

ANNUAL REPORT OF
HARRISON, VICKERS & WATERMAN, INC.
FOR THE TWELVE MONTHS ENDED JUNE 30, 2017 AND JUNE 30, 2016

A NEVADA CORPORATION

208 E. 51st Street, #219

NYC, NY 10022

(212) 508-2140

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ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is Harrison, Vickers & Waterman, Inc.

We were incorporated on June 5, 2008, under the laws of the State of Nevada under the name Sharp Performance Inc. From inception until September 2013, our business focus was on the provision of consulting services to the American automotive industry. From September 2013 until April 21, 2015, we were primarily engaged in the business of making commercial secured real estate loans. On October 24, 2013, we changed our name to Harrison, Vickers & Waterman Inc. in conjunction with the change in our business focus. On April 21, 2015, we commenced operations in a new line of business, the ownership of World of Beer taverns that serve craft and imported beer along with food and other spirits. We no longer are involved in the commercial secured real estate loans.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

A. Company Headquarters

Our principal executive and administrative offices are located at 208 E. 51st #219, New York City, NY 10022. Our telephone number is (212) 508-2140

ITEM 3. SECURITY INFORMATION

Trading symbol: HVCW

CUSIP: 415569102

Exact title and class of securities outstanding:

As of the year ended June 30, 2017, the capital stock of the company was as follows:

Class: Common stock, \$ 0.0001 par value;

Number of shares authorized: 2,000,000,000 shares;

Number of shares outstanding: 192,392,024 issued and outstanding;

Transfer Agent: Action Stock Transfer, Inc.
2469 E. Fort Union Blvd, Suite 214
Salt Lake City, UT 84121

Telephone: (801) 274-1088

FAX: (801) 274-1099

Is the transfer agent registered under the Exchange Act?
Yes.

List any restrictions on the transfer of security:

None.

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

None.

ITEM 4. ISSUANCE HISTORY

During the twelve months ended June 30, 2017, the following issuances of securities occurred

Issuance of Convertible Debt

- a) On July 7, 2016 the Company issued a convertible promissory note in the principal amount of \$100,000 for proceeds to be used for general corporate purposes; the convertible note matures on December 31, 2018 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.
- b) On July 7, 2016 the Company issued a convertible promissory note in the principal amount of \$200,005 for proceeds to be used for general corporate purposes; the convertible note matures on December 31, 2018 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.
- c) On August 16, 2016 the Company issued a convertible promissory note in the principal amount of \$250,005 for proceeds to be used for general corporate purposes; the convertible note matures on December 31, 2018 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.
- d) On November 18, 2016 the Company issued a convertible promissory note in the principal amount of \$10,000 for proceeds to be used for general corporate purposes; the convertible note matures on November 18, 2018 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.
- e) On April 25, 2017 the Company issued a convertible promissory note in the principal amount of \$15,000 for proceeds to be used for general corporate purposes; the convertible note matures on April 30, 2018 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.
- f) On May 9, 2017 the Company issued a convertible promissory note in the principal amount of \$15,000 for proceeds to be used for general corporate purposes; the convertible note matures on May 31, 2018 with the stated interest rate at 12%. The note is convertible into the Company's common stock at the lower of a) 75% of the closing bid price on the date the note is issued or b) 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.

ITEM 5. FINANCIAL STATEMENTS

Harrison, Vickers & Waterman, Inc. Consolidated Balance Sheets (Unaudited)

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Cash and Cash Equivalents	\$ 119,976	\$ 122,774
Receivable from Attitude Drinks, Inc.	321,811	321,811
Inventories	168,789	142,193
Other Assets	-	454,332
Prepaid Expenses	<u>53,630</u>	<u>93,148</u>
Total Current Assets	<u>664,206</u>	<u>1,134,258</u>
Fixed Assets- net	<u>4,235,150</u>	<u>4,070,088</u>
Other Assets:		
Capitalized Pre-Opening costs- World of Beer	122,673	126,182
Deposits	<u>4,300</u>	<u>4,300</u>
Total Other Assets	<u>126,973</u>	<u>130,482</u>
Total Assets	<u>\$ 5,026,329</u>	<u>\$ 5,334,828</u>

Balance sheet-continued

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Liabilities, Stockholders' (Deficit) and Non- Controlling Interest:		
Accounts Payable	\$477,187	1,207,411
Accrued liabilities	1,039,477	504,062
Deferred Expenses	662,098	606,731
Derivative liabilities- current	49,210	-
Convertible notes payable- current	3,482	-
Loan payable to minority owners	<u>400,478</u>	<u>38,160</u>
Total Current Liabilities	2,631,932	2,356,364
Long Term Liabilities:		
Derivative liabilities-long term	12,074,778	25,280,599
Convertible Notes payable	<u>4,363,906</u>	<u>1,575,796</u>
Total Long term liabilities	<u>16,438,684</u>	<u>26,856,395</u>
Total Liabilities	19,070,616	29,212,759

