OTC PINK BASIC DISCLOSURE GUIDELINES

Pursuant to Rule 15c2-(11) (a) (5)
Under the Securities Exchange Act of 1934

<u>3DX Industries Inc.</u>

ANNUAL REPORT

6920 Salashan Parkway, Suite D-101
Ferndale, WA 98248

<u>CUSIP No: 88556A100</u>

<u>TRADING SYMBOL:</u>
DDDX

<u>ISSUER'S EQUITY SECURITIES</u>

COMMON STOCK
$0.001 Par Value
175,000,000 Common Shares Authorized
45,461,409 Shares Issued and Outstanding

As at October 31, 2017

3DX INDUSTRIES, INC.

Part 1. Name of the Issuer and its Predecessors (if any)

3DX Industries, Inc. (the “Company”) was incorporated in the state of Nevada on October 23, 2008 under the name Ukragro Corporation. On January 29, 2010, the Company filed an amendment to its articles of incorporation changing its name to Amarok Resources, Inc. in anticipation of operating a business in the mineral resource sector. In the same amendment, the Company changed its authorized capital to 175,000,000 shares of common stock at a restated par value of $.001. Effective February 1, 2010, the Company entered the exploratory stage as defined under the provisions of Accounting Codification Standard (“ASC”) 915-10.

Subsequently, On November 18, 2013, the Company filed a Certificate of Amendment to its Articles of Incorporation (the “Amendment”) with the Secretary of State of Nevada. As a result of the Amendment, the Company (1) has changed its name with the State of Nevada from Amarok Resources, Inc. to 3DX Industries, Inc. and (2) increased its authorized capital to 185,000,000 shares, consisting of 175,000,000 shares of Common Stock, par value $0.001 per share and 10,000,000 shares of preferred stock, par value $0.001 per share. The Company’s name change was declared effective by FINRA on November 22, 2013. Additionally, the Company changed its symbol from “AMOK” to “DDDX;” the symbol change was declared effective by FINRA on December 23, 2013.

The Company’s principal activity is manufacturing and is located near Bellingham WA, USA. The Company manufactures consumer and corporate products using an additive manufacturing method through 3D Metal printing technology and conventional precision manufacturing processes.

Part 2. – The address of the issuer’s principal executive offices.

<u>COMPANY HEADQUARTERS</u>

3DX Industries Inc.
6920 Salashan Parkway, Suite D-101
Ferndale, WA 98248
Website: http://www.3dxindustries.com
Phone: (360) 366-8858
Email: info@3dxindustries.com

Item 3. Securities information.

Security Symbol: DDDX
CUSIP Number: 88556A 100
Common Stock: 175,000,000 authorized; par value $0.001, 45,461,409 and 37,461,409 shares issued and outstanding as of October 31, 2017 and 2016, respectively.

As of October 31, 2017, there were 30,953,517 restricted shares and 14,507,892 non-restricted shares.

Preferred Non-Trading

Preferred Stock: 10,000,000 authorized; $0.001 par value; Nil issued and outstanding as of October 31, 2017 and 2016.

TRANSFER AGENT

Signature Stock Transfer, Inc
14673 Midway Road - Suite 220
Addison, TX 75001
972-612-4120
jason@signaturestocktransfer.com

Signature Stock Transfer Inc. is registered under the Exchange Act and is an SEC approved Transfer Agent.

There are no trade suspension orders issued by the SEC in the past 12 months.

On November 18, 2013, the Company's Board of Directors authorized a 50:1 reverse stock split. All references to shares outstanding in this filing have been restated to reflect the indicated reverse stock split.

Item 4. Issuance History

Fiscal year ended October 31, 2017

On December 21, 2016, a note holder converted $4,000 of outstanding principal into a total of 4,000,000 shares of the Company's common stock at $0.001 per share.

On January 19, 2017, a note holder converted $2,000 of outstanding principal into a total of 2,000,000 shares of the Company's common stock at $0.001 per share.

On March 7, 2017, a note holder converted $3,000 of outstanding principal into a total of 3,000,000 shares of the Company's common stock at $0.001 per share.

On April 18, 2017, a note holder converted $2,000 of outstanding principal into a total of 2,000,000 shares of the Company's common stock at $0.001 per share.

On June 15, 2017, a total of 3,000,000 shares originally issued to settle $3,000 of outstanding principal relative to a convertible note were returned to treasury and canceled.

Fiscal year ended October 31, 2016

No Shares were issued during fiscal 2016.

Item 5. Financial Statements

The Unaudited Financial Statements for the fiscal years ended October 31, 2017 and 2016 were filed on OTCIQ on January 29, 2018. Included in the Financial Statements are the following:

1.	Balance Sheets (unaudited)	Posted on OTCIQ on January 29, 2018 and incorporated herein by reference
2.	Statements of Operations (unaudited)	Posted on OTCIQ on January 29, 2018 and incorporated herein by reference
3.	Statement of Changes in Stockholders' Equity (unaudited)	Posted on OTCIQ on January 29, 2018 and incorporated herein by reference
4.	Statements of Cash Flows (unaudited)	Posted on OTCIQ on January 29, 2018 and incorporated herein by reference
5.	Notes to Financial Statements	Posted on OTCIQ on January 29, 2018 and incorporated herein by reference

Item 6. Description of the Issuer's Business, Products and Services.

A. Presently 3DX Industries is focused in the manufacturing sector through additive manufacturing and precision machining including 3D Metal printing. On December 18, 2013, the Company entered into an Equipment Purchase Agreement with Roger Janssen pursuant to which the Company purchased certain assets of a precision manufacturing company owned by Mr. Janssen with over 30 years in the industry. As of October 31, 2017 and 2016 respectively, the Company has generated gross profit of $834,049 and $346,249. While our year over year revenues have increased substantially, we are not yet able to meet all our operational costs as they come due. Period over period results reflect a an increase in to our gross profit as the result of the addition of various new clients in the current year.

