

# ANNUAL REPORT

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Pursuant to Rule 15c2 (11)(a)(5) For

**INOLIFE TECHNOLOGIES, INC.**

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For the Year Ended March 31, 2016

Dated: July 15, 2016

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

**INOLIFE TECHNOLOGIES INC.**  
**ANNUAL REPORT**

All information contained in this Annual Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuers Quarterly Report.

**ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS**

The exact name of the Issuer is:

INOLIFE TECHNOLOGIES Inc. (hereinafter referred to as “INOLIFE TECHNOLOGIES”, “INOL”, “Issuer” or “Company”).

Predecessor entities since inception and dates of name changes:

- InoLife Technologies, Inc. since 1-2010
- Formerly=NexxNow, Inc. until 1-2010
- Formerly=Centale, Inc. until 6-2008
- Acquired=4-25-08 the outstanding capital stock of NexxNow China, Inc. (DE) for 43 million common shares of the company

**ITEM 2. ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES**

Company Headquarters:

- Address: 300 Spectrum Center Drive  
Suite 400  
Irvine, CA 92618
- Website: [www.inolifetech.com](http://www.inolifetech.com)
- Phone: 1-866-834-3777  
Email: [info@inolife.net](mailto:info@inolife.net)

Investor Relations Firm: None

**ITEM 3. SECURITY INFORMATION**

Trading symbol

The Company’s trading symbol is INOL.

The Company’s CUSIP

The Company’s CUSIP is 45776Y 300

Par or Stated Value:

The Company’s Common Stock has \$0.00001 par value.

Shares Authorized and Outstanding

As of the date of this Report, the Issuer has two classes of securities; Common Stock and Preferred Stock.

The Company is authorized is five billion (5,000,000,000) at par value of \$0.00001 with 1,524,897,616 issued and outstanding as of March 31, 2016.

The Company has one hundred million (100,000,000) shares of Preferred Stock authorized at par value of \$0.00001 with 59,658,881 issued and outstanding as of March 31, 2016.

**Transfer Agent:**

John Ahearn  
Manhattan Transfer Registrar Company  
531 Cardens Court  
Erie, Co 80516  
Phone:(631) 928-7655  
Fax: (631) 209-8143 Fax  
Toll Free: (877) 645-8691  
Email: [jahearn@mtrco.com](mailto:jahearn@mtrco.com)  
Web: [www.mtrco.com](http://www.mtrco.com)<<http://www.mtrco.com>>

\*The Company's transfer agent is registered under the Exchange Act.

Restrictions on the transfer of any security:

None

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

The Company is in the process of completing a business combination with a company who manufactures and distributes needless injectors. Pursuant to the terms of the combination, the Company will need to complete a thirty thousand (30,000) to one (1) stock reverse. Along with other conditions as defined in the agreement. The reverse was approved by the board of directors and majority of shareholders and has been presented for approval by the Financial Industry Regulatory Authority, Inc. ("FINRA").

**ITEM 4. ISSUANCE HISTORY**

Events by the Issuer Resulting in Changes in Total Outstanding Shares for the Past Two Fiscal Years:

To the best knowledge of the present management of the Company, the list identified below identifies all events, in chronological order, that resulted in changes in total shares outstanding by the Company (1) within the two-year period ending on the last day of the Company's most recent fiscal year and (2) since the last day of the Company's most recent fiscal year.

During the year ended March 31, 2016, the Company issued an aggregate of 0 shares of restricted common stock to its shareholders.

**ITEM 5. FINANCIAL STATEMENTS**

Unaudited financial statements for the year ended March 31, 2016, are included herein. The numbers contained in this filing are exclusively the accounting numbers for InoLife Technologies, Inc. The financial statements requested pursuant to this item have been prepared in accordance with US GAAP by management and persons with sufficient financial skills.

**INOLIFE TECHNOLOGIES, INC.**  
**ANNUAL REPORT**  
**Fiscal Year Ended March 31, 2016**

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## **Special Note Regarding Forward Looking Statements.**

This annual report on INOL Life Technologies, Inc. for the year ended March 31, 2016 contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. To the extent that such statements are not recitations of historical fact, such statements constitute forward looking statements which, by definition involve risks and uncertainties. In particular, statements under the Sections; Description of Business, Management's Discussion and Analysis of Financial Condition and Results of Operations contain forward looking statements. Where in any forward looking statements, the Company expresses an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished.

The following are factors that could cause actual results or events to differ materially from those anticipated, and include but are not limited to: general economic, financial and business conditions; changes in and compliance with governmental regulations; changes in tax laws; and the cost and effects of legal proceedings.

You should not rely on forward looking statements in this annual report. This annual report contains forward looking statements that involve risks and uncertainties. We use words such as "anticipates," "believes," "plans," "expects," "future," "intends," and similar expressions to identify these forward-looking statements. Prospective investors should not place undue reliance on these forward looking statements, which apply only as of the date of this annual report. Our actual results could differ materially from those anticipated in these forward-looking statements.

## **PART I**

### **Item 1. Business**

#### **History**

InoLife Technologies, Inc. was incorporated under the laws of the State of New York on November 12, 1998 as Safe Harbour Health Care Properties, Ltd. The Company remained dormant until 2004, when one of the Company's shareholders purchased a controlling interest. In February 2004, the Company began its development stage as an internet based marketing company. The Company, as of December 2007 discontinued its internet marketing due to difficulties with service providers and subsequent cancellations by customers. In August 2009, Gary Berthold purchased 35,013,540 shares of the Company's common stock from Kenneth Keller, representing a majority of the outstanding shares. In connection with the purchase, all of the directors and officers of the Company resigned from their positions, after first appointing Mr. Berthold to serve as sole director and sole officer.

Effective September 17, 2009, the Board of Directors of the Company authorized the execution of a share exchange agreement (the "Share Exchange Agreement") with InoVet, Ltd., a Delaware corporation ("InoVet") and the shareholders of InoVet (the "InoVet Shareholders"). In accordance with the terms and provisions of the Share Exchange Agreement, the Company agreed to: (i) acquire all of the issued and outstanding shares of common stock of InoVet from the InoVet Shareholders; and (ii) issue an aggregate of 10,000,000 shares of its restricted common stock to the InoVet Shareholders.

On July 7, 2011, the Company had acquired 100% of the issued and outstanding shares of Stemtide Inc. in exchange for 50,000,000 shares of common stock of the Company, the assumption of certain outstanding liabilities, and contingent residual payments of 10% of the gross profits derived from the sale of Stemtide Inc.'s

Age-Reversing Products. The 50,000,000 shares of common stock were issued upon consummation of the agreement. The principal asset of Stemtide Inc. that was acquired was the manufacturing and marketing rights to the Stemtide Age-Reversing Products, throughout the United States, licensed from an affiliate of the principal shareholders of InoLife. These licensing rights were valued at \$627,000 based on the Company assuming \$572,000 of accounts payable and issuing 50,000,000 shares of common stock valued at \$55,000. The Company also issued 572 shares of its Series C Convertible Preferred Stock as securitization against the payment out of future revenues of the \$572,000 accounts payable. There were no other assets acquired. The licensing right were fully impaired at March 31, 2012.

On February 1, 2016, InoLife Technologies Inc., entered into a definitive merger agreement with 8687544 Canada Inc., a Canadian corporation. Upon the effectiveness of a reverse stock split of one (1) for thirty thousand (30,000), the company will issue a total of thirty (30,000,000) restricted shares post reverse stock split.

On July 5, 2016, a subsequent event to the current financial statement; any and all preferred shares series A, B, C, D, and E have been cancelled and returned to treasury.

