

# **Easton Pharmaceuticals, Inc.**

## **FINANCIAL STATEMENTS**

**For the Year Ended December 31, 2018**

**(Unaudited)**

**Prepared by Management**

## Easton Pharmaceuticals Inc. Financial Statements

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### Easton Pharmaceuticals, Inc.

For The Year Ended December 31, 2018

Prepared by management without audit

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

The exact name of the Issuer is **Easton Pharmaceuticals Inc.** (formerly LAM Industries, L.A.M. Pharmaceuticals)

#### Name Change History:

July 1998, Incorporated as LAM Pharmaceuticals Inc.

Name changed to Easton Pharmaceuticals Inc. on January 15, 2010

#### 2) Address of the issuer's principal executive offices

##### Company Headquarters Address:

61 Elm Street,  
Toronto, M5G 1H2,  
Ontario, Canada

Office Tel: +1 (647) 362-5700

Website: <http://www.eastonpharmaceuticalsinc.com>

##### IR Contact

Address 1: None

Address 2: None

Address 3: None

Phone: None

Email: None

Website(s): None

#### 3) Security Information

Trading Symbol: EAPH

Exact title and class of securities outstanding: Common

CUSIP: 92763N202

Par or stated value: \$0.0001

Total shares authorized:	<u>3,000,000,000</u>	as of: <u>December 31, 2018</u>
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Total common shares outstanding:	<u>1,211,395,236</u>	as of: <u>December 31, 2018</u>
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Total Free Trading Shares:	<u>829,871,772</u>	as of: <u>December 31, 2018</u>
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Total Restricted Shares:	<u>381,523,464</u>	as of: <u>December 31, 2018</u>
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### Easton Pharmaceuticals, Inc.

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#### Transfer Agent

Name: Corporate Stock Transfer, Inc.

Address 1: 3200 Cherry Creek South Dr.

Address 2: Suite 430

Address 3: Denver, CO

Phone: 1(303) 282-4800

✓ Is the Transfer Agent registered under the Exchange Act?\* Yes: X No: ☐

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

List any restrictions on the transfer of security:

None

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

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

##### **A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);**

On July 30, 2009 the Company issued 36,000,000 shares of common stock to acquire the assets of Viorra Bio Medical, Inc. (closed on June 25, 2009).

On August 21, 2009 the Company issued 8,000,000 shares of common stock for the assets of Ixora Bio Medical valued by management at \$546,145, the book value of Ixora.

On September 4, 2009 the Company issued 14,258,200 shares of the Company's common stock pursuant to the conversion of a Promissory note issued on June 11, 2006.

On November 2, 2009 the Company issued 14,258,210 shares of the Company's common stock pursuant to the conversion of a Promissory note issued on June 11, 2006.

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### **Easton Pharmaceuticals, Inc.**

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On December 9, 2009 the Company issued 14,258,166 shares of the Company's common stock pursuant to the conversion of a Promissory note issued on June 11, 2006.

On August 15, 2011 the Company issued 1,000,000 restricted rule 144 shares of the Company's common stock to Direct Global Media for services rendered to the Company and fairly valued by both parties at \$25,000.

On November 15, 2012 the Company issued 20,000,000 rule 144 restricted shares to Viorra Bio Medical for technology and services rendered to the company fairly valued at \$0.005 per share

On November 15, 2012 the company issued 10,000,000 rule 144 restricted shares to a Mr. John Guerra and company for technology and services provided at a price fairly valued at \$0.005

On November 15, 2012 the company issued 10,000,000 rule 144 restricted shares of common stock to a Dr. Daniel Bagi for services to the company at a price fairly valued at \$0.005 per share.

During July and August of 2013 the Company issued 84,200,000 shares of common stock for cash of \$169,995 as per regulation D 504 offerings.

During October, November and December of 2013 the Company issued 231,900,000 shares of common stock for cash of \$345,239 as per regulation D 504 offerings.

During January of 2014 the Company issued 140,287,003 shares of common stock for cash of \$440,000 as per regulation D 504 offerings.

On April 15, 2014 the Company issued 26,283,003 shares of common stock for cash of \$257,000 as per regulation D 504 offerings.

On May 6, 2014 the Company issued 20,000,000 rule 144 shares of common stock in settlement of aged debts totaling \$135,000.

During the three months ended June 30, 2014 the Company issued 35,000,000 rule 144 shares of common stock in settlement of \$248,400 of aged debt.

On June 4, 2014 the Company issued 20,000,000 rule 144 restricted shares of common stock to Carla Pepe (director) as per employment agreement dated November 2013.

On June 4, 2014 the Company issued 20,000,000 rule 144 restricted shares of common stock to John Adams (director) as per employment agreement dated June 2013.

On June 11, 2014 the Company issued 15,000,000 rule 144 shares of common stock in settlement of aged debts totaling \$113,400.

On July 8, 2014 the Company issued 5,300,000 rule 144 shares of common stock in settlement of aged debts totaling \$34,800.

In October of 2014 the Company issued 31,428,571 rule 144 shares of common stock in settlement of aged debts totaling \$110,000.

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On January 25, 2015 the Company issued 5,000,000 rule 144 restricted shares to Nutrashop Global towards a distribution agreement.

On March 3, 2015 the Company issued 200,000,000 rule 144 restricted shares to Medicated Markets Inc. as per agreement dated July 1, 2014 and amended on January 16, 2015.

On April 2, 2015 the Company issued 1,000,000 rule 144 restricted common shares as per agreement dated April 2014 to John K. Easton.

On April 2, 2015 the Company issued 50,000,000 rule 144 restricted common shares in escrow to BMV Medica S.A de C.V as per agreement to acquire rights to female diagnostic products from Common Sense Inc. of Israel.

On July 7, 2015 the Company issued 20,000,000 rule 144 restricted common shares to Nunzio Valerie as per employment agreement dated June 7, 2015.

On July 27, 2015 the Company issued 5,000,000 rule 144 restricted common shares to TMCL Marketing as per agreement dated January 1, 2015

On July 27, 2015 the Company issued 20,000,000 rule 144 restricted common shares to Evan Karras as per employment agreement

On July 27, 2015 the Company issued 20,000,000 rule 144 restricted common shares to Vivacom Ltd. as per services agreement.

On July 14, 2017, the Company issued 218,000,000 rule 144 restricted common shares to iBliss Inc. as per an acquisition agreement.

On August 22, 2018, the Company issued 60,000,000 rule 144 restricted common shares to Alliance Venture Partners as per employment agreement.

On September 18, 2018, the Company issued 666,665 rule 144 restricted common shares to Guilherme Gomez as per service agreement.

All other Issuances Prior to this are recorded on previous financial statements and filings.

B. The number of shares offered;

N/A

C. The number of shares sold;

N/A

D. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

E. The trading status of the shares; and

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N/A

- F. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

## 5) Financial Statements

BALANCE SHEET		
UNAUDITED	December 31	December 31
	2018	2017
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 66,303	\$ -
Account receivable - Georgina	-	-
Due from a director	-	153,000
Inventory	-	45,000
Prepaid expense	-	-
<b>Total Current Assets</b>	<b>66,303</b>	<b>198,000</b>
<b>Other Assets</b>		
1124123 Ontario Inc. (o/a Alliance Partners) Agreement, Property Ownership Interest	1,148,326	1,024,625
Paid To and due from iBliss	6,540,000	-
Paid To and due from MDRM Canada / Aero Farms	-	-
Paid To and Due From BMV Medica / Common Sense Inc. / Ackerman Pharma	777,588	777,588
Paid To Nutrashop Global	-	-
Ixora and Viorra Bio Medical (Share Issuances)	-	-
Licensing rights of VagiSan (VS-Sense), AminoSense from CommonSense, Biolyse Pharma	625,000	625,000
Prepaid consulting fee	742,629	-
<b>Intangible Assets</b>		
Gaming software	250,000	-
<b>Total Assets</b>	<b>\$ 10,149,846</b>	<b>\$ 2,625,213</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 568,486	\$ 30,774
Consultants fees payable / Promissory Notes	11,512	135,000
Management fees payable	212,000	80,000
<b>Total Current Liabilities</b>	<b>791,998</b>	<b>245,774</b>
<b>Other Liabilities</b>		
Promissory note(s)	1,732,462	1,732,462
Other loans	443,352	438,640
Due to stockholders	46,222	48,326
<b>Total Liabilities</b>	<b>3,014,034</b>	<b>2,465,202</b>
<b>Stockholders' Equity (Deficit)</b>		
Preferred Stock		
Authorized: 20,000,000 preferred shares par value \$0.0001 each		
Issued: nil preferred shares	-	-
Common Stock		

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Authorized: 3,000,000,000 common shares par value \$0.0001 each		
Issued: 1,211,395,236 common shares (1,211,395,236 as of December 31, 2018)	121,140	93,273
Additional paid-in capital	46,237,706	39,120,573
Accumulated deficit	(39,223,034)	(39,053,835)
<b>Total Stockholders' Equity (Deficit)</b>	<b>7,135,812</b>	<b>160,011</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 10,149,846</b>	<b>\$ 2,625,213</b>

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

These unaudited financial statements have been prepared by management

## STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT) for the period December 31, 2006 through December 31, 2018

UNAUDITED	Number of Shares	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
<b>Balance – December 31, 2006</b>	<b>38,421</b>	<b>\$ 4</b>	<b>\$ 35,148,993</b>	<b>\$ (35,588,313 )</b>	<b>\$ (439,316 )</b>
Net loss December 31, 2007	-	-	-	(150,106 )	(150,106 )
<b>Balance – December 31, 2007</b>	<b>38,421</b>	<b>\$ 4</b>	<b>\$ 35,148,993</b>	<b>\$ (35,738,419 )</b>	<b>\$ (589,422 )</b>
Common shares issued:					
-to settle promissory note	14,258,220	1,426	12,832	-	14,258
Capital contribution – accounts payable beyond statute of limitations	-	-	886,958	-	886,958
Net loss December 31, 2008	-	-	-	(621,643 )	(621,643 )
<b>Balance – December 31, 2008</b>	<b>14,296,641</b>	<b>\$ 1,430</b>	<b>\$ 36,048,783</b>	<b>\$ (36,360,062 )</b>	<b>\$ (309,849 )</b>
Common shares issued:					
-to acquire Viorra assets	36,000,000	3,600	-	-	3,600
-to acquire Ixora assets	8,000,000	800	545,345	-	546,145
-to settle promissory notes	28,516,356	2,851	47,149	-	50,000
Net loss December 31, 2009	-	-	-	(15,665 )	(15,665 )
<b>Balance – December 31, 2009</b>	<b>86,812,997</b>	<b>\$ 8,681</b>	<b>\$ 36,641,277</b>	<b>\$ (36,375,727 )</b>	<b>\$ 274,231</b>
Net loss December 31, 2010	-	-	-	(56,774 )	(56,774 )
<b>Balance – December 31, 2010</b>	<b>86,812,997</b>	<b>\$ 8,681</b>	<b>\$ 36,641,277</b>	<b>\$ (36,432,501 )</b>	<b>\$ 217,457</b>
Issued for consulting fees	1,000,000	100	24,900	-	25,000
Net loss December 31, 2011	-	-	-	(112,630 )	(112,630 )
<b>Balance – December 31, 2011</b>	<b>87,812,997</b>	<b>\$ 8,781</b>	<b>\$ 36,666,177</b>	<b>\$ (36,545,131 )</b>	<b>\$ 129,827</b>
Issued for consulting fees	40,000,000	4,000	196,000	-	200,000
Net loss December 31, 2012	-	-	-	(183,281 )	(183,281 )
<b>Balance – December 31, 2012</b>	<b>127,812,997</b>	<b>\$ 12,781</b>	<b>\$ 36,862,177</b>	<b>\$ (36,728,412 )</b>	<b>\$ 146,546</b>
Issued for financing cash received	231,900,000	23,190	322,049	-	345,239
Unrealized foreign exchange gain	-	-	8,949	-	8,949
Net loss December 31, 2013	-	-	-	(346,533 )	(346,533 )
<b>Balance – December 31, 2013</b>	<b>359,712,997</b>	<b>\$ 35,971</b>	<b>\$ 37,193,175</b>	<b>\$ (37,074,945 )</b>	<b>\$ 154,201</b>
Issued for financing cash received	140,287,003	14,029	682,971	-	697,000
Issued for debt	35,000,000	3,500	244,900	-	248,400
Issued for management fees payable	40,000,000	4,000	280,000	-	284,000
Issued for account payable	5,300,000	530	34,270	-	34,800
Issued for long term debt	31,428,571	3,143	106,857	-	110,000
Error correction	-	-	-	100,000	100,000
Net loss December 31, 2014	-	-	-	(360,848 )	(360,848 )
<b>Balance – December 31, 2014</b>	<b>611,728,571</b>	<b>\$ 61,173</b>	<b>\$ 38,542,173</b>	<b>\$ (37,335,793 )</b>	<b>\$ 1,267,553</b>
Issued To Medicated Markets	200,000,000	20,000	-	-	20,000
Issued for distribution agreement	5,000,000	500	-	-	500
Issued for director fees	60,000,000	6,000	294,000	-	300,000
Issued for consulting fees	6,000,000	600	39,400	-	40,000
Issued as BMV prepaid expense	50,000,000	5,000	245,000	-	250,000
Net loss December 31, 2015	-	-	-	(599,941 )	(599,941 )
<b>Balance – December 31, 2015</b>	<b>932,728,571</b>	<b>\$ 93,273</b>	<b>\$ 39,120,573</b>	<b>\$ (37,935,734 )</b>	<b>\$ 1,278,112</b>
Net loss December 31, 2016	-	-	-	(872,822)	(872,822)
<b>Balance – December 31, 2016</b>	<b>932,728,571</b>	<b>\$ 93,273</b>	<b>\$ 39,120,573</b>	<b>\$ (38,808,556 )</b>	<b>\$ 405,290</b>

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Issued for iBliss acquisition	218,000,000	21,800	6,518,200	-	6,540,000
Net loss December 31, 2017	-	-	-	(245,279)	(245,279)
<b>Balance – December 31, 2017</b>	<b>1,150,728,571</b>	<b>\$ 115,073</b>	<b>\$ 45,638,773</b>	<b>\$ (39,053,835)</b>	<b>\$ 6,700,011</b>
Issued for consulting fees	60,000,000	6,000	594,000	-	600,000
Issued to reduce shareholder loan	666,665	67	4933	-	5,000
Net loss – December 31, 2018	-	-	-	(169,199)	(169,199)
<b>Balance – December 31, 2018</b>	<b>1,211,395,236</b>	<b>\$ 121,140</b>	<b>\$ 46,237,706</b>	<b>\$ (39,223,034)</b>	<b>\$ 7,135,812</b>

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

These financial statements have been prepared by management without audit

For the Year ended December 31

**2018**

2017

### UNAUDITED

<b>Sales</b>	\$	\$
Financing income	-	314,260
Service revenue	208,113	-
Licensing revenue (VS-Sense)	-	-
Georgina property revenue	170,476	-
Cost of sales	(271,683)	-
<b>Gross Profit</b>	<b>106,906</b>	<b>314,260</b>
<b>Operating Expenses</b>		
Consulting fees	11,512	1,144
Management fees	150,000	-
Licensing fees	-	250,000
Investor relations	2,392	1,442
Travel and entertainment	-	417
Transfer agent fees	5,168	2,500
Product development	-	-
Professional fees	20,858	751
Marketing	1,136	-
General and administrative	40,067	293
<b>Total Operating Expenses</b>	<b>231,133</b>	<b>256,547</b>
<b>Gain (Loss) Before Other Income (Expenses)</b>	<b>(124,227)</b>	<b>57,713</b>
<b>Other Income (Expenses)</b>		
Write down of investments	(45,000)	-
Write off stale dated inventory	-	-
Foreign exchange	-	6,350
<b>Total Other Income (Expenses)</b>	<b>(45,000)</b>	<b>6,350</b>
<b>Net Gain (Loss) Before Taxes</b>	<b>(169,199)</b>	<b>64,063</b>
Income taxes	-	-
<b>Net Gain (Loss)</b>	<b>\$ (169,199)</b>	<b>\$ 64,063</b>



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<b>Loss per Common Share - Basic and Diluted</b>	<b>\$</b>	<b>0.00</b>	<b>\$</b>	<b>0.00</b>
<b>Weighted Average Number of Common Shares Outstanding:</b>				
<b>Basic and Diluted</b>		<b>1,211,395,236</b>		<b>932,728,571</b>

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## STATEMENTS OF CASH FLOWS

For the Year ended December 31	2018	2017
<b>UNAUDITED</b>		
<b>Cash Flows from Operating Activities</b>		
Net Income (Loss)	\$ (169,199)	\$ 64,063
Non cash expense –management fee	-	-
-inventory write down	45,000	-
-non cash debt settlements and fees	-	-
<b>Changes in Assets and Liabilities:</b>		
Prepaid expense	(403)	-
Other current assets	-	-
Accounts payable and accrued expenses	175,537	-
Consultant and management fees payable	11,512	-
<b>Net Cash Flows from Operating Activities</b>	<b>59,447</b>	<b>64,063</b>
<b>Cash Flows from Investing Activities</b>		
Write down of (advances for) other assets	-	-
<b>Net Cash Flows from Investing Activities</b>	<b>-</b>	<b>-</b>
<b>Cash Flows from Financing Activities</b>		
Due from director	-	-
Common stock issued for cash	-	-
Loan from shareholder	6,856	-
Promissory note(s) payable	-	-
Increase in loans from shareholders	-	(1,000)
<b>Net Cash Flows from Financing Activities</b>	<b>-</b>	<b>(1,000)</b>
<b>Effect of foreign exchange on cash</b>	<b>-</b>	<b>-</b>
<b>Net Change in Cash and Cash Equivalents</b>	<b>66,303</b>	<b>63,063</b>
Cash and Cash Equivalents - Beginning of Year	-	43
<b>Cash and Cash Equivalents - End of Year</b>	<b>\$ 66,303</b>	<b>\$ 63,106</b>
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Stock issued to settle promissory notes payable	\$ 0	\$ 0

## Easton Pharmaceuticals Inc. Financial Statements

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#### SUPPLEMENTAL DISCLOSURE

Interest Paid	\$	0	\$	0
Income Taxes Paid	\$	0	\$	0
Common shares issued for assets	\$	0	\$	0

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## NOTES TO FINANCIAL STATEMENTS

### 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES / MANAGEMENT DISCUSSION AND ANALYSIS

The year end for Easton Pharmaceuticals, Inc. is December 31<sup>st</sup>. The SIC – Industry Classification is 2834 – Pharmaceutical preparations.

#### A. Description of Business Operations

##### Product and Market Overview

EASTON PHARMACEUTICALS, Inc. (the “Company”) was initially formed as L.A.M. Pharmaceutical, Corp. (the “LLC”) on July 24, 1998. From February 1, 1994 to July 24, 1998 the Company conducted its activities under the name RDN. In September 1998, the members of LLC, a Florida limited liability company, exchanged all of their interests in LLC for 6,000,000 shares of LAM Industries Inc’s common stock. The stock exchange between the Company and the members of LLC is considered a recapitalization or reverse acquisition. Under reverse acquisition accounting, LLC was considered the acquirer for accounting and financial reporting purposes, and acquired the assets and assumed the liabilities of the Company. In 2009 the Company reorganized in the state of Delaware and changed its name to LAM Industries, Inc. On March 17, 2010 the Company and its shareholders again approved and implemented a name change from LAM Industries Inc to Easton Pharmaceuticals, Inc and subsequently registered with FINRA for a new stock symbol. The Company’s stock symbol was changed from LAIC to EAPH. In August of 2012, the company approved and changed corporate domicile from the State of Delaware to the State of Wyoming.

EASTON PHARMACEUTICALS, Inc. is the owner and developer of a proprietary transdermal delivery technology that has been incorporated in a line of therapeutic OTC products (Viorra Delivery Matrix or “VDM”) that management believes will be commercialized to transport various medicinal ingredients in vivo. The combination of the delivery technology and active ingredients together is intended to be developed and commercialized for marketing and sale on a global basis. Active ingredients include, or will include a combination of generally recognized as safe (“GRAS”) additives, approved cosmetic ingredients or approved drugs (the combination of the VDM trans dermal delivery matrix and any drugs are not currently approved or cleared in any jurisdiction). The Company’s products are currently in various stages of commercialization: basic research; proