

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Caduceus Software Systems Corp.

A Wyoming Corporation

1540 Atwood Ave. # 19652

Johnston, RI 02919

(401) 648-0695

www.caducesoftware.net

info@caducesoftware.net

Quarterly Report

For the Quarter Ending: June 30, 2019
(the "Reporting Period")

As of 06/30/2019, the number of shares outstanding of our Common Stock was: 839,600,000

As of 08/16/2019, the number of shares outstanding of our Common Stock was: 839,600,000

As of 03/31/2019, the number of shares outstanding of our Common Stock was: 714,600,000

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐

No: ☒

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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.

Caduceus Software Systems Corp.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated on December 13, 2006 under the laws of the state of Nevada.
The Company was redomiciled to the State of Wyoming on July 6, 2018.

Current Active Status in Wyoming

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

2) Security Information

Trading symbol: CSOC
Exact title and class of securities outstanding: Caduceus Software Systems Corp. Common Stock
CUSIP: 12763A109
Par or stated value: \$0.001

Total shares authorized: 850,000,000 as of date: 08/16/2019
Total shares outstanding: 839,600,000 as of date: 08/16/2019
Number of shares in the Public Float²: 142,100,000 as of date: 08/16/2019
Total number of shareholders of record: 230 as of date: 08/16/2019

Additional class of securities (if any):

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding Preferred A: _____ as of date: _____
Total shares outstanding Preferred B: _____ as of date: _____

Transfer Agent

Name: Island Stock Transfer
Phone: 727-289-0010
Email: abby@islandstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

NONE

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

NONE

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

In May 2017, three shareholders, Avatele Group, LLC., Harmony Ridge Corp., and Maximum Ventures Holdings LLC., each returned 30,000,000 common shares (totaling 90 million common shares), for cancellation by the Company. The shares were returned at no cost to the Company.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of 03/31/2017		*Right-click the rows below and select "Insert" to add rows as needed.							
Opening Balance: Common: 804,600,000									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance?	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). <i>Control persons in italics</i>	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
05/2017	Cancellation	(30,000,000)	Common	\$0.001	No	Avatele Group, LLC - <i>Richard Tang</i>	N/A	Restricted	_____
05/2017	Cancellation	(30,000,000)	Common	\$0.001	No	Harmony Ridge Corp. - <i>Richard Tang</i>	N/A	Restricted	_____
05/2017	Cancellation	(30,000,000)	Common	\$0.001	No	Maximum Ventures Holdings, LLC - <i>Anna Tang</i>	N/A	Restricted	_____
04/19/19	New Issuance	32,500,000	Common	\$0.001	No	Erwin Vahlsing, Jr.	Debt conversion	Restricted	
04/19/19	New Issuance	32,500,000	Common	\$0.001	No	XBRL Associates, Inc. - <i>Erwin Vahlsing, Jr.</i>	Debt conversion	Restricted	
04/19/19	New Issuance	60,000,000	Common	\$0.001	No	Anna Tang	Debt conversion	Restricted	
Shares Outstanding on 03/31/2019 : on 08/16/2019		Ending Balance: Common: 714,600,000 Common: 839,600,000							

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Erwin Vahlsing, Jr.
Title:
Relationship to Issuer: Accountant

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

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

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

The Company's financial statements are incorporated herein.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company is engaged in the development, sales and support of software for industries such as medical EHR and EMR; IT networking; enterprise hardware procurement; and creation of software projects that may be patented, resold or licensed on a fee basis.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

The Company has no subsidiaries or affiliated companies.

- C. A. The form of organization of the Issuer:

- Caduceus Software Systems Corp. is a Wyoming Corporation

- D. B. The Year that the Issuer (or predecessor was organized):

The Company was incorporated on December 13, 2006 under the laws of the state of Nevada.
The Company was redomiciled to the State of Wyoming on July 6, 2018.

The Company's fiscal year end is 03/31

- E. Describe the issuers' principal products or services, and their markets

The Company operates under SIC Codes – 7371 and 7373

6) 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.

Corporate Office: Caduceus Software Systems Corp.
1540 Atwood Ave. # 19652
Johnston, RI 02919

The Company operates as a virtual organization. Employees and consultants operate out of their individual offices and locations. In addition, the Company owns servers and software systems that are co-located in several commercial, secured cyber centers by which the Company is able to provide its services to clients.