Balance sheet-continued

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Stockholders' Deficit and Non-Controlling Interest:		
Preferred stock, par value \$\$.0001, 1,000,000 shares authorized		
Series A 8% convertible preferred stock, stated value of \$1,000 per share, 98,000 shares issued and outstanding at June 30, 2017 and June 30, 2016	10	10
Series B convertible preferred stock, stated value of \$1,000 per share, 51 shares issued and outstanding at June 30, 2017 and June 30, 2016	-	-
Common stock, par value, \$\$.0001, 2,000,000,000 shares authorized, 192,392,024 issued and outstanding at June 30, 2017 and June 30, 2016	19,239	19,239
Additional paid-in capital	485,173	485,173
Accumulated Deficit	<u>(14,150,377)</u>	<u>(24,245,789)</u>
Total Stockholders' Deficit	(13,645,954)	(23,741,367)
Non-controlling interest	<u>(398,331)</u>	<u>(136,564)</u>
Total Liabilities, Stockholders' Deficit and Non-Controlling Interest	<u>\$ 5,026,329</u>	<u>\$ 5,334,828</u>

**Harrison,
 Vickers &
 Waterman,
 Inc.
 Consolidated
 Statement of
 Operations
 (Unaudited)**

	<u>Twelve Months Ended June 30, 2017</u>	<u>Twelve Months Ended June 30, 2016</u>
Revenues:		
Net revenues	\$ 5,981,391	\$ 4,150,939
Food and beverage costs	<u>(1,723,111)</u>	<u>(1,143,576)</u>
Gross Profit	4,258,281	3,007,363
Operating Expenses:		
Labor costs	1,996,717	1,283,300
Other Operating expenses	2,608,711	1,486,016
Other General and administrative expenses	21,000	81,672
Administrative , professional and legal fees	-	74,945
Depreciation and Amortization	<u>162,768</u>	<u>201,505</u>
Total Operating Expenses	<u>4,789,196</u>	<u>3,127,438</u>
(Loss) from Operations	(530,916)	(120,075)

Statement of Operations- Continued

	Twelve Months Ended June 30, 2017	Twelve Months Ended June 30, 2016
(Loss) from Operations	(530,916)	(120,075)
Other Income (Expense):		
Interest and other financing costs	(3,373,060)	(1,624,549)
Change in fair market value of derivative liability	14,549,038	(13,351,628)
Gain on Extinguishment of liability to former Chief Executive Officer	-	175,000
Loss on conversion of debt and preferred stock	-	(250,186)
Derivative Expense	(811,418)	(4,956,937)
Total Other	10,364,561	(20,008,299)
(Loss) before provision for income taxes and Non-Controlling Interest	9,833,646	(20,128,374)
Income Tax Expense	-	-
(Loss) before Non-Controlling Interest	9,833,646	(20,128,374)
Non-controlling interest	261,767	42,531
Net (loss)	\$10,095,412	\$(20,085,843)
Basic and Diluted:		
Weighted average common shares outstanding	192,392,024	152,586,312
Earnings per Share	\$ 0.05	\$(0.13)

Harrison, Vickers & Waterman, Inc.

Statement of Change in
Stockholders' Deficiency

June 30, 2015 through June 30, 2017

	Series A Preferred Stock Par Value \$.0001		(Unaudited) Series B Preferred Stock Par Value \$.0001		Common Stock Par Value \$.0001	
	Shares	Amount	Shares	Amount	Shares	Amount
Balance at June 30, 2015	100,000	\$10	51	\$-	126,337,367	\$ 12,634
Issuance of shares upon conversion of debt					63,942,507	6,394
Issuance of shares upon conversion of Preferred stock	(2,000)				2,112,150	211
Write-off of warrants previously recorded to Paid-In capital						
Net loss, year ended June 30, 2016						
Balance at June 30, 2016	98,000	10	51	-	192,392,024	19,239
Net income, twelve months ended June 30, 2017						
Balance at June 30, 2017	98,000	\$10	51	\$-	192,392,024	\$19,239

Statement of Stockholders' Deficiency- continued

Harrison, Vickers & Waterman,
Inc.Statement of Change in Stockholders'
DeficiencyJune 30, 2015 through June 30,
2017

(Unaudited)

