OTC Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

Qualifications for the OTC Pink - Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) qualify for the Current Information Tier. Financial reports must be prepared according to U.S. GAAP or IFRS, but are *not required to be audited* to qualify for the OTC Pink Current Information tier.

Initial Qualification:

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.

2. Create the following documents, save them in PDF format and upload them via www.OTCIQ.com:
   - Annual Financial statements (Document must Include: Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements) for the previous two fiscal years. If these reports are audited, please attach the audit letter from the PCAOB registered audit firm. Each year's Annual Financial statements should be posted separately under the report type "Annual Report" in OTCIQ.
   - Any subsequent Quarterly Reports since the most recent Annual Report.
   - The most recent fiscal period end report should also include information in accordance with these OTC Pink Basic Disclosure Guidelines; use the fillable form beginning on page 3.

3. If financial reports are not audited by a PCAOB registered audit firm:
   - Submit a signed Attorney Letter Agreement (first two pages of the Attorney Letter Guidelines).
   - After following the appropriate procedures with a qualified attorney, upload an Attorney Letter complying with Attorney Letter Guidelines through your otciq.com account.

Ongoing Qualification:

1. **For each Fiscal Quarter End**, upload a Quarterly Report via www.OTCIQ.com within **45** days of the quarter end. (A separate quarterly report is not required for the 4th quarter.) The Quarterly Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Quarterly financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements).
   - No Audit Letter or Attorney Letter is required**.**

2. **For each Fiscal Year End**, upload an Annual Report within **90 days** of the fiscal year end. The Annual Report should include:
   - Information in accordance with these OTC Pink Basic Disclosure Guidelines -- use the fillable form beginning on page 3.
   - Annual financial statements (Balance Sheet, Income Statement, Statement of Cash Flows, Notes to Financial Statements, and Audit Letter, if the financial statements are audited).

3. If financial reports are not audited by a PCAOB registered audit firm, upload an Attorney Letter via www.OTCIQ.com complying with the Attorney Letter Guidelines within **120 days** of the fiscal year end.

Qualifications for the OTC Pink - Limited Information Tier

Companies that make the information described below publicly available within the prior 6 months qualify for the Limited Information Tier.

1. Subscribe to the OTC Disclosure & News Service on www.OTCIQ.com to publish your financial reports and material news.
2. Create a Quarterly Report or Annual Report for a fiscal period ended within the previous 6 months, save it in PDF format and upload it via www.OTCIQ.com. The Quarterly Report or Annual Report includes:
    - Balance Sheet, Income Statement, and Total Number of Issued and Outstanding Shares. Financial statements must be prepared in accordance with US GAAP, but are not required to be audited. (Please note that Cash Flow Statements are not required to qualify for the Limited Information tier; however, unless the financial statements include a Cash Flow Statement, no financial data will be included in the OTC Financials Data Service, which distributes company financial data to online investor portals and makes the data available on your company's Financials tab on www.otcmarkets.com)
    - A company in the Limited Information tier, may, but is not required to, include information in accordance with these OTC Pink Basic Disclosure Guidelines using the fillable form beginning on page 3.

Current Reporting of Material Corporate Events

OTC Markets Group encourages companies to make public disclosure available regarding corporate events that may be material to the issuer and its securities. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence, and posting such news release through the OTC Disclosure & News Service.

Material corporate events include:

- Entry or Termination of a Material Definitive Agreement
- Completion of Acquisition or Disposition of Assets, Including but not Limited to mergers
- Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer
- Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Costs Associated with Exit or Disposal Activities
- Material Impairments
- Sales of Equity Securities
- Material Modification to Rights of Security Holders
- Changes in Issuer's Certifying Accountant
- Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review
- Changes in Control of Issuer
- Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers
- Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year
- Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics
- Other events the issuer considers to be of importance

OTC Pink Basic Disclosure Guidelines

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Pocket Games, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 1732 1st Avenue
Address 2: #25955
Address 3: New York, NY 10128
Phone: 347 464 7532
Email: info@pocketgamesinc.com
Website(s): www.pocketgamesinc.com

IR Contact
Address 1: _____
Address 2: _____
Address 3: _____
Phone: _____
Email: _____
Website(s): _____