7) 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 or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Richard Tang</u>	<u>CEO & Director</u>	_____	<u>93,117,200</u>	<u>Common Restricted</u>	<u>59.1%</u>	_____
<u>Anna Tang</u>	<u>Control Person</u>	_____	<u>60,000,000</u>	<u>Common Restricted</u>	<u>14.3%</u>	_____
<u>Erwin Vahlsing, Jr.</u>	<u>CFO</u>	<u>Johnston, RI</u>	<u>65,000,000</u>	<u>Common Restricted</u>	<u>7.7%</u>	

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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);

NONE

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;

NONE

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

NONE

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.

NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Milan Saha, Esq.
Firm:
Address 1: 80 Barton Road
Address 2: Plattsburgh, NY 12901
Phone: (646) 397-9056
Email: milansaha.esq@gmail.com

Accountant or Auditor

Name: Erwin Vahlsing, Jr.
Firm: XBRL Associates, Inc.
Address 1: PO Box 19652
Address 2: Johnston, RI 02919
Phone: (401) 648-0802
Email: evahlsing@xbrlassociates.com

Investor Relations Consultant

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

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Richard Tang certify that:

1. I have reviewed this Quarterly Report for the three-month period ended June 30, 2019 of Caduceus Software Systems Corp.
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.

08/18/2019

Date

/s/ Richard Tang

CEO's Signature

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Erwin Vahlsing, Jr. certify that:

1. I have reviewed this Quarterly Report for the year ended June 30, 2019 of Caduceus Software Systems Corp.
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.

08/18/2019

Date

/s/ Erwin Vahlsing, Jr.

CFO's Signature

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Caduceus Software Systems Corp.

Quarterly Report

For the Three-Months Ended

June 30, 2019

Caduceus Software Systems, Inc.
Quarterly Report
For the Quarter Ended June 30, 2018

Item 1. Name of Issuer and Address of Executive Offices

Item 2. Shares Outstanding

Item 3. Annual Financial Statements

Unaudited Balance Sheets at June 30, 2019 and March 31, 2019

Unaudited Statements of Operations for the three months ended June 30, 2019 and 2018

Unaudited Statements of Stockholders Deficit for the three months ended June 30, 2019 and the fiscal years ended March 31, 2019 and 2018

Unaudited Consolidated Statements of Cash Flows for the three months ended June 30, 2019 and 2018

Notes to the Unaudited Consolidated Financial Statements

Item 4. Management Discussion and Analysis

Item 5. Legal Proceedings

Item 6. Default on Senior Securities

Item 7. Other Information

Item 8. Exhibits

Item 9. Certifications

Item 1 Name of Issuer and Address of Executive Offices

The Company was incorporated under the laws of the State of Nevada, U.S. on December 13, 2006 under the name Bosco Holdings Inc. On March 1, 2011, the Company changed its name from Bosco Holdings Inc. to Caduceus Software Systems Corp. The Company was in the development stage as defined under Accounting Codification Standard (“ASC”) 915, “Development Stage Entities”, and its efforts were primarily devoted marketing and distributing laminate flooring to the wholesale and retail markets throughout North America.

On June 9, 2011, the Company entered into a Licensing Agreement for the exclusive license to software optimized for use in the medical industry for patient management, patient appointment scheduling, physician memorandum recording, medical symptom and ailment recording and digital image recording. The Company is now in the business of providing medical software to medical professionals. The Company has not generated any revenue to date and consequently its operations are subject to all risks inherent in the establishment of a new business enterprise. Effective with this filing, the Company will not continue to report as “Development Stage” as permitted by recent changes in the ASC’s.

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2019, and for all periods presented herein, have been made.

The results of operations for the three months ended June 30, 2019 are not necessarily indicative of the operating results for future periods.

We are located at 1530 Atwood Ave. #19652, Johnston, RI 02919. Our telephone number is (401) 648-0695, our fax number is (401) 648-0699, our e-mail address is info@caduceussoftware.net, and our homepage on the world-wide web is at www.caduceussoftware.net.