	<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficiency</u>
Balance at June 30, 2015	\$637,267	\$(4,159,946)	\$(3,510,035)
Issuance of shares upon conversion of debt	148,808		155,202
Issuance of shares upon conversion of Preferred stock	7,832		8,043
Write-off of warrants previously recorded to Paid- In capital	(308,734)		(308,734)
Net loss, year ended June 30, 2016		<u>(20,085,843)</u>	<u>(20,085,843)</u>
Balance at June 30, 2016	485,173	(24,245,789)	(23,741,367)
Net Income, twelve months ended June 30, 2017		<u>10,095,412</u>	<u>10,095,412</u>
Balance at June 30, 2017	<u>\$485,173</u>	<u>\$(14,150,377)</u>	<u>\$(13,645,954)</u>

Harrison, Vickers &
Waterman, Inc.
Statement of Cash
Flows
(Unaudited)

	Twelve Months Ended June 30, 2017	Twelve Months Ended June 30, 2016
Cash Flows from Operating Activities:		
Net Income (loss)	\$10,095,412	\$(20,085,843)
Depreciation and Amortization	162,768	161,311
Derivative Expense	811,418	4,956,937
Change in Fair Market Value of Derivative liability	(14,549,038)	13,351,628
Gain on Extinguishment of Liability to former Chief Executive Officer	-	(175,000)
Loss on extinguishment and conversion of debt and preferred stock	-	250,186
Amortization of Debt discount	2,791,591	425,966
Accrued Interest on conversions of debt		13,684
Non-controlling Interest	(261,767)	(42,531)
Changes in Operating Assets and Liabilities		
Receivable from Attitude Drinks, Inc.		(112,028)
Prepaid Expenses and other Assets	493,850	(503,278)
Inventories	(26,597)	(61,144)
Other assets		
Accounts payable	(730,224)	839,437
Deferred Expenses	55,367	
Accrued Liabilities	535,415	504,062
Net cash used in operating activities	(621,803)	(476,624)

Statement
of Cash
Flows-
continued

	Twelve Months Ended June 30, 2017	Twelve Months Ended June 30, 2016
	<u> </u>	<u> </u>
Cash Flows from Investing Activities:		
Purchase of infrastructure for taverns (including Pre-opening costs)	(324,321)	(2,240,861)
Dividends to World of Beer minority owners	-	(122,028)
Reclassification to other accounts	<u>-</u>	<u>(38,701)</u>
Net cash used in Investing activities	(324,321)	(2,401,590)
Cash Flows from Financing Activities:		
Proceeds from Convertible Notes payable	581,010	2,736,740
Loans Payable to Minority Owners	<u>362,318</u>	<u>38,160</u>
Net cash used in Investing activities	<u>943,328</u>	<u>2,774,900</u>
Net decrease in Cash Equivalents	(2,796)	(103,314)
Cash and Equivalents at Beginning of Period	<u>122,774</u>	<u>226,088</u>
Cash and Equivalents at End of Period	<u>\$119,978</u>	<u>\$122,774</u>

HARRISON, VICKERS & WATERMAN, INC.
JUNE 30, 2017
NOTES TO FINANCIAL STATEMENTS

NOTE 1- NATURE OF OPERATIONS

Corporate History

We were incorporated on June 5, 2008, under the laws of the State of Nevada under the name Sharp Performance Inc. From inception until September 2013, our business focus was on the provision of consulting services to the American automotive industry. From September 2013 until April 21, 2015, we were primarily engaged in the business of making commercial secured real estate loans. On October 24, 2013, we changed our name to Harrison, Vickers & Waterman Inc. in conjunction with the change in our business focus. On April 21, 2015, we commenced operations in a new line of business, the ownership of World of Beer taverns that serve craft and imported beer along with food and other spirits. We no longer are involved in the commercial secured real estate loans.

Acquisition of World of Beer

In April 2015, we entered into a Purchase Agreement (the "Purchase Agreement"), with the original shareholders of Attitude Beer Holdings, Inc. ("ABH"), namely, Attitude Drinks Incorporated, a Delaware corporation ("Attitude Drinks"), and two significant investors of ABH, pursuant to which the shareholders sold to us all of the outstanding shares of stock of ABH, and ABH thereupon became our wholly owned subsidiary. In consideration for the purchase of the shares of common stock of ABH, we issued: (i) to Attitude Drinks, 51 shares of our newly created Series B Preferred Stock of the Company (the "Series B Preferred Stock") and a seven year warrant (the "B Warrant") to purchase 5,000,000 shares of our common stock, par value \$.0001 per share (the "Common Stock"), at an exercise price of \$0.075 per share (subject to customary anti-dilution adjustments); (ii) to the significant investors, a secured convertible note of approximately \$2.2 million and warrants to purchase approximately 1.7 billion shares at \$.0025 per share. The warrants have a seven year life commencing April 20, 2015. These investors also acquired an Additional Investment Right to invest up to \$5,000,000 on the same terms.

