CARTEL BLUE, INC. AND SUBSIDIARY

(f/k/a Revenge Designs, Inc.)

FINANCIAL STATEMENTS APRIL 30, 2017

(UNAUDITED)

CARTEL BLUE, INC. AND SUBSIDIARY (f/k/a REVENGE DESIGNS, INC.) CONDENSED CONSOLIDATED BALANCE SHEETS

	_	oril 30, 2017 Unaudited)	J)	uary 31, 2017 Unaudited) Restated)
As	ssets			
Current Assets	, , , , , , , , , , , , , , , , , , ,			
Cash and cash equivalents	\$	-	\$	2,048
Inventory		278,804		275,554
Total Current Assets		278,804		277,602
Non-Current Assets				
Fixed assets, net		3,507		4,313
Intangible assets		900,000		900,000
Total Non-Current Assets		903,507		904,313
Total Assets	\$	1,182,311	\$	1,181,915
Liabilities and S	tockholo	lers' Equity		
Current Liabilities				
Accounts payable and accrued expenses	\$	277,854	\$	263,467
Bank overdraft	Ψ	277,834	Φ	203,407
Accrued interest		52,228		40,372
Payable to related party		16,091		16,091
Payable to shareholder		20,190		20,190
Convertible note payable		57,000		57,000
Notes payable		325,290		318,456
Notes payable Notes payable to officer		179,612		177,000
Total Current Liabilities	-	928,487		892,576
Total Current Liabilities		920,407		892,370
Non-Current Liabilities				
Notes payable, net of current portion		40,225		40,225
Notes payable to officer, net of current portion				1,092
Total Non-Current Liabilities		40,225		41,317
Total Liabilities		968,712		933,893
Stockholders' Equity:				
Preferred stock, 5,000,000 shares authorized, and no shares				
issued, \$0.001 par value				
Common stock, \$0.00001 par value, 500,000,000 shares				
authorized, 130,456,850 and 126,456,850 shares				
outstanding at April 30, 2017 and January 31, 2017,				
respectively		1,305		1,205
Common stock to be issued, 0 and 6,000,000 at April 30,				
2017 and January 31, 2017 and 2016, respectively		-		60
Additional paid-in capital		4,276,903		4,214,143
Accumulated deficit		(4,064,609)		(3,967,386)
Total Stockholders' Equity		213,599		248,022
Total Liabilities and Stockholders' Equity	\$	1,182,311	\$	1,181,915

CARTEL BLUE, INC. AND SUBSIDIARY (f/k/a REVENGE DESIGNS, INC.) CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

Revenue, net April 30, 2017 April 30, 2016 Revenue, net 508 \$ - Cost of sales - - - Gross profit 508 \$ - Depreciation expense 806			Three Months Ended		
Cost of sales - - Gross profit 508 - Operating Expenses: 806 806 Depreciation expense 80,188 109,591 Total operating expenses 80,994 110,397 Loss from operations (80,486) (110,397) Other Expense Interest expense Interest expense 16,737 6,624 Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share: Basic \$ (0,001) \$ (0,001) Diluted \$ (0,001) \$ (0,001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914		_	April 30, 2017	_	April 30, 2016
Gross profit 508 - Operating Expenses:	Revenue, net	\$	508	\$	-
Operating Expenses: Depreciation expense 806 806 806 6806 6806 6806 109,591 109,591 109,591 110,397 110,397 10,397<	Cost of sales	-		_	<u>-</u>
Depreciation expense	Gross profit	_	508	_	
General and administrative expenses 80,188 109,591 Total operating expenses 80,994 110,397 Loss from operations (80,486) (110,397) Other Expense 16,737 6,624 Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share: \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: 129,108,535 120,593,914	Operating Expenses:				
Total operating expenses 80,994 110,397 Loss from operations (80,486) (110,397) Other Expense 16,737 6,624 Interest expense 16,737 6,624 Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share: Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Depreciation expense		806		806
Loss from operations (80,486) (110,397) Other Expense 16,737 6,624 Interest expense 16,737 6,624 Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share: Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	General and administrative expenses	_	80,188	_	109,591
Other Expense 16,737 6,624 Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share: Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Total operating expenses	_	80,994	_	110,397
Interest expense 16,737 6,624 Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share:	Loss from operations	_	(80,486)	_	(110,397)
Total Other Expense 16,737 6,624 Net loss \$ (97,223) \$ (117,021) Net loss per share: \$ (0.001) \$ (0.001) Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: 129,108,535 120,593,914	Other Expense				
Net loss \$ (97,223) \$ (117,021) Net loss per share: Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Interest expense	_	16,737	_	6,624
Net loss per share: Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Total Other Expense	_	16,737	_	6,624
Basic \$ (0.001) \$ (0.001) Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Net loss	\$ _	(97,223)	\$ _	(117,021)
Diluted \$ (0.001) \$ (0.001) Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Net loss per share:				
Weighted average number of shares outstanding: Basic 129,108,535 120,593,914	Basic	\$	(0.001)	\$	(0.001)
Basic 129,108,535 120,593,914	Diluted	\$	(0.001)	\$	(0.001)
Basic 129,108,535 120,593,914	Weighted average number of shares outstanding:				
			129,108,535		120,593,914
	Diluted	=		_	