3) Security Information

Trading Symbol: PKGM
Exact title and class of securities outstanding: Common
CUSIP: 73035U109
Par or Stated Value: 0.0001
Total shares authorized: 10,000,000,000 as of: 31st Jan 2017
Total shares outstanding: 859,653,632 as of: 31st Jan 2017

Additional class of securities (if necessary):
Trading Symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or Stated Value: _____
Total shares authorized: _____ as of: _____
Total shares outstanding: _____ as of: _____

Transfer Agent
Name: VStock Transfer
Address 1: 18 Lafayette Place
Address 2: Woodmere
Address 3: NY. 11598
Phone: 855-9VSTOCK
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

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

List any restrictions on the transfer of 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:

A 1000:1 split was filed with FINRA, but this lapsed and was not actioned.

4) Issuance History

List below 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 equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, 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:

Date	Stock Class	Issued Stock	Note Holder	Description
08-Apr-15	Common	409,836	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
16-Apr-15	Common	517,241	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
04-May-15	Common	880,628	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
14-May-15	Common	403,974	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
09-Nov-15	Common	300,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
14-Dec-15	Common	900,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
08-Jan-16	Common	900,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
11-Jan-16	Common	850,340	Essex Global Investments Corp	Rule 144 Not Registered No Legend
13-Jan-16	Common	1,347,708	Essex Global Investments Corp	Rule 144 Not Registered No Legend
15-Jan-16	Common	1,428,571	Essex Global Investments Corp	Rule 144 Not Registered No Legend
19-Jan-16	Common	2,143,548	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
21-Jan-16	Common	1,500,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
22-Jan-16	Common	2,142,857	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
25-Jan-16	Common	1,443,001	Essex Global Investments Corp	Rule 144 Not Registered No Legend
26-Jan-16	Common	1,800,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
26-Jan-16	Common	2,141,176	Vis Veres Group, Inc.	Rule 144 Not Registered No Legend
27-Jan-16	Common	1,835,317	Essex Global Investments Corp	Rule 144 Not Registered No Legend
28-Jan-16	Common	1,835,317	Essex Global Investments Corp	Rule 144 Not Registered No Legend
29-Jan-16	Common	2,430,555	Essex Global Investments Corp	Rule 144 Not Registered No Legend
29-Jan-16	Common	2,300,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
03-Feb-16	Common	2,400,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
03-Feb-16	Common	2,628,968	Essex Global Investments Corp	Rule 144 Not Registered No Legend
05-Feb-16	Common	2,800,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend

05-Feb-16	Common	2,827,380	Essex Global Investments Corp	Rule 144 Not Registered No Legend
16-Feb-16	Common	2,941,176	Essex Global Investments Corp	Rule 144 Not Registered No Legend
17-Feb-16	Common	2,990,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
18-Feb-16	Common	3,200,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
18-Feb-16	Common	3,030,303	Essex Global Investments Corp	Rule 144 Not Registered No Legend
22-Feb-16	Common	3,790,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
23-Feb-16	Common	3,047,619	Essex Global Investments Corp	Rule 144 Not Registered No Legend
25-Feb-16	Common	3,870,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
29-Feb-16	Common	4,200,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
01-Mar-16	Common	3,035,714	Essex Global Investments Corp	Rule 144 Not Registered No Legend
01-Mar-16	Common	4,491,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
03-Mar-16	Common	5,079,365	Essex Global Investments Corp	Rule 144 Not Registered No Legend
04-Mar-16	Common	5,000,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
04-Mar-16	Common	5,300,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
14-Mar-16	Common	5,700,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
22-Mar-16	Common	6,000,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
22-Mar-16	Common	6,137,700	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
22-Mar-16	Common	6,000,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
01-Apr-16	Common	7,300,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
06-Apr-16	Common	7,734,500	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
08-Apr-16	Common	8,700,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
21-Apr-16	Common	9,100,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
21-Apr-16	Common	9,330,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
21-Apr-16	Common	9,100,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
25-Apr-16	Common	9,330,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
26-Apr-16	Common	9,780,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
27-Apr-16	Common	10,050,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
28-Apr-16	Common	10,000,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
29-Apr-16	Common	11,170,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
29-Apr-16	Common	11,000,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
03-May-16	Common	12,400,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
05-May-16	Common	13,500,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
05-May-16	Common	14,300,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
09-May-16	Common	14,100,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
09-May-16	Common	14,300,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
11-May-16	Common	15,450,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
13-May-16	Common	17,100,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
17-May-16	Common	16,800,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
20-May-16	Common	19,600,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
20-May-16	Common	19,200,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
24-May-16	Common	20,500,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
24-May-16	Common	19,200,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend

25-May-16	Common	21,500,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
03-Jun-16	Common	24,500,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
06-Jun-16	Common	24,000,000	JDF Capital, Inc.	Rule 144 Not Registered No Legend
09-Jun-16	Common	25,800,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
10-Jun-16	Common	27,000,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
13-Jun-16	Common	26,500,000	Vigere Partners, LLP	Rule 144 Not Registered No Legend
14-Jun-16	Common	28,300,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
02-Sep-16	Common	33,000,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
20-Sep-16	Common	35,000,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
06-Oct-16	Common	37,000,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
13-Oct-16	Common	38,900,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend
06-Dec-16	Common	40,800,000	Crown Bridge Partners, LLC	Rule 144 Not Registered No Legend

A. 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.

_____

5) Financial Statements

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

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

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

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

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

_____

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The Company owns two subsidiary companies: Social Technology Holdings, Inc. and Kicksend, Inc. Pocket Games owns certain game title IP such as Idol Hands. Recently, Pocket Games has disbanded its Indian Operations and has made an agreement with the Directors of GodSpeed to offer services to Pocket Games at preferential rates on a 'work for hire' basis.

Pocket Games, Inc. is a new force in Video Games, aiming to bring together some of the industries key and influential figures to create a Company that delivers the very best in PC and Mobile gaming to the fast-growing gaming community.

The Company's modus operandi is to acquired fantastic IP, build brands around that IP and bring other Companies into the fold, in order to have a powerful base from which to succeed. It has already acquired its first IP in Idol Hands; a PC game was launched in 2015.

The Company acquired Social Technology Holdings, Inc. and Kicksend Holdings, Inc. in 2016.

B. Date and State (or Jurisdiction) of Incorporation:

Oct 2013, NY.

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

7372
7374

D. the issuer's fiscal year end date;

Oct 31st

E. principal products or services, and their markets;

Social Technology Holdings, Inc. is building a Technology Platform that allows Video Games Developers to offer their games to Asian markets. This product is in very early development.

Kicksend Holdings, Inc. has a photo app that allows customers to take photos on their mobile devices, send them to photo collection points digitally, such as Walmart, CVS and Target and have them printed and collect them in person.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

David Lovatt, CEO, President, Director.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, 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 (excluding traffic violations and other minor offenses);

   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. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Name[1]	Shares of Common Stock Beneficially Owned	Percent of Class	Shares of Series A Preferred Stock Beneficially Owned[2]	Percent of Class	Shares of Series B Preferred Stock Beneficially Owned[3]	Percent of Class	Shares of Series C Preferred Stock Beneficially Owned[4]	Percent of Class
David Lovatt[5]	2,835,865	1.32%	1,000	50.00%	80,000	20.00%	-	*
AEL Irrevocable Trust[6]	-	*	750	37.50%	240,000	60.00%	197,438	*
Sugar House Trust[7]	-	*	250	12.50%	80,000	20.00%	65,812	*

(1) Except as otherwise indicated, the address of each beneficial owner is c/o Pocket Games, Inc., 1732 First Avenue, Suite 25955, New York, NY 10128.

(2) Shares of our Series A Preferred Stock are not convertible into common stock and are entitled to 50,000 votes per share, and may vote with holders of the Corporation's Common Stock on all matters which common stockholders may vote.
(3) Shares of our Series B Preferred Stock are entitled to 48% of the vote of the "fully-diluted common stock of the Corporation" (as defined), and may vote with holders of the Corporation's Common Stock on all matters which common stockholders may vote.
(4) Shares of our Series C Preferred Stock are entitled to 12% of the vote of "fully-diluted common stock of the Corporation" (as defined), and may vote with holders of the Corporation's Common Stock on all matters which common stockholders may vote.
(5) Chief Executive Officer and member of the Board of Directors.
(6) Beneficial Shareholder of the Corporation.
(7) Beneficial Shareholder of the Corporation.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: John Thomas
Firm: John D. Thomas, P.C.
Address 1: 11650 South State Street
Address 2: Draper, Utah 84020
Phone: (801) 816-2536
Email:

Accountant or Auditor
Name: Chene Gardner
Firm: Acadia Group
Address 1: 11650 South State Street
Address 2: Draper, Utah 84020
Phone: 801-816-2500
Email:

Investor Relations Consultant
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

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

The certifications shall follow the format below:

I, David Lovatt certify that:

1. I have reviewed this Quarterly Disclosure Statement of Pocket Games, Inc.;

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.

Jan 31 2017

/s/ David Lovatt
Chief Executive Officer and principal financial officer

POCKET GAMES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

ASSETS

	January 31, 2017	October 31, 2016
CURRENT ASSETS		
Cash and cash equivalents	$ 5,885	$ 6,393
Accounts receivable	2,205	11,113
Other current assets	51,110	54,789
Total Current Assets	59,200	72,295
FIXED ASSETS, NET	2,408	7,658
OTHER ASSETS		
Intangible assets, net	1,075,409	1,076,409
Goodwill	8,600,000	8,600,000
Total Other Assets	9,675,409	9,676,409
TOTAL ASSETS	$ 9,737,017	$ 9,756,362

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

CURRENT LIABILITIES		
Bank overdraft	$ -	$ -
Accounts payable	866,266	860,078
Accrued expenses, related parties	12,404	15,969
Accrued expenses	210,928	205,115
Accrued compensation	124,352	115,491
Line of credit	142,600	142,600
Loans payable, related parties	13,281	13,281
Convertible debenture, net of discount of $-0-	866,979	842,652
Total Current Liabilities	2,236,810	2,195,186
LONG TERM LIABILITIES		
Notes payable	800,000	800,000
Total Long Term Liabilities	800,000	800,000
TOTAL LIABILITIES	3,036,810	2,995,186
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, $0.0001 par value; 1,000,000,000 shares authorized		
Preferred stock designated, Series A, $0.0001 par value, 1,000 and -0- shares issued and outstanding, respectively	-	-
Preferred stock designated, Series B, $0.0001 par value, 320,000 and -0- shares issued and outstanding, respectively	32	32
Preferred stock designated, Series C, $0.0001 par value, 270,000 and -0- shares issued and outstanding, respectively	27	27
Common stock, $0.0001 par value; 5,000,000,000 shares authorized, 859,733,632 and 818,933,632 shares issued and outstanding, respectively	85,974	81,894
Additional paid-in capital	12,972,410	12,869,956
Subscriptions payable, consisting of -0- and 155,400 shares, respectively	-	-
Subscriptions receivable	1,500	1,500
Accumulated deficit	(6,359,736)	(6,301,679)
Accumulated other comprehensive loss		109,446
Total Stockholders' Equity (Deficit)	6,700,207	6,761,176
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 9,737,017	$ 9,756,362

The accompanying notes are an integral part of these consolidated financial statements.

POCKET GAMES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended January 31,	
	2017	2016
REVENUES		
Revenues, related parties	$ -	29,006
Revenues	190	5,265
Cost of revenues	-	(10,942)
Gross profit (loss)	190	23,329
OPERATING EXPENSES		
General and administrative	6,205	59,778
Officer compensation	30,000	49,606
Professional fees	11,250	67,575
Total Operating Expenses	47,455	176,959
LOSS FROM OPERATIONS	(47,265)	(153,630)
OTHER INCOME (EXPENSES)		
Gain on change in fair value of derivative liability	-	763,083
Interest expense	(10,792)	(166,669)
Loss on debt conversion	-	(13,686)
Total Other Income (Expenses)	(10,792)	582,728
NET INCOME (LOSS) BEFORE INCOME TAXES	(58,057)	429,098
PROVISION FOR INCOME TAXES	-	-
NET INCOME (LOSS)	$ (58,057)	$ 429,098

The accompanying notes are an integral part of these consolidated financial statements.