## **General**

We are a development stage service-based healthcare product marketing company. We currently market: (1) a DNA testing for Plavix; (2) Pre-Disposition screening for certain genetic diseases, and ancestry and paternity tests. We license the DNA test kits from InoHealth Products, Inc., an entity owned and controlled by our officers. We intend to identify, integrate and bring to market innovative healthcare-based products that provide timely and practical solutions for both humans and companion animals. The primary products and services that we are currently addressing focus upon those specific products and services that provide key solutions through the innovative use of specific DNA testing and Genetic analysis systems.

The principal users of our products that we target include Healthcare Providers including Physicians, hospitals, and outpatient facilities, in addition to individuals with a direct need for the solutions we provide. We will be marketing and distributing our products to a wide variety of end-users through both direct sales over the internet and through healthcare providers, as well as through distributors and retail sites including pharmacies and department stores.

InoLife Technologies, Inc. is currently organized to address a specific market: The Human Healthcare Market.

### **Human Healthcare**

Human DNA testing represents a revolution postponed, perhaps, but one that is now clearly under way. After years of glowing predictions that didn't immediately translate into change in clinical diagnostics, DNA testing has emerged fully from research into clinical practice, and is now one of the fastest growing segments of the diagnostics market.

Molecular tests are now used to diagnose disease and disease susceptibility, in prenatal genetic assessments, in tissue typing for organ transplantation, and to screen for inherited diseases. Instrumentation now automates many of the sample-preparation and assay steps that were formerly labor-intensive. New tests are being launched all the time and many more are in development. The result is that molecular testing is now used in many areas of healthcare including: cardiology, oncology, infectious diseases, and inherited diseases and disorders.

The primary initial DNA testing and analysis products for humans that we are working to bring to market as of the date of this report are the following:

- IHP Plavix Metabolizing Test (Cytochrome P450 2C19) – Our Plavix metabolizing test is currently being used to identify how a patient's genetic inheritance may affect the body's response to Plavix (Clopidogrel). This test is only available through the medical community including physicians, hospitals and medical clinics.
- IHP Ancestral Origins Test - With our DNA ancestry test, an individual's DNA profile is established and then compared against hundreds of global populations and fourteen anthropological regions whose

collective genetic information is known and scientifically validated.

- IHP Paternity Test - Our DNA paternity testing system is a premium 16-marker DNA test that utilizes the most powerful standard DNA testing parameters in the industry and making it quick, simple and definitive as possible.
- Stemtide with revolutionary patent pending formulas for activation of endogenous stem cells for multiple uses including age reversal, follicle growth stimulation, skin repair and acne formula.

The Company's business is the commercial use and continuing creation of proprietary Intellectual Property, employing both new science and continuing R&D, in the development, manufacturing, brand marketing and selling of an integrated program of age reversing creams and lotions. These products are all based upon the Company's unique, technologies and methods for which patent applications have been filed in the United States. The Company has implemented a strategy of continuing patent extension and innovation to create patent "clusters" for both new products and refinements to the existing products, the first of which is ready for commercial marketing and sales.

### **Research and Development:**

Research and development of additional and extended STEMTIDE™ products, as well as supplementing the product line with additional new products already designed and engineered for final commercialization, will be a significant and on-going activity for the Company. The company will direct research and product development to extend the Company's reach into the wider array of anti-aging products, and other health and beauty aids, based upon STEMTIDE's Science and technology along with other organizations products that we will be introducing.

While the market for the Company's initial and extended product line is global, encompassing multiple generations, the Company is first establishing the STEMTIDE™ brand domestically. This will be accomplished via direct sales generated on the Company's ecommerce website, private label distribution through dermatologists and other skin care professionals serving a highly visible and affluent clientele. Additionally, future expansion of the distribution channels can be achieved utilizing national and international distribution agreements, expanded private label manufacturing, licensing of the technology, and STEMTIDE™ brand name to one or more major manufacturers possessing established market presence and worldwide distribution.

### **Manufacturing, Distribution, and Fulfillment:**

The Company will outsource the initial production and packaging of STEMTIDE™ creams, while managing its own fulfillment of orders, until a critical mass of volume is achieved, requiring the outsourcing of volume fulfillment, and expansion to foreign sales.

Additional resources are being identified beyond the currently contracted sources for manufacturing and order fulfillment. Management will continually evaluate the in-sourcing vs. outsourcing of appropriate resources. For example, the recent economic downturn has resulted in the failure of numerous cosmetic manufacturers and development labs, presenting opportunities to acquire capital equipment at a fraction of its original cost. One strategic goal of management is to acquire modest manufacturing and formulation equipment for R&D, prototype and initial new product production from the distressed business marketplace, after establishing a baseline of business and brand awareness and recognition

We secure our product lines through independent development, licensing, joint ventures and teaming relationships. Pursuant to a Strategic Alliance and Marketing Agreement that we entered into with InoHealth Products, Inc., an entity owned and controlled by our executive officers. Pursuant to the terms of the agreement, the Company granted InoHealth Products a license to market, sell and distribute products. The products may be marketed, sold and distributed throughout the United States. The Company has agreed to pay InoHealth

Products a royalty fee based on the sale of such products. The initial term of the agreement expired on or about March 31, 2012 and automatically renews on an annual basis provided that neither party provides the other with at least 60-days advance prior written notice of termination.

#### The U.S. DNA-Based Diagnostic and Test Market

We believe DNA-based testing is moving into a new phase. Transformational technologies are allowing complex genetic (specific gene) and genomic (large numbers of genes) tests to move from research-only labs into medical and clinical labs that perform tests for individual patients to identify genes associated with specific medical conditions. Progress in this young industry is currently proceeding at a furious pace. New discoveries about the genetic basis of disease are being made virtually every day. And even though DNA-based tests currently have a relatively small impact on how medicine is practiced today, each new and encouraging development is a step closer to a day when healthcare can be tailored or personalized to an individual's genetic makeup. We believe that genetic testing and analysis will ultimately transform the entire spectrum of medical disease management, from assuring the early detection of disease, to defining the prognosis of disease evolution and predicting a patient's response to specific therapies.

We intend to market of state-of-the-art DNA-based test products throughout the U.S. This includes such DNA-based tests that screen for disease, confirm a diagnosis in someone with disease symptoms, or even, before any evidence of symptoms, determine if you carry a gene that predisposes you to disease even before it causes symptoms.

We intend on identifying and bringing to market the category of genetic tests that predict risk of disease and predict the best treatment regimens for diagnosed disease. This category, known as Pharmacogenomics, involves the identification and determination of how an individual's genetic inheritance affects the body's response to drugs. The term comes from the words pharmacology and genomics and is thus the intersection of pharmaceuticals and genetics. Pharmacogenomics holds the promise that drugs might one day be tailor-made for individuals and adapted to each person's own genetic makeup. Environment, diet, age, lifestyle, and state of health all can influence a person's response to medicines, but understanding an individual's genetic makeup is thought to be the key to creating personalized drugs with greater efficacy and safety.

#### The Current US Human DNA Testing Market and Growth Potential

According to "Kalorama Information", a leading publisher of market research in medical markets, including the biotechnology, diagnostics, healthcare, and pharmaceutical industries, the 2007 worldwide market for molecular assays was estimated at \$3.7 billion. It further estimated that the market will grow 11% annually and should reach \$6.2 billion in 2012. This segment includes routine areas such as blood screening and also newer areas of testing such as pharmacogenomics and inherited disease testing, which Kalorama also estimated will experience far greater growth rates — 35% and 25%, respectively, during this period.

The contribution that these tests can make to patient outcome, however, could face several potential obstacles to DNA-based tests becoming standard medical practice. Such potential obstacles include reimbursement and regulation issues, matters of genetic privacy and ethics, potential lack of standardization across test platforms, and the ability of current healthcare providers to fully interpret test data.