The Company's manufacturing services will include additive manufacturing through its 3D Metal Printing and Process, and more traditional manufacturing methods using CNC precision machining processes. 3DX uses a binder jet additive manufacturing system for 3D Metal printing. The 3D Metal printing process materializes an object—or mold for an object—layer by layer out of powdered material, a chemical binder and a digital file. The process of metal printing allows for the creation, or materialization of Complex internal geometries, undercuts, angled passages and multi-piece assemblies with accuracy and less waste/environmental impact. The 3D Printing Process is highly accurate and capable of printing complex geometric parts.

3DX also has a fully operational CNC machine shop in house consisting of fifteen various CNC machining centers including four fanuc robo-drills and numerous additional support equipment. Having a precision machining center under the same roof as our additive manufacturing systems allows for the complete one stop shop advantage we offer to our customers. 3DX will continually seek to expand the range of size and geometric complexity of the parts we can make using these processes The Company will continue to expand the variety of materials we are able to support and to identify additional manufacturing processes to which we can apply using the latest technology in order to better serve our client base.

We have the ability to serve product developers worldwide who bring new ideas to market in the form of products, industrial and consumer, containing one or more custom parts and components. Many of these product developers use 3D CAD software to create digital models representing their custom part designs that are then used to create physical parts for prototyping, functional testing, market evaluation and/or production. Custom prototype parts play a critical role in the product development process, as they provide product developers with the ability to confirm their intended performance requirements and explore design alternatives.

Additive manufacturing processes such as 3D Metal Printing can be used to quickly and efficiently produce a physical representation of a part or product. As technology in this area continues to evolve these parts are becoming more accurate and are able to meet the product developers' requirements for dimensional accuracy, cosmetics and material properties. There are instances where the use of more traditional manufacturing processes is required such as CNC Precision machining, in order to finalize the proto-type or production part. As a supplement to additive manufacturing, our CNC machining facility can be used to produce extreme precision, high-quality custom parts in metal or plastic. .

The ability to meet our clients' needs both in the additive manufacturing sector and in the traditional precision machining arena will make 3DX Industries a leader in the manufacturing market. Having both processes in house is a significant time and cost saving advantage for 3DX's clients and will allow 3DX to integrate seamlessly into the metal printing market. 3DX is in a position to provide 3D Metal Printing, , Precision Tooling, 3D Rapid Proto-Typing, CNC Milling, Large Capacity Milling and Injection Mold Tooling.

B. Company was incorporated on October 23, 2008 in the state of Nevada.

C. The primary SIC Code for the Company is 3399 – Primary Metal Products

D. The Issuer's fiscal year ends on October 31.

E. The Issuer's principal products or services focus on manufacturing. 3DX Industries Inc, is a precision manufacturing company, offering clients the ability to manufacture their products using both additive and subtractive manufacturing strategies.

3DX is capable of manufacturing a wide variety of products and components both consumer and industrial, using its in house 3D Metal Printing System, and through its more traditional precision machining services.

Item 7. Description of the Issuer's Facilities

Our current business address is 6920 Salashan Pkwy Suite D101, Ferndale, WA 98248. Our telephone number is 360-366-8858. The space is approximately 8,588 square feet. We rent this space for approximately $4,500 per month on an escalating basis year over year. The original lease terminated on February 29, 2016 and was subsequently renewed for a five-year term.

Minimum annual lease payments under the extended lease are as follows:

Year ending October 31, 2018: $53,420
Year ending October 31, 2019: $54,452
Year ending October 31, 2020: $55,484
Year ending October 31, 2021: $9,276

It is our belief that the space is adequate for our immediate needs. Additional space may be required as we expand our operations. We do not foresee any significant difficulties in obtaining any required additional facilities. We do not presently own any real property.

Item 8. Officers, Directors and Control Persons

A. Names of Officers Directors and Control Persons

- Roger Janssen - CEO, CFO, President, Secretary and Director, controlling shareholder
- Earl Abbott – Director

Legal/Disciplinary History.

None of the foregoing persons have, in the last five years, has been the subject of:

- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
- 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;
- 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
- 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.

B. Beneficial Shareholders (with holdings over 5%)

Shareholder		Number of Shares	% Ownership
Roger Janssen	Ferndale, Washington	30,002,000	65.99%

Item 9. Third Party Providers.

Legal Counsel

Ken Bart
Owner/Managing Partner
Bart and Associates, LLC
8400 East Prentice Avenue
Suite 1500
Greenwood Village, CO 80111
Phone: (720)-226-7511
Fax: (720)-528-7765
Email: kbart@kennethbartesq.com

Accountant or Auditor

The Accounting Connection
Li Shen, CGA
#145 - 251 Midpark Blvd S.E.
Calgary, Alberta T2X 1S3
lshen@theaccountingconnection.com

Investment Relations Consultant

N/A

Other Advisors

N/A

Item 10. Issuer Certificate.

I, Roger Janssen, certify that:

1. I have reviewed this quarterly disclosure statement of 3DX Industries 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.