POCKET GAMES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
From November 1, 2015 through January 31, 2017
(Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Common Stock		Additional Paid-In Capital	Subscriptions Payable	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, November 1 , 2015	1,000	$ -	-	$ -	-	$ -	24,339,929	$ 2,434	$ 3,821,210	$ -	$ (5,618,984)	$ (54)	$ (1,795,394)
Common stock issued for services	-	-	-	-	-	-	54,480,000	5,448	558,135	1,500	-	-	565,083
Common stock issued for conversion of debt	-	-	-	-	-	-	740,113,703	74,011	180,936	-	-	-	254,947
Beneficial conversion feature of convertible debenture	-	-	-	-	-	-	-	-	90,206	-	-	-	90,206
Series B Preferred stock issued for acqusition of Social Technology Holdings, Inc.	-	-	320,000	32	-	-	-	-	3,199,968	-	-	-	3,200,000
Series C Preferred stock issued for acqusition of Kicksend Holdings, Inc.	-	-	-	-	270,000	27	-	-	5,019,501	-	-	-	5,019,528
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	-	-	-	109,500	109,500
Net income for the year ended October 31, 2016	-	-	-	-	-	-	-	-	-	-	(682,695)	-	(682,695)
Balance, October 31, 2016	1,000	$ -	320,000	$ 32	270,000	$ 27	818,933,632	$ 81,894	$ 12,869,956	$ 1,500	$ (6,301,679)	$ 109,446	$ 6,761,176
Common stock issued for conversion of debt	-	-	-	-	-	-	40,800,000	4,080	(2,407)	-	-	-	1,673
Foreign currency translation adjustment	-	-	-	-	-	-	-	-	104,861	-	-	(109,446)	(4,585)
Net income for the three months ended January 31, 2017	-	-	-	-	-	-	-	-	-	-	(58,057)	-	(58,057)
Balance, January 31, 2017	1,000	$ -	320,000	$ 32	270,000	$ 27	859,733,632	$ 85,974	$ 12,972,410	$ 1,500	$ (6,359,736)	$ -	$ 6,700,207

The accompanying notes are an integral part of these consolidated financial statements.

POCKET GAMES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended January 31,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (58,057)	$ 429,098
Adjustments to reconcile net loss to net cash used by operating activities:		
Amortization of discount on convertible deventure	-	140,057
Depreciation expense	-	508
Shares issued for services	-	60,075
Carryover affect of acquisitions	6,250	-
Change in fair value of derivative liabilities	-	(756,097)
Loss on conversion of debt	-	13,686
Changes in operating assets and liabilities:		
Accounts receivable	8,908	-
Other current assets	3,679	10,647
Bank overdraft	-	3,650
Accounts payable	6,188	4,778
Accrued expenses, related parties	(3,565)	3,331
Accrued expenses	5,813	10,677
Accrued officer compensation	8,861	28,957
Net Cash Used by Operating Activities	(21,923)	(50,633)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from convertible debenture	26,000	32,500
Net Cash Provided by Financing Activities	26,000	32,500
Foreign curreny translation	(4,585)	(358)
DECREASE IN CASH AND CASH EQUIVALENTS	(508)	(18,491)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	6,393	24,404
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 5,885	$ 5,913

The accompanying notes are an integral part of these consolidated financial statements.

POCKET GAMES, INC.
Notes to Condensed Financial Statements
January 31, 2017
(Unaudited)

Note 1 - Nature of Business and Significant Accounting Policies

Nature of Business
Pocket Games, Inc. (the "Company") was incorporated on October 4, 2013 ("Inception") under the laws of the State of Florida. The Company is engaged in the development, marketing and sale of interactive games for mobile devices, tablets and computers. The Company has limited customers and products and revenues to date.

On February 9, 2016, Pocket Games, Inc. entered into a Share Exchange Agreement (the "Exchange Agreement") with Social Technology Holdings, Inc., a Delaware corporation ("STH"), AEL Irrevocable Trust ("AIT"), Sugar House Trust ("SHT", and together with AIT, the "STH Majority Shareholders") and David Lovatt, the principal and controlling shareholder of the Company ("Lovatt") regarding the acquisition by the Company from the STH Majority Shareholders of 20,000,000 shares of Class A common stock, par value $0.0001 per share, of STH (the "STH Class A Common Stock") and 2,000,000 shares of Class B common stock, par value $0.0001 per share, of STH (the "STH Class B Common Stock"). The STH Class A Common Stock and the STH Class B Common Stock transferred to the Company by the STH Majority Shareholders constitute 80% of the issued and outstanding shares of STH Class A Common Stock and 100% of the STH Class B Common Stock.

In exchange for the STH Class A Common Stock and STH Class B Common Stock, the Company issued to the STH Majority Shareholders an aggregate of 320,000 shares of non-redeemable, voting convertible shares of Series B preferred stock of the Company (the "Company Series B Preferred Stock"). In addition, Lovatt, as the owner of 1,000 shares, or 100%, of Company's Series A Preferred Stock, returned such shares to the Company treasury, in exchange for which the Company reissued 500 shares of such Series A Preferred Stock to the STH Majority Shareholders, and 500 shares of Company Series A Preferred Stock, together with 80,000 shares of Company Series B Preferred Stock, to Lovatt. Each share of the Company's Series A Preferred Stock entitles the holder(s) to cast 50,000 votes at any meeting of Company stockholders or in connection with any consents required of Company common stockholders. After the share exchange, Lovatt will maintain control of the Company.

We develop games and provide end-end services for software and application development. We also have a dedicated division for server support and cloud management. Our clients rely on us to support their core IT architecture and provide 24/7 support for their business critical infrastructure

The Company has adopted a fiscal year end of October 31.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the 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.

Cash and Cash Equivalents
Cash and cash equivalents consist of cash and short-term highly liquid investments purchased with original maturities of three months or less. Cash and cash equivalents at January 31, 2017 and October 31, 2016 were $5,885 and $6,393, respectively.

Accounts Receivable and Allowance for Doubtful Accounts
Accounts receivable may result from our product sales or outsourced application development services. Management must make estimates of the uncollectability of accounts receivables. Management specifically analyzed customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of the allowance for doubtful accounts.

Revenue Recognition
The Company generates revenue from three sources; sale of game applications, sale of advertising provided with games, and outsourced application development services. The Company recognizes revenue using four basic criteria that must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured, which is typically after receipt of payment and delivery, net of any credit card charge-backs and refunds. Determination of criteria (3) and (4) are based on management's judgment regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded.

The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required. Revenues on advertising are deferred and recognized ratably over the advertising period.

Income Taxes
The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax basis of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Note 2 - Going Concern

As shown in the accompanying financial statements, the Company has incurred continuous losses from operations, has an accumulated deficit of $6,359,736, has a negative working capital of $2,177,610 and has cash on hand of $5,885 as of January 31, 2017, and has generated minimal revenues to date. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is currently seeking additional sources of capital to fund short term operations through debt or equity investments, including loans from Officers and Directors. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful, therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Party Transactions

Promissory Note
From time to time the Company received unsecured loans, bearing interest at 12% per annum, maturing on December 31, 2014 (in default) from one of the Company's Directors and Treasurer, as disclosed in Note 4.

Revenues
Total revenue recognized were $190 and $34,271 for the three months ended January 31, 2017 and 2016, respectively. The Company entered into a contract with a related party during the fiscal year ended October 31, 2015, whereby, the Company will perform testing on games and applications. The revenue recognized as a result of this agreement is $29,006 out of the total $34,271 or 85% of total revenue and has been disclosed as revenues, related parties for the three months ended January 31, 2016. There were no revenues from related parties during the three months ended January 31, 2017.

Employment Contracts
On October 4, 2013, the Company entered into two employment agreements with the two officers of the Company. Both agreements are for a term of three years and require monthly payments of $10,000 to each officer. During the year ended October 31, 2016, accrued compensation of $143,995 was converted into a convertible promissory note. Accrued compensation was $124,352 at January 31, 2017 and $115,491 at October 31, 2016.

Note 4 – Loans Payable, Related Parties

Loans payable, related parties, consists of the following at January 31, 2017 and October 31, 2016, respectively:

	January 31, 2017	October31, 2016
12% unsecured promissory note, bearing interest at 12% per annum from a related party, one of the Company's Directors and Treasurer, maturing on December 31, 2014 (in default).	$ 9,500	$ 9,500
Miscellaneous loans, non-interest bearing, due on demand	3,781	3,781
	$ 13,281	$ 13,281

The Company recognized interest expense of $421 and $438 during the three months ended January 31, 2017 and 2016, respectively. No interest has been paid to date.

Note 5 – Convertible Debenture

Convertible debentures consist of the following at January 31, 2017 and October 31, 2016, respectively:

	January 31, 2017	October 31, 2016
Originated May 7, 2015, unsecured $10,000 convertible promissory note, which carries an 8% interest rate and matures on February 8, 2016 ("First 145 Carroll Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the three lowest closing bid prices of the Company's common stock for the ten (10) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	10,000	10,000
Originated May 8, 2015, unsecured $110,000 convertible promissory note, which carries a 10% interest rate and matures on May 8, 2016 ("First JDF Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the three lowest closing bid prices of the Company's common stock for the ten (10) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	48,400	48,400
Originated October 9, 2015, unsecured $61,600 convertible promissory note, which carries a 10% interest rate and matures on October 9, 2016 ("Second JDF Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the three lowest reported sales prices of the Company's common stock for the ten (10) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	26,209	26,209
Originated May 27, 2015, unsecured $74,500 convertible promissory note, which carries an 8% interest rate and matures on November 27, 2015 ("First Minerva Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the three lowest closing bid prices of the Company's common stock for the ten (10) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	74,500	74,500
Originated June 29, 2015, unsecured $10,000 convertible promissory note, which carries an 8% interest rate and matures on February 28, 2016 ("Second Minerva Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the three lowest closing bid prices of the Company's common stock for the ten (10) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	10,000	10,000
Originated August 4, 2015 unsecured $20,350 convertible promissory note, which carries an 8% interest rate and matures on August 6, 2016 ("First Abramowitz Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the (3) lowest closing prices of the Company's common stock, or $0.00005 per share, for the ten (10) trading days prior to the conversion date.	20,350	20,350

Originated September 10, 2015, unsecured $30,250 convertible promissory note, which carries an 8% interest rate and matures on September 10, 2016 ("First Vigere Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the (3) lowest closing prices of the Company's common stock for the ten (10) trading days prior to the conversion date.	30,250	30,250
Originated October 15, 2015, unsecured $30,250 convertible promissory note, which carries an 8% interest rate and matures on October 15, 2016 ("Second Vigere Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the (3) lowest closing prices of the Company's common stock for the ten (10) trading days prior to the conversion date.	30,250	30,250
Originated January 5, 2016, unsecured $30,800 convertible promissory note ($8,000 received as of January 31, 2016), which carries an 8% interest rate and matures on January 5, 2017 ("Fourth JDF Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the three lowest reported sales prices of the Company's common stock for the ten (10) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	8,000	8,000
Originated February 8, 2016, unsecured $17,000 convertible promissory note, which carries a 10% interest rate and matures on February 8, 2017 ("Third Minerva Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to forty-two percent (42%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	17,000	17,000
Originated February 8, 2016, unsecured $17,000 convertible promissory note, which carries a 10% interest rate and matures on February 8, 2017 ("Second Essex Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to forty-two percent (42%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	17,000	17,000
Originated February 8, 2016, unsecured $7,000 convertible promissory note, which carries a 10% interest rate and matures on February 8, 2017 ("First Grant Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to forty-two percent (42%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	7,000	7,000
Originated February 18, 2016, unsecured $26,500 convertible promissory note, which carries an 8% interest rate and matures on February 18, 2017 ("First Crown Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-one percent (51%) of the lowest trading price of the Company's common stock for the twenty (20) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	26,500	26,500
Originated February 12, 2016, unsecured $130,007 convertible promissory note, which carries a 5% interest rate and matures on August 12, 2016 ("Second Crown Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-one percent (51%) of the lowest trading price of the Company's common stock for the twenty (20) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt	61,769	63,442

holder is limited to owning 4.99% of the Company's issued and outstanding shares.

Originated March 17, 2016, unsecured $66,550 convertible promissory note, which carries an 8% interest rate and matures on March 17, 2017 ("Fifth Vigere Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the (3) lowest closing prices of the Company's common stock for the ten (10) trading days prior to the conversion date.	45,655	45,655
Originated March 24, 2016, unsecured $60,500 convertible promissory note, which carries an 8% interest rate and matures on March 24, 2017 ("Third Vigere Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the (3) lowest closing prices of the Company's common stock for the ten (10) trading days prior to the conversion date.	60,500	60,500
Originated May 4, 2016, unsecured $30,000 convertible promissory note, which carries a 10% interest rate and matures on May 4, 2017 ("Third Essex Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	30,000	30,000
Originated May 19, 2016, unsecured $55,000 convertible promissory note, which carries a 10% interest rate and matures on May 19, 2017 ("Fifth JDF Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to sixty percent (60%) of the lowest reported sales prices of the Company's common stock for the twenty (20) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	55,000	55,000
Originated June 13, 2016, unsecured $11,100 convertible promissory note, which carries a 10% interest rate and matures on June 13, 2017 ("Second Grant Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to forty-two percent (42%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	11,100	11,100
Originated June 24, 2016, unsecured $27,500 convertible promissory note, which carries a 12.5% interest rate and matures on June 24, 2017 ("Fifth Essex Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	27,500	27,500
Originated June 30, 2016, unsecured $11,500 convertible promissory note, which carries an 8% interest rate and matures on June 30, 2017 ("Third Crown Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-one percent (51%) of the lowest trading price of the Company's common stock for the twenty (20) trading days prior to the conversion date. The note carries a twenty two percent (22%) interest rate in the event of default, and the debt holder is limited to owning 4.99% of the Company's issued and outstanding shares.	11,500	11,500
Originated September 7, 2016, unsecured $60,500 convertible promissory note, which carries an 8% interest rate and matures on September 7, 2017 ("Forth Vigere Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the average of the (3) lowest closing prices of the Company's common stock for the ten (10) trading days prior to the conversion date.	60,500	60,500

Originated February 9, 2016, unsecured $143,995 convertible promissory note, which carries an 8% interest rate and is due on demand ("Elliott Polatoff Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to forty-two percent (42%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	143,995	143,995
Originated January 30, 2017, unsecured $9,000 convertible promissory note, which carries a 10% interest rate and matures on September 2, 2017 ("Fifth JDF Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty percent (50%) of the lowest trading price of the Company's common stock for the twenty (20) trading days prior to the conversion date.	9,000	-
Originated December 15, 2016, unsecured $17,000 convertible promissory note, which carries a 10% interest rate and matures on December 15, 2017 ("Fourth Essex Note"). The principal and interest is convertible into shares of common stock at the discretion of the note holder at a price equal to fifty-eight percent (58%) of the lowest closing price of the Company's common stock for the ten (10) trading days prior to the conversion date.	17,000	-
Convertible debenture	866,979	842,652
Less: current maturities of convertible debenture	(866,979)	(842,652)
Long term convertible debenture	$ -	$ -

The Company recognized interest expense in the amount of $10,371 and $9,109 for the three months ended January 31, 2017 and 2016, respectively, related to the convertible debentures above.

Note 6 – Changes in Stockholders' Equity (Deficit)

Authorized Shares, Common Stock
The Company is authorized to issue 10,000,000,000 shares of $0.0001 par value common stock. As of January 31, 2017, 859,733,632 shares were issued and outstanding.

Authorized Shares, Preferred Stock
The Company is also authorized to issue 1,000,000,000 shares of its preferred stock. As of January 31, 2017, 1000 shares of Series A Preferred Stock were issued and outstanding. As of January 31, 2017, 320,000 shares of Series B Preferred Stock were issued and outstanding. As of January 31, 2017, 270,000 shares of Series C Preferred Stock were issued and outstanding.

Common Stock Issuances, for the Period Ending October 31, 2016
During the year ended October 31, 2016, the Company issued 54,480,000 shares of common stock for consulting services. The fair value of the common stock issued was $565,083 based on the market price of the Company's common stock on the date of grant.

Settlement of convertible debt, for the Period Ending October 31, 2016
During the year ended October 31, 2016, the Company issued 740,113,703 shares of common stock for the conversion of convertible notes payable in the amount of $254,947. As the conversions were within the terms of the agreement, no additional gain or loss on the conversion has been recognized.

Common Stock Issuances, for the Period Ending January 31, 2017
During the three months ended January 31, 2016, the Company issued 40,800,000 shares of common stock for the conversion of convertible notes payable in the amount of $1,673. As the conversions were within the terms of the agreement, no additional gain or loss on the conversion has been recognized.

Note 7 – Subsequent Events

The Company has evaluated subsequent events for the period of October 31, 2016 through the date the financial

statements were issued, and concluded there were no other events or transactions occurring during this period that required recognition or disclosure in its financial statements.