#### **Supply and Distribution**

We intend to work with third party suppliers and manufactures on a per order basis, without any long-term agreements. Except for InoHealth Products, a related party, we currently have no agreements with suppliers, distributors or manufacturers. In the event that a manufacturer is unable to meet supply or manufacturing requirements at some time in the future, we may suffer short-term interruptions of delivery of certain products while we establish an alternative source. We also rely on third party carriers for product shipments, including

shipments to and from distribution facilities. We are therefore subject to the risks, including employee strikes and inclement weather, associated with our carriers' ability to provide delivery services to meet our fulfillment and shipping needs. Failure to deliver products to our customers in a timely and accurate matter would harm our reputation, our business and results of operations.

### **Research and Development**

The Company currently does not engage in any research or development.

### **Competition**

The markets in which we anticipate competing include successful and well-capitalized competitors that vary in size and scope. The majority of our competitors are more established, benefit from greater name recognition and have substantially greater resources than us. Moreover, we could face additional competition as other established and emerging companies enter the market and new products and technologies are introduced. Increased competition could result in price reductions, fewer customers, reduced gross margins and loss of market share, any of which could materially adversely affect our business, financial condition and operating results. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third-parties, thereby increasing the ability of their products to address the needs of our prospective consumers. While we believe we can differentiate our product from these current and future competitors, focusing on the products' functionality, flexibility, adaptability and features, there can be no assurance that we will be able to compete successfully against current and future competitors. The failure to effectively compete would have a material adverse effect upon our business, financial condition and operating results.

### **Government Regulation**

The products we intend to market are governed by the FDA in the United States and by comparable agencies in other countries. For most of these products, the regulations require extensive clinical trials and other testing and government review and final approval prior to marketing the product. This procedure is the responsibility of product developers and manufacturers and not our company. Any failure by the entities that manufacture the products to ultimately market to obtain, or any delay in obtaining, regulatory approvals could adversely affect our ability to market such products.

### **Intellectual Property**

We currently rely on a combination of copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. We enter into proprietary information and confidentiality agreements with our employees, consultants and commercial partners and control access to, and distribution of our proprietary information. We currently do not have any trademarks or copyrights.

### **Employees**

We currently have six employees.

### **Item 1A. Risk Factors**

Not applicable to smaller reporting companies. However, certain material risk factors are described under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **Item 1B. Unresolved Staff Comments**

NONE

### **Item 2. Properties**

We currently are not renting any office space. The company is currently operating out of office space owned by its officers and directors. The Company is not being charged any monthly fee for the office space. The company

believes that the current office space is adequate for conducting the business of the company.

### **Item 3. Legal Proceedings**

We may be involved from time to time in ordinary litigation, negotiation and settlement matters that will not have a material effect on our operations or finances. We are not aware of any pending or threatened litigation against us or our officers and directors in their capacity as such that could have a material impact on our operations or finances.

### **Item 4. Mine safety disclosures**

Not Applicable

## **PART II.**

### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

#### ***Market Information***

Our common stock is quoted on the OTCBB under the symbol "INOL." The following table sets forth the high and low closing prices for our common stock for each quarter during the last two fiscal years. The prices reported below reflect inter-dealer prices and are without adjustments for retail markups, markdowns or commissions, and may not necessarily represent actual transactions. The closing price of our common stock on March 31, 2016 was \$0.0001.

As of March 31, 2016, we had approximately 148 holders of our common stock.

#### ***Dividends***

Since inception we have not paid any dividends on our common stock. We currently do not anticipate paying any cash dividends in the foreseeable future. Although we intend to retain our earnings, if any, to finance the exploration and growth of our business, our Board of Directors will have the discretion to declare and pay dividends in the future. Payment of dividends in the future will depend upon our earnings, capital requirements, and other factors, that our Board of Directors may deem relevant.

#### ***Recent Sales of Unregistered Securities***

NONE

### **Item 6. Selected Financial Data**

Not applicable to smaller reporting companies.

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" and elsewhere in this report. The management's discussion, analysis of financial condition, and results of operations should be read in conjunction with our financial statements and notes thereto contained elsewhere in this prospectus.*

#### **Forward-Looking Statements: No Assurances Intended**

*In addition to historical information, this report contains forward-looking statements, which are generally identifiable by use of the words "believes," "expects," "intends," "anticipates," "plans to," "estimates," "projects," or similar expressions. These forward-looking statements represent Management's belief as to the future of the Company. Whether those beliefs become reality will depend on many factors that are not under management's control. Many risks and uncertainties exist that could cause actual results to differ materially*

*from those reflected in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements.*

## **Critical Accounting Policies**

We prepare our financial statements in conformity with GAAP, which requires management to make certain estimates and assumptions and apply judgments. We base our estimates and judgments on historical experience, current trends and other factors that management believes to be important at the time the financial statements are prepared and actual results could differ from our estimates and such differences could be material. We have identified below the critical accounting policies which are assumptions made by management about matters that are highly uncertain and that are of critical importance in the presentation of our financial position, results of operations and cash flows. On a regular basis, we review our accounting policies and how they are applied and disclosed in our financial statements.

**Use Of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## ***Results of Operations for the years ended March 31, 2016 and March 31, 2015***

InoLife Technologies, Inc. (The Company) was organized as of June 17, 2009. As a result of our continued lack of funds, our operations are very limited. Due to the limited operations the results of operations for the year ended March 31, 2016 and 2015 are not comparable.

## **Revenues**

As a result of our limited operations and development stage, we have not yet begun to realize revenue during the years ended March 31, 2016 and 2015.

## **Operating Expenses**

**Total Operating Expenses.** Substantially all our operating expense have been for professional services to various consultants. The majority of the consultants are being paid through the issuance of common stock. Such consulting services include, but are not limited to accounting, legal, business development, SEC reporting, investor relations and mergers and acquisitions. Our executive officers received no shares of common stock for their services during the year ended March 31, 2016. The common stock was issued at the markets closing price on the day of issuance.

We realized a net loss of approximately \$377,000 and \$856,500 for the years ended March 31, 2016 and 2015.

## **Financial Condition**

**Total Assets.** Total assets at March 31, 2016 and 2015 were \$2,396 and \$100, respectively.

**Total Liabilities.** Total liabilities at March 31, 2016 and 2015 were \$3,955,861 and \$3,281,953, respectively. Total liabilities at March 31, 2016 mainly consist of accounts payable of \$801,875 (\$572,000 of which arose out of our acquisition of Stentide in July 2011); convertible notes payable of \$605,752 and the \$228,000 fair value of the derivative liability related to the conversion features on the convertible debentures.

## **Liquidity**

## **Liquidity and Capital Resources**

At March 31, 2016 we have substantially no cash position. Since we initiated our business operations in 2009, our operations have been funded primarily by the private sale of equity and debt to investors and issuance of shares in exchange for services.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates, among other things, the realization of assets and satisfaction of liabilities in the ordinary course of business.

The Company sustained a loss of approximately \$377,000 for the year ended March 31, 2016 and \$856,000 for the year ended March 31, 2015. The Company has negative working capital of approximately \$3,953,000 and an accumulated deficit of approximately \$11,795,000 as of March 31, 2016. Because of the absence of positive cash flows from operations, the Company will require additional funding for continuing the development and marketing of products. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We are presently not able to meet our obligations as they come due. At March 31, 2016 we had minimal assets and working capital deficit of approximately \$3,953,000. Our working capital deficit is due to the results of operations.

Net cash (used in)/provided by operating activities was insignificant for the years ended March 31, 2016 and 2015.

