

QUARTERLY FINANCIAL REPORT

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

For:

CABLECLIX (USA), INC.

50 West Liberty Street
Suite 880
Reno, NV 89501



For the Quarter Ended January 31, 2018

March 25, 2018

Further data to comply with the Basic Disclosure Guidelines

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

The Company was previously a shell company; therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from the Company or any of its affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction absent a valid exemption from registration.



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CABLECLIX (USA), INC.
QUARTERLY REPORT
FOR THE QUARTER ENDED October 31, 2017

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

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

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

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

CableClix (USA), Inc. (effective June 16, 2015)

RainEarth Inc. (effective on March 27, 2009)

Gold Rock Resources Inc. (effective on March 14, 2006)

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

Company Headquarters

50 West Liberty Street
Suite 880
Reno, NV 89501
Phone: 888-421-CLIX
Email: info@cableclix.com

ITEM 3. SECURITY INFORMATION

Trading Symbol: **CCLX** (previously "RNER") CUSIP: **126857101**

The par or stated value of the security:

A. Par or Stated Value of for each class of outstanding securities.

Par value of Common Stock is \$0.00001
Par value of Preferred Stock is \$0.00001

B. Voting Rights, Dividend, Pre-emption Rights, and other matters regarding Common and Preferred Stock.
Every shareholder of record shall be entitled at every meeting of the shareholders of the Company to one vote for every share of Common Stock standing in its name on the record of the shareholders. There are no pre-emption rights on the Common Stock of the Company.



Shares Authorized and Issued and Outstanding as of the Quarter ended October 31, 2017:

| Class | Shares Authorized | Shares Issued and Outstanding | Freely Tradable Shares (Float) | Total Number of Shareholders of Record |
|-----------|-------------------|-------------------------------|--------------------------------|--|
| Common | 1,000,000,000 | 131,639,400 | 78,418,667 | 33 |
| Preferred | 1,000,000,000 | 0 | 0 | 0 |

Transfer Agent:

Action Stock Transfer Corp. (Action Stock Transfer Corp is registered under the Exchange Act)
2469 E Fort Union Blvd, Suite 214
Salt Lake City, UT 84121
Tel: 801-274-1088
Fax: 801-274-1099

Restrictions on the transfer of any security:

None, except Rule 144 Restrictions.

Describe any trading suspension orders issued by the SEC in the past 12 months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 36 months:

Effective May 17, 2013, the Company completed a fifty (50) for one (1) reverse split of its issued and outstanding common stock, whereby every fifty (50) shares were converted automatically into one (1) share of our post-reverse stock split common stock. This report reflects the reverse stock split.

On May 8, 2015, the Company and CableClix, Inc., a Nevada corporation, closed on a Share Exchange Agreement whereby 51,000,000 newly issued common shares of the Company were exchanged for 40,000,000 common shares (100%) of CableClix, Inc. and all of its assets. Following the closing, the Company’s board of directors and majority of shareholders voted on May 26, 2015 to effectuate a name change to “CableClix (USA), Inc.” and symbol change for the Company from “RNER” to “CCLX”, which was declared effective in the market by FINRA on June 16, 2015. The Issued and Outstanding shares of the company post Share Exchange Agreement were 73,255,813.

ITEM 4. ISSUANCE HISTORY

*Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide adequate current information to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier. Qualifications for the OTC Pink - Current Information Tier are that Financial reports must be prepared according to U.S. GAAP or IFRS, but are not required to be audited to qualify for the OTC Pink Current Information tier.



Under Basic Disclosure Guidelines the company lists below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate: The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.); Any jurisdictions where the offering was registered or qualified; The number of shares offered; The number of shares sold; The price at which the shares were offered, and the amount actually paid to the issuer; The trading status of the shares; and whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

*(OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)

To the best knowledge of the present management of the Company, the table below (Table 1) identifies all events, in chronological order, that resulted in changes in total shares issued and outstanding by the Company since Mar.03, 2015. The notes below correspond with Table 1 and indicate the circumstance of the issuances.

In January 2015, the Company's board of directors voted to cancel and return to treasury 21,000,000 shares pursuant to the cancellation of a Letter of Intent (LOI), dated June 2013. The shares were physically cancelled on May 22, 2015.