CARTEL BLUE, INC. AND SUBSIDIARY (f/k/a REVENGE DESIGNS, INC.) CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLERS' EQUITY (UNAUDITED)

	Common	Stock	Additional	Total Accumulated	Stockholders'
	Shares	Amount	Paid in Capital	Deficit	Equity
Balance January 31, 2016	120,530,422	\$ 1,205	\$ 4,024,190	\$ (3,505,592)	\$ 519,803
Issuance of shares	271,428	3	15,800	-	15,803
Reissuance of shares previously cancelled	3,750,000	38	(38)	-	-
Issuance of shares as compensation	12,000,000	120	194,280	-	194,400
Purchase of shares	(10,095,000)	(101)	(20,089)	-	(20,190)
Net loss for the year ended January 31, 2017				(461,794)	(461,794)
Balance January 31, 2017 (Restated)	126,456,850	1,265	4,214,143	(3,967,386)	248,022
Issuance of shares as compensation	4,000,000	40	62,760	-	62,800
Net loss for the period ended April 30, 2017				(97,223)	(97,223)
Balance April 30, 2017	130,456,850	\$ 1,305	\$ 4,276,903	\$ (4,064,609)	\$ 213,599

CARTEL BLUE, INC. AND SUBSIDIARY (f/k/a REVENGE DESIGNS, INC.) CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

		Three Months Ended		
	=	April 30, 2017	_	April 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Loss	\$	(97,223)	\$	(117,021)
Adjustments to reconcile net loss to net cash	7	(51,==1)	7	(,)
used in operating activities:				
Depreciation/Amortization expense		806		806
Issuance of shares as compensation		62,800		-
(Increase) / decrease in assets:		02,000		
Inventory		(3,250)		(10,965)
Increase/ (decrease) in current liabilities:		(3,230)		(10,505)
Accounts payable and accrued expenses		26,243		55,407
Payable to related party		20,213		(4,890)
Total Adjustments	_	86,599	=	40,358
Net cash used in operating activities		(10,624)		(76,663)
Net cash used in operating activities	-	(10,024)	-	(70,003)
CASH FLOWS FROM INVESTING ACTIVITIES				
Net cash used in investing activities	_	<u>-</u>	_	
CASH FLOWS FROM FINANCING ACTIVITIES				
Bank overdraft		222		-
Proceeds from issuance of notes payable, net		6,834		68,245
(Payments) proceeds from notes payable from officer, net		1,520		-
Proceeds from issuance of common stock	_		_	10,000
Net cash provided by financing activities	_	8,576	_	78,245
Net (decrease) increase in cash and cash equivalents		(2,048)		1,582
Cash and cash equivalents, beginning balance	_	2,048	_	934
Cash and cash equivalents, ending balance	\$ =	<u>-</u>	\$ _	2,516
SUPPLEMENTAL DISCLOSURES:				
Cash paid during the year for:				
Income tax payments	\$	=	\$	-
Interest payments	\$	-	\$	-
Supplemental schedule of non-cash financing activities:				
Stock compensation	\$ _	62,800	\$	-

Cartel Blue, Inc. and Subsidiary

(f/k/a Revenge Designs, Inc.) Notes to the Condensed Consolidated Financial Statements (Unaudited)

1. Company Information

Cartel Blue, Inc. (f/k/a Revenge Designs, Inc.), a Nevada corporation, operates through its wholly-owned subsidiary Cartel Blue, Inc., a Wyoming Corporation. Cartel Blue is a Los Angeles based and eco-friendly apparel company that utilizes high quality fabrics and designs with contemporary and edgy marketing strategies in conjunction with popular and unique celebrities in the film, television and music industries.