There was not any net cash provided by financing activities for the years ended March 31, 2016 and 2015.

We anticipate that our future liquidity requirements will arise from the need to fund our growth from operations, pay current obligations and future capital expenditures. The primary sources of funding for such requirements are expected to be cash generated from operations and raising additional funds from the private sources and/or debt financing. However, we can provide no assurances that we will be able to generate sufficient cash flow from operations and/or obtain additional financing on terms satisfactory to us, if at all, to remain a going concern. Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis and ultimately to attain profitability. Our Plan of Operation for the next twelve months is to raise capital to continue to expand our operations. Although we are not presently engaged in any capital raising activities, we anticipate that we may engage in one or more private offering of our company's securities after the completion of this offering. We would most likely rely upon the transaction exemptions from registration provided by Regulation D, Rule 506 or conduct another private offering under Section 4(2) of the Securities Act of 1933. See "Note 2 – Going Concern" in our financial statements for additional information as to the possibility that we may not be able to continue as a "going concern."

We are not aware of any demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in material changes to our liquidity.

### **Capital Resources**

We have no material commitments for capital expenditures as of March 31, 2016.

### **Plan of Operation**

The plan of operation of the Company for the next twelve months is centered on two main goals. First, the Company currently intends to identify, develop and market multi-faceted, human diagnostic product lines marketed towards both potential professional medical and retail customers. Based upon the Company's recent execution of a Strategic Alliance Agreement with InoHealth Products, Inc., the Company currently markets product lines that pertain to human genetic DNA testing. Aligned with the Company's plan, the Company acquired Stemtide Inc. on July 7, 2012. The Company acquired Stemtide Inc. for their ability to manufacture and market various products that may potentially be developed from revolutionary patent pending formulas for activation of endogenous stem cells for multiple uses including age reversal, follicle growth stimulation, skin repair, and acne formula. The initial product consideration planned is to be the aging product.

The Company currently has limited financial resources available. The Company's continued existence is strongly dependent upon its ability to raise capital and to successfully develop, market and sell its products. The Company plans to raise working capital through equity and/or debt offerings and future profitable operations. However, the Company does not presently have any assurances that such additional capital is, or will be available. There is a limited financial history of operations from which to evaluate our future prospects,

including our ability to develop a wide base of customers for our products and services. We may encounter unanticipated problems, expenses and delays in marketing our products and services and securing additional customers. If we are not successful in developing a broad enough market for our products and services, our ability to generate sufficient revenue to sustain our operations would be adversely affected.

***We require additional financing and our inability to raise additional capital on acceptable terms in the future may have a material adverse effect on our business and financial condition.***

We do not have sufficient operating capital to fund our operations for the next 12 months and must raise that capital through loans and/or sales of our common stock. There is no guarantee that we will be able to do so. Failure to do so could cause us to have to cut operations and delay development and introduction of our products.

***Because we have a limited operating history to evaluate our company and are implementing a new business model, the likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delay frequently encountered by a new company.***

Since we have a limited operating history we cannot assure you that our business will generate revenues or be profitable. Early stage companies often are unsuccessful and encounter unanticipated expenses and difficulties, investors should consider this risk in determining whether to purchase or sell our common stock.

***Our current management holds significant control over our common stock and they may be able to control our Company indefinitely.***

Our management has significant control over our voting stock that may make it difficult to complete some corporate transactions without their support and may prevent a change in control. As of March 31, 2016, one director and executive officer, beneficially owns approximately 49,100,000 shares of our Series B Convertible Preferred Stock, . The above-described significant stockholder will have considerable influence over the outcome of all matters submitted to our stockholders for approval, including the election of directors. In addition, this ownership could discourage the acquisition of our common stock by potential investors and could have an anti-takeover effect, possibly depressing the trading price of our common stock.

#### **Item 7A. Quantitative and Qualitative Disclosure About Market Risk**

Because we are a Smaller Reporting Company, we are not required to provide the information required by this item.

#### **Item 8. Financial Statements and Supplementary Data**

The report of the independent registered public accounting firm and the financial statements listed on the accompanying this report are filed as part of this report and incorporated herein by reference.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

This report is unaudited, however, on May 17, 2016 the Registrant engaged Thayer O’Neal, Certified Public Accountants, as the Registrant’s new independent registered public accounting firm. The appointment of Thayer O’Neal, Certified Public Accountants was approved by the Board of Directors of InoLife Technologies, Inc. Neither the Company, nor any person on behalf of the Company, consulted with Thayer O’Neal as to the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered as to the financial statements, nor was a written report or oral advice rendered that was an important factor considered by the Company or any of its employees in reaching a decision as to an accounting, auditing or financial reporting issue, or any matter that was either the subject of a disagreement or reportable event under 304 (a)(2) of Regulation S-K during the two most recent fiscal years and subsequent interim period through the engagement of Thayer O’Neal Company.

#### **Item 9A. Controls and Procedures**

##### **(a) Management’s Annual Report on Internal Control over Financial Reporting**

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with the U.S. generally accepted accounting principles.

As of March 31, 2016, through the use of external consultants and the review process, management believes that the financial statements and other information presented herewith are materially correct.

The management including its Chief Executive Officer and Chief Financial Officer, our sole officer, does not expect that its disclosure controls and procedures, or its internal controls will prevent all error and all fraud. A control system no matter how well conceived and operated, can provide only reasonable not absolute assurance that the objectives of the control system are met. Further, the design of control system must reflect the fact that there are resource constraints, and the benefit of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any within the Company have been detected.

Material weaknesses identified by management included: accounting personnel who did not possess adequate understanding of GAAP, which lead to restatements of prior years; inadequate segregation of duties consistent with control objectives and affecting the functions of authorization, recordkeeping, custody of assets, and reconciliation; and, management dominated by a single individual without adequate compensating controls. Additional material weaknesses were: lack of an audit committee and audit committee financial expert; lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

#### **Management's Remediation Initiatives**

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we have initiated, or plan to initiate, the following series of measures:

We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to our board of directors who shall be appointed to an audit committee resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management when funds are available to us.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on our Board.

We will work as quickly as possible to implement these initiatives; however, the lack of adequate working capital and positive cash flow from operations will likely slow this implementation.

#### **Change in internal controls**

We have not made any significant changes to our internal controls subsequent to the Evaluation Date. We have not identified any significant deficiencies or material weaknesses or other factors other than those specified above that could significantly affect these controls, and therefore, no corrective action was taken.

#### **Item 9B. Other Information**

NONE

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

##### **Directors and Executive Officers**

As of March 31, 2016, the current directors and executive officers of InoLife who will serve until the next

annual meeting of shareholders or until their successors are elected or appointed and qualified, are set forth below:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Dr. John Oda 300 Spectrum Drive Irvine California	52	CEO, CFO, Director

Dr. John Oda  
Chief Executive Officer, Chief Financial Officer, Director

### **Legal Proceedings**

To the best of our knowledge, except as set forth herein, none of the directors or director designees to our knowledge has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past five years that resulted in a judgment decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement.

### **Meetings and Committees of the Board of Directors**

We do not have a nominating committee of the Board of Directors, or any committee performing similar functions. Nominees for election as a director are selected by the Board of Directors.

We do not yet have an audit committee or an audit committee financial expert. We expect to form such a committee composed of our non-employee directors. We may in the future attempt to add a qualified board member to serve as an audit committee financial expert in the future, subject to our ability to locate and compensate such a person. Despite the lack of an audit committee, those members of the board of directors that would otherwise be on our audit committee will continue to analyze and investigate our actual and potential businesses prospects as members of our board of directors. Furthermore, our entire board of directors is aware of the importance of the financial and accounting due diligence that must be undertaken in furtherance of our business and they intend to conduct a comprehensive accounting financial analysis of the Company's business.