Date: January 29, 2018

/s/ Roger Janssen
Roger Janssen
CEO, President and Director

3DX Industries Inc.
Financial Statements
For the Fiscal Year Ended October 31, 2017 and 2016
(Unaudited)

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3DX INDUSTRIES, INC.
Balance Sheets
(Unaudited)

	October 31, 2017	October 31, 2016
Assets		
Current assets		
Cash and cash equivalents	$ 60,091	$ 16,471
Accounts receivable	45,717	41,363
Total current assets	105,808	57,834
Property and equipment		
Manufacturing equipment	670,221	1,392,981
Furniture and fixtures	638	638
Computer equipment	6,978	1,005
Less accumulated depreciation	(304,051)	(459,603)
Total property and equipment	373,786	935,021
Other assets		
Website development (net of accumulated amortization of $4,120 and $2,889)	-	358
Security deposit	4,275	4,275
Total other assets	4,275	4,633
Total assets	$ 483,869	$ 997,488
Liabilities and stockholders' deficit		
Current liabilities		
Accounts payable and accrued expenses	$ 1,168,325	$ 1,053,123
Payables to related parties	168,027	448,130
Equipment purchase payable	-	678,266
Accrued compensation - convertible	174,000	174,000
Notes payable - unrelated party	397,406	647,073
Convertible notes payable - unrelated party	287,490	345,527
Total current liabilities	2,195,248	3,346,119
Long-term liabilities		
Convertible notes payable - related party	250,000	500,000
Total long-term liabilities	250,000	500,000
Total liabilities	2,445,248	3,846,119
Stockholders' equity		
Preferred stock, $.001 par value, 10,000,000 shares authorized, none outstanding	-	-
Common stock, 175,000,000 shares authorized, $0.001 par value, 45,461,409 and 37,461,409 shares issued at October 31, 2017 and at October 31, 2016, respectively	45,461	37,461
Additional paid-in capital	15,084,530	14,931,530
Accumulated deficit	(17,091,370)	(17,817,622)
Total stockholders' deficit	(1,961,379)	(2,848,631)
Total liabilities and stockholders' deficit	$ 483,869	$ 997,488

The accompanying notes are an integral part to these unaudited financial statements.

3DX INDUSTRIES, INC.
Statements of Operations
(Unaudited)

	For the Fiscal Year Ended October 31, 2017	For the Fiscal Year Ended October 31, 2016
Revenue	$ 855,095	$ 382,494
Cost of goods sold	12,046	36,245
Gross profit	843,049	346,249
Operating expenses		
Depreciation and amortization	103,919	200,297
Professional services	42,622	61,526
General and administrative expenses	1,025,747	763,455
Total operating expenses	1,172,288	1,025,278
Other income (expense)		
Interest expense	(220,298)	(107,491)
Gain on disposal and settlement of equipment	198,948	-
Gain on debt forgiveness	1,076,841	-
Gain on derivative liabilities	-	-
Total other income (expense)	1,055,491	(107,491)
Net income (loss)	$ 726,252	$ (786,520)
Net income (loss) per common share -		
Basic	$ 0.016	$ (0.02)
Diluted	$ 0.012	$ (0.02)
Weighted average number of common shares outstanding		
Basic	44,294,286	37,461,409
Diluted	59,694,286	37,461,409

The accompanying notes are an integral part to these unaudited financial statements.

3DX INDUSTRIES, INC.
Statement of Changes in Stockholders' Equity
For the fiscal years ended October 31, 2016 and 2015
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Totals
Balance, October 31, 2015	37,461,409	$ 37,461	$ 14,931,530	$ (17,031,102)	$ (2,062,111)
Net loss for period				(786,520)	(786,520)
Balance, October 31, 2016	37,461,409	37,461	14,931,530	(17,817,622)	(2,848,631)
Beneficiary conversion feature associated convertible notes			150,000		150,000
Share issuance for convertible notes	11,000,000	11,000			11,000
Shares cancellation	(3,000,000)	(3,000)	3,000		-
Net income for period				726,252	726,252
	45,461,409	$ 45,461	$ 15,084,530	$ (17,091,370)	$ (1,961,379)

The Accompanying notes are an integral part to the financials

3DX INDUSTRIES, INC.
Statements of Cash Flows
(Unaudited)

	For the Fiscal Year Ended October 31, 2017	2016
Cash flows from operating activities:		
Net income (loss)	$ 726,252	$ (786,520)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	103,919	200,297
Amortization of debt discount	150,000	-
Gain on disposal and settlement of equipment	(198,948)	-
Gain on debt forgiveness	(1,076,841)	-
Changes in operating assets and liabilities		
(Increase) decrease in accounts receivable	(4,354)	(16,253)
Increase (decrease) in accounts payable	128,703	312,369
Increase (decrease) in accounts payable - related party	117,202	146,260
Increase (decrease) in accrued interest	70,398	105,367
Net cash used in operating activities	16,331	(38,480)
Cash flows from investing activities:		
Purchase office equipment	(5,972)	-
Net cash used in investing activities	(5,972)	-
Cash flows from financing activities:		
Proceeds from third party borrowing	105,000	38,000
Repayments to third party borrowing	(74,739)	(3,000
Net cash provided by financing activities	30,261	35,000
Increase (decrease) in cash	43,620	(3,480)
Cash - beginning of period	16,471	19,951
Cash - end of period	$ 60,091	$ 16,471
Supplemental disclosures of cash flow information:		
Interest paid	$ 10,706	$ 2,500
Income taxes paid	$ -	$ -
Non-Cash Investing and Financing Activities:		
Disposal of equipment: cost	$ 731,205	$ -
Disposal of equipment: accumulated depreciation	(259,114)	-
Settlement of equipment purchase payable and accrued interest	(671,039)	-
Debt forgiveness – accounts payable	(15,700)	-
Debt forgiveness- accrued interest	(94,276)	-
Debt forgiveness – Notes payable - unrelated party	(319,560)	-
Debt forgiveness – Convertible notes payable - related party	(250,000)	-
Debt forgiveness – Payables to related parties	(407,305)	-
	$ (1,285,789)	$ -

The accompanying notes are an integral part to these unaudited financial statements.