Item 2 Shares outstanding at June 30, 2019*Preferred Series Stock; par value \$0.001*

Authorized Shares:	50,000,000
Shares Issued and Outstanding:	None
Freely tradable shares:	0
Total number of beneficial shareholders:	0
Total number of shareholders of record:	0

Common Shares; par value \$0.001

Authorized Shares:	850,000,000
Shares Issued and Outstanding:	839,600,000
Freely tradable shares:	142,100,000
Total number of beneficial shareholders:	3
Total number of shareholders of record:	13

Item 3 Annual Unaudited Financial Statements

Unaudited Balance Sheets at June 30, 2019 and March 31, 2019	F-1
Unaudited Statements of Operations for the three-month periods ended June 30, 2019 and 2018	F-2
Unaudited Statements of Stockholders Deficit for the three-month period ended June 30, 2019 and fiscal years ended March 31, 2019 and 2018	F-3
Unaudited Statements of Cash Flows for the three-month periods ended June 30, 2019 and 2018	F-4
Footnotes to the Statements of June 30, 2019	F-5 to F-10

CADUCEUS SOFTWARE SYSTEMS CORP.
BALANCE SHEET
(Unaudited)

	<u>June 30, 2019</u>	<u>March 31, 2019</u>
<u>ASSETS</u>		
Current assets:		
Cash	\$ -	\$ -
Prepaid expenses - current	-	-
Total current assets	-	-
Fixed and intangible assets:		
Office equipment	18,000	18,000
Software systems	575,000	575,000
Total fixed and intangible assets	593,000	593,000
Accumulated amortization and depreciation	(471,719)	(453,750)
Fixed and intangible assets, net	121,281	139,250
Total assets	\$ 121,281	\$ 139,250
<u>LIABILITIES AND STOCKHOLDERS DEFICIT</u>		
Current liabilities:		
Bank overdraft	\$ -	\$ 443
Accounts payable and accrued expenses	278,714	319,414
Accrued interest	8,728	8,371
Notes payable - related parties	4,970,904	5,043,854
Loans from officer	80,455	72,205
Total current liabilities	5,338,801	5,444,287
Total liabilities	5,338,801	5,444,287
Commitments and contingencies	-	-
Stockholders' deficit		
Preferred stock - \$0.001 par value, authorized - 100,000,000 shares; Series A Convertible Preferred stock - \$0.001 par value, 50,000,000 shares designated; issued and outstanding – 0 and 0 shares, respectively	-	-
Series B Preferred stock - \$0.001 par value, 50,000,000 shares designated; issued and outstanding - 0 and 0 shares, respectively	-	-
Common stock - \$0.001 par value, authorized - 850,000,000 shares; issued and outstanding - 839,600,000 and 714,600,000 shares, respectively	839,600	714,600
Additional paid-in capital	4,607,064	4,607,064
Accumulated deficit	(10,664,184)	(10,626,701)
Total stockholders' deficit	(5,217,520)	(5,305,037)
Total liabilities and stockholders' deficit	\$ 121,281	\$ 139,250

See accompanying notes to the consolidated financial statements

CADUCEUS SOFTWARE SYSTEMS CORP.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended	
	June 30, 2019	June 30, 2018
Revenues	\$ -	\$ 966
Cost of sales	17,969	21,969
Gross profit	(17,969)	(21,003)
Operating expenses:		
Selling expenses	500	705
General and administrative	18,300	18,699
Total operating expenses	18,800	19,404
Loss from operations	(36,769)	(40,407)
Other Income / (Expense):		
Interest expense	(714)	-
Total other expenses	(714)	-
Net loss applicable to common stockholders	\$ (37,483)	\$ (40,407)
Per share data		
Net Loss per share - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding- basic and diluted	813,501,099	725,695,890
See accompanying notes to the consolidated financial statements		

CADUCEUS SOFTWARE SYSTEMS CORP.
STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Common Stock (\$.001 par value)		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount			
<u>Balance, FYE March 31, 2018</u>	714,600,000	\$ 714,600	\$ 4,607,064	\$ (10,474,775)	\$ (5,153,111)
Net loss	-	-	-	(151,926)	(151,926)
<u>Balance, FYE March 31, 2019</u>	714,600,000	714,600	4,607,064	(10,626,701)	(5,305,037)
Shares issued on conversion of debt	125,000,000	125,000	-	-	125,000
Net loss	-	-	-	(37,483)	(37,483)
<u>Balance, June 30, 2019</u>	839,600,000	\$ 839,600	\$ 4,607,064	\$ (10,664,184)	\$ (5,217,520)

See accompanying notes to the consolidated financial statements

CADUCEUS SOFTWARE SYSTEMS CORP.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the three months ended	
	June 30, 2019	June 30, 2018
Cash flows from operating activities:		
Net loss	\$ (37,483)	\$ (40,407)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	17,969	17,969
Changes in operating asset and liability account balances:		
Accounts payable and accrued expenses	9,568	23,403
Total adjustments	27,537	41,372
Net cash used in operating activities	(9,946)	966
Cash flows from investing activities		
Net cash used in investing activities	-	-
Cash flows from financing activities:		
Cash overdraft	(443)	-
Proceeds from officer loans	8,250	-
Proceeds from related party notes	1,800	-
Net cash provided by financing activities	9,607	-
Net increase (decrease) in cash	-	966
Cash at beginning of period	-	8,611
Cash at end of period	\$ -	\$ 9,577
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Supplemental Schedules of Noncash Investing and Financing Activities:		
Conversion of notes payable and accrued interest into common stock	\$ 125,000	\$ -
Common stock issued for services	\$ -	\$ -
See accompanying notes to the consolidated financial statements		
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CADUCEUS SOFTWARE SYSTEMS CORP.

Notes to the Financial Statements For the Three-Month Periods Ended June 30, 2019 and 2018 (Unaudited)

1. NATURE OF OPERATIONS

The Company was incorporated under the laws of the State of Nevada, U.S. on December 13, 2006 under the name Bosco Holdings Inc. On March 1, 2011, the Company changed its name from Bosco Holdings Inc. to Caduceus Software Systems Corp. The Company was in the development stage as defined under Accounting Codification Standard (“ASC”) 915, “Development Stage Entities”, and its efforts were primarily devoted marketing and distributing laminate flooring to the wholesale and retail markets throughout North America. On June 9, 2011, the Company entered into a Licensing Agreement for the exclusive license to software optimized for use in the medical industry for patient management, patient appointment scheduling, physician memorandum recording, medical symptom and ailment recording and digital image recording. The Company is now in the business of providing medical software to medical professionals. The Company has not generated any revenue to date and consequently its operations are subject to all risks inherent in the establishment of a new business enterprise.

On July 6, 2018, the Company redomiciled from the State of Nevada to the State of Wyoming.

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, stockholders’ deficit, and cash flows at June 30, 2019, and for all periods presented herein, have been made.

The results of operations for the three-month period ended June 30, 2019 is not necessarily indicative of the operating results for future periods.

2. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. For the three-month period ended June 30, 2019, the Company had a net loss of \$37,483. As of June 30, 2019, the Company had a working capital deficit of \$5,338,801. In view of these matters, the Company’s ability to continue as a going concern is dependent upon the continued financial support from its management, its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and its ability to grow operations and to achieve a level of profitability. The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes and proceeds from sub-licensing agreements until such time that funds provided by operations are sufficient to fund working capital requirements. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. The outcome of these matters cannot be predicted at this time. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Cash and Cash Equivalents

For purposes of Statements of Cash Flows, the Company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. Included in these estimates are assumptions about collection of accounts receivable, impairment of intangibles, useful life of property and equipment, stock-based compensation, beneficial conversion of convertible notes payable, deferred income tax asset valuation allowances, and valuation of derivative liabilities.

Foreign Currency Translation

The financial statements are presented in United States dollars. In accordance with ASC-830, "Foreign Currency Matters", foreign denominated monetary assets and liabilities are translated into their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rates prevailing on the transaction date. Revenue and expenses are translated at average rates of exchange during the period. Gains or losses resulting from foreign currency transactions are included in results of operations.

Fair Value of Financial Instruments

The carrying value of cash, accounts payable and accrued liabilities, loans from related party and loan payable approximates their fair value because of the short maturity of these instruments. Unless otherwise noted, it is management's opinion the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis (temporary differences). The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. At June 30, 2019, a full-deferred tax asset valuation allowance has been provided and no deferred tax asset has been recorded.

Basic and Diluted Loss Per Share

The Company computes loss per share in accordance with ASC-260, "Earnings per Share" which requires presentation of both basic and diluted earnings per share on the face of the statement of operations. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted loss per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive.

The Company has no potential dilutive instruments and accordingly basic loss and diluted loss per share are equal.

Long-Lived Assets

The Company has adopted ASC-360, "Property, Plant and Equipment" which requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of

intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC-360 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

Research and Development

The Company accounts for research and development costs in accordance with the ASC-730, "Research and Development". Under ASC-730, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company incurred research and development expenditures of \$0 for the periods ended June 30, 2019 and 2018.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. At June 30, 2019, the Company has cash in the amount of \$0. The Company places its cash and temporary cash investments with credit quality institutions.

Revenue Recognition

The Company will recognize revenue in accordance with ASC-605, "Revenue Recognition," which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts.

Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company will defer any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Advertising

The Company follows the policy of charging the costs of advertising to expenses incurred. The Company incurred \$0 in advertising costs during the periods ended June 30, 2019 and 2018.

Stock-based Compensation

The Company records stock-based compensation in accordance with the guidance in ASC-718, "Compensation - Stock Compensation," which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

Recent accounting pronouncements

In November 2016, the FASB issued Accounting Standards Update No. ("ASU") 2016-20, an amendment to Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU addressed several areas related to contracts with customers. This topic is not yet effective and will become effective with Topic 606. We are currently evaluating the effect ASU 2016-20 will have on our consolidated financial statements.

In July 2017, the FASB issued Accounting Standards Update No. ("ASU") 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480) and Derivatives and Hedging (Topic 815). The amendments in this Update provide guidance about:

1. Accounting for certain financial instruments with down round features
2. Replacement of the indefinite deferral for mandatorily redeemable financial instruments of certain non-public entities and certain non-controlling interests

The amendments in Part I of this Update change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. The amendments also clarify existing disclosure requirements for equity-classified instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (EPS) in accordance with Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. Convertible instruments with embedded conversion options that have down round features are now subject to the specialized guidance for contingent beneficial conversion features (in Subtopic 470-20, Debt—Debt with Conversion and Other Options), including related EPS guidance (in Topic 260).

The amendments in Part II of this Update recharacterize the indefinite deferral of certain provisions of Topic 480 that now are presented as pending content in the Codification, to a scope exception. Those amendments do not have an accounting effect.

The amendments in Part I of this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

Early adoption is permitted for all entities, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments in Part 1 of this Update should be applied in either of the following ways: 1. Retrospectively to outstanding financial instruments with a down round feature by means of a cumulative effect adjustment to the statement of financial position as of the beginning of the first fiscal year and interim period(s) in which the pending content that links to this paragraph is effective 2. Retrospectively to outstanding financial instruments with a down round feature for each prior reporting period presented in accordance with the guidance on accounting changes in paragraphs 250-10-45-5 through 45-10.

The amendments in Part II of this Update do not require any transition guidance because those amendments do not have an accounting effect.

The impact this ASU will have on the Company's consolidated financial statements is expected to be immaterial.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging, (Topic 815), Targeted Improvements to accounting for Hedging Activities.

The amendments in this update provide guidance about:

The amendments in this Update better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements.

For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early application is permitted in any interim period after issuance of the Update.

Transition Requirements for cash flow and net investment hedges existing at the date of adoption, an entity should apply a cumulative-effect adjustment related to eliminating the separate measurement of ineffectiveness to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings as of the beginning of the fiscal year that an entity adopts the amendments in this Update. The amended presentation and disclosure guidance is required only prospectively.

The impact this ASU will have on the Company's consolidated financial statements is expected to be immaterial.

In September 2017, the FASB issued ASU 2017-13, Revenue Recognition (Topic 605), Revenue from Contracts with Customers (Topic 606), Leases (Topic 840 and Leases (Topic 842). The amendments in this update provide guidance about:

The transition provisions in ASC Topic 606 require that a public business entity and certain other specified entities adopt ASC Topic 606 for annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. All other entities are required to adopt ASC Topic 606 for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019.

The transition provisions in ASC Topic 842 require that a public business entity and certain other specified entities adopt ASC Topic 842 for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. All other entities are required to adopt ASC Topic 842 for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020.

The impact this ASU will have on the Company's consolidated financial statements is expected to be immaterial.

In November 2017, the FASB issued ASU 2017-14, Income Statement – Reporting Comprehensive Income (Topic 220), Revenue Recognition (Topic 605) and Revenue from Contracts with Customers (Topic 606). The amendments in this update provide guidance about:

Certain amendments made to SEC materials and staff guidance relating to Operating-Differential subsidiaries, and amendments to the wording and disclosure requirements of Topic 605, Revenue Recognition.

Any new accounting standards, not disclosed above, that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

4. EQUITY

Equity consists of the following:

- **Common Stock** Par value \$0.001 per share
850,000,000 Authorized
- **Preferred Stock** Par value \$0.001 per share
100,000,000 Authorized
Can be issued in one or more series at the discretion of the Board of Directors
Board can assign preferences, conversion rights, etc. at their discretion

Common Stock

As of June 30, 2019, there are 839,600,000 of common stock issued and outstanding

In May 2017, the Company cancelled 90,000,000 common shares. The shares were returned by three separate holders who returned them to treasury for cancellation.

In April 2019, the Company issued 65,000,000 shares to a consultant in exchange for accrued payables. The shares were issued at \$0.001 per share.

In April 2019, the Company issued 60,000,000 shares to a consultant in exchange for accrued payables. The shares were issued at \$0.001 per share.

Preferred Stock

On December 14, 2018, the Company created 100,000,000 shares of preferred stock, in two series (A & B). Each series is 50,000,000 shares. None has been issued as of the date of this report.

5. LOANS PAYABLE

As of June 30, 2019, the Company owes an unrelated third party \$15,579 carried over from the fiscal year end in 2016. The loan is non-interest bearing, and due on demand.

As of June 30, 2019, the Company owes \$10,321 to two unrelated third parties carried over from the fiscal year end in 2016. The loan is non-interest bearing, and due on demand.

As of June 30, 2019, the Company owes \$4,869,954 in connection with a previously discontinued acquisition of the medical management software (Caduceus MMS) it was licensing. In connection with the cancellation of the license agreement, the Company assumed the debt owed by Sygnit to a third party. The loan is non-interest bearing and is due on demand. Sygnit has transferred the debt to Richard Tang, who is a director of Sygnit, and now holds this debt. The claim of the debt by Sygnit is extinguished by a release letter and a Sygnit board resolution that transfers the debt from Sygnit to Richard Tang, and can be referred by an internal document titled Full Release Letter.pdf and Caduceus Termination of License with Sygnit and transferred to Richard Tang.pdf

As of June 30, 2019, the Company owes \$73,250 to XBRL Associates, Inc. in connection with accounting, filing, and other management and consulting services provided over the last 2 fiscal years.

6. RELATED PARTY TRANSACTIONS

As of June 30, 2019, the Company owes \$29,603 to its previous president and CEO for unsecured advances made to the Company from 2011 through 2012. The loan is non-interest bearing, due upon demand and unsecured.

As of June 30, 2019, the current CEO, president and director of the Company has loaned the Company \$50,852 to cover operating costs. The loan is non-interest bearing, due upon demand and unsecured.

As of June 30, 2019, CEN Biotech (with whom the Company has a pending merger) has loaned the Company \$1,800 to cover certain fees connected with the transaction.

7. CONTINGENCY

The Company disputes charges with RBSM LLP (predecessor auditor) for the review of the Form 8-K and correspondence with the successor auditor during 2008, in amount of \$3,025. The Company examined the invoices and determined that charges for the review of the 8K and correspondence with the successor auditor are excessive.

8. SUBSEQUENT EVENTS

The Company has determined the following material subsequent events up to and including the date of the issuance of these financial statements that warrant disclosure or recognition in the financial statements.

On June 21, 2019, CEN Biotech, Inc. (CEN) entered into a Merger Agreement (the “Merger Agreement”) with Caduceus Software Systems Corp., a Wyoming corporation (“CSOC”), which was reviewed and approved by the Board of Directors of CEN on June 21, 2019. This transaction follows the signing of a Non-Binding Term Sheet with CSOC on May 15, 2019, in which, CEN and CSOC agreed to undertake a merger transaction to combine the two companies’ operations and negotiate and enter into a definite agreement to affect the transaction.

Item 4 Management Discussions and Analysis

THE FOLLOWING ANALYSIS OF THE RESULTS OF OPERATIONS AND FINANCIAL CONDITION OF THE COMPANY SHOULD BE READ IN CONJUNCTION WITH THE CONSOLIDATED FINANCIAL STATEMENTS, INCLUDING THE NOTES THERETO OF THE COMPANY, CONTAINED ELSEWHERE IN THIS REPORT.

Forward-looking statements in this report may prove to be materially inaccurate. In addition to historical information, this report contains forward-looking information that involves risks and uncertainties. The words "may", "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify forward-looking statements. Actual results may differ materially from those included within the forward-looking statements as a result of factors, including the risks described above and factors described elsewhere in this report.

Strategy

Our goal is to be a leading and innovative provider of Software Services to medical practices around the world. Our **Caduceus MMS**® software provides a full suite of services for management of the entire medical practice bridging the gap of many software offerings by providing modular components that unite both the Electronic Health Record (“EHR”) and the Electronic Medical Billing (“EMB”) to streamline the management of any practice, anywhere in the world.

Our overall strategy utilizes our core competencies in the design, deployment and management of software and systems to provide installations on small local networks in the medical practice office, to larger systems in medical facilities. With our software, there can, with proper planning, be nominal costs incurred as offices upgrade and gear up for larger client bases.

SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 3 to the unaudited consolidated financial statements included in the Company’s Financial Statements for the three months ended June 30, 2019 attached hereto. Management believes that the application of these policies on a consistent basis enables the Company to provide useful and reliable financial information about the company’s operating results and financial condition.

Results of operations

Three months ended June 30, 2019 and 2018.

Revenue and Cost of Sales

During the three months ended June 30, 2019 and 2018, the Company recorded sales in the amount of \$0 and \$966, respectively.

During the three months ended June 30, 2019 and 2018, the Company recorded Cost of Sales expenses of \$17,969 and \$21,969 respectively, for depreciation of the software which had been capitalized and programmer expenses.

Selling, general and administrative expenses

General and administrative expenses consist primarily of consulting compensation and expenses for executive, administrative and operations, including legal and accounting fees, and facility and office-related costs such as Internet and web hosting, and depreciation expense.

For the three months ended June 30, 2019 and 2018, the Company recorded expenses of \$500 and \$705, respectively.

The decrease in SG&A was primarily the result of decreased website fees during the three months. All other SG&A expenses were nominal year to year.

Interest Expense

For the three months ended June 30, 2019 and 2018, the Company recorded interest expense of \$714 and \$0, respectively.

Net Loss

For the three months ended June 30, 2019 and 2018, the Company had a loss of \$37,483 and \$40,407 respectively.

The significant difference for the year as compared to the same period last year is mainly due to the decrease in revenue recorded during the current year versus the prior year.

Income Taxes

No provision for federal and state income taxes has been recorded as the Company incurred net operating losses since inception. The net operating losses will be available to offset any future taxable income. Given the Company's operating history, losses incurred to date and the difficulty in accurately forecasting future results, management does not believe that the realization of the potential future benefits of these carry forwards meets the criteria for recognition of a deferred tax asset required by generally accepted accounting principles. Accordingly, a full 100% valuation allowance has been provided.

Cash and cash equivalents were \$0 at June 30, 2019. Net cash used in operating activities of \$9,946 was derived from the net loss from operations offset by increases in accounts payable and expenses for depreciation and amortization, and additions to officer and shareholder notes.

At June 30, 2019, the Company had a working capital deficit of \$5,338,801. The Company made no capital expenditures during the three-month period ended June 30, 2019.

During the three months ended June 30, 2019 and 2018, the Company issued the following shares of common stock:

- In April 2019, the Company issued 65,000,000 shares to a consultant in exchange for accrued payables. The shares were issued at \$0.001 per share.
- In April 2019, the Company issued 60,000,000 shares to a consultant in exchange for accrued payables. The shares were issued at \$0.001 per share.

During the three months ended June 30, 2019 and 2018, the Company converted \$0 and \$130,000, respectively in accounts payable to a note payable to an officer of the Company.

Item 5. Legal proceedings

None

Item 6. Defaults upon senior securities

None

Item 7. Other information

None

Item 8. Exhibits

None

Certification of Chief Executive Officer
Item 9.1

I, Richard Tang, certify that:

1. I have reviewed this Quarterly Disclosure Statement of Caduceus Software Systems Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

August 18, 2019

/s/ Richard Tang

Chief Executive Officer

Certification of Chief Financial Officer
Item 9.2

I, Erwin Vahlsing, Jr., certify that:

1. I have reviewed this Quarterly Disclosure Statement of Caduceus Software Systems Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

August 18, 2019

/s/ Erwin Vahlsing, Jr.
Chief Financial Officer