changes in non-cash working capital item		
Increase in accounts payable	<u>63,416</u>	<u>62,000</u>
	<u>(141,337)</u>	<u>(16,368)</u>
<b>FINANCING ACTIVITIES</b>		
Increase in loan payable - Ramos & Ramos Investments Inc.	130,453	149,377
Increase in advances from consultant	10,884	-
Reduction in loan payable	(50,000)	-
Issuance of capital stock	<u>50,000</u>	<u>-</u>
	<u>141,337</u>	<u>149,377</u>
<b>INVESTING ACTIVITY</b>		
Acquisition of licensing, Drug Identification Numbers	<u>-</u>	<u>(133,009)</u>
<b>INCREASE IN CASH</b>	-	-
<b>CASH, beginning of year</b>	-	-
<b>CASH, end of year</b>	<u>-</u>	<u>-</u>

# AXXESS PHARMA CANADA INC.

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

Unaudited - See Notice to Reader

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### 1. NATURE OF BUSINESS

Axxess Pharma Canada Inc. (the "Company") was incorporated under the Laws of the Province of Ontario. The Company is engaged in the acquisitions of Drug Identification Numbers and the eventual sale of the related products.

### 2. BASIS OF FINANCIAL STATEMENT PRESENTATION

The financial statements include the accounts of the Company. These financial statements have been prepared in accordance with U.S. generally accepted accounting principles.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### (b) Intangible assets

Licensing, as it relates to Drug Identification Numbers, is accounted for as an indefinite lived intangible asset until the product is abandoned, at which point the intangible asset will be written off.

Intangible assets with indefinite lives are assessed annually for impairment. The Company completed the annual impairment test for 2012 and no impairment was determined. Future impairment tests will be performed annually or sooner if a triggering event occurs.

### 4. ADVANCES FROM CONSULTANT

The advances from consultant are non-interest bearing and due on demand.

# AXXESS PHARMA CANADA INC.

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012

Unaudited - See Notice to Reader

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5. **LOAN PAYABLE - CANADIAN HERITAGE LTD.**

The loan is non-interest bearing. It will not be called upon prior to January 1, 2014.

6. **LOAN PAYABLE - RAMOS & RAMOS INVESTMENTS INC.**

(a) The current portion of the loan payable bears interest at 8% per annum. The holder has the right to convert the full or any portion of the principal amount and accrued but unpaid interest into fully paid and assessable shares of common stock. Included in the interest expense is 18 months of interest since the inception of the loan.

(b) The long-term portion of the loan payable is non-interest bearing. The holder has the right to convert up to 10 % of the long-term portion per quarter into fully paid and assessable shares of common stock. If no conversion is made, the balance will remain as owing and will not be called upon prior to January 1, 2014.

7. **STATED CAPITAL**

At December 31, 2012 and 2011, the number of authorized and issued Class A shares are as follows:

		<u>2012</u>	<u>2011</u>
		\$	\$
100,000,000	Class A common stock, authorized		
39,059,863	Class A common stock, issued	50,100	100

During the year the loan payable of \$50,000 was converted into two million common shares of the company.