Table 1

| Date | Persons/ Entity | Note | Cause of Issuance | Common Shares | Issued and Outstanding | \$ Value of Debt Remaining |
|-----------|----------------------------|------|------------------------------|------------------|---------------------------|-------------------------------|
| | | * | *** | | | |
| 3/3/2015 | Balance B/forward | Yes | | 22,255,813 | 22,255,813 | n/a |
| 5/18/2015 | Domin, Bayliss, Steinke | Yes | Share Exchange agreement | 51,000,000 | 73,255,813 | n/a |
| 5/22/2015 | Cancellation | Yes | Share Recission Agreement | (21,000,000) | 52,255,813 | n/a |
| 8/7/2015 | R. Mattera | Yes | Debt Assignment & Conversion | 2,466,667 | 54,722,480 | \$ 67,300 |
| 1/28/2016 | A.Tenvik | Yes | Debt Assignment & Conversion | 2,500,000 | 57,222,480 | \$ 177,500 |
| 1/28/2016 | K. Jensen | Yes | Debt Assignment & Conversion | 2,500,000 | 59,722,480 | \$ 175,000 |
| 1/28/2016 | R.Tenvik | Yes | Debt Assignment & Conversion | 2,500,000 | 62,222,480 | \$ 172,500 |
| 3/17/2016 | Lanham & Lanham | Yes | Debt Assignment & Conversion | 1,767,000 | 63,989,480 | n/a |
| 3/17/2016 | A.Tenvik | Yes | Debt Assignment & Conversion | 750,000 | 64,739,480 | n/a |
| 3/17/2016 | K. Jensen | Yes | Debt Assignment & Conversion | 500,000 | 65,239,480 | 169400 |
| 7/18/2016 | Mesidian Investment | Yes | Debt Assignment & Conversion | 3,100,000 | 68,339,480 | \$ 166,300 |
| 7/20/2016 | WT Consulting Group LLC | Yes | Debt Assignment & Conversion | 3,100,000 | 71,439,480 | \$ 163,200 |
| 8/3/2016 | Antevorta Capital Partners | Yes | Debt Assignment & Conversion | 3,100,000 | 74,539,480 | \$ 162,700 |
| 8/24/2016 | J Carter | Yes | Debt Assignment & Conversion | 500,000 | 75,039,480 | \$ 160,100 |
| 9/14/2016 | J Carter | Yes | Debt Assignment & Conversion | 2,600,000 | 77,639,480 | \$ 156,100 |
| 4/3/2017 | A Tenvik | Yes | Debt Assignment & Conversion | 4,000,000 | 81,639,480 | \$ 148,100 |
| 5/11/2017 | Breanna Wong | Yes | Debt Assignment & Conversion | 8,000,000 | 89,639,480 | \$ 144,100 |
| 5/11/2017 | N. Tenvik | Yes | Debt Assignment & Conversion | 4,000,000 | 93,639,480 | \$ 140,100 |
| 5/19/2017 | T. Raymond | Yes | Debt Assignment & Conversion | 4,000,000 | 97,639,480 | \$ 134,100 |
| 6/23/2017 | A Tenvik | Yes | Debt Assignment & Conversion | 6,000,000 | 103,639,480 | \$ 132,100 |
| 6/23/2017 | K Jensen | Yes | Debt Assignment & Conversion | 2,000,000 | 105,639,480 | \$ 124,100 |
| 6/26/2017 | Alloanze Group Trust | Yes | Debt Assignment & Conversion | 8,000,000 | 113,639,480 | \$ 122,100 |
| 6/28/2017 | R.Tenvik | Yes | Debt Assignment & Conversion | 2,000,000 | 115,639,480 | \$ 113,100 |
| 7/11/2017 | Media Network Consultants | Yes | Debt Assignment & Conversion | 9,000,000 | 124,639,480 | \$ 108,100 |
| 7/27/2017 | Mudai Nakagawa | Yes | Debt Assignment & Conversion | 5,000,000 | 129,639,480 | \$ 104,500 |
| 8/16/2017 | R Tenvik | Yes | Debt Assignment & Conversion | 2,000,000 | 131,639,480 | \$ 102,500 |

(Legend for Table 1)



* Restricted shares issued with a restrictive legend in accordance with Rule 144 of 1933 Securities Act.

** Cause of Issuance

Pursuant to a Debt Assignment and Conversion Notice of a portion of a Convertible Promissory Note debt owed to Capital Mercantile, S.A. of \$70,000 before interest calculation. Portions of the debt owed to Capital Mercantile SA by the Company, have been assigned and converted into shares, where portions of the debt were subsequently settled and resulted in a reduction of \$3,700 of the face value. The amount owing to Capital Mercantile SA was convertible into common shares at the agreed price of \$0.0015 per share. The Capital Mercantile SA debt remaining is at \$66,300 before interest calculation.

*** Cause of Issuance

Pursuant to the May 01, 2012 Presidents Corporate Group "PCG" contract with the Company which entered into a Consultancy Services Agreement with PCG and Amendment to that contract made July 17, 2012 where that Agreement provided for PCG to administer day-to-day activities of the Company for a term of three years ending April 30, 2015. The Agreement provided for Compensation to PCG at a rate of \$5,000 per month and the issuance of shares of the Company's common stock to PCG each quarter end, equal to 5% of the total issued and outstanding shares of the Company's Common Stock at each quarter's end. The amount owing to PCG was convertible into common shares at the agreed price of \$0.001 per share. Portions of the debt owed to PCG by the company, have been assigned and converted into shares, where portions of the debt were subsequently settled as a result. The amount of debt owed to PCG at the end of July 31, 2017 is \$108,100. Debt Assignment and Conversion Notices had been received by the Company, Board Resolutions and Treasury Orders had been delivered to the Transfer Agent and shares were issued and delivered by the Transfer Agent. The contract was ended by a mutually signed agreement effective April 30th, 2015.

**** Cause of Issuance

Pursuant Shares issued against the 5% quarterly accumulation of shares for PCG (described above) and did not affect the original \$180,000 debt owed to PCG. The accumulated quarterly shares owed to PCG, sometimes called "Shares Committed" at the end of the contract were 10,858,490 less the issued 218,800 and then 3,017,000 were issued after the expiration of the contract. The contract was ended by a mutually signed agreement effective April 30th, 2015. At the time of this report 7,625,290 shares remain to be issued and have been committed to be issued. All consideration for the shares if assigned by PCG are paid to PCG. The share issuances caused by the 5% quarterly calculation during the term of the agreement and the shares issued by converting portions of the above noted debt, are mutually exclusive and do not affect each other. (Subject to SEC ownership regulations not provided herein)

ITEM 5. FINANCIAL STATEMENTS

Financial statements containing the balance sheet, statement of operations, statement of changes in stockholders' equity, and notes to the financials for quarter are attached to this report (see Exhibit 1, page 10) and are herein incorporated by reference.

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

Date and State of Incorporation

The Company as incorporated in the State of Nevada on March 14, 2006.

Issuers Fiscal Year End Date

The Issuer's fiscal year end is April 30.

Primary and Secondary SIC Codes

Primary SIC Code: 4841

Description of the Issuer's Business Operations as of the date of this report



CableClix (USA), Inc. (the “Company” or “CableClix”) (www.cableclix.com) is, a Nevada corporation, was formed in 2013 to be a leading provider of high definition streaming television over broadband connections. On May 8, 2015, the Company and CableClix, Inc., closed on a Share Exchange Agreement whereby 51,000,000 newly issued common shares of the Company were exchanged for 40,000,000 common shares (100%) of CableClix and all its assets. Thus, the business of CableClix became the business of the Company.

Starting at the Company’s formation in 2013 and up to the end of calendar year 2017, the Company was focused on the development of software to enable live streaming television. The development included efforts for both a hardware solution (set top box) and an App-based approach developed on the Apple™ platform. This also included and Artificial Intelligence (AI) software component which brought predictive capabilities to the Company’s streaming video product. During our 3rd fiscal quarter, the Company felt that the streaming television market was saturated with both hardware and software products which made the entire industry more difficult in which to compete. As the Company’s software product had undergone a significant amount of development, with equally significant achievements in the creation of its intellectual property, the Company began to find other markets and industry verticals in which to apply its AI-based approach to predictive analysis and actions.

As of this report, the company has decided that its best course of action is to use both its existing investment in intellectual property and its inherent knowledge of the commercial data center market (through its President and CEO, Mr. Kris Domich), and apply both knowledge bases to the area of Crypto Currency Mining. Specifically, the design, operations, and development of specialized data center properties that cater to the unique needs of Crypto Currency Mining Operations. Mr. Domich’s curriculum vitae relating to data center design and operations includes:

Kris Domich is a globally recognized Data Center Thought Leader and Expert Witness with more than 25 years of experience in data center design, construction, audit, virtualization, migration, management, and operations. Kris has a professional repertoire spanning continents and has been instrumental in numerous high-profile data center initiatives for large enterprises and national governments. Recognized globally for a strong business acumen and profound technical knowledge, Kris has served as a direct advisor to the executive leadership of numerous Fortune 100 Companies. He has been a regular, invited speaker at international trade shows and other events on data center-related topics, and has published many articles on data center trends. Kris remains active as a consultant in addition to his managerial duties in order to stay close to the real-world challenges of his customers and the industry at large. His many notable career achievements include:

- *Designing and deploying more than 3 million square feet of mission critical data center space globally*
- *Overseeing more than 400 complex data center migrations globally*
- *Publishing more than 100 articles, whitepapers, and bylines on data center related topics*
- *Developing the Design & Consulting Methodology for one of the world's largest IT Services organizations*
- *Developing data center strategies at the highest levels of USA, European, and Middle Eastern governments*
- *Earning the highest recognition and awards for intellectual contribution from two Fortune 500 companies*
- *Instrumental in the sale of several IT Services companies with combined transactions of over \$100MM*
- *Instrumental in the raising of more than \$300 million USD in venture funding for technology companies*
- *Consistently overachieving sales targets for more than 15 years*
- *Logging more than 2,000 hours of civil litigation experience in multiple capacities*

Over the past fifteen years, Kris has focused primarily on data center design, migration, virtualization, disaster recovery, and vulnerability analysis. He has developed long term data center strategies, recovery plans, and threat remediation plans for: Executive Office of the President of the United States, The International Monetary Fund, United States Social Security Administration, The European Commission and Parliament, The Kingdom of Saudi Arabia, The City of Istanbul, Pfizer, IBM, Huawei Technologies, AT&T, and Nortel Networks.

Beginning in January of 2018, the Company began identifying suitable properties in North America and Europe which possess the attributes needed for the buildout of a proprietary design of specialized data centers for the purpose of hosting Crypto Currency Mining Hardware (“Miners”), a secure network platform, and a suite of managed services specific to the needs of emerging large-scale mining operations. These attributes include the essential power and telecommunications components as well as climates that are conducive to cooling exceptionally large instances of power consumption. The Company has identified more than five (5) such properties and is



currently in the draft stages of a Letter of Intent with landlords to secure leases on multiple North American and European locations. The Company is negotiating bulk-pricing from multiple energy retailers to ensure a predictable cost of power for the mining facilities.

The Company is currently managing a pipeline of more than one hundred twenty megawatts (120MW) of demand from multiple prospects. The Company recognizes the shortage of proper data center space and low cost of power required for Crypto Currency Mining. The Company has retained a business development professional to build up a significant pipeline of hosting opportunities and is discussing representation with a global commercial property brokerage firm to further capitalize on the rapidly growing market for this type of hosting facility. The Company is also finalizing a consulting agreement with a Crypto Currency Application Architect who specializes in emerging BlockChain development strategy. The Company believes strongly in the need to offer products and services that enable more widespread adoption of Crypto Currency by addressing the areas of performance, scalability, security, and simplification of the user experience.

The Company is therefore redirecting its financial and intellectual assets toward the data center hosting business model specifically for the Crypto Currency Mining industry. The Company will offer the following four (4) basic services to the mining industry initially:

1. **Colocation** – this basic product involves the Company hosting client-owned Miners within a Company facility. The Company will charge the customer a monthly rental fee plus an electrical reimbursement that is based on a targeted PUE (Power Usage Effectiveness) of between 1.1 – 1.5.
2. **Secure Network Platform** – using an industry standard network and information security architecture for financial services and internet-based businesses, the Company will provide a scalable, secure network for its mining customers. This will allow customer the option of offloading network provisioning and management, as well as security from externally and internally-based attack vectors. These functions are typically the burden of the end customer.
3. **Managed Miner Service** – the Company will offer a fully managed solution whereby the Company’s employees receive the customer’s Miners and perform all tasks associated with provisioning and managing the Miners. This includes operations and maintenance, as well as Move/Add/Change/Delete (MACD) services consistent with common outsourced Information Technology Services.
4. **Mining as a Service** – through its partnership with several leading manufactures and custom builders of Mining hardware, the Company will source a variety of mining hardware types, install, and run them from a Company facility. In this model, the end customer never has to interact with the hardware but pays the Company for the use of the Miners on a monthly basis. This service is offered on multi-year contracts and has automatic hardware upgrades built into the service.

The Company is working with a leading certified architect on the final design of its generally-available mining facilities. The Company is also working directly with potential end customers on custom data center build outs which will utilize the Company’s basic data center design in conjunction with client-specific alterations. Each of the Company’s facilities will provide local redundancy of critical building systems as well as an option for customers to have the Company implement and manage emergency power generation capabilities onsite. The Company has spent a considerable amount of time identifying the emerging logical and physical threats, and has factored these threats into the design of its facilities.

ITEM 7. NATURE AND EXTENT OF ISSUER’S FACILITIES

The Company's principal operations are located at 50 West Liberty Street, Suite 880, Reno, NV 89501. The Company feels this space adequately meets the needs of the Company. Expanded facilities will be needed in the near future.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Officers and Directors as at October 31, 2017⁽³⁾



Table 2

| Name | Position |
|---|---|
| Kristopher Domich ⁽¹⁾ 50 West Liberty Street Suite 880 Reno, NV 8950 | President, Chief Executive Officer, Principal Financial Officer, and Director |
| Gregory Steinke ⁽²⁾ 50 West Liberty Street Suite 880 Reno, NV 89501 | Secretary and Director |
| Mark Bayliss | Resigned |

⁽¹⁾ On May 8, 2015, Mr. Chandra resigned from all positions with the Company and appointed Mr. Kristopher Domich as President CEO, CFO, and Director, and appointed Mr. Mark Bayliss as Treasurer and Director of the Company.

⁽²⁾ Gregory Steinke was appointed as Secretary and Treasurer of the Company effective January 2, 2015.

⁽³⁾ On July 8, 2017, Mr. Bayliss was given the professional courtesy of resigning and disengaging from CableClix or face termination of employment for cause and removal as an officer and director. On July 11, 2017, Mr. Bayliss indicated his choice would be to resign. Mr. Bayliss officially submitted his resignation August 01, 2017. As of the date of this report, Mr. Bayliss is due to return all property, hardware and all software and designs and all materials related to CableClix and his position with CableClix.

B. Involvement in Certain Legal Proceedings

None of the officers, directors, promoters or control persons of the Issuer have been involved in the past five (5) years in any of the following:

A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and minor offenses) with the exception of a property damage case involving Mr. Steinke in Alberta, CA. The property damage in 2014 was contrary to Section 434 of the Criminal Code of Canada, where the charges were adjudicated in 2017.

C. Beneficial Owners

The following table sets forth, as of October 31, 2017, the number of shares of post reverse-split Common Stock owned of record and beneficially by executive officers, directors and persons who holds 5% or more of the outstanding Common Stock of the company. Also included are the shares held by all executive officers and directors as a group.

As of January 31, 2018, there were 131,639,400 shares of common stock issued outstanding. Percentage of ownership as disclosed, as follows:

Table 3

| Name and Address | Shares Owned | Percentage of Shares Owned |
|---|--------------|----------------------------|
| Kristopher Domich 50 West Liberty Street Suite 880 Reno, NV 89501 | 20,370,000 | 15.47% |
| Mark Bayliss 50 West Liberty Street Suite 880 Reno, NV 89501 | 20,370,000 | 15.47% |
| Gregory Steinke 50 West Liberty Street Suite 880 Reno, NV 89501 | 10,260,000 | 7.79% |



| | | |
|---|------------|--------|
| Total Shares owned by Beneficial Owners | 51,000,000 | 38.74% |
|---|------------|--------|

ITEM 9. THIRD PARTY PROVIDERS

Legal Counsel

None

Accountant or Auditor

Roland Vetter
#19 5840 Dover Crescent,
Richmond, BC V7C 5P4
Canada
Phone- 1-604-285-8167

Public Relations Consultant

None

Investor Relations Consultant

None

Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

None

ITEM 10. ISSUER CERTIFICATION

I, Kristopher Domich, certify that:

1. I have reviewed this Quarterly Disclosure Statement of CableClix (USA), Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading with respect to the period covered by this disclosure statement and
3. Based on my knowledge, the annual 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: March 25, 2018

/s/Kristopher Domich

Kristopher Domich
President, Principal Financial Officer, and Principal Executive Officer



APPENDIX 1

| CABLECLIX (USA), INC | | |
|--|----------------------|--------------------|
| Consolidated Balance Sheets | | |
| (Expressed in US Dollars) | | |
| (Unaudited) | | |
| | Quarter Ended | Years Ended |
| | Jan 31 | Apr 30, |
| | 2018 | 2017 |
| ASSETS | | |
| Current Assets | | |
| Cash | 2,382 | 66,859 |
| Total Current Assets | 2,382 | 66,859 |
| Hardware, net of accumulated depreciation | 13,929 | 19,607 |
| Other assets | 1,000 | 1,000 |
| Total Assets | 17,311 | 87,466 |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities | 50,269 | 119,017 |
| Funds Received for future Consulting work | 100,000 | 100,000 |
| Due to related parties | 1,397,399 | 1,154,449 |
| Convertible Notes | 541,253 | 552,591 |
| Total current liabilities | 2,088,920 | 1,926,056 |
| Stockholders' Equity | | |
| Preferred stock, \$0.00001 par value; authorized 1,000,000,000 shares, | | |
| Common stock, \$0.00001 par value; authorized 1,000,000,000 shares, Issued and outstanding: 131,639,480 (65,239,480 at January 31, 2018) common stock | 1,311 | 971 |
| Committed to be Issued: 7,625,690 (23,625,690 at April 2016) common shares | 219 | 219 |
| Additional paid-in capital | 5,436,198 | 4,854,116 |
| Deficit accumulated to last year end | (6,691,221) | (4,859,697) |
| Deficit current period | (900,558) | (1,834,200) |
| Total stockholders' equity (deficit) | (2,154,050) | (1,838,591) |
| Total Liabilities and Stockholders' Equity | (65,129) | 87,466 |
| See notes to financial statements. | | |



APPENDIX 1
CONT.

| CABLECLIX (USA), INC | | | | |
|--|---------------------------|---------------|-------------------------|----------------|
| Consolidated Statements of Operations | | | | |
| (Expressed in US Dollars) | | | | |
| (Unaudited) | | | | |
| | Three Months Ended | | Six Months Ended | |
| | January 31, | | October 31, | |
| | 2017 | 2016 | 2017 | 2016 |
| Revenues | | - | | |
| Expenses | | - | | |
| Depreciation of Hardware | 2,839 | 2,314 | 5,678 | 4,175 |
| General and administrative | 1,054 | 51,805 | 256,006 | 103,897 |
| Total Costs and Expenses | 3,893 | 54,119 | 261,683 | 108,072 |
| Loss on Share for Debt transaction | 38,000 | (8,630) | 533,400 | 271,489 |
| Interest on Convertible Notes | 17,427 | 6,550 | 22,662 | 13,099 |
| Net Loss | 59,320 | 52,039 | 817,745 | 392,660 |
| Net Loss per share | 0.001 | 0.001 | 0.007 | 0.006 |
| Basic and diluted | 117,628,610 | 69,410,439 | 117,628,610 | 69,410,439 |
| See notes to financial statements. | | | | |



APPENDIX 1
CONT.

| CABLECLIX (USA), INC | | | |
|--|-------------------|--|-----------------|
| Statements of Cash Flows | | | |
| (Expressed in US Dollars) | | | |
| (Unaudited) | | | |
| | Nine Months Ended | | |
| | January 31 | | |
| | 2018 | | 2017 |
| Cash Flows from Operating Activities | | | |
| Net loss | (817,975) | | (392,660) |
| Adjustments to reconcile net loss to net | | | |
| Depreciation | 5,678 | | 4,175 |
| Common stock issued for convertible notes | 340 | | - |
| cash used for operating activities: | | | 271,489 |
| Convertible Note Payable | 22,662 | | 6,105 |
| Convertible Note: Presidents Corporate Group | (34,000) | | - |
| Loans Payable | | | |
| Due to related parties | 242,935 | | - |
| AP and accrued expense | (51,034) | | 63,944 |
| Issuance of Common Stock for professional service | - | | - |
| Net cash provided by (used for) operating activities | (631,395) | | (46,947) |
| Cash Flows from Investing Activities | | | |
| Fixed Assets Acquired | | | 29,367 |
| Net cash provided by (used for) investing activities | - | | (29,367) |
| Cash Flows from Financing Activities | | | |
| Loss on common stock issued for settlement of liabilities below market value | 567,220 | | - |
| Proceeds convertible note | (160) | | - |
| Net cash provided by (used for) financing activities | 567,060 | | - |
| Increase (decrease) in cash | 142 | | (76,314) |
| Cash, beginning of period | 2,382 | | 79,847 |
| Cash, end of period | 2,524 | | 3,533 |
| Supplemental disclosures of cash flow information: | | | |
| Interest paid | 24,611 | | 13,099 |
| Income taxes paid | | | |
| Non-Cash investing and financing activities: | | | |
| Issuance of Common stock for conversion of convertible debts | 793,600 | | 12,400 |
| See notes to financial statements. | | | |



CableClix (USA), Inc.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS For the third quarter ended January 31, 2018

Note 1. **Organization and Business Operations**

CableClix (USA), Inc., formerly known as RainEarth Inc., (the “Company”) was incorporated in the State of Nevada on March 14, 2006 under the name of Gold Rock Resources Inc. In April 2006, the Company acquired a mineral claim in British Columbia, Canada; the claim was forfeited April 19, 2009. On March 25, 2009 (see Note 5), the Company entered into a Business Cooperation Agreement with Beijing RainEarth Technology Co. Ltd. (“Beijing RainEarth”) to jointly conduct a Hollow Fiber Membrane Materials application and manufacturing business. On March 27, 2009, the Company changed its name to RainEarth Inc. In August 2010, the Business Cooperation Agreement was terminated. In June 2013, the Company entered into a letter of Intent to acquire an interest in an Austrian Resort enterprise for which it issued 10,000,000 common stock, plus a further 6,000,000 common stock as a finder’s fee.

On July 11, 2008, the Company effected a 10 for 1 forward stock split of its common stock. On May 17, 2013, the Company effected a 1 for 50 reverse stock-split of its common stock. The financial statements have been retroactively adjusted to reflect this stock split.

On March 12, 2013 156,000 restricted shares of common stock were issued to PCG.
(see ******Legend for Table 1 of this report for details**)

On June 10, 2013, 59,800 restricted shares of common stock were issued to (PCG)
(see ******Legend for Table 1 of this report for details**)

On June 11 and June 18, 2013, 5,000,000 and 16,000,000 shares were issued respectively to parties, as certain fees payable when arranging business opportunities for the Company. The Company then had 22,266,993 shares issued and outstanding at the July 2013 quarter’s end.

In January 2015, the Company’s board of directors voted to cancel and return to treasury 21,000,000 shares pursuant to the cancellation of an LOI, dated June 2013. The shares were physically cancelled on May 22, 2015.

On May 8, 2015, the Company and CableClix, Inc., a Nevada corporation, closed on a Share Exchange Agreement whereby 51,000,000 newly issued common shares of the Company were exchanged for 40,000,000 common shares (100%) of CableClix, Inc. and all of its assets. Following the Share Exchange, the Company’s name was changed to CableClix (USA), Inc. and the Company is continuing the business of CableClix, Inc., focusing on video streaming and caching, providing high speed, high definition, live, DVR, and video-on-demand services to subscribers in their local viewing area.

On May 22, 2015 in fact the 21,000,000 shares were physically cancelled.

On Aug. 7, 2015 2,466,667 shares were issued pursuant to a debt assignment and conversion of the Capital Mercantile Promissory Note obligation. (see ****Legend for Table 1 of this report for details**)



On March 17, 2016 3,017,000 shares were issued and then assigned by PCG to 3 parties for consideration paid to PCG. (see******Legend for Table 1 of this report for details**) It should be noted that this issuance came after the end of the contract, April 30, 2015. The shares accumulated by PCG according to the terms of the contract had been 10,858,490 and PCG had been issued 156,000 and 59,800 previously. PCG’s total shares issued after the 3,017,000 was 3,232,800. The company had previously accounted for the shares to owed PCG as “committed to be issued.” The current number of shares that the Company owes to PCG is 7,625,690. This should be reflected as a debt owed to PCG.

There are various other PCG debt assignments and conversions pertaining to the running cash value of the PCG debt once value at \$180,000. All of those transactions and share issuances are logged in the SHARE ISSUANCE log ITEM 4 on page 4 of this report. It is considered accurate to 100%

The financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. At October 31, 2017, the Company had cash of \$2,524 (April 30, 2017: \$66,859) and a negative working capital of \$2,086,396 (and \$1,841,497 for the year ended April 30, 2017, the Company had net losses of \$817,747 for this second quarter, ended October 31, 2017 and a loss of \$392,660 for the same period last year, year-end. These factors raise substantial doubt as to the Company’s ability to continue as a going concern. The Company plans to raise additional capital and achieve profitable operations through future business ventures. However, there is no assurance that the Company will accomplish these objectives. The financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 2. Summary of Significant Accounting Policies

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars.

The accompanying unaudited consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s year-end filings. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the unaudited financial statements for fiscal 2016 as reported on Form 10-K have been omitted.

Note 3: Property and Equipment

Property and equipment consist of the following at January 31, 2018:

| | October, 31, 2017 | Year end April 30, 2017 |
|--|-------------------|-------------------------|
| Hardware Capitalized | 29,367 | 29,367 |
| Accumulated Depreciation | (15,438) | (9,760) |
| Net Book Value | 13,929 | 19,607 |
| Depreciated over 36 months straight-line | | |



Note 4. **Accounts Payable and Accrued Liabilities.**

The Company had a balance of \$50,269 as at October 31, 2017 and \$119,017 as at April 30, 2017 year end.

Note 5. **Related Party Balances/Transactions**

On January 31, 2018 there was \$1,487,399 owing to related parties including \$1,480,000 accrued Executive Salaries fees to date and \$7,349 owing to a director for expense outlaid. At April 30, 2017, there was \$1,150,000 accrued Executive Salaries fees the Company was indebted to a director of the Company \$4,449.

Note 6. **Funds Received for future Consulting work.**

The Company Received \$100,000. This is a retainer from an Alberta Canada based logistics company. The Company has been retained to provide consulting & project management around streaming video-based surveillance.

Note 7. **Convertible Notes**

| | | | Balance | Converted | Gross Amount | |
|--|---------|-----------------|-----------|-----------|--------------|-----------|
| <u>Summary of Convertible Notes</u> | Gross | Amount Assigned | 31-Oct-17 | Current Q | Accrued Int | 31-Jan-18 |
| Capital Mercantile Group | 70,000 | 500 | 70,500 | | 4,200 | 70,500 |
| PCG Convertible Debt | 180,000 | (77,500) | 102,500 | (2,000) | - | 102,500 |
| 2 Convertible Note @\$70k each | 140,000 | | 180,095 | | - | 180,095 |
| Convert Note \$100k | 100,000 | | 111,243 | | 13,227 | 124,470 |
| Short Term Loan | 60,000 | | 60,000 | | | 60,000 |
| Other Advances | 16,000 | | 16,914 | | - | 16,914 |
| | 566,000 | - (77,000) | 541,253 | (2,000) | 17,427 | 554,480 |

- February 1, 2003 a Convertible Promissory Note was issued to Capital Mercantile SA for \$70,000, for 1 year, bearing interest at 6% p.a., which may be converted into common shares at \$0.0015 per share. \$3,700 of value has been assigned and shares were issued, thus reducing its face value by \$3,700 and with the accrued interest the present conversion value is \$70,500.
- May 1, 2015, two Convertible Promissory Notes were issued to Blue Flame Manufacturing Ltd. for \$70,000 each, for 2 years, till May 1, 2017, bearing interest at 10% p.a., which may be converted into common shares at \$0.15 per share.
- May 10, 2016, a Convertible Promissory Note was issued to Blue Flame Manufacturing Ltd. for \$100,000, for 2 years, till May 10, 2018, bearing interest at 8% p.a., which may be converted into common shares at \$0.15 per share. Earlier on April 30, 2016 announced a financing arrangement of up to \$500,000. The initial proceeds of \$100,000 of which received after the year end has been converted into a Convertible Promissory Note, which may be converted into common shares at \$0.15 per share.
- There are also a further set of advances of \$16,000 with \$416 accrued in interest and a further \$60,000 short term loan with no interest, that need formalizing into Notes.

Note 8. **Preferred Stock - Terms and Conditions**

The preferred stock may be divided into, and issued, in series. The Board of Directors of the Company is authorized to divide the authorized shares of preferred stock into one or more series, each of which shall be so designated as to



distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Company is authorized, within any limitations prescribed by law and this Article, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of preferred stock including but not limited to the following:

- a) The rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;
- b) Whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;
- c) The amount payable upon shares in the event of voluntary or involuntary liquidation;
- d) Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- e) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- f) Voting powers, if any, provided that if any of the preferred stock or series thereof shall have voting rights, such preferred stock or series shall vote only on a share for share basis with the common stock on any matter, including but not limited to the election of directors, for which such preferred stock or series has such rights; and,
- g) Subject to the foregoing, such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as the Board of Directors of the Company may, at the time so acting, lawfully fix and determine under the laws of the State of Nevada.

The Company shall not declare, pay or set apart for payment any dividend or other distribution (unless payable solely in shares of common stock or other class of stock junior to the preferred stock as to dividends or upon liquidation) in respect of common stock, or other class of stock junior to the preferred stock, nor shall it redeem, purchase or otherwise acquire for consideration shares of any of the foregoing, unless dividends, if any, payable to holders of preferred stock for the current period (and in the case of cumulative dividends, if any, for all past periods) have been paid, are being paid or have been set aside for payments. In the event of the liquidation of the Company, holders of preferred stock shall be entitled to receive, before any payment or distribution on the common stock or any other class of stock junior to the preferred stock upon liquidation, a distribution per share in the amount of the liquidation preference, if any, fixed or determined in accordance with the terms of such preferred stock plus, if so provided in such terms, an amount per share equal to accumulated and unpaid dividends in respect of such preferred stock (whether or not earned or declared) to the date of such distribution. Neither the sale, lease nor exchange of all or substantially all of the property and assets of the Company, nor any consolidation or merger of the Company, shall be deemed to be a liquidation for the purposes of these terms and conditions.

Note 9. **Subsequent Events.**

On March 5, 2018, Mr. J. Roland Vetter resigned as the Company's Accountant / Auditor. The Company accepted Mr. Vetter's resignation on March 5, 2018 and is currently in discussions with a Washington, DC-based accounting firm to replace Mr. Vetter.

NOTES TO FINANCIALS

NONE