

024 PHARMA, INC.

FORM 10-Q/A

(Quarterly Report)

Filed 07/04/17 for the Period Ending 06/31/17

Address	224 DATURA STREET WEST PALM BEACH, FL 33401
Telephone	(732) 696-9333
CIK	0001307969
Symbol	EEIG
SIC Code	3089 - Plastics Products, Not Elsewhere Classified
Industry	Food Processing
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 333-120490

024 PHARMA, INC.

(Exact name of the Registrant as specified in Charter)

New Jersey

(State of Incorporation)

20-1862731

(I.R.S. Employer ID Number)

224 Datura Street, West Palm Beach, Florida

(Address of Principal Executive Offices)

33401

(Zip Code)

Registrant's Telephone No. including Area Code: 561-570-4301

Securities registered under 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Act). Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate the number of shares outstanding of the issuer's common stock, as of the latest practical date: 336,354,321 shares of Class A Common stock, no par value per share, and 134,410 shares of Class B common, par value of \$.01 per share, as of April 7, 2017.

EXPLANATORY NOTE

This Amendment No. 1 to the Quarterly Report on Form 10-Q is being filed solely to furnish the Interactive Data files as Exhibit 101, in accordance with Rule 405 of Regulation S-T. Other changes have been made to the Form 10-Q, as originally filed on April 11, 2017.

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PART I - FINANCIAL INFORMATION

Item 1. Condensed Financial Statements

(Unaudited)

June 30, 2017

ASSETS	
Current	
Cash	\$ 6,926
Harmonized sales tax recoverable	13,078
Due from related companies	2,155
	<u>22,159</u>
Equipment	4,934
	<u>\$ 27,093</u>
LIABILITIES	
Current	
Accounts payable and accrued charges	\$ 3,923
Accrued management salaries	2,282
Income taxes payable	3,545
Advances from shareholder	1,450
	<u>\$ 11,200</u>
SHAREHOLDER'S EQUITY	
Share Capital	1
Retained Earnings	41,983
Additional paid in capital	(26,090)
Total Shareholders' Equity	<u>15,893</u>
Total Liabilities and Shareholders' Equity	<u>\$ 27,093</u>

See accompanying notes to condensed financial statements.

	Ended March 31, 2017
Sales	\$ 118,545
Cost of Sales	75,222
Gross Profit	\$ 43,323
Expenses	
Shipping costs	10,278
Web Design	2,890
Advertising and promotion	4,082
Wages and salaries	1,466
Occupancy costs	908
Subcontracts	885
Repairs and maintenance	644
Travel	159
Meals and entertainment	148
Office and general	561
Professional fees	129
Printing fee	17
Vehicle expense	16
Telephone and telecommunications	7
Interest and bank charges	148
Insurance	21,917
	<u>44,255</u>
Earnings Before Income Taxes	(932)
Provision for income taxes	—
Net Earnings	\$ (932)

See accompanying notes to condensed financial statements.

	For the Three Months Ended March 31, 2017
Retained Earnings (Deficit) - Beginning of Year	\$ 41,983
Net Earnings	-1072
Retained Earnings End of Period	<u>\$ 40,911</u>

See accompanying notes to condensed financial statements.

**024 PHARMA, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS**

Note 1 Background

024 Pharma Inc., a West Palm Beach Florida corporation, (OTC Pink® marketplace: EEIG), formerly iVoice Technology, Inc., (“B Green Innovations” or the “Company”) was incorporated under the laws of New Jersey on November 10, 2004 as a wholly owned subsidiary of iVoice, Inc. (“iVoice”). In May 2008, the Company formed B Green Innovations, Inc. (“B Green”), a wholly-owned subsidiary to commercialize its “green” technology platforms.

On November 17, 2009, pursuant to an Agreement and Plan of Merger (the “Merger Agreement”), B Green Innovations, Inc., a wholly owned subsidiary of iVoice Technology, Inc., merged into iVoice Technology, Inc.

On July 28, 2009, the Board of Directors and shareholders through written consent representing a majority of the total voting Class A and Class B Common stock voted to change the name of the Company to B Green Innovations, Inc. On November 20, 2009, the Company filed an Amendment to the Certificate of Incorporation with the State of New Jersey to officially change the name of the Company.

On October 8, 2016, the Registrant’s Board of Directors, acting pursuant to its Amended Articles of Incorporation, unanimously approved to change the name of the Registrant from B Green Innovations, Inc. to 024 Pharma, Inc. by amending Article One of the Registrant’s Articles of Incorporation. The purpose of the name change is to more fully encapsulate the Registrant’s current operations and business direction. The New Jersey Secretary of State, effective October 12, 2016, processed the name change and the Registrant has filed for a symbol change with the Financial Industry Regulatory Authority (“FINRA”). The Company will also obtain a new CUSIP number in connection with the name change.

On June 30, 2017 the Board of Directors and shareholders through written consent representing a majority of the total voting Class A and Class B Common stock voted to purchase the assets of a UK co 024 Pharma and Belize SPC Corp The Buddy Joe Company. The assets were amalgamated in the SPC Belize company.

On July 5, 2017 the Company sold off its Canadian operations of pharma business in a numbered Ontario Company and became a holding parent company of all 024 Pharma Divisions.

The Company reports its revenues on a global consolidated basis.

Note 2 Business Operations

024 Pharma, Inc. provides the best nutrition in every area that matters. From vitamin and mineral supplements, stress release, joint and heart health, and weightloss products, skin care, healthy hair and anti-aging.

024 Pharma, Inc. gives you what you need to create healthier lives for you and your family.

024 Pharma, Inc. is known in the international market for its unique global shareholders system. Company promotes the concept of "People-oriented, Just and Equitable" which received high appraisal from the majority of the personage from the industry. Everyone can join and become a shareholder. Everyone can share the return on 024's Pharma, Inc's investment. 024 Pharma, Inc. is destined to become the most influential and competitive shareholders group.

024 Pharma's premium quality products do more than improve people's health—they transform their lives. Sourced, manufactured and tested against the most rigorous quality standards, our unique product portfolio delivers more than over 220 personalized solutions to optimize your health.

Company's staff science team formulates products with a relentless commitment to ingredient purity and potency. That's why customers trust their products to deliver proven, repeatable results.

024 Pharma make and package products in their own facility, under conditions and guidelines that meet the most stringent global regulations.

Outfitted with state-of-the-art instrumentation and combining the skills of accomplished scientists, researchers and medical professionals, our research lab creates a unique environment in which to pursue scientific discovery and advancement, and it is the hub of our product development and testing.

Note 3 Going Concern

The accompanying condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern.

Management plans to increase the development, manufacture, and distribution of products to generate a positive cash flow.

Note 4 Summary of Significant Accounting Policies

a) Basis of Presentation

The accompanying condensed unaudited interim financial statements included herein have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The condensed financial statements and notes are presented as permitted on Form 10-Q and do not contain information included in the Company's annual statements and notes. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the December 31, 2015 financial statements and the accompanying notes thereto. While management believes the procedures followed in preparing these condensed financial statements are reasonable, the accuracy of the amounts are in some respects dependent upon the facts that will exist, and procedures that will be accomplished by the Company later in the year. These results are not necessarily indicative of the results to be expected for the full year.

These condensed unaudited financial statements reflect all adjustments, including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the operations and cash flows for the periods presented.

b) 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

c) Revenue Recognition

In addition to cash flow generated from sale of natural supplements such as:

- Diabetes
- Lung
cleanse

- Seal oil
- Prostate
- Stress less

Company intends to produce the “health phone” that will significantly increase demand in their product and enlarge the product purchase. Clients will be able to purchase products through this smartphone and it contains application that measure heartbeat, calories, fat, excises schedule etc. The most important thing is that clients will have this option to talk to health specialists.

d) Product Warranties

The Company estimates its warranty costs based on historical warranty claims experience in estimating potential warranty claims. Management has determined that warranty costs are immaterial and has not included an accrual for potential warranty claims. Presently, costs related to warranty coverage are expensed as incurred. Warranty claims are reviewed quarterly to verify that warranty liabilities properly reflect any remaining obligation based on the anticipated expenditures over the balance of the obligation period.

e) Research and Development Costs

Research and development costs are charged to expense when incurred. The Company has not incurred any research and development costs for the three months ended June, 30, 2017.

f) Advertising Costs

Advertising costs are expensed as incurred and are included in selling expenses. The Company has incurred advertising costs for the three months ended March, 31, 2017 and it counts \$19,210.46 USD.

g) Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. There were no cash equivalents at March, 31, 2017 and December 31, 2015. The Company maintains cash balances at financial institutions that are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to federally insured limits. At times balances may exceed FDIC insured limits. The Company has not experienced any losses in such accounts.

h) Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of trade accounts receivable and cash. As of March, 31, 2017 the Company believes it has no significant risk related to its concentration within its accounts receivable.

j) Accounts Receivable

Accounts receivable are non-interest bearing obligations due under normal trade terms. Senior management reviews accounts receivable on a monthly basis to determine if any receivables will be potentially uncollectible. Historical bad debts and current economic trends are used in evaluating the allowance for doubtful accounts. The Company includes any accounts receivable balances that are determined to be uncollectible, along with a general reserve, in its overall allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. Based on the information available, the Company believes its allowance for doubtful accounts as of March, 31, 2017 and December 31, 2015 is adequate.

j) Property and Equipment

Property and equipment is stated at cost. Depreciation is computed using the straight-line method based upon the estimated useful lives of the assets, generally five to seven years. Maintenance and repairs are charged to expense as incurred.

k) Intangible Assets

Registration and maintenance costs associated with the filing and registration of patents are prepaid and amortized over the remaining life of the patent, not to exceed 20 years. Costs associated with such patents are not approved or abandoned.

l) Income Taxes

The Company accounts for income taxes using the asset and liability method described in FASB ASC 740. Deferred tax assets arise from a variety of sources, the most significant being: a) tax losses that can be carried forward to be utilized against profits in future years; b) expenses recognized in the books but disallowed in the tax return until the associated cash flow occurs; and c) valuation changes of assets which need to be tax effected for book purposes but are deductible only when the valuation change is realized.

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using enacted tax rates and laws that are expected to be in effect when such differences are expected to reverse. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for any tax benefit, which is not more likely than not to be realized. In assessing the need for a valuation allowance, future taxable income is estimated, considering the realization of tax loss carryforwards. Valuation allowances related to deferred tax assets can also be affected by changes to tax laws, changes to statutory tax rates and future taxable income levels. In the event it was determined, that the Company would not be able to realize all or a portion of our deferred tax assets in the future, we would reduce such amounts through a charge to income in the period in which that determination is made. Conversely, if we were to determine that we would be able to realize our deferred tax assets in the future in excess of the net carrying amounts, we would decrease the recorded valuation allowance through an increase to income in the period in which that determination is made. In its evaluation of a valuation allowance, the Company takes into account existing contracts and backlog, and the probability that options under these contract awards will be exercised as well as sales of existing products. The Company prepares profit projections based on the revenue and expenses forecast to determine that such revenues will produce sufficient taxable income to realize the deferred tax assets.

The Company adopted FASB ASC 740-10-50, Accounting for Uncertainty in Income Taxes. ASC 740-10-50 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740-10 requires that the Company determine whether the benefits of its tax positions are more-likely-than-not of being sustained upon audit based on the technical merits of the tax position. The Company recognizes the impact of an uncertain income tax position taken on its income tax return at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority.

Despite the Company's belief that its tax return positions are consistent with applicable tax laws, one or more positions may be challenged by taxing authorities. Settlement of any challenge can result in no change, a complete disallowance, or some partial adjustment reached through negotiations or litigation.

Interest and penalties related to income tax matters, if applicable, will be recognized as income tax expense. During the three and three months ended March, 31, 2017 and 2015, the Company did not incur any expense related to interest or penalties for income tax matters, and no such amounts were accrued as of March, 31, 2017 and December 31, 2015.

m) Fair Value of Financial Instruments

The carrying amounts reported in the balance sheets as of March, 31, 2017 and December 31, 2015 for cash and cash equivalents, marketable securities, accounts receivable, inventories, prepaid expenses and other current assets, accounts payable and accrued expenses other current liabilities approximate the fair value because of the immediate or short-term maturity of these financial instruments. The fair value of the debt approximates its carrying value at the stated discount rate of the debt to reflect recent market conditions.

n) Long-Lived Assets

The Company assesses the recoverability of the carrying value of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future, undiscounted cash flows expected to be generated by an asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. No impairment losses were recognized for the three and three months ended March, 31, 2017 and 2015.

o) Recent Accounting Pronouncements

There were various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

Forward Looking Statements

A number of the statements made by the Company in this report may be regarded as "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements include, among others, statements concerning the Company's outlook, pricing trends and forces within the industry, the completion dates of capital projects, expected sales growth, cost reduction strategies and their results, long-term goals of the Company and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts.

