

**Annual Report**  
**For Year Ending November 30, 2016**



**Herborium Group, Inc.**

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

Herborium Group, Inc. from November 30, 2006 to present  
Pacific Magtron International Corporation from September 18, 2006 to November 30, 2006  
Herborium, Inc. from November 20, 2000 to September 18, 2006  
Wildfire Capital Corporation from inception on January 8, 1996 to November 20, 2000

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

Company Headquarters:  
Herborium Group, Inc.  
One Bridge Plaza N  
Suite 275  
Fort Lee, NJ 07024  
Phone: (201) 849-4431  
Fax: (866) 880-4817  
Email: [dragnes@herborium.com](mailto:dragnes@herborium.com)  
Websites: [www.herborium.com](http://www.herborium.com); [www.acnease.com](http://www.acnease.com); [www.herboriumsh.com](http://www.herboriumsh.com);  
[www.lastingenergy.com](http://www.lastingenergy.com)

3.) Security Information

Trading Symbol: HBRM.PK  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 42703A 208  
Par or Stated Value: \$0.001 per share of common stock  
Total Shares Authorized: 10,000,000,000 shares of common stock as of 11/30/16  
Total Shares Outstanding: 2,202,945,450 shares of common stock as of 11/30/16

Transfer Agent:

Colonial Stock Transfer Company, Inc.

66 Exchange Place, Suite 100

Salt Lake City, UT 84111

Phone: (801) 355-5740

Fax: (801) 355-6505

Colonial Stock Transfer Company, Inc. is registered under the Exchange Act.

List any restrictions on the transfer of the security:

None

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

None

#### 4.) Issuance History

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

A. The nature of each offering;

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

C. The number of shares offered;

D. The number of shares sold;

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

F. The trading status of the shares; and

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

April 16, 2015 - 152,273,640 shares issued to Tarpon Bay Partners for a note conversion of \$25,000

April 16, 2015 - 49,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$20,000

March 26, 2015 - 49,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$9,449.00

March 24, 2015 - 46,989,120 shares issued to Tarpon Bay Partners for note conversion of \$15,528.66

February 10, 2015 - 50,377,100 shares issued to Tarpon Bay Partners for note conversion of \$15,528.66

February 3, 2015 - 65,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$17,049.86

January 30, 2015 - 1,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion in the amount of \$10,200

January 28, 2015 - 68,025,151 shares issued to Tide Pool Capital for note conversion in the amount of \$13,605.00

January 22, 2015 - 80,377,100 shares issued to Tarpon Bay Partners for note conversion balance of \$5,675

January 21, 2015 - 20,448,360 shares issued to Tarpon Bay Partners for note conversion balance of \$8,365

January 21, 2015 - 3,205,881 shares issued to Tide Pool Capital for note conversion in the amount of \$4,085

January 14, 2015 - 43,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$8,600

January 12, 2015 - 38,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion balance of \$15,388

January 8, 2015 - 29,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$5,800

January 5, 2015 - 22,400,000 shares issued to Black Arch Opp. Fund LP for a note balance of \$9,066.87

January 2, 2015 - 20,479,260 shares issued to Tarpon Bay Partners for note conversion of \$8,365

December 23, 2014 - 15,639,784 shares issued to Tarpon Bay Partners to reset note of \$10,680

December 22, 2014 - 15,200,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$15,125.87

December 18, 2014 - 13,000,000 shares issued to Black Arch Opp. Fund LP for a note conversion of \$15,628.87

December 17, 2014 - 11,093,856 shares issued to Tarpon Bay Partners LLC for the reset and balance of the cancellation of debt in the amount of \$12,550

December 10, 2014 - 6,825,087 shares issued to Tarpon Bay Partners for cancellation of debt in the amount of \$12,950

December 1, 2014 - 6,820,664 shares issued to Tarpon Bay Partners for cancellation of debt in the amount of \$15,250

November 21, 2014 - 6,816,780 shares issued to Tarpon Bay Partners LLC for cancellation of debt in the amount of \$18,225

November 14, 2014 - 5,684,942 shares issued to Tide Pool Capital for cancellation of debt in the amount of \$33,370

November 13, 2014 - 3,116,225 shares issued to Tarpon Bay Partners LLC for cancellation of debt in the amount of \$19,950

November 10, 2014 - 5,909,271 shares issued to Black Arch Partners for a \$25,000 Note

October 31, 2014 - 4,171,429 shares issued to Black Arch Partners for cancellation of debt in the amount of \$25,000

October 30, 2014 - 3,900,000 shares issued to Tide Pool Capital for cancellation of debt in the amount of \$36,326.85

October 29, 2014 - 3,111,707 shares issued to Tarpon Bay Partners LLC for cancellation of debt in the amount of \$21,525

October 24, 2014 - 3,204,196 shares issued to Black Arch Partners for cancellation of debt in the amount of \$20,000

October 21, 2014 - 2,872,727 shares issued to Black Arch Partners for cancellation of debt in the amount of \$15,800

October 21, 2014 - 778,646 shares issued to Tide Pool Capital for cancellation of debt in the amount of \$8,000

October 20, 2014 - 2,742,452 shares issued to Tarpon Bay Partners LLC for cancellation of debt in the amount of \$18,500

October 8, 2014 - 1,966,667 shares issued to Black Arch Capital for cancellation of debt in the amount of \$8,900

October 8, 2014 - 2,340,000 shares were issued to Tide Pool Capital for cancellation of debt in the amount of \$10,000

October 6, 2014 - 1,963,544 shares were issued to Tarpon Bay Partners for cancellation of debt in the amount of \$10,000

September 25, 2014 - 1,865,449 shares issued to Tarpon Bay Partners for cancellation of debt in the amount of \$10,000

September 16, 2014 - 1,195,574 shares issued to Tarpon Bay Partners for cancellation of debt in the amount of \$10,000

September 2, 2014 - 1,346,609 shares issued to Tarpon Bay Partners for cancellation of debt in the amount of \$10,000

August 1, 2014 - 1,347,106 shares issued to Tarpon Bay Partners LLC for a cancellation of debt in the amount of \$25,000

August 6, 2014 - 1,040,461 shares issued to Tarpon Bay Partners LLC for a cancellation of debt in the amount of \$20,000

July 17, 2014 - 1,037,543 shares issued to Tarpon Bay Partners LLC for a cancellation of debt in the amount of \$20,000

June 6, 2014 - 671,490 shares issued to Tarpon Bay Partners LLC for a cancellation of debt in an amount of \$3,365

June 19, 2014 - 500,000 shares issued to Tarpon Bay Partners LLC for a cancellation of debt in the amount of \$1,455

February 26, 2014 - 129,352 shares issued to Tarpon Bay Partners LLC for a cancellation of debt in the amount of \$27,500

January 27, 2014 - 1.5 million shares issued to Agnes P. Olszewski in exchange to release \$600,000 of debt resulting from deferred salaries

January 27, 2014 - 1 million shares issued to James P. Gilligan in exchange to release of \$570,000 of debt resulting from deferred salaries

5.) Financial Statements

All financial statements are posted on otcmarkets.com as “Quarterly Financial Statements for Period Ending 11/30/16”

- A. Balance Sheet
- B. Statement of Income
- C. Statement of Cash Flows
- D. Financial Notes

6.) Describe the Issuer’s Business, Products and Services

- A. A description of the issuer’s business operations;

Herborium Group, Inc., a botanical therapeutics® company, develops, licenses, and markets proprietary, botanical based medicinal products to consumers and healthcare professionals. The Company’s business model focuses on emerging market opportunities led by the growth of a new market sector located between high-cost, high-risk, ethical pharmaceuticals and commoditized classic nutraceuticals (supplements). The Company uses clinical validation and a proactive regulatory strategy based on the FDA Guidance for Industry: Botanical Drug Products (FDA Guidance 2004) to establish and maintain a differential advantage. Herborium harvests its therapeutic candidates from Traditional Chinese Medicine (TCM) and utilizes Western regulatory, clinical and marketing strategies to upgrade the formulations and introduce the products to the Western markets. The Company’s flagship product is AcnEase®, a proprietary, all-natural product that improves conditions associated with acne and Rosacea which affects over 120 million people in the USA, Canada and EU alone. The Company also secured a pipeline of products in the following areas: Prostate Health, Liver Diseases including Hepatitis and Cirrhosis, and Male and Female Sexual Health and select sexual disorders resulting from cardiovascular disease, use of anti-depressants, surgical procedures, and other problems; and healthy energy management with a special focus on depletion of energy due to competitive sports, high-level stress, extensive sexual activities, as well as other conditions that are physically and psychologically demanding on a long-term or temporary basis. Herborium Group,

Inc. sells its products in the United States, the United Kingdom, and continental Europe through a network of distributors, specialty retailers, and e-commerce.

Herborium Group, Inc. offers a business model designed to capitalize on emerging market opportunities in the healthcare sector led by regulatory, market and technological trends. Due to the unique blend of management's expertise, diversified proprietary Botanical Therapeutics® portfolio, and innovative market development strategies, Herborium is positioned to take advantage of these opportunities and to provide value to its stockholders.

Changing FDA perspectives with respect to botanical drugs now encourage the performance of Phase I and Phase II clinical studies. Herborium has developed preliminary collaborative relationships with proactive medical institutions (in the USA and UK and both private and government supported TCM research institutions in the People's Republic of China (PRC) and Hong Kong. These alliances will facilitate product development and clinical studies to be performed following financing. Successful completion of these studies will allow advertising claims of "Clinically Proven" which will greatly facilitate marketing efforts and possibly also include partial reimbursement opportunities for selected products (Several HMOs in the USA already reimburse preventive and alternative therapies). In selected clinically and market justified cases, Herborium may pursue further clinical testing to develop botanical drugs rather than *botanical therapeutics*® and take advantage of both the pharmaceuticals market and licensing opportunities.

B. Date and State of Incorporation;

The Company was incorporated under the laws of the State of Delaware in November of 2000 as Herborium, Inc. and reincorporated as Herborium Group, Inc. in September 2006 under the laws of the State of Nevada.

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

Primary SIC Code - #2833 Medicinal Chemicals and Botanical Products  
Secondary SIC Code - Not applicable

D. The issuer's fiscal year end date;

November 30

E. Principal products or services, and their markets

Herborium's products address healthcare problems that are not met satisfactorily by conventional ethical pharmaceuticals. This market strategy targets niche mar-

ket demands resulting from the gap between consumer's healthcare needs and currently available treatment options. The single largest medical concern in Western markets is the safety of drugs, especially those that are used for chronic medical conditions as evidenced by the recent FDA advisory committee meeting regarding Avandia; the Type II diabetes drug marketed by GSK and safety concerns relating to the bisphosphonate class of osteoporosis drugs which resulted in an FDA safety warning. TCM based products, due to their long standing history of use and natural ingredients, offer a solution to the consumer's demand for safe and effective medicines. The Company launched its first product, AcnEase®, in 2002, for the treatment of Acne and Rosacea. Despite limited financial resources, AcnEase® sales have totaled over \$10 million to date. In addition, AcnEase® has attained high brand recognition and is consistently ranked high for consumer satisfaction by its loyal customers (over 38% of AcnEase users are returning customers). AcnEase® has also been featured in medical journals including: *The Generalist* and *Journal of Dermatology in Great Britain*.

The Company believes that the market potential for AcnEase® is substantial when considering epidemiologic data from the American Dermatologist Association and National Institute of Arthritis and Musculoskeletal and Skin Diseases Website (Division of National Institutes of Health). These references report that in the US alone, nearly 85% of people between the ages of 12 and 24 develop acne and over 60-70 million Americans have existing acne and 17 million suffer from Rosacea. In addition, during the last decade, the average age of acne sufferers has increased from 20.5 years old to 25.5 years old, creating market pressure to provide adequate treatment. AcnEase® Facebook has over 10,000 adult followers. AcnEase® is presently sold in the USA, Canada, the European Union (the UK and France account for a majority of the sales in the EU), Australia, Hong Kong and Singapore.

Herborium has secured a long term pipeline of suppliers of additional products in the areas of Prostate Health, Liver Disease (including liver damage due to Hepatitis and Cirrhosis), and Women's and Men's Sexual Health as well as a wellness product for the restoration of energy, jet-lag and hang-over symptoms. These products focus on areas of both medical needs and consumer demand. The first products to be launched after AcnEase® are Lasting Pleasure® for Women, Lasting Power® for Men and Lasting Energy®. Together, this represents over \$15 Billion in market opportunity in the wellness sector. All three products are herbal proprietary formulations with validated efficacy and safety profiles. The formulation is complete and the manufacturing of the first batch of these products took place in August 2014. They are presently in the process of being packaged and the marketing and branding strategies are being finalized.

Herborium has also developed a content product, the *Virtual Institute for Botanical Therapeutics® (VIBT)*, which serves as an innovative marketing tool for Her-

borium's products while also presenting the potential for revenues. *VIBT* evolved from the demonstrated need for a novel, comprehensive, professional educational program that addresses the fundamentals and dynamics of natural medicine, and specifically botanical based medical treatments. The VIFBBM program will provide targeted, accredited, continuing education courses for doctors, pharmacists and distributors. The program will focus on science, medical research, regulations, and best healthcare practices which support this area of medicine. For pharmacies and pharmacists, the Program provides an opportunity to define and shape growing consumer demand, helps validate the premium pricing structure, and solidifies Herborium's differential advantage. For doctors, the Program opens new treatment opportunities and provides more control over treatment options and safety. For the Program provider, this is an excellent opportunity to assume a leadership position in this arena, build valuable brand recognition in healthcare education, and benefit from the first-to-market advantage.

#### Distribution methods of the products or services

Herborium's distribution strategy targets the following channels:

- E-commerce in the US, UK and Continental Europe
- E-stores and Affiliates
- B2C Consumer Markets
- Specialty High-End Apothecaries
- National Upscale Pharmacy Chains
- Health and Beauty Market
- Ethnic and Specialty/Niche Markets (e.g. Hispanic Market, Afro-American Market, Male Market)
- Wholesale Distributors
- Healthcare Market
- International Markets: Canada, Latin America, EU and Asia

#### Competitive Business Conditions:

Independent research has estimated that millions of Americans are consuming nutritional supplements at record rates. Estimates of the size of this segment vary, depending largely upon precise definitions. Nutrition Business Journal has estimated the U.S. nutrition industry to be approximately \$60 billion. Some analysts believe this consumer-directed health care expenditure will grow even faster than the annual growth predicted on average for the health care industry overall. Management refers to this broad industry segment, including over-the-counter drugs, as the Consumer Healthcare industry.

As the "baby boomer" population ages and life expectancies increase, more emphasis is being placed on the quality of a person's health and wellness. People



want to live well as they live longer. The Consumer Health Care Products Association (CHPA) presented evidence of the strength of the Self-Care Movement in a recent survey. Among those surveyed:

- 73% would rather treat themselves at home then see a doctor; and
- 96% say they are generally confident about the health care decisions they make for themselves.

The nutritional supplements industry is highly fragmented. Less than twenty companies realize annual revenues in excess of \$100 million. Over 5,000 companies are considered in the “mom and pop” category, with most being first generation, and annual sales of less than \$25 million. Over 50% of the industry is made up of small, family owned businesses whose access to capital and liquidity is very limited.

We believe this fragmentation, especially prevalent in the herbal products sector, creates an additional future opportunity for Herborium to grow by acquisition and to target small companies with interesting product or distribution profiles. Limited consolidation efforts may secure Herborium a leading position in the growing market for herbal medicines.

#### Competitive Position in the industry:

Based on an internal Competitive Corporate Analysis, we believe only 3 or 4 companies are potential competitors of Herborium. We view these companies as aspiring to become “Herbaceutical” companies. The Company does not believe that they maintain a similar level of clinical and regulatory experience that is present in Herborium. Therefore, we do not perceive them as direct competition, they are new and late entrants in the botanical therapeutics market.

#### Methods of Competition:

It seems that the 3 or 4 potential competitors mentioned above evolved from the herbal and supplement territory and are trying to “upgrade” their products to the status of Botanical Therapeutics® (the trademark owned by Herborium). Because the herbal supplement industry is highly fragmented, Herborium’s bid for leadership in the sector may include strategic mergers and acquisitions, depending on appropriate financial resources.

#### Sources of availability of raw materials and names of principal suppliers

The Company sources basic ingredients from David Pharma and from [AlohaMed-icinals.com](#) in Hawaii. David Pharma, a private novel Traditional Chinese Medi-

cine Company that adheres to national Chinese testing qualifications, and meets US, Canada and EU raw materials testing standards is located in Hebei Province, China. Aloha Medicinal is an innovative US herbs growing and processing company. All final products are manufactured and tested in the United States in facilities that are in compliance with FDA regulations.

Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration

Herborium owns the following Trademarks: Herborium®, HerboriumSH, AcnEase®, Acnol®, AcnEase Skin Management System®, Botanical Therapeutics®, MaleForce® and MaleForceRR®, It's Better To Do It Naturally®, Lasting Pleasure®, Lasting Power®, Lasting Energy®, Liver Rejuvenator®, Liver Relief®, Liver Activator Series®, Hep-Aid®, as well as patent application (second level) for Lasting Power® and owns 156 domains in the US, Europe and Asia. All the trademarks are presently renewed for the permanent use with no expiration date until in confirmed use. All the domains registrations are valid and under the automatic renewal program.

7.) Describe the Issuer's Facilities

The Company maintains office space at:  
One Bridge Plaza N  
Suite 275  
Fort Lee, NJ 07024

8.) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

Agnes P. Olszewski, Ph.D. MBA  
Founder, President, CEO and Chairman

James P. Gilligan, Ph.D. MSIB  
Co-Founder, Chief Scientific Officer, Director

B. Legal/Disciplinary History

Have any of the foregoing persons, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding;

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

C. Beneficial Shareholders

Dr. Agnes P. Olszewski  
1,570,295 common shares  
2,400,000 Preferred A shares

One Bridge Plaza N  
Suite 275  
Fort Lee, NJ 07024  
[DrAgnes@herborium.com](mailto:DrAgnes@herborium.com)

Dr. James P. Gilligan  
1,042,559 common shares  
1,600,000 Preferred A shares

One Bridge Plaza N  
Suite 275  
Fort Lee, NJ 07024

[JimGilligan@herborium.com](mailto:JimGilligan@herborium.com)

9.) Third Party Providers

Legal Counsel

Joseph J. Tomasek, Esq.  
77 North Bridge Street  
Somerville, New Jersey 08876  
[jtoma4368@aol.com](mailto:jtoma4368@aol.com)

Accountant or Auditor

Not Applicable, internal auditing is done by the Company

Investor Relations Consultant

Not Applicable

Other Advisor:

Digital Marketing:  
Extreme Media LLC  
Poughquag, NY 12570

Consulting Services:  
Think Pink, LLC  
Aron Brooks  
Phone: (404) 434-1583  
Email: [aron@thinkpinkllc.com](mailto:aron@thinkpinkllc.com)

10.) Issuer Certification

I, Dr. Agnes Olszewski, certify that:

1. I have reviewed the Annual Report for period ending November 30, 2016
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 27, 2017

Date

/s/ Dr. Agnes P. Olszewski

Dr. Agnes Olszewski  
President & CEO