The Company primarily manufactures and markets eco-friendly cotton premium jeans and tops for both men and women. Cartel Blue manufactures all of its apparel products in the United States of America while utilizing the best in class of fabric suppliers and apparel designers.

In addition, the Company has certain intellectual property related to apparel design. It plans to develop this intellectual property.

2. Going Concern

As reflected in the accompanying financial statements, the Company had an accumulated deficit of \$4,064,609 as of April 30, 2017.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

3. Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements were prepared in conformity with generally accepted accounting principles in the United States ("US GAAP").

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to U.S. GAAP rules and regulations for presentation of interim financial information. Therefore, the unaudited condensed interim financial statements should be read in conjunction with the restated unaudited annual financial statements for the year ended January 31, 2017. Current and future financial statements may not be directly comparable to the Company's historical financial statements. Accordingly, the results of operations for the interim period are not necessarily indicative of the results to be expected for any other interim period or for the full year.

Risks and Uncertainties

The Company is subject to risks from, among other things, competition associated with the industry in general, other risks associated with financing, liquidity requirements, rapidly changing customer requirements and technologies and limited operating history.

Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and legal counsel assess such contingent liabilities, and such assessment inherently involves judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought.

If the assessment of a contingency indicates it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material would be disclosed. Loss contingencies considered to be remote by management are generally not disclosed unless they involve guarantees, in which case the guarantee would be disclosed.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make certain 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. Significant estimates include collectability of accounts receivable, accounts payable, sales returns and recoverability of long-term assets.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities less than or equal to three months at the date of purchase to be cash and cash equivalents. Cash and cash equivalents are stated at cost, which approximates fair value, and consist of bank deposits and certificates of deposit that are readily convertible into cash. The Company maintains its cash deposits and cash equivalents at well-known, stable financial institutions and is covered by insurance.

Inventory

Inventories are valued at the lower of cost (determined on a weighted average basis) or market. Management compares the cost of inventories with the market value and allowance is made to write down inventories to market value, if lower. As of April 30, 2017, inventory only consisted of raw materials.

Revenue and Cost Recognition

The Company has no current source of revenue; therefore the Company has not yet adopted any policy regarding the recognition of revenue or costs associated with such revenue streams. Operating expenses recognized in the Statement of Operations are expensed as incurred.

Advertising Costs

The Company's policy regarding advertising is to expense advertising costs when incurred. No advertising costs were incurred for the for the three months period ending April 30, 2017.

No Items of Other Comprehensive Income or Loss

The Company has no items of other comprehensive income or loss for the three and nine months ended April 30, 2017. Therefore, the net loss as presented in the Company's Statement of Operations equals comprehensive loss.

Income Taxes

The Company uses the asset and liability method to account for income taxes as prescribed by ASC 740, Income Taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences reverse. Deferred tax expense (benefit) is the result of changes in deferred tax assets and liabilities. Deferred income tax assets and liabilities are adjusted to recognize the effects of changes in tax laws or enacted tax rates in the period during which they are signed into law.

The Company may recognize the tax benefit from an uncertain tax position claimed on a tax return only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The authoritative standards issued by FASB also provide guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The factors used to assess the likelihood of realization are the Company's forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. Under ASC 740, Income Taxes, a valuation allowance is required when it is more likely than not that all or some portion of the deferred tax assets will not be realized through generating sufficient future taxable income. Failure to achieve forecasted taxable income in applicable tax jurisdictions could affect the ultimate realization of deferred tax assets and could result in an increase in the Company's effective tax rate on future earnings.

Earnings (Loss) Per Share

Basic loss per share is computed by dividing net loss attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted loss per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and the conversion of notes payable to common stock. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation.

	For the Three Months Ended			s Ended
	Ap	ril 30, 2017	April 30, 2016	
Net loss	\$	(97,223)	\$	(117,021)
Weighted average number of shares used in computing basic and diluted net loss per share:				
Basic and diluted		129,108,535		120,593,914
Net loss per share: Basic and diluted	\$	(0.001)	\$	(0.001)

Fair Value of Financial instruments

For certain of the Company's financial instruments, including cash and equivalents, restricted cash, accounts receivable, accounts payable, accrued liabilities and short-term debt, the carrying amounts approximate their fair values due to their short maturities. ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement. The Company analyzes all financial instruments with features of both liabilities and equity under ASC 480, "Distinguishing Liabilities from Equity," and ASC 815.

As of April 30, 2017 and January 31, 2017, the Company did not identify any assets and liabilities that are required to be presented on the balance sheet at fair value.