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

3DX Industries, Inc. (the "Company") was incorporated in the state of Nevada on October 23, 2008. The Company's principal activity presently is manufacturing, and our head office is located near Bellingham WA, USA. The Company manufactures consumer and corporate products using an additive manufacturing method through 3D Metal printing technology and conventional precision manufacturing processes.

Going Concern

The Company has accumulated losses since inception, and as of October 31, 2017, had a combined accumulated deficit of $17,091,370 and had negative working capital of $2,089,440. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management recognizes that the Company must generate additional funds to enable it to continue operating. Management intends to raise additional financing through debt and or equity financing and by other means that it deems necessary, with the goal of moving forward and sustaining a prolonged growth in its strategy phases. However, no assurance can be given that the Company will be successful in raising additional capital. Further, even if the company raises additional capital, there can be no assurance that the Company will achieve profitability or positive cash flow. If management is unable to raise additional capital and expected significant revenues do not result in positive cash flow, the Company will not be able to meet its obligations and may have to cease operations.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with a maturity date of three months or less, when purchased, to be cash equivalents.

Property and Equipment

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

In June 2014, the Company commenced testing its equipment and began producing prototypes. Depreciation expense classified to operations for the fiscal year ended October 31, 2017 and 2016 totaled $103,919 and $200,297, respectively.

Long-Lived Assets

The Company accounts for its long-lived assets in accordance with Accounting Standards Codification ("ASC") Topic 360-10-05, "Accounting for the Impairment or Disposal of Long-Lived Assets." ASC Topic 360-10-05 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of an asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value or disposable value.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 disclosures 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.

Fair Value of Financial Instruments

Pursuant to ASC No. 820, *"Fair Value Measurements and Disclosures,"* the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of October 31, 2017. The Company's financial instruments consist of accounts payables and notes and loans payable. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of the respective instrument.

Loss Per Share of Common Stock

In accordance with ASC Topic 280 – "Earnings Per Share", the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

The following potential common shares have been excluded from the computation of diluted net loss per share for the fiscal year ended October 31, 2017 because the effect would have been antidilutive:

Common Shares issuable - convertible notes	6,700,000
Common Shares issuable - compensation	8,700,000
Total	15,400,000

Convertible Debt Instruments

If the conversion features of conventional debt instruments provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 "Debt with Conversion and Other Options." In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to operations over the life of the debt using the effective interest method. The Company was required to record BCF of $150,000 on the convertible debt it issued during the fiscal year ended October 31, 2017.

Issuances Involving Non-Cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling the market value of the shares issued on the date the shares were issued for such services. The non-cash consideration received pertains to officer's compensation and consulting services.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Stock-Based Compensation

The Company accounts for stock-based compensation under Accounting Standard Codification Topic 505-50, “Equity-Based Payments to Non-Employees.” This topic defines a fair-value-based method of accounting for stock-based compensation. In accordance with the Topic, the cost of stock-based compensation is measured at the grant date based on the value of the award and is recognized over the vesting period. The value of the stock-based award is determined using Binomial or Black-Scholes option-pricing models, whereby compensation cost is the excess of the fair value of the award as determined by the pricing model at the grant date or other measurement date over the amount that must be paid to acquire the stock. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

Accounts receivable and allowance for doubtful accounts

Accounts receivable are reported at the invoiced amount less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts based on a combination of specific customer circumstances and credit conditions taking into account the history of write-offs and collections. A receivable is considered past due if payment has not been received within the period agreed upon in the invoice. Accounts receivable are written off after all collection efforts have been exhausted. Recoveries of trade receivables previously written off are recorded when received.

Revenue recognition

The Company recognizes revenue when it is realized or realizable and earned when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured. Revenue is recognized upon transfer of title and risk of loss, which is generally upon the shipment of finished goods. Freight billed to customers is included in revenues, and all freight expenses paid by the Company are included in cost of revenue.

Recent Accounting Pronouncements

The Company’s management has evaluated all recent accounting pronouncements since the last audit through the issuance date of these financial statements. In the Company’s opinion, none of the recent accounting pronouncements will have a material effect on the financial statements.

NOTE 3 - MINING CLAIMS

McNeil Claims, Canada

On March 24, 2011 the Company signed an agreement with Warrior Ventures, Inc. (“Warrior”), a private company, to acquire 100% of the McNeil Gold Property. The McNeil property is located within the Abitibi Greenstone belt, approximately 30 miles southeast of Timmins, Ontario, Canada and approximately 35 miles west of Kirkland Lake, Ontario, Canada. On October 8, 2013, the Company entered into an agreement with Trio Gold Corp. (“Trio”) to assign 100% of its claims in the McNeil property, subject to a 5% net smelter royalty, to Trio, once Trio has incurred exploration and administrative costs totaling $5,000,000 (CDN) based upon the following schedule:

On or before December 31, 2015 $ 500,000
On or before December 31, 2017 $2,000,000
On or before December 31, 2019 $2,500,000

Trio failed to perform under the terms of our agreement and the assignment agreement was terminated.

NOTE 3 - MINING CLAIMS (continued)

McNeil Claims, Canada (continued)

During fiscal 2016 the Company was required to make a minimum lease payment on the McNeil Claims. As a result of failure to meet minimum expenditure requirements on the property, the claims are currently in default.

During the month of June 2017, the Company and the original stakeholder of the McNeil Claims entered into an assignment agreement whereby the stakeholder acquired the defaulted claims.