One of the investors acquired 32,300 shares of our Series A Preferred Stock (convertible into 32,300,000 shares of Common Stock) from HVW Holdings LLC "HVW", an entity of which Mr. James Giordano, our prior Chief Executive Officer and prior Chairman of the Board, was the managing member, subject to the terms of a Purchase Agreement. Attitude Drinks purchased 87,990,000 shares of Common Stock from HVW Holdings LLC at a price of \$65,000.

Operations of World of Beer

In December 2014, ABH entered into a joint venture with New England World of Beer (“NEWOB”) and together opened our first tavern in located in West Hartford, Connecticut. The West Hartford property is a 4,000 sq. foot tavern that sells a selection of over 500 craft and imported beers along with food and other spirits and cocktails. Similar taverns are currently open in 20 states nationwide. Our joint venture partner, NEWOB, operates and manages our locations. NEWOB acquired exclusive rights from World of Beer Franchising Inc to develop World of Beer franchise taverns and restaurants in the State of Connecticut and the greater Boston area. Through our agreement with NEWOB, we have the right, but are not obligated, to participate in the development of these franchises. As NEWOB has franchise rights with the World of Beer Franchising, Inc. in Tampa, Florida (“franchisor”), we expect to develop other franchise locations in these exclusive territories.

Through our wholly owned subsidiary, Attitude Beer Holding Co., a Delaware corporation (“ABH”), we are an owner of a 51% interest in a World of Beer franchise taverns.

At acquisition, ABH had an interest in one World of Beer tavern and had just started construction of a second World of Beer Tavern in Milford, Connecticut as well as planning construction of a third World of Beer Tavern in Cambridge, Massachusetts. We ultimately finished construction on the Milford and Cambridge properties and commenced operations. However, the Milford property filed for bankruptcy protection in Connecticut Court. The bankruptcy was dismissed and the Company has begun liquidation of its assets there. Operations ceased in July 2017.

Name Change

In connection with our shift to a new business focus on August 18, 2015, we filed a Definitive Information statement with the Securities and Exchange Commission to change our name to Attitude Beer, Inc., and we expect to file the Certificate of Amendment to our Certificate of Incorporation to effectuate the name change.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

NOTE 3 – RECEIVABLE FROM ATTITUDE DRINKS, INC.

Attitude Drinks Incorporated is the majority owner of the Company. Occasionally, cash is forwarded to and from the entities, and a receivable/payable balance is established. As of the report date, the Company had a receivable of \$321,811 that is due from Attitude Drinks Incorporated as follows:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Receivable from Attitude Drinks, Inc.	<u>\$321,811</u>	<u>\$321,811</u>

NOTE 4- INVENTORIES

Inventories, as estimated by management, currently consist of inventory for our World of Beer franchise locations in West Hartford, New Milford and Cambridge. Inventories are stated at the lower of cost on the first in, first-out method or market. The inventory is comprised of the beverages and food and other items needed for the preparation of meals and spirits to our customers. Balances at June 30, 2017 and June 30, 2016 by tavern were as follows:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
West Hartford	\$ 74,161	\$ 69,021
Milford	36,321	72,801
Cambridge	<u>58,307</u>	<u>371</u>
Inventories	<u>\$ 168,789</u>	<u>\$ 142,193</u>

NOTE 5 – OTHER ASSETS

Pursuant to our agreement with our Landlord at the Milford Facility, the Company made improvements totaling \$452,700 during the fourth quarter of the current Fiscal year. The landlord repaid us for the improvements in August 2016, and they no longer exist on our balance sheet.

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Other Assets	<u>\$-0-</u>	<u>\$452,700</u>

NOTE 6- FIXED ASSETS- NET

Property and equipment relate to the fixtures at our World of Beer taverns. They are reported net of accumulated depreciation and included tenant equipment, bar equipment and improvements. Assets are depreciated over usable lives estimated to be between five and twenty years.

NOTE 7- CAPITALIZED PRE-OPENING COSTS

Capitalized costs represent all costs incurred at prior to the opening dates of our taverns. As the taverns open, these costs are then amortized over the useful lives of the taverns.