Intangible Assets

The Company records identifiable intangible assets at fair value on the date of acquisition and evaluates the useful life of each asset. Finite-lived intangible assets primarily consist of software development capitalized. Finite-lived intangible assets are amortized on a straight-line basis. No events or changes in circumstances indicate that impairment existed as of April 30, 2017.

Recently Issued Accounting Pronouncements

There have been no new accounting pronouncements during the three months ended April 30, 2017 that we believe would have a material impact on our financial position or results of operations.

4. Fixed Assets

Fixed assets consist of the following as of April 30, 2017 and January 31, 2017:

	April 30, 2017		January 31, 2017	
Furniture and equipment	\$	9,670	\$	9,670
Accumulated depreciation		(6,163)		(5,357)
	\$	3,507	\$	4,313

Fixed assets are depreciated on a straight-line basis over 3 year. Depreciation expense for the three months ended April 30, 2017 and 2016 was \$806 and \$806, respectively.

5. Intangible Assets

Intangible assets consist of the following as of April 30, 2017 and January 31, 2017:

	Apri	130, 2017	Janua	ry 31, 2017
Intangible assets	\$	900,000	\$	900,000

Trademarks and intellectual property for \$900,000 were deemed to have indefinite lives and are not amortized but are tested for impairment annually. As of April 30, 2017, the Company concluded there was no impairment.

6. Income Taxes

For the three months period ending April 30, 2017, the Company incurred a net operating loss of \$97,223 and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At January 31, 2017, the Company had \$4,064,609 of federal and state operating loss carryforwards. Based on the available objective evidence, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at April 30, 2017 and January 31, 2017.

The Company did not have any temporary differences for the three months period ended April 30, 2017 and 2016. The Company is subject to U.S. federal and state income tax examinations by tax authorities for the period ended January 31, 2013, 2014, 2015, 2016 and 2017.

7. Notes Pavable

As of April 30, 2017 and January 31, 2017, the Company had the following notes payable.

Notes payable:

Description	April 31, 2017	January 31, 2017
Note payable with interest at 0% per annum due on demand.	\$ 21,750	\$ 21,750
Note payable with interest at 6% per annum due on demand.	7,950	7,950
Note payable with interest at 6% per annum due on demand.	22,000	22,000
Note payable with interest at 6% per annum due on demand.	4,000	4,000
Note payable with interest at 6% per annum due on October 30, 2016.	14,500	14,500
Note payable with interest at 6% per annum due on November 30, 2016.	13,000	13,000
Note payable with interest at 6% per annum due on January 31, 2017.	25,000	25,000
Note payable with interest at 6% per annum due on February 28, 2017.	19,400	19,400
Note payable with interest at 6% per annum due on March 31, 2017.	15,000	15,000
Note payable with interest at 8% per annum due on March 31, 2017.	5,095	5,095
Note payable with interest at 6% per annum due on April 30, 2017.	23,750	23,750
Note payable with interest at 6% per annum due on May 31, 2017.	37,000	37,000
Note payable with interest at 6% per annum due on June 30, 2017.	18,000	18,000
Note payable with interest at 6% per annum due on July 31, 2017.	6,000	6,000
Note payable with interest at 6% per annum due on August 31, 2017.	20,000	20,000
Note payable with interest at 6% per annum due on September 30, 2017.	20,740	20,740
Note payable with interest at 6% per annum due on October 31, 2017.	6,780	6,780
Note payable with due on demand.	415	415
Notes payable with interest at 8% per annum due from October 31, 2017 through May 3, 2018.	47,020	47,020
Notes payable with interest at 8% per annum due from August 13, 2017 through June 30, 2018.	179,612	178,092
Note payable with interest previously at 94% per annum was amended to 38%. Monthly payments of \$665.91 until paid in full.	7,856	7,856
Note payable with interest at 6% per annum due from February 28, 2018 to April 10, 2018.	6,834	-
Note payable with interest at 6% per annum due on January 31, 2019	23,425	23,425
Total	\$ 545,127	\$ 536,773
Total Current Portion	\$ 504,902	\$ 495,456
Total Non-Current Portion	\$ 40,225	\$ 41,317

Convertible notes payable:

Description	April 30, 2017	January 31, 2017
Convertible Notes, amendment dated January 17, 2017 extended maturity date to December 31, 2017 for November 15, 2015 agreement. Amendment increased the convertible from 83,333 shares to 750,000 shares or cash at the lender's request.	15,000	15,000
Convertible Notes, amendment dated January 17, 2017 extended maturity date to December 31, 2017 for September 16, 2016 agreement. Amendment increased the convertible from 166,667 shares to 1,000,000 shares or cash at the lender's request.	20,000	20,000
Convertible Notes, matures December 31, 2017. Convertible to 1,100,000 shares or cash at the lender's request.	22,000	22,000
Total	\$ 57,000	\$ 57,000
Total Current Portion	\$ 57,000	\$ 57,000
Total Non-Current Portion	\$ -	\$ -

Interest expense on the notes payable was \$16,737 for the three months ended April, 2017. The Company is currently working on extending the loans that have recently matured.