All predictions as to future results contain a measure of uncertainty and accordingly, actual results could differ materially. Among the factors that could cause a difference are: changes in the general economy; changes in demand for the Company's products or in the cost and availability of its raw materials; the actions of its competitors; the success of our customers; technological change; changes in employee relations; government regulations; litigation, including its inherent uncertainty; difficulties in plant operations and materials; transportation, environmental matters; and other unforeseen circumstances. For a discussion of material risks and uncertainties that the Company faces, see the discussion in the Form 10-K for the fiscal year ended December 31, 2016 entitled "Risk Factors".

Liquidity and Capital Resources

During the three months ended March, 31, 2017, the Company had a net increase in cash of \$36,507.58.

There was no significant impact on the Company's operations as a result of inflation for the three months ended March, 31, 2017.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate these estimates, including those related to bad debts, inventory obsolescence, intangible assets, payroll tax obligations, and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of certain assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

We have identified below the accounting policy on revenue recognition, related to what we believe is the most critical to our business operations and is discussed throughout Management's Discussion and Analysis of Financial Condition or Plan of Operation where such policy affects our reported and expected financial results.

Revenue Recognition

For natural supplements, revenues are recognized at the time of shipment to, or acceptance by customer, provided title and risk of loss is transferred to the customer. Provisions, when appropriate, are made where the right to return exists.

Off Balance Sheet Arrangements

During the three months ended March, 31, 2017, the Company did not engage in any material off-balance sheet activities nor have any relationships or arrangements with unconsolidated entities established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, the Company has not guaranteed any obligations of unconsolidated entities nor do they have any commitment or intent to provide additional funding to any such entities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We do not hold any derivative instruments and do not engage in any hedging activities.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Management of the Company has evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer of the Company had concluded that the Company's disclosure controls and procedures as of the period covered by this Quarterly Report on Form 10-Q were not effective for the following reasons:

a) The Company has limited segregation of duties amongst its employees with respect to the Company's control activities. This deficiency is the result of the Company's limited number of employees. This deficiency may affect management's ability to determine if errors or inappropriate actions have taken place. Management is required to apply its judgment in evaluating the cost-benefit relationship of possible changes in our disclosure controls and procedures.

b) The Company's has a limited number of external board members. This deficiency may give the impression to the investors that the board is not independent from management. Management and the Board of Directors are required to apply their judgment in evaluating the cost-benefit relationship of possible changes in the organization of the Board of Directors.

Changes in internal control over financial reporting .

Management of the Company has also evaluated, with the participation of the Chief Executive Officer of the Company, any change in the Company's internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q and determined that there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION**Item 1. Legal Proceedings**

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company, threatened against or affecting our company, our common stock.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no unregistered sales of the Company's equity securities during the three months ended March, 31, 2017.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 6. Exhibits

- 31.1 Certification required under Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification required under Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

024 PHARMA, INC.

Date: May 10, 2017

By: /s/ Xiao Hua Gong

Chief Executive Officer and

Xiao Hua Gong
Chief Financial Officer

**CERTIFICATION
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002 PURSUANT TO REGULATION
SS.240.15D-14 AS PROMULGATED BY
THE SECURITIES AND EXCHANGE COMMISSION
CEO AND CFO CERTIFICATION**

I, Xiao Hua Gong, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 pursuant to Regulation ss.240.15d-14 as promulgated by the Securities and Exchange Commission, that:

1. I have reviewed Amendment No. 1 on Form 10-Q of 024 Pharma, Inc.
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation, and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2017

By: /s/ Xiao Hua Gong

Xiao Hua Gong
Chief Executive Officer and
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Section 1350 Certification

In connection with the Quarterly Report of 024 Pharma, Inc. (the "Company"), on Amendment No. 1 to Form 10-Q for the period ended March 31, 2017, as filed with the Securities Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacities and on the dates indicated below, hereby

certify, pursuant to and solely for the purpose of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2017

By: /s/ Xiao Hua Gong

Xiao Hua Gong

Chief Executive Officer and

Chief Financial Officer