Rodeo Creek Project, Nevada

On February 22, 2010, the Company entered into an agreement with Carlin Gold Resources, Inc., ("Carlin") in which Carlin assigned the Company all of its rights, title, and interest in an exploration agreement between it and Trio. The assigned exploration agreement was dated January 28, 2010. Trio leased and had an option to purchase a 100% interest in 29 unpatented lode mining claims located in Nevada within the Carlin Gold Trend (the "Claims"). The Claims are subject to a 1.5% net smelter return ("NSR").

In December 2014, the Company notified Trio of its intent to terminate its agreement on the Rodeo Creek Property. The Company will have no further interest in this project. The Company has earned a 2% Net Smelter Royalty on the property, however such NSR has not been formally recorded as at the date of this report.

NOTE 4 - RELATED PARTY TRANSACTIONS

On December 18, 2013, the Company purchased certain equipment relating to its 3D metal printing operation from Mr. Janssen for $500,000. The $500,000 was evidenced by a promissory note assessing interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the Principal balance and any unpaid accrued interest fully due and payable on December 15, 2018. Mr. Janssen has the right to convert any outstanding principal and accrued interest into restricted shares of the of the Company's common stock at a conversion price of $0.50 per share. The balance due Mr. Janssen at April 30, 2017 totaled $528,366 (October 31, 2016 - $524,095) of which the accrued interest of $28,366 was classified as a short-term liability and the $500,000 was classified as a long-term liability.

On September 1, 2017 Mr. Janssen represented and agreed to waive and forgive (1) $250,000 of principal related to equipment acquisition by 3DX; (2) accumulated accrued interest of $28,366 effective as of April 30, 2017. And this waiver and release shall be effective as of May 1, 2017.

The Company recorded a gain of $278,366 as debt settlement in respect of the aforementioned waiver and release.

The balance due Mr. Janssen at October 31, 2017 totaled $252,097 (October 31, 2016 - $524,095) of which the accrued interest of $2,097 was classified as a short-term liability and the $250,000 was classified as a long-term liability.

NOTE 5 - EQUIPMENT

(1) Equipment Purchased from Mr. Janssen

By way of agreement concurrent with Mr. Janssen's appointment to the Board of Directors and entry into an Employment Agreement (see Note 9 – Commitments and Contingencies below) and executed on December 18, 2013, the Company purchased various equipment relating to the post production processes for its 3D metal printing operation from Mr. Janssen, our sole officer and a director, for $500,000 which amount has been capitalized on our balance sheet. (Ref Note 4)

NOTE 5 – EQUIPMENT (continued)

(2) Equipment Purchased from the ExOne Company

On December 23, 2013, the Company purchased equipment from an unrelated third party for $750,000 of which $75,000 was paid on purchase. The remaining $675,000 is payable in two installments: $375,000 due June 1, 2014 and $300,000 due on September 1, 2014. The terms of the installment payments do not include a stated interest rate, therefore, the Company accounted for the purchase under ASC Topic 835-30-25 "Imputation of Interest" discounting the purchase price of the equipment by $18,795 for imputed interest using an interest rate of 5% per annum. The total gross capitalized value of this equipment was $731,205.

The Company failed to make the required installment payments when they became due and on October 23, 2014, the Company and the seller agreed to modify the terms of the obligation due. Under the modified terms, the balance of the note as of October 23, 2014, increased to $675,000, which is evidenced by a promissory note which is assessed interest at an annual rate of 5% per annum. Principal and accrued interest are paid in monthly installments of $20,230 commencing on December 1, 2014.

During the fiscal year ended October 31, 2015, the Company paid $60,461, of which $52,472 was applied to the principal and $7,989 applied to interest. The Company has met its payment obligations up to February 2015 and is in default of its current payment obligations. The Company has entered into negotiations with the third party to revise the payment schedule with respect to the purchase, however the loan is presently in default and is currently payable in full as at November 23, 2016 in the total remaining amount of $681,039 (October 31, 2016 - $678,265).

On November 23, 2016, the Company and ExOne entered into a title transfer, conditional release and equipment lease agreement where under the Company, notified of its default under the original terms of the agreement and amendments thereto effective January 11, 2017, agreed to transfer title of the equipment back to ExOne, agreed to a lump sum payment of $10,000 and agreed to enter into a 24-month lease for the equipment under the following terms:

a) Months 1-3: $5,000.00 per month – was paid in full during the six-month ended April 30, 2017
b) Months 4-6: $7,500.00 per month – was paid in full during the period ended May 31, 2017
c) Months 7-24: $10,000.00 per month – was paid $30,000 during the period ended Oct 31, 2017

With each payment being due on the first date of the respective month and subject to a 5% late fee when unpaid within 10 (ten) days of the due date. Further under the terms of the agreement ExOne has provided a conditional release of all amounts due under the original agreement and amendments thereto.

The Company treated this transaction as disposal of equipment and recorded gain on disposal of $198,948 as follows:

Disposal equipment at cost	$	731,205
Accumulated depreciation		(259,114)
Loss on carry value on disposal equipment		(472,091)
Settlement of equipment purchase payable and accrued interest		681,039
Lumpsum payment		(10,000)
Gain of debt settlement		671,039
Net on disposal	$	198,948

NOTE 5 – EQUIPMENT (continued)

(3) Additional Equipment Purchased

During the year ended October 31, 2014 in connection with the aforementioned equipment purchase, the Company capitalized an additional $23,366 in respect of installation costs.

In addition, the Company purchased additional equipment with a total value of $138,410 during the three months ended July 31, 2015 which has been capitalized on the Company's balance sheets. Of this amount a total of $122,465 is subject to an equipment finance agreement as more fully descried in Note 7(7) below.

During the three months ended April 30, 2017, the Company acquired additional equipment in the net amount of $8,445 (see Note 9 – Commitments and Contingencies).

Capitalized manufacturing equipment (gross) at October 31, 2017 totaled $670,221 and October 31, 2016 totaled $1,392,981.

	October 31, 2017	**October 31, 2016**
Manufacturing equipment	$ 670,221	$ 1,392,981
Furniture and fixtures	638	638
Computer equipment	6,978	1,005
Less accumulated depreciation	(304,051)	(459,603)
	$ 373,786	$ 935,021

Depreciation expense of $103,919 and $200,297 was recorded by the Company for the fiscal year ended October 31, 2017 and 2016, respectively.

NOTE 6 – ACCRUED COMPENSATION, CONVERTIBLE NOTE

On January 15, 2013, the Company granted a third-party corporation the option to convert up to 25% of all accrued compensation resulting from unpaid consulting fees due to it at that date into shares of the Company's common stock at a conversion price of $0.001 per share, and to convert the remaining 75% of accrued compensation due it at that date into shares of the Company's common stock at a conversion price of $0.01 per share. The agreement can be cancelled by either party. At January 15, 2013, the amount of accrued compensation due the consultant was $175,000. Pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options," the accrued compensation was recorded net of a discount that includes the debt's beneficial conversion feature of $148,077. Since the accrued compensation is immediately convertible into common stock, discounts arising from beneficial conversion features are directly charged to expense pursuant to ACS 470-20-35. The beneficial conversion features were calculated using trading prices ranging from $0.001 to $0.01 per share and an effective conversion price of $0.02 per share.

Effective December 18, 2013, the terms of the above indicated option grant were modified limiting the number of conversion shares the consultant can receive and hold at any point in time to no more than 9.99% of the Company's common stock then outstanding. In June 2014, the consultant assigned $1,000 of accrued compensation due it to a third party, who converted the $1,000 into 1,000,000 shares of the Company's common stock at a conversion price of $.001 per share.

On August 28, 2017, the Company and the third party entered into a share conversion amendment agreement. Under the agreement, the conversion price of any and all remaining debt shall be set at $0.02 per share, equaling a maximum of 8,700,000 shares available upon conversion, and the maximum debt that can be converted per quarter shall not exceed 10% of outstanding debt. The amendment shall be effective as of July 30, 2017.

As of October 31, 2017, and October 31, 2016, $174,000 is reflected on the accompanying balance sheet as accrued compensation–convertible.

NOTE 7 - NOTES PAYABLE – UNRELATED PARTY

(1) Third party convertible promissory notes

(a) An unrelated third party advanced $25,000 to the Company on February 14, 2015. The $25,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10%. The interest shall be accrued beginning on August 1, 2015. Outstanding principal and accrued interest is fully due and payable on December 31, 2016. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of $0.10 per share. Upon conversion, the holder has certain registration rights. The Company is obligated to bear all costs associated with the registration of the shares. During the fiscal year ended October 31, 2017, the Company paid $5,000 in cash. The outstanding balance at October 31, 2017 amounted to $25,162 (October 31, 2016 - $28,137). As per the terms of the agreement, the Company accrued interest of $2,025 and $2,507 during the fiscal year ended October 31, 2017 and 2016, respectively, which was charged to operations.

(b) An unrelated third party advanced $17,500 to the Company on September 7, 2016. The $17,500 is evidenced by an unsecured promissory note bearing interest at a rate of 8%. The interest shall be accrued beginning on January 1, 2017. Outstanding principal and accrued interest is fully due and payable on December 31, 2017. The outstanding balance at October 31, 2017 and October 31, 2016 amounted to $17,500. As per the terms of the agreement, the Company accrued interest of $1,158 and $nil during the fiscal year ended October 31, 2017 and 2016, respectively, which was charged to operations.

(c) On March 30, 2015, the Company entered into an equipment rental agreement with Santeo Financial Corp. with respect to certain manufacturing equipment. The term of rental is 24 months, with an option to purchase the equipment at any time up to the end of the rental agreement. Under the terms of the agreement the Company shall pay a security deposit of $700 and agreed to a monthly rental fee of $350 with the first month payable upon signing. The Company did not make any payments under this agreement in the period ended April 30, 2017 and October 31, 2016 and has accrued a total of $9,555 and $7,175, respectively, as due and payable. On March 15, 2017, the Company and Santeo entered into a letter agreement to revise the terms of the original March 30, 2015 equipment lease (ref: Note 9 above). Under the terms of the letter agreement, the Company will purchase the manufacturing equipment for a total of $18,000 no later than December 31, 2017, which amount shall also include all accrued and unpaid rental payments, and any interest thereon up to December 31, 2017. Should the Company be unable to make the required payment as at December 31, 2017, interest of 12% per annum shall apply to any balance outstanding.

During the fiscal year ended October 31, 2017, the Company did not make any cash payments to reduce the balance outstanding.

(2) The ExOne Company

As further detailed above in Note 5(2) – Equipment, on October 23, 2014 the Company entered into a Secured Promissory Note, Loan and Security Agreement (the "Note") in the principal amount of $675,000 with interest accruing at a rate of 5% per annum. Under the terms of the Note, principal and accrued interest are paid in monthly installments of $20,230 commencing on December 1, 2014. The note is secured by a lien on the purchased equipment. During the fiscal year ended October 31, 2015, the Company paid $60,461, of which $52,472 was applied to the principal and $7,989 applied to interest. The Company met its payment obligations up to February 2015 and thereafter was in default of its payment obligations. On November 23, 2016, the Company and ExOne entered into a title transfer, conditional release and equipment lease agreement where under the Company, notified of its default under the original terms of the agreement and amendments thereto effective January 11, 2017, agreed to transfer title of the equipment back to ExOne, agreed to a lump sum payment of $10,000 and agreed to enter into a 24-month lease for the equipment.

NOTE 7 - NOTES PAYABLE – UNRELATED PARTY (continued)

(3) Lender 1

a. 5% various notes payable

Balance, October 31, 2015	$	278,353
Additional: Principal		20,500
Accrued interest:		14,089
Balance, October 31, 2016		312,942
Additional principal		5,000
Accrued interest:		7,288
Debt forgiven:		(325,230)
Balance, October 31, 2017	$	-

During the fiscal year ended October 31, 2016 and during the six months ended April 30, 2017, the Company received an additional $20,500 and $5,000, respectively, in loans from the aforementioned party which is assessed interest 5% per annum and mature at various dates through July 1, 2018.

On April 28, 2017, the lender with various amounts outstanding agreed to release and waive a total of $325,230, inclusive of accrued interest thereon, with no further consideration payable.

During the fiscal year ended October 31, 2017 and 2016 the Company accrued $7,288 and $14,089 in interest.

b. 5% convertible note

In addition to the loans indicated above, the same lender advanced $150,000 to the Company on November 5, 2013. The $150,000 is evidenced by an unsecured promissory note bearing interest at a rate of 5%. Outstanding principal and accrued interest is fully due and payable on December 31, 2015. Effective January 1, 2015, the holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of $0.10 per share. Upon conversion, the holder has certain registration rights. The Company is obligated to bear all costs associated with the registration of the shares. The outstanding balance at October 31, 2016 amounted to $172,562 (October 31, 2015 - $165,041). Accrued interest charged to operation for the twelve months ended October 31, 2016 and 2015 totaled $7,521 and $7,500, respectively.

On December 20, 2016, the Company and the promissory note holder entered into an amendment to the terms of that certain note and accrued interest whereby, among other considerations, the conversion price was reduced from $0.10 per share to $0.001 per share.

The Company recognized the intrinsic value of the embedded beneficial conversion feature ("BCF") for the convertible note on the date of the repricing and recorded the beneficial conversion feature as additional paid-in capital reducing the carrying value of the convertible note from $150,000 to $nil on December 20, 2016.

Further, the lender assigned a total of $40,000 of its principal debt to an arm's length third party who converted a total of $6,000 in principal to 6,000,000 shares of common stock during the six months ended April 30, 2017.

Further, the lender converted a total of $5,000 in principal to 5,000,000 shares of common stock during the six months ended April 30, 2017.

On May 31, 2017, the principal balance of a total of $34,000 previously assigned to third party was waived by the third party.

NOTE 7 - NOTES PAYABLE – UNRELATED PARTY (continued)

(3) Lender 1 (cont'd)

b. 5% convertible note (cont'd)

On August 28, 2017, the Company and the Lender entered into a share conversion amendment agreement. Under the terms of the agreement, the conversion price of any and all remaining debt totaling $105,000 shall be set at $0.02 per share, for a maximum of 5,250,000 shares available upon conversion. Further the maximum debt that can be converted per quarter shall not exceed 10% of outstanding debt. The parties also agreed there will be no further interest calculation on this debt commencing April 30, 2017. The amendment was effective on July 30, 2017.

(4) Lender 2

Balance, October 31, 2015	$	71,105
Accrued interest		3,259
Balance, October 31, 2016		74,364
Accrued interest		3,250
Balance, October 31, 2017	$	77,614

On September 9, 2013, the Company borrowed $30,000 from a third party. The loan is evidenced by an unsecured promissory note. The loan is assessed interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on May 1, 2014. The outstanding balance was not paid on its due date.

On March 7, 2014, the Company borrowed an additional $35,000 from the same party noted above. The loan is evidenced by an unsecured promissory note. The loan is assessed interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on December 31, 2014.

Accrued interest charged to operations for the fiscal year October 31, 2017 totaled $3,250 and $3,259, respectively.

(5) Lender 3

On November 18, 2014, the Company borrowed $25,000 from a third party ("Note 1"). The $25,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10% beginning April 1, 2015. Outstanding principal and accrued interest is fully due and payable on December 01, 2015. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of $0.30 per share.

On December 10, 2014, the Company further borrowed $100,000 from a third party ("Note 2"). The $100,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10% beginning April 1, 2015. Outstanding principal and accrued interest is fully due and payable on December 31, 2016. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of $0.15 per share.

Pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options," there is no beneficial conversion feature associated with these promissory notes because the conversion rate is equal or greater than the fair market value on the issuance date.

		Note 1		Note 2
Balance, October 31, 2015	$	26,459	$	105,836
Accrued interest		2,507		10,027
Balance, October 31, 2016		28,966		115,863
Accrued interest		2,500		10,000
Balance, October 31, 2017	$	31,466	$	125,896

NOTE 7 - NOTES PAYABLE – UNRELATED PARTY (continued)

(5) Lender 3 (cont'd)

Accrued interest charged to operations for the fiscal yearths ended October 31, 2017 and 2016 totaled $12,500 and $12,534, respectively.

(6) Lender 4

On November 15, 2016, the Company borrowed $100,000 from a third party. The loan is evidenced by an unsecured promissory note. The loan is assessed interest at an annual rate of 12% per annum. The amount owed under this promissory note will be repaid in equal installments of $10,046 made every quarter over a loan period of 36 months. The first payment will be due on February 15, 2017. And all payments shall be first applied to interest and the balance to principal.

During the fiscal year ended Octobder 31, 2017, the Company paid $40,185 including $29,479 in principal and $10,706 in interest.

(7) Equipment Finance Agreement

On March 25, 2015, the Company entered into an Equipment Finance Agreement ("EFA") with Global Finance Group, Inc. to borrow up to $275,000. Under the EFA the Company received cash proceeds of $90,000, $5,000 was paid directly to a third party to reduce certain outstanding loans and a further $122,465 was expended by Global to purchase equipment on behalf of the Company. The EFA is secured by the purchased equipment and is assessed interest at a rate of 12% per annum. Principal and accrued interest are paid in monthly installments of $7,243 commencing on May 1, 2015. It was agreed between the parties that the first 4 months of payments will be reduced by $5,000 per payment, and thereafter, commencing September 1, 2015 payments of the full installment value will commence.

During the fiscal year ended October 31, 2015, the Company paid $11,472, of which $8,972 was applied to the principal and $2,500 applied to interest. The Company met its payment obligations up to August 2015 and is currently in default of its current payment obligations.

During the fiscal year ended October 31, 2017, the Company paid $40,260 which was applied to the principal balance.

The balance due on this obligation as of October 31, 2017 is $220,543 (October 31, 2016 **-** $242,267).

During the fiscal year ended October 31, 2015 in connection with the aforementioned equipment purchase, the Company capitalized the equipment (gross) at October 31, 2015 in an amount totaling $122,465. The EFA is personally guaranteed by the Company's President, Mr. Roger Janssen.

NOTE 8 - STOCKHOLDERS' EQUITY

For the fiscal year ended October 31, 2017

On December 21, 2016, a note holder converted $4,000 of outstanding principal into a total of 4,000,000 shares of the Company's common stock at $0.001 per share.

On January 19, 2017, a note holder converted $2,000 of outstanding principal into a total of 2,000,000 shares of the Company's common stock at $0.001 per share.

On March 7, 2017, a note holder converted $3,000 of outstanding principal into a total of 3,000,000 shares of the Company's common stock at $0.001 per share.

NOTE 8 - STOCKHOLDERS' EQUITY (continued)

<u>For the fiscal year ended October 31, 2017 (continued)</u>

On April 18, 2017, a note holder converted $2,000 of outstanding principal into a total of 2,000,000 shares of the Company's common stock at $0.001 per share.

On June 15, 2017, a total of 3,000,000 shares originally issued to settle $3,000 of outstanding principal relative to a convertible note were returned to treasury and canceled.

<u>For the fiscal years ended October 31, 2016</u>

No Shares were issued during the period.

There was a total of 45,461,409 and 37,461,409 shares issued and outstanding as of October 31, 2017 and October 31, 2016, respectively.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

(a) Effective November 23, 2013, the Company entered into an employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of $15,000 a month over the three-year term of the agreement. At the sole discretion of the board of directors, Mr. Janssen may be granted performance bonuses and may also participate in any incentive plans that the Company may establish. In addition, Mr. Janssen received 30,000,000 shares of the Company's restricted common stock as a signing bonus. The shares were valued at $4,800,000 based upon the trading price of the shares on the date of grant. Officer's compensation for the year ended October 31, 2014 amounted to $4,887,449 including the indicated stock-based compensation of $4,800,000. Effective May 1, 2017 the Company amended the employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of $8,000 a month.

On September 1, 2017 Mr. Janssen represented and agreed to waive and forgive accrued compensation of $397,305 effective as of May 1, 2017. The Company recorded a gain $397,305 on the debt extinguishment.

Accrued compensation due Mr. Janssen as of October 31, 2017, amounted to $168,027 (October 31, 2016 - $448,130), which is included in the balance of other payables – related parties as reflected in the accompanying balance sheet. The $168,027 is net of $21,298 that was paid in cash to Mr. Janssen during the fiscal year ended October 31, 2017.

(b) On February 29, 2016, the Company extended a lease agreement originally entered into in January 2014 for a term of five years expiring February 28, 2021. Minimum annual lease payments under the extended lease are as follows:

Year ending October 31, 2018: $53,420
Year ending October 31, 2019: $54,452
Year ending October 31, 2020: $55,484
Year ending October 31, 2021: $9,276

NOTE 10 – DERIVATIVE LIABILITIES FROM EXCEED AUTHORIZED SHARES OF COMMON STOCK

As of April 30, 2017, we determined that we currently have (i) the following shares of common stock issued, and (ii) outstanding instruments which are convertible into the shares of common stock indicated below in connection with convertible notes and convertible compensation previously issued by the Company or for issue as a result of agreements with the Company:

NOTE 10 – DERIVATIVE LIABILITIES FROM EXCEED AUTHORIZED SHARES OF COMMON STOCK (continued)

Outstanding number of shares as of April 30, 2017	48,461,409
Common Shares from convertible notes	140,950,000
Common Shares from compensation	20,818,000
Total	210,229,409
Authorized number of shares	175,000,000
Shares exceeding authorized share capital	35,229,409
Fair market value as of April 30, 2017	$0.0227
Derivative liabilities	$799,709

On August 28, 2017 the Company and two note holders entered into amended share conversion agreements. (ref Note 6 – accrued compensation, convertible note, and ref Note 7(3)(b) – notes payable, unrelated party). Under these two amended conversion agreements, the conversion price shall be $0.02 per share, so that a maximum of 13,950,000 shares remained available upon conversion. The amendments to these agreements became effective July 30, 2017.

Outstanding number of shares as of October 31, 2017	45,461,409
Common Shares from convertible notes	6,700,000
Common Shares from compensation	8,700,000
Total	60,861,409
Authorized number of shares	175,000,000

As of October 31, 2017, the fully diluted number of shares does not exceed the authorized number of shares, and accordingly there is no associated derivative liability.

NOTE 11 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.