8. Equity

Common Stock

In November 2012, the Company issued 275 million of its common shares in the acquisition of Omega Mercantile, Ltd. In addition, the Company issued 100,100,000 shares of its common stock in payment of accrued liabilities totaling \$64,675.

At January 31, 2015 the Company had completed agreements to effect the retirement of the 275,000,000 shares of stock of Omega Mercantile and for the acquisition of Cartel Blue, Inc. and its assets in exchange for 75,000,000 shares of the Company.

In July 2015, 115,704,928 common shares were cancelled. On October 5, 2015, the Company reissued 60,000,000 shares that should not have been cancelled.

In September 2015, the Company issued 1,033,350 common shares to four individuals for \$65,000. With the issuance of the common stock, the Company also issued 1,033,350 in common stock warrants.

In February 2016, the Company issued 71,428 common shares to an individual for \$10,000.

In October 2016, the Company issued 200,000 common shares to an individual for exercising 200,000 warrants for \$5,803.

In October 2016, the Company issued 3,750,000 common shares that were previously cancelled in April 2015.

In January 2017, the Company issued 6,000,000 common shares for stock compensation to a shareholder for value received of \$100,200 or \$0.0167 per share.

In January 2017, the Company issued 6,000,000 common shares for stock compensation to 5 individuals as compensations for consulting services totaling \$94,200 or \$0.0157 per share.

In January 2017, a shareholder returned 10,950,000 common shares for \$20,190 due by December 31, 2017. The shares were immediately cancelled. If the \$20,190 is not paid by December 31, 2017, the Company must issue 10,000,000 shares of common stock to the individual.

In February 2017, the Company issued 1,000,000 common shares to an individual as compensation for consulting services for \$15,700 or \$0.0157 per share.

In March 2017, the Company issued 1,000,000 common shares each to three individuals as compensation for consulting services totaling \$47,100 or \$0.0157 per share.

9. Related Party Transactions

As of April 30, 2017, the Company has loans from the president of the Company in the amount of \$179,612 with interest at 8% per annum and due in 12 or 24 months from the date of the loans. Notes will mature from May 2017 to June 2018. Interest accrued on the loans payable was \$27,298 as of April 30, 2017.

The above related party also provided working capital of \$16,091 as of as of April 30, 2017.

10. Warrants

In September 2015, the Company issued 1,033,350 in common stock warrants with the sale of the 1,033,350 shares of common stock. Each warrant entitles the holder to purchase from the Company one share of its common stock at an exercise price of 50% of the average closing price for the five trading days prior to the exercise of the warrants.

The Company accounts for common stock warrants as either equity instruments or derivative liabilities depending on the specific terms of the warrant agreement. Common stock warrants are accounted for as derivative liabilities if the stock warrants allow for cash settlement or provide for modification of the warrant exercise price in the event subsequent sales of common stock are at a lower price per share than the then-current warrant exercise price. The warrants issued were accounted as an equity instrument.

As of April 30, 2017, outstanding stock warrants consisted of the following:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Balance outstanding, January 31, 2017	833,350	\$ -	3.59
Granted	-	-	-
Exercised	-	-	-
Forfeited/expired	<u> </u>		<u> </u>
Balance outstanding, April 30, 2017	833,350	\$ -	3.34
Exercisable, April 30, 2017	833,350	\$ -	3.34

11. Commitments and Contingencies

Commitments

On June 1, 2015 the Company entered into a lease agreement for its office space, the lease commenced on June 1, 2015 at a cost of \$2,950 per month through May 31, 2016. The lease is currently a month to month lease. For the period ended April 30, 2017, total rent expense was \$8,997.

12. Subsequent Events

Management has evaluated events subsequent through June 19, 2017 for transactions and other events that may require adjustment of and/or disclosure in such financial statements. Management determined that there were no reportable subsequent events to be disclosed.