NOTE 8 – ACCRUED EXPENSES

Accrued Expenses at June 30, 2017 and June 30, 2016 represent the following:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Accrued interest	\$ 815,834	\$ 333,816
Liabilities at World of Beer	205,443	152,046
Professional fees	18,200	18,200
Total	<u>\$ 1,039,477</u>	<u>\$ 504,062</u>

NOTE 9- DERIVATIVE LIABILITIES

Pursuant to Generally Accepted Accounting Principles (GAAP), the Company assigns a value to the equity component of all convertible securities, known as a derivative liability. Concurrent with the new fiscal year, the Company evaluated its methodology for calculating the derivative liability. In the prior period, the Company had calculated the liability using the Black Scholes option pricing model. Based upon the nature of the Company's outstanding debt instruments, it was determined that the binomial lattice method, which is recommended for GAAP, should be utilized. The following assumptions were utilized in determining the derivative liability:

Volatility: 140%
Interest rate: 1% per year
Dividends: \$0

At June 30, 2017 and June 30, 2016, derivative liability totals were as follows:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Derivative liability-Notes	\$ 11,723,335	\$24,829,288
Derivative liability-Warrants	<u>400,653</u>	<u>451,311</u>
Total Derivative liability	12,123,988	25,280,599
Less: Long-Term portion	<u>(12,074,778)</u>	<u>(25,280,599)</u>
Derivative liability-current	<u>\$ 49,210</u>	<u>\$ -</u>

NOTE 10 – CONVERTIBLE DEBENTURES, NET

See *Issuance History*, Item 4. above, for Notes issued during the current fiscal year.

Balances of convertible debt are as follows:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Total debt outstanding	\$ 5,553,137	\$ 4,972,126
Less: Unamortized discount	<u>(1,185,749)</u>	<u>3,396,330</u>
Total convertible debt	4,367,388	1,575,796
Less: Long-term debentures	<u>(4,363,906)</u>	<u>(1,575,796)</u>
Short term debentures, net	<u>\$ 3,482</u>	<u>\$ -</u>

The difference in total debt outstanding between June 30, 2017 and June 30, 2016 is \$581,010, itemized in *Issuance History*, Item 4. Above

NOTE 11- LOANS PAYABLE TO MINORITY OWNERS

During the year ended June 30, 2017, one owner advanced the Company \$362,318, including \$15,632 of accrued interest. The loans bear interest at 5% interest and are payable within 30 days of demand.

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Loan payable to minority owners	<u>\$ 400,478</u>	<u>\$ 38,160</u>

NOTE 12- STOCKHOLDERS' DEFICIENCY

There are 2,000,000,000 shares of common stock authorized and 1,000,000 shares of Preferred stock authorized. At June 30, 2017 and June 30, 2016, there are 192,392,024, 98,000 and 51 shares of Common stock, Series A Preferred stock and Series B Preferred stock, outstanding, respectively.

NOTE 13- SUBSEQUENT EVENTS

Issuance of Debt

- a) On July 17, 2017 the Company issued a convertible promissory note in the principal amount of \$5,000 for proceeds to be used for general corporate purposes; the convertible note matures on July 31, 2018 with the stated interest rate at 12%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion.
- b) On August 14, 2017 the Company issued a non-convertible promissory note in the principal amount of \$75,000 to Conrad Huss for services provided; the convertible note matures on September 30, 2018 with the stated interest rate of 10%.
- c) On August 14, 2017 the Company issued a non-convertible promissory note in the principal amount of \$25,000 to Isaac Onn for services provided; the convertible note matures on September 30, 2018 with the stated interest rate of 10%.
- d) On August 14, 2017 the Company issued a non-convertible promissory note in the principal amount of \$5,000 to Jeffrey Canouse for services to be provided; the convertible note matures on September 30, 2018 with the stated interest rate of 10%.

Resignation of Former Chief Executive Officer and Chief Operating Officer

On August 14, 2017, Mr. Roy Warren, CEO and Director, and Mr. Conrad Huss, Chief Operating Officer and Director, resigned their positions from the Company. There were no disagreements between the Company and Mr. Warren and Mr. Huss.

Appointment of New Chief Executive Officer and Director

Effective August 14, 2017, Jeffrey Canouse was named the new Chief Executive Officer and director of the Company. Mr. Canouse, 43 combines over twenty-three years of experience in financial senior management following a thirteen-year career as an Investment Banker. Previously, he had been involved in various companies in the investment industry holding positions including Vice President, Senior Vice President and Managing Director at J. P. Carey Inc., J.P. Carey Securities Inc. and JPC Capital a boutique (the "Carey Company's") investment banking firm that assisted in arranging over \$2 billion in financing. During his time with the Carey Company's Mr. Canouse was personally responsible for sourcing new corporate clients, presenting to institutional investors, structuring terms, and working with counsel for timely closings. From July 11, 2011 through the present day, Mr. Canouse has acted as Managing Member of Anvil Financial Management, LLC where he has offered his expertise to companies in need of restructuring, financing, debt settlement and compliance assistance. In addition, Mr. Canouse founded Title King LLC, a short-term lending company using customer vehicles as collateral. Title King was acquired by New America Energy Corp of which Mr. Canouse is currently the Chief Executive Officer.