### **Item 11. Executive Compensation**

The following table sets forth information concerning annual and long-term compensation provided to our Chief Executive Officer and each of the Company's other most highly compensated executive officers who were serving as executive officers at March 31, 2016. The following table sets forth all compensation awarded to, earned by, or paid by InoLife Technologies Inc.

<b>Executive</b>	<b>Fiscal Year</b>	<b>Salary/Consulting fees</b>	<b>Bonus</b>	<b>Stock Awards</b>	<b>Total Compensation</b>
Gary Berthold (former CEO)	2016	\$ 157,407	--	--	\$ 157,407
6040 A Six Forks Rd Raleigh NC 27609	2015	192,267(1)			192,267

---

## Summary Compensation Table for the Fiscal Years Ended March 31, 2016 and March 31, 2015

- (l) Excludes 30 shares of Series B convertible preferred stock issued to each employee. See discussion of employment agreements below.

### *Option Grants to Our Named Executive Officers*

No options have been granted to our named executive officers during the last two fiscal years.

### *Employment Agreements with Our Named Executive Officers*

On April 30, 2011, the Company entered into executive employment agreement with Gary Berthold and Sharon Berthold (each an “Employee” and collectively, the “Employees”). Under the terms of the executive employment agreements, Mr. Berthold has agreed to serve as our chairman of the board of directors, president and chief executive officer on an at-will basis and Mrs. Berthold has agreed to serve on our board of directors and as executive vice president on an at-will basis. These agreements have now been terminated and no further consideration is due.

## **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth the number of shares of common stock beneficially owned as of March 31, 2016 by (i) those persons or groups known to us to beneficially own more than 5% of our common stock; (ii) each director; (iii) each executive officer; and (iv) all directors and executive officers as a group. Except as indicated below, each of the stockholders listed below possesses sole voting and investment power with respect to their shares and the address of each person is c/o InoLife Technologies, Inc., 300 Spectrum Center Drive, Suite 400, Irvine, California 92618. Applicable percentage ownership is based on 1,584,556,497 shares of common stock outstanding as of March 31, 2016, together with securities exercisable or convertible into shares of common stock within 60 days of March 31, 2016 for each stockholder. Shares of common stock that are currently exercisable or exercisable within 60 days of March 31, 2016 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

<b>Beneficial shareholder</b>	<b>Amount</b>	<b>Percentage</b>
Candace A. Trumbull	300,000,000	19.67%

## **Item 13. Certain Relationships and Related Transactions, and Director Independence**

On July 1, 2010, the Company entered into a Joint Venture Agreement with InoHealth Products Inc. InoHealth Products is owned by our CEO, Gary Berthold. InoHealth sublicenses to us the products we sell. Pursuant to the terms of the agreement, the Company granted InoHealth Products a license to market, sell and distribute products. The products may be marketed, sold and distributed throughout the United States. The Company has agreed to pay InoHealth Products a royalty fee based on the sale of such products. The initial term of the agreement expired on or about March 31, 2012 and automatically renews on an annual basis provided that neither party provides the other with at least 60-days advance prior written notice of termination.

### **Director Independence**

None of the members of our Board of Directors is independent, as “independent” is defined in the rules of the NASDAQ Capital Market.

**Item 14. Principal Accounting Fees and Services**

	<b>2016</b>	<b>2015</b>
	<u>\$ 0</u>	<u>\$ 32,500</u>
Audit fees		
Audit related fees	-	-
Tax fees	-	-
All other fees	-	-

The Company does not currently have an audit committee. The normal functions of the audit committee are handled by the board of directors, which consists of our sole director only.

**PART IV****SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INOLIFE TECHNOLOGIES, INC.**

Dated: July 15, 2016

By: */s/ Dr. John Oda*  
Dr. John Oda  
Chief Executive Officer

In accordance with the Exchange Act, this Report has been signed below by the following persons, on behalf of the Registrant and in the capacities and on the dates indicated.

Dated: July 15, 2016

By: */s/ Dr. John Oda*  
Dr. John Oda  
Chief Executive Officer and Chief  
Financial Officer

**INOLIFE TECHNOLOGIES, INC.**  
**(A Development Stage Entity)**

**FINANCIAL STATEMENTS**

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**INOLIFE TECHNOLOGIES, INC.**  
**Consolidated Balance Sheets**

	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 2,396	100
Total Current Assets	<u>2,396</u>	<u>100</u>
<b>TOTAL ASSETS</b>	<b>\$ <u>2,396</u></b>	<b><u>100</u></b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accounts payable	\$ 801,875	801,875
Derivative Liability	228,000	228,000
Accrued salaries	1,435,471	954,756
Accrued employer taxes	537,688	421,888
Accrued interest	268,117	228,223
Note payable, related party	<u>78,958</u>	<u>78,958</u>
Total Current Liabilities	3,350,109	2,713,701
Convertible notes payable	<u>605,752</u>	<u>568,252</u>
<b>TOTAL LIABILITIES</b>	<b><u>3,955,861</u></b>	<b><u>3,281,953</u></b>
Commitments and Contingencies		
Stockholders' Deficit		
Preferred stock: 100,000,000 authorized; \$0.00001 par value		
49,658,880 and 461 issued and outstanding, respectively	603	461
Common stock: 5,000,000,000 authorized; \$0.00001 par value		
1,524,897,616 and 16,348 issued and outstanding, respectively	13,596	10,773
Shares held in escrow		
Additional paid in capital	7,827,166	7,747,768
Accumulated deficit during development stage	<u>(11,794,830)</u>	<u>(11,040,855)</u>
Total Stockholders' Deficit	(3,953,465)	(3,281,853)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ <u>2,396</u></b>	<b><u>100</u></b>

**INOLIFE TECHNOLOGIES, INC.**  
**Consolidated Statements of Operations**

	<b>Twelve months ended March 31,</b>	
	<b><u>2016</u></b>	<b><u>2015</u></b>
Revenues	\$ <u>-</u>	\$ <u>-</u>
Operating Expenses		
Professional fees	37,500	165,800
Management Expenses	274,535	648,101
Selling, general and administrative expense	<u>25,058.87</u>	<u>4,203</u>
Total operating expenses	<u>337,094</u>	<u>818,104</u>
<b>Net loss from operations</b>	(337,094)	(818,104)
<b>Other income (expense)</b>		
Interest expense	<u>(39,894)</u>	<u>(37,858)</u>
<b>Net loss</b>	<b>\$ <u>(376,988)</u></b>	<b>\$ <u>(855,962)</u></b>

**INOLIFE TECHNOLOGIES, INC.**

**Consolidated Statement of Changes in Shareholders' Equity (Deficit)**

	<u>Common Stock</u>		<u>Preferred Stock</u>		<u>Additional paid-in</u>	<u>Accumulated</u>	<u>Total Stockholders'</u>
	<u>Shares</u>	<u>Par value</u>	<u>Shares</u>	<u>Par value</u>	<u>Capital</u>	<u>Deficit</u>	<u>Equity</u>
Balance at April 1, 2015	1,284,370,492	\$ 11,523	59,672,774	\$ 603	\$ 7,808,507	\$ (11,040,854)	\$ (3,220,225)
Common stock issued to officers for services	---	---	---	---	---	---	--
Preferred stock issued to officers for services	---	---	---	---	---	---	--
Common stock issued for satisfaction of convertible notes payable	207,327,124	2,073	---	---	18,659	---	20,731
Common stock issued for services	---	---	---	---	---	---	--
Preferred stock issued for services	---	---	---	---	---	---	--
Net loss	---	---	---	---	---	(376,988)	(376,988)
Balance at March 31, 2016	<u>1,491,697,616</u>	<u>\$ 13,596</u>	<u>59,672,774</u>	<u>\$ 603</u>	<u>\$ 7,827,166</u>	<u>\$ (11,417,842)</u>	<u>\$ (3,576,479)</u>

**Inolife Technologies, Inc.**  
**Consolidated Statements of Cash Flows**

	Year ended March 31, 2016	Year ended March 31, 2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Loss	\$ (376,987)	\$ (855,963)
<b>Adjustments to reconcile net loss to net cash provided by (used in) operating activities:</b>		
Change in fair value of derivative		
Gain on debt forgiveness		
Common stock issues in exchange for services		
Preferred stock issued for services	142	
Beneficial conversion feature related to issuance of convertible debentures		
<b>Changes in assets and liabilities:</b>		
(Increase) Decrease in Other Receivables and Prepayments	-	
Increase (Decrease) in Accounts Payable	-	14,200
Increase(Decrease) in Accrued Liabilities	259,420	397,066
Increase in Due to Related Parties	-	
Increase in Accrued Interest included in notes payable	37,500	17,224
Net Cash Used in Operating Activities	\$ (79,925)	\$ (427,473)
<b>CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES :</b>		
Net Cash Used in Investing Activities	-	-
<b>CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES:</b>		
Conversion of debt to common stock	2,823	9,773
Shares of preferred stock issued for services	142	459
Shares of common stock issued in satisfaction of debt	79,398	417,345
Net Cash Provided by (Used for) Financing Activities	\$ 82,363	\$ 427,577
NET INCREASE (DECREASE) IN CASH	2,438	104
CASH AT BEGINNING OF PERIOD	-	-
CASH AT END OF PERIOD	\$ 2,396	\$ 3
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Common stock issued for services	-	1,918,379
Preferred stock issued for services	-	459
Shares of common stock issued upon conversion	-	-

**INOLIFE TECHNOLOGIES, INC.**  
**(A Development Stage Entity)**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – THE COMPANY**

**HISTORY**

InoLife Technologies, Inc. was incorporated under the laws of the State of New York on November 12, 1998 as Safe Harbour Health Care Properties, Ltd. During 1999, the Company ceased its operations. The Company remained dormant until 2004, when one of the Company's shareholders purchased a controlling interest. In February 2004, the Company began its development stage as an internet based marketing company. The Company, as of December 2007 discontinued its internet marketing due to difficulties with service providers and subsequent cancellations by customers.

In August 2009, Gary Berthold purchased 35,013,540 shares of InoLife Technologies, Inc. representing a majority of the outstanding shares. In connection with the purchase, all of the directors and officers of the Company resigned from their positions, after first appointing Berthold as a director.

Effective September 17, 2009, the Board of Directors of the Company authorized the execution of a share exchange agreement (the "Share Exchange Agreement") with InoVet, Ltd., a Delaware corporation ("InoVet") and the shareholders of InoVet (the "InoVet Shareholders"). In accordance with the terms and provisions of the Share Exchange Agreement, the Company agreed to: (i) acquire all of the issued and outstanding shares of common stock of InoVet from the InoVet Shareholders; and (ii) issue an aggregate of 10,000,000 shares of its restricted common stock to the InoVet Shareholders.

On July 7, 2011, the Company acquired 100% of the issued and outstanding shares of Stemtide Inc. in exchange for 50,000,000 shares of common stock of the Company, the assumption of certain outstanding liabilities, and contingent residual payments of 10% of the gross profits derived from the sale of Stemtide Inc.'s Age-Reversing Products. The 50,000,000 shares of common stock were issued upon consummation of the agreement. The principal asset of Stemtide Inc. that was acquired was the manufacturing and marketing rights to the Stemtide Age-Reversing Products, throughout the United States, licensed from an affiliate of the principal shareholders of InoLife. These licensing rights were valued at \$627,000 based on the Company assuming \$572,000 of accounts payable and issuing 50,000,000 shares of common stock valued at \$55,000. There were no other assets acquired. In addition, the Company issued 572 Series B PS as a securitization against the payment of the assumed accounts payable out of future revenues. The PS held as security will be reduced as the accounts payable are paid. The licensing rights were fully impaired at March 31, 2012.

On February 1, 2016, InoLife Technologies Inc., entered into a definitive merger agreement with 8687544 Canada Inc., a Canadian corporation. Upon the effectiveness of a reverse stock split of one (1) for thirty thousand (30,000), the company will issue a total of thirty (30,000,000) restricted shares post reverse stock split.

On July 5, 2016, a subsequent event to the current financial statement; any and all preferred shares series A, B, C, D, and E have been cancelled and returned to treasury.

**NOTE 2 – GOING CONCERN**

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating cost and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital

resources. Management's plan to obtain such resources for the Company include, obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. Management is also in discussions to raise additional financing to allow them to begin marketing and selling their products, which it expects to occur in late 2016. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### *USE OF ESTIMATES*

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which require 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### *Emerging Growth Company Critical Accounting Policy Disclosure:*

The Company qualifies as an "emerging growth company" under the 2012 JOBS Act. The JOBS Act contains provisions that relax certain requirements for "emerging growth companies". For as long as the Company is an emerging growth company, which may be for up to five years after the first sale of common equity securities pursuant to an effective registration statement under the Securities Act., unlike other public companies, the Company will not be required to: (i) comply with any new or revised financial accounting standards applicable to public companies until such standards are also applicable to private companies under Section 102 (b)(1) of the JOBS Act; (ii) provide an auditor's attestation report on management's assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act; (iii) comply with any new requirements adopted by the PCAOB requiring mandatory audit firm rotation or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer; or (iv) comply with any new audit rules adopted by the PCAOB after April 5, 2012 unless the SEC determines otherwise.

As an emerging grown company, the Company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The Company may elect to take advantage of the benefits of this extended transition period in the future.

#### *REVERSE STOCK-SPLITS:*

On February 23, 2012 the Company effected a 1 for 500 reverse stock split, and on January 24, 2013, the Company effected a 1 for 50,000 reverse stock split, collectively referred to as the Stock Splits. Unless otherwise noted, all impacted amounts included in the financial statements and notes thereto have been retroactively adjusted for the Stock Splits. Unless otherwise noted, impacted amounts include shares of common stock authorized and outstanding, share issuances and cancellations, shares underlying preferred stock, convertible notes, warrants and stock options, shares reserved, conversion prices of convertible securities, exercise prices of warrants and options, and loss per share.

#### *CASH AND CASH EQUIVALENTS*

Cash and cash equivalents include time deposits, certificates of deposits and all highly liquid debt instruments with original maturities of three months or less.

The Company maintains cash and cash equivalents at financial institutions, which periodically may exceed federally insured amounts.

## *FAIR VALUE OF FINANCIAL INSTRUMENTS*

The carrying amount of cash, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2015.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Under the fair value hierarchy there is a distinguishment between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

## *IMPAIRMENT OF LONG LIVED ASSETS:*

The Company evaluates, on a periodic basis, long-lived assets to be held and used for impairment in accordance with the reporting requirements of ASC 360-10, "*Accounting for the Impairment or Disposal of Long-Lived Assets*". The evaluation is based on certain impairment indicators, such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements, as well as other external market conditions or factors that may be present. If these impairment indicators are present or other factors exist that indicate that the carrying amount of the asset may not be recoverable, then an estimate of the discounted value of expected future operating cash flows is used to determine whether the asset is recoverable and the amount of any impairment is measured as the difference between the carrying amount of the asset and its estimated fair value. The fair value is estimated using valuation techniques such as market prices for similar assets or discounted future operating cash flows.

## *PREPAID EXPENSES*

Prepaid expenses consist of services to be rendered from consultants and are amortized as over the period that services are rendered.

## *EARNINGS PER SHARE:*

Basic earnings (loss) per share are computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share include the effects of any outstanding options, warrants and other potentially dilutive securities. For the periods presented, there were no potentially dilutive securities outstanding, therefore basic earnings per share equals diluted earnings per share. Basic and diluted earnings per share ("EPS") are based on weighted-average common shares and exclude

shares that would have an anti-dilutive effect. In accordance with ASC 260-10-45-19, the Company did not consider any potential common shares in the computation of diluted EPS as of March 31, 2016 and 2015, due to the loss from continuing operations, as they would have an anti-dilutive effect on EPS.

#### *Share Based Payments:*

The Company accounts for share based payments using a fair value based method whereby compensation cost is measured at the grant date based on the value of the services received and is recognized over the service period. The Company uses the Black-Scholes pricing model to calculate the fair value of options and warrants issued. In calculating this fair value, there are certain assumptions used such as the expected life of the option, risk-free interest rate, dividend yield, volatility and forfeiture rate. The use of a different estimate for any one of these components could have a material impact on the amount of calculated compensation expense.

#### *Segment Reporting:*

The Company has determined it has only one operating segment as of the periods presented.

#### *INCOME TAXES*

The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. The Company has had significant operating losses and a valuation allowance is recorded for the entire amount of the deferred tax assets, resulting in no deferred tax assets or liabilities recognized as of March 31, 2016 or March 31, 2015.

The Company accounts for uncertain tax positions according to the provisions of ASC 740. ASC 740 contains a two-step approach for recognizing and measuring uncertain tax positions. Tax positions are evaluated for recognition by determining if the weight of available evidence indicates that it is probable that the position will be sustained on audit, including resolution of related appeals or litigation. Tax benefits are then measured as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes.

The Company's open tax periods are 2012 through 2016.

#### *RECENT ACCOUNTING PRONOUNCEMENTS*

On June 10, 2014 the FASB issued ASU No. 2014-10, *Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation*. The amendments in this ASU remove all incremental financial reporting requirements from U.S. GAAP for development stage entities. The Company has elected to early adopt this guidance, and therefore is no longer presenting the financial statements in accordance with ASU 915, with inception to date disclosures.

The Company is evaluating how to apply ASU 605, *Revenues from Contracts with Customers*, before its effective date, however, as the Company does not yet have revenue to recognize, it will not have an impact on current results of operations, financial position or cash flow.

#### **NOTE 4 – ACQUISITION OF STEMtide INC.**

On July 7, 2011, the Company had acquired 100% of the issued and outstanding shares of Stemtide Inc. in exchange for 50,000,000 shares of common stock of the Company, the assumption of certain outstanding liabilities, and contingent residual payments of 10% of the gross profits derived from the sale of Stemtide Inc.'s Age-Reversing Products. The 50,000,000 shares of common stock were issued upon consummation of the agreement. The principal asset of Stemtide Inc. that was acquired was the manufacturing and marketing rights to the Stemtide Age-Reversing Products, throughout the United States, licensed from an affiliate of the principal shareholders of InoLife. These licensing rights were valued at \$627,000 based on the Company assuming \$572,000 of accounts payable and issuing 50,000,000 shares of common stock valued at \$55,000. The Company also issued 572 shares of its Series C Convertible Preferred Stock as securitization against the payment out of future revenues of the \$572,000 accounts payable. There were no other assets acquired.

On March 31, 2012, during the annual impairment test, the Company evaluated the acquired Licensing Rights for financial impairment. Based on the Company's evaluation of the recoverability of the licensing rights by measuring the carrying amount of the assets against the estimated undiscounted future cash flows associated with them, it was determined to impair the full value of the licensing rights of \$627,000 due to the uncertainty of recovery.

#### **NOTE 5 – RELATED PARTY TRANSACTIONS**

During the year ended March 31, 2011, the Company issued 60 shares of its Series B Convertible Preferred Stock ("PS") to officers of the Company in consideration of 40% of their 2012 fiscal year salaries. This amounted to \$233,600 which was recorded in the prepaid expense line on the consolidated balance sheet. Approximately \$20,000 and \$214,000 of this amount was amortized to management services in the years ended March 31, 2013 and March 31, 2012, respectively. As of March 31, 2013 the prepaid expense has been fully amortized.

In July 2012 the Company created and restated the designation of the Series B Convertible Preferred shares, and on August 16, 2012, in connection with the new designation cancelled the 60 PS shares issued above in exchange for 292,000 shares of the new Series B Preferred Stock. Sharon Berthold converted 300 of her PS for 30,000,000 common shares on September 7, 2012.

On April 18, 2012, the Company entered into an agreement with Gary Berthold, who serves as chairman of the board of directors, president and chief executive officer of the Company, and with Sharon Berthold, who serves on our board of directors and as executive vice-president (collectively the "Officers"), to issue 60,000 (30,000,000 pre-split) common shares in satisfaction of \$465,000 of accrued salaries owing to them under their employee contracts.

On July 25, 2012, Gary Berthold and Sharon Berthold were each issued one share of Class A Convertible Preferred Stock (the "Preferred A Stock") and two and one billion shares of Common Stock, respectively. The Officers were issued the Preferred A Stock in connection with and as consideration for their agreements to continue as an officer and director for the Company. The certificate of designations for the Preferred A Stock provides that as a class it possesses a number of votes equal to two times the votes of capital stock outstanding of the Company that could be asserted in any matter put to a vote of the shareholders of the Company. This did not lead to a change of control, as the Officers continue to be majority owners.

On November 27, 2013, the Company issued 120,000 shares of its Preferred Class B stock to the Officers for past services rendered and for the cancellation of the three billion shares of common stock mentioned above.

On March 8, 2013 the Company issued 40,000,000 of its common stock to INOHEALTH Products, a party

related through common ownership by Gary and Sharon Berthold., in connection with a licensing and marketing agreement originally dated July 2010. As the issuance was to a related party, it has been accounted for as a capital transaction, with the capital contribution of the license agreement offset by the capital distribution of the issuance of the shares.

During the year ended March 31, 2013, Sharon Berthold paid certain expenses on behalf of the Company in the amount of \$64,161. This amount has been recorded as a loan payable – related party. Additional expenses on behalf of the Company were paid by Sharon Berthold during the year ended March 31, 2014, bringing the balance of the loan payable – related party as of March 31, 2014 to \$78,958.

On November 29, 2013 Sharon Berthold resigned her position as Director, Executive Vice President and Secretary.

#### **NOTE 6 – CONVERTIBLE NOTES PAYABLE**

The Company has issued various convertible debentures to accredited investors with interest rates ranging from 8% to 18%. The investors can convert the principal and accrued but unpaid interest of the debentures into shares of the Company's common stock at fixed or variable conversion prices according to the contract.

The Company has evaluated their convertible notes for embedded derivative features and has determined that in several of the notes a derivative liability is necessary to recognize. These notes contain a conversion feature which include a "reset" provision, whereby the conversion rate would be reset should there be future equity sales at a price less than the conversion rate in effect at the time. Therefore, the conversion feature is required to be bifurcated and accounted for under derivative accounting, and remeasured each period end, with any changes in the fair value of the derivative to be recognized in income. All the notes which contained the reset provision were entered into during the year ended March 31, 2012.

The conversion features were evaluated for any beneficial aspect and it was determined that several of the notes contained beneficial conversion features, whereby the conversion rate was calculated at a discount to the market price.

There were also several convertible debentures issued in the years ended March 31, 2014 and 2013, which were in exchange for existing loans or other debt of the Company under assignment agreements between the original noteholder and the new noteholder. All the new notes were fully converted soon after the exchange (except for Just Marketing, discussed below). The exchanges were evaluated for any gains or losses to be recognized upon extinguishment of the original debt, and it was determined there were no gains or losses to be recognized.

On July 17, 2012 the Company issued a Demand note to New Opportunity Business Solutions in connection with a consulting contract also dated July 17, 2012. The principal amount of the note is \$75,000.00. The note bears an interest rate of 10%. The note and any accrued interest are eligible to be converted into the Company's common stock.

On July 23, 2013, the Company entered into a \$40,000 convertible debenture with Just Marketing Group, Inc., which bears interest at 10%. The note is due on demand 120 days after issuance. The note is convertible, beginning 60 days after issuance, at a 50% discount to market price on date of conversion, or mutually agreed upon terms. The Company determined the conversion feature was not required to be bifurcated, as although the conversion terms were not fixed, we do not know what mutually agreed upon terms will be and if will not still qualify as indexed to the Company's own stock. Therefore, the Company recognized a beneficial conversion feature in the amount of \$20,000. The related debt discount was amortized over the 120 day period until demand, which has been considered the maturity date.

#### **NOTE 7 – COMMON & PREFERRED STOCK**

Please see Note 5 for a discussion of common and Preferred Stock issued to related parties. As of March 31, 2016, all the Preferred Stock of the Company is held by the Officers.

Please see Note 6 for all share issuances upon conversions of convertible debentures.

On July 25, 2012, the Board of Directors voted and approved to set up a Stock Option Plan for the Issuer's selected employees, directors (if applicable) and consultants as an opportunity to acquire a proprietary interest in the success of the Company, or to increase such interest, to encourage such selected persons to remain in the employ of the Company, and to attract new employees. This plan seeks to achieve this purpose by providing for awards in the form of registered shares, restricted shares and options (which may constitute incentive stock options or non-statutory stock options), as well as the direct award or sale of shares of the Company's common stock. Awards may be granted under this plan in reliance upon federal and state securities law exemptions. Shares offered under this plan shall be authorized but unissued shares, and shall not exceed two hundred million (200,000,000) shares of authorized common stock of the Company. Each award or sale of shares under the plan (other than upon exercise of an option) shall be evidenced by a stock purchase agreement between the offeree and the Company. The provisions of the various stock purchase agreements entered into under the plan need not be identical. No options have been issued under the Plan as of March 31, 2014.

On Oct 18, 2013 the Company increased the authorized shares from 250,000,000 to 400,000,000 shares.

During the year ended March 31, 2014 the Company issued 18,040,000 shares of its common stock for services to various consultants with a fair value of \$1,918,379. The consulting expense recognized related to services already provided, or was issued as a signing bonus to various consultants agreeing to work with the Company. The fair value was determined using the market price of the Company's stock on the date of issuance.

On May 1, 2013, INOL entered into an Exclusive Licensing Agreement with Green Dolphin Corp, whose President has agreed to become VP of Business Development. In connection with the license agreement the Company issued to Green Dolphin 1,200,000 common shares, with a fair value based on the market price of the shares of \$264,000 (amount included in disclosure above). As the shares were issued to a company controlled by a consultant of the Company, and it is not known if the Company will ever actually distribute the products offered under the license agreement, the shares have been treated as additional compensation to the consultant.

During the year ended March 31, 2014 the Company issued 4,543 (post reverse stock split) shares of its common stock for services to various consultants with a fair value of \$294,420. The fair value was determined using the market price of the Company's stock on the date of issuance. The majority of the shares were issued at the commencement of the contract period (one year) and recognized as a prepayment upon issuance. \$161,250 was expensed during the year, with \$53,750 remaining as Prepaid Expenses at March 31, 2014.

#### **NOTE 8 – WARRANTS AND OPTIONS**

There are no warrants or options issued or outstanding to acquire any additional shares of common stock of the Company during the years ended March 31, 2015 and 2014.

#### **NOTE 9 – INCOME TAXES**

Deferred tax assets and liabilities result from temporary differences in the recognition of income and expense for tax and financial reporting purposes. A valuation allowance has been recorded against the realizability of the net deferred tax asset such that no value is recorded for the asset in the accompanying financial statements.

The Company has net operating loss carry forwards available for federal and state tax purposes of approximately \$10,185,000, at March 31, 2014, which expire in varying amounts through 2033.

## NOTE 10 – COMMITMENTS AND CONTINGENCIES

### Employment agreements

On April 30, 2011, the Company entered into executive employment agreements with Gary Berthold and Sharon Berthold (each an “Employee” and collectively, the “Employees”). Under the terms of the executive employment agreements, Mr. Berthold has agreed to serve as our chairman of the board of directors, president and chief executive officer on an at-will basis and Mrs. Berthold has agreed to serve on our board of directors and as executive vice president on an at-will basis.

The agreement for Gary Berthold provides for an initial base salary of \$310,000 per year and the agreement for Sharon Berthold provides for an initial base salary of \$274,000 per year. The Employees are eligible to receive increases and annual cash incentive bonuses at the discretion of the board of directors. The Employees are also eligible to participate in benefit and incentive programs we may offer.

We may terminate the agreement at any time, with or without due cause. Employee may terminate the agreement at any time, with or without good reason. However, termination for good reason must occur within 90 days of the occurrence of an event constituting good reason, and Employee must furnish us with written notice of the event within 30 days after the initial existence of the event and provide us with at least a 30-day cure period. “Good reason” includes: a material diminution in his authority, duties, responsibilities, titles or offices; a purported reduction in Employee’s base salary in an amount greater than 10% below the base salary in effect at the time of the reduction; our failure to timely cure or diligently initiate a cure of any material breach within 30 days after Employee gives us written notice of the breach.

Immediately preceding the occurrence of a change in control, and regardless of whether Employee’s employment terminates and/or he receives severance payments as a result of the change in control, Employee will be entitled to receive a payment equal to (A) two times his then current annual salary and (B) two times the amount of the average incentive bonus paid during the two calendar years preceding the date of termination.

### Litigation

The Company may be subject to various pending and threatened legal actions, which arise in the normal course of business. The Company's management believes that the impact of such litigation will not have a material adverse impact on its financial position or results of operations.

## NOTE 11 – SUBSEQUENT EVENTS

The Company issued 5,200,000 shares of Series B PS and 205,000,000 shares of common stock to Directors of the Company as signing bonuses.

Management has evaluated all activity of the Company through July 15, 2016 and concluded that no additional subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to financial statements.

On February 1, 2016, InoLife Technologies, Inc., a New York corporation (the “Registrant” or “Company”), entered into a Definitive Merger Agreement (“Agreement”) with 8687544 Canada, Inc. (“8687544”), pursuant to which the Registrant has agreed to issue 8687544 thirty million shares of common stock, after a thirty thousand to one (30,000 to 1) reverse split of the Registrant's existing issued and outstanding shares, in consideration for 8687544's rights title and interest to a needle free injector system. Including the following rights and assets:

- A. Design, Specifications and Intellectual Properties of the Needle Free Injector System 505 (for injection of 0.5ml, both reusable and disposable), and One30 (a disposable injection of 0.3).

- B. Regulatory Approvals for the Needle Free Injector (FDA, Health Canada and European).  
FDA Version Number – M GBA EN FR R01 1209SFR
- C. Any and all marketing materials, presentation, clinical trials, research. Including brand name use.
- D. Any and All Global Rights and Ownership to the Needle Free Injector System and technology referred to as Injex and or its equivalent Generic IP, including but not limited to its designs, its technical know-how, and trade secrets.