Finalization of Loans payable to minority owners

On April 28, 2017, the Company and a minority owner finalized the terms of the loans from the minority owner to the Company. The face value of the loan is \$344,817.77 and bears interest at 5% per annum. The loan is payable within 30 days of demand.

Lawsuit from Prior Chief Executive Officer

On September 21, 2015, Mr. James Giordano, the former Chief Executive Officer filed suit against the Company for back wages in the Judicial District of Stamford CT. Mr. Giordano claims that he is entitled to \$175,000 in back salary plus other expenses. The case was submitted for mediation, but the two sides could not come to an agreement. The Company believes it has meritorious defenses and does not anticipate an adverse outcome. Trial is scheduled for September 13, 2017 in the courts of the State of Connecticut. At June 30, 2017, the Company has not recorded any liability associated with this matter.

Bankruptcy of Milford Property

On June 6, 2017, the Company's 51% owned tavern in Milford CT, Milford Craft LLC, filed for bankruptcy in United States Bankruptcy Court, District of Connecticut. The bankruptcy was dismissed, and the Company is currently liquidating the assets of the Milford property. Operations at Milford ceased in July 2017.

ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

Status of Craft Beer Market

Craft beer is defined as beer produced by a small brewer, also known as a "microbrewer", that provides fewer than 6 million barrels of their product per year. They tend to use different ingredients from the main brewers, such as Anheuser-Busch InBev which acquired SABMiller in 2015, and appeal to a demographic that is looking for a new experience in beer.

During the current decade, craft beer production has been transformed into one of the fastest growing and most popular alcoholic beverage segments in the United States. The industry has experienced significant revenue growth. According to IBISWorld, the annualized five year growth rate through 2016 has been 20.1%. The total size of the domestic market in 2016 was \$5.8 billion. Craft beer tends to appeal to consumers who are younger and more affluent. 67% of that revenue stream is from customers aged 25-54, who tend to be working and have greater disposable income than retirees. Even after the tremendous growth put forward by the industry, IBISWorld predicts annual compound growth at a rate of 4.4% over the next five years resulting in a \$7.2 billion domestic market.

Company Strategy

In response to this trend, the Company plans to be opportunistic in adding to its existing inventory of taverns. Demographic information about a region, including average age and disposable income go into the decision as where to open the next taverns. Additionally, the Company looks for space that can be easily renovated into a restaurant/tavern to provide the Company's products.

B. DATE AND STATE OF INCORPORATION

The Company was incorporated in the State of Nevada in June 2008

C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC code is 5813 (Drinking Places).

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on June 30.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

The Company's services are taverns that specialize in craft beer. They currently operate in the Connecticut and Massachusetts markets and target a demographic of males from 25-54.

F. RESULTS OF OPERATIONS FOR THE TWELVE MONTH PERIOD ENDED JUNE 30, 2017 COMPARED TO THE TWELVE PERIOD ENDED JUNE 30, 2016:

Material Changes in Financial Condition

At June 30, 2017, we had a working capital deficit of (\$1,967,726), compared to a working capital deficit of (\$1,222,106), at June 30, 2016. At June 30, 2017, our current assets consisted of cash of \$119,976, receivable from Attitude Drinks of \$321,811, inventories of \$168,789, and prepaid expenses of \$53,630. Our long term assets consisted of fixed assets-net of \$4,235,150, capitalized pre-opening costs of \$122,673 and deposits of \$4,300. Our assets as of June 30, 2016 consisted of cash of \$122,774, receivable from Attitude Drinks of \$321,813, inventories of \$142,193, other assets of \$454,332, and prepaid expenses of \$93,148. Our long term assets consisted of fixed assets-net of \$4,070,088, capitalized pre-opening costs of \$124,990 and deposits of \$4,300.

At June 30, 2017, our total current liabilities increased to \$2,631,932 from \$2,356,364 at June 30, 2016. The increase was primarily due to: a) greater accrued liabilities of \$535,415 due to interest accruals on debt; b) increased loans from minority owners of \$362,318 and c) increased deferred expenses of \$55,637. This was offset by decreased accounts payable of \$730,224 principally at the taverns due to the receipt of the leasehold improvement from the landlord.

Since our cash balance at June 30, 2017 is \$119,976, we currently do not have sufficient funds to carry out normal operations over the next twelve (12) months. Our short and long-term survival is dependent on funding from sales of securities as necessary or from shareholder loans, and thus, to the extent that we require additional funds to support our operations or the expansion of our business, we may attempt to sell additional equity shares or issue debt. Any sale of additional equity securities will result in dilution to our stockholders. Recent events in worldwide capital markets may make it more difficult for us to raise additional equity or capital. There can be no assurance that additional financing, if required, will be available to us or on acceptable terms.

Material Changes in Results of Operations

Results of Operations for the twelve months ended June 30, 2017 and 2016

Revenues and Food and Beverage Costs

Revenues for the twelve months ended June 30, 2017 and 2016 were \$5,981,391 and \$4,150,939, respectively, an increase of 44%. The approximate \$1,830,000 increase was due to the fact that all taverns were operating for the entire period, which was not the case in the prior year.

Food and Beverage costs for the twelve months ended June 30, 2017 and 2016 were \$1,723,111 and \$1,143,576, respectively. The approximate \$580,000 increase was due to the fact that all taverns were operating for the entire period, which was not the case in the prior year. Food and beverage costs as a percentage of total revenues were 28.9% and 27.5%, for June 30, 2017 and 2016, respectively.

Operating Expenses

For the twelve months ended June 30, 2017, operating expenses were \$4,789,196 compared to \$3,127,438 during the twelve months ended June 30, 2016. The overall increase of approximately \$1,670,000 was 53% of the prior period. The increase was due to the fact that all taverns were operating for the entire period, which was not the case in the prior year. As a percentage of revenues, these expenses were 80.1% and 75.3% of revenues for the twelve month periods ended June 30, 2017 and 2016, respectively.

Other Income (Expense) – net:

Other income (expenses) consist primarily of Interest expense, primarily related to the Company's convertible promissory notes, gains and losses on the change in fair value of derivative liabilities, derivative expense, gain from extinguishment of liability to former Chief Executive Officer gains and losses on extinguishment of debt and convertible preferred stock.

Interest and other Financing Costs increased \$1,748,511 or 108%. \$1,774,856 of the increase was due to greater amortization of the debt discount, a non-cash item.

Gain on the Extinguishment of Liability to Former Chief Executive decreased \$175,000 due to elimination of accruals associated with disputed salary in the prior period.

Change in fair market value of derivative liabilities increased \$27,900,666. In the prior period, there was greater volatility due to the method used to calculate the derivative liability. See *Note 9, Derivative Liabilities*, in the Notes to the Financial Statements for more detail.

Loss on Extinguishment of debt and conversion of debt and preferred stock decreased \$250,186 due to the lack of any conversions by investors in the current fiscal year.

Derivative Expense decreased \$4,145,519, 84% due to the fact that the Company due to substantially reduced issuance of convertible debt.

Net (loss)

The net income (loss) for the twelve months ended June 30, 2017 was \$10,095,412 compared to a net loss of (\$20,085,843) for the twelve months ended June 30, 2016. This increased net income was almost entirely due to the change in the fair value of the derivative liability due to changes in the calculation methodology.

Liquidity and Capital Resources

Operating Activities

The Company used net cash of (\$621,803) in operating activities during the twelve months ended June 30, 2017, as compared to (\$476,624) during the twelve months ended June 30, 2016. The decrease was primarily due to the repayment of back payables from funds provided by minority owners.

Investing activities

The Company used net cash of (\$324,321) in investing activities during the twelvemonths ended June 30, 2017, as compared to (\$2,401,590) during the twelve months ended June 30, 2016. The reduced use of cash was primarily due to a greater build-out of our World of Beer Tavern by March 2017. Tavern build-outs had been substantially greater in the prior period.

Financing Activities

The Company generated net cash of \$943,328 in investing activities during the twelve months ended June 30, 2017, as compared to \$2,774,900 during the twelve months ended June 30, 2016. The increased use of cash was primarily due to financings in order to build out our World of Beer Taverns.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the fiscal quarter ended June 30, 2017.

ITEM 7. DESCRIBE THE ISSUER'S FACILITIES

The Company's facilities as of June 30, 2017 are as follows:

World of Beer Tavern- Milford CT
World of Beer Tavern- West Hartford CT
World of Beer Tavern- Cambridge MA

ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS

A. NAMES OF OFFICERS, DIRECTORS AND CONTROL PERSONS

The following table and biographical summaries set forth information, including principal occupation and business experience, about our directors and executive officers as of June 30, 2017. There is no familial relationship between or among the nominees, directors or executive officers of the Company.

<u>NAME(1)</u>	<u>AGE</u>	<u>POSITION</u>	<u>OFFICER AND/OR DIRECTOR SINCE</u>
Roy Warren	61	CEO, Director	April 2015
Conrad Huss	67	COO, Director	April 2015
Isaac Onn	65	Director	April 2015

The Company's directors serve in such capacity until the first annual meeting of the Company's shareholders and until their successors have been elected and qualified. The Company's officers serve at the discretion of the Company's board of directors, until their death, or until they resign or have been removed from office.

There are no agreements or understandings for any director or officer to resign at the request of another person and none of the directors or officers is acting on behalf of or will act at the direction of any other person. The activities of each director and officer are material to the operation of the Company. No other person's activities are material to the operation of the Company.

Mr. Roy Warren, Chief Executive Officer and Director

Mr. Warren, 61, serves as our Chairman of the Board, Chief Executive Officer and President. As Chief Executive Officer, Mr. Warren provides overall company leadership and strategy. Mr. Warren also serves as Chairman of the Board and Chief Executive Officer for Attitude Drinks Incorporated which is the majority owner of the Company. For 15 years from 1981 through 1996, Mr. Warren was in the securities brokerage industry. During those years, Mr.

Warren acted as executive officer, principal, securities broker and partner with brokerage firms in Florida, most notably Kemper Financial Companies, Alex Brown & Sons and Laffer Warren & Company. From 1999 to 2007, Mr. Warren was Chief Executive Officer of Bravo! Brands, Inc. in Florida, a public company which was a beverage brand-development company, similar to Attitude Drinks Incorporated. Mr. Warren's experience in the beverage industry as well as with a public company led to the conclusion that he should serve as a director of the Company

Mr. Conrad Huss, Chief Operating Officer and Director

Mr. Huss, 67, has been the Chief Operating Officer of the Company since June 24, 2016 and a Director of the Company since April 21, 2015. Mr. Huss is a financial professional with over 25 years of investment banking and operating experience. Most recently, he was with Ocean Cross Capital Markets, as Senior Managing Director from 2011 to 2013. Previously, Mr. Huss served as the Senior Managing Director at Southridge Investment Group from 2006 to 2011. Mr. Huss is currently a member on the board of directors of Harrison Vickers and Waterman Inc. We believe Mr. Huss is qualified to serve as a director of the Company due to his financial and operational experience.

Mr. Isaac Onn, Director

Mr. Onn, 65, serves on the Board of Directors. He currently serves or has served on the Board of Directors of other companies such as Cybra Corp., Intellect Neurosciences, Inc. and Ness Energy. His previous experience includes Mooney Airplane Corp. from 2002 to 2004 as Crisis Manager. He served as CEO and Partner of Fueling Services, Ltd. from 2001 to 2002. He also served as VP -Marketing for Austria Casino. He received his degree in Business administration and marketing from the Tel Aviv College of Management, and his law degree is from Ono Academic College Law School in Israel, where he is a member of the Israeli Bar.

As of August 14, 2017, Mr. Warren and Mr. Huss resigned their positions. See *NOTE 13-SUBSEQUENT EVENTS* in the Notes to the Financial Statements for more detail.

Appointment of New Chief Executive Officer and Director

Effective August 14, 2017, Jeffrey Canouse was named the new Chief Executive Officer and director of the Company. Mr. Canouse, 43 combines over twenty-three years of experience in financial senior management following a thirteen-year career as an Investment Banker. Previously, he had been involved in various companies in the investment industry holding positions including Vice President, Senior Vice President and Managing Director at J. P. Carey Inc., J.P. Carey Securities Inc. and JPC Capital a boutique (the "Carey Company's") investment banking firm that assisted in arranging over \$2 billion in financing. During his time with the Carey Company's Mr. Canouse was personally responsible for sourcing new corporate clients, presenting to institutional investors, structuring terms, and working with counsel for timely closings. From July 11, 2011 through the present day, Mr. Canouse has acted as Managing Member of Anvil Financial Management, LLC where he has offered his expertise to companies in need of restructuring, financing, debt settlement and compliance assistance. In addition, Mr. Canouse founded Title King LLC, a short-term lending company using customer vehicles as collateral. Title King was acquired by New America Energy Corp of which Mr. Canouse is currently the Chief Executive Officer.

B. LEGAL/DISCIPLINARY HISTORY

Please identify whether any of the existing officers or directors 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:

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

ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel

Matheau J.W. Stout
400 E. Pratt Street
Eighth Floor
Baltimore MD, 21202

Tel: (410) 429-7076

B. Accountant or Auditor

None

C. Investor Relations Consultant

None

D. Other Advisor(s)

None

ITEM 10. OTHER INFORMATION

N/A

ITEM 11. EXHIBITS

N/A

ITEM 12. CERTIFICATIONS

I, Jeffrey Canouse, certify that:

1. I have reviewed this annual disclosure statement of HARRISON, VICKERS & WATERMAN, 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.

/s/ Jeffrey Canouse

Jeffrey Canouse, Chief Executive Officer

Dated: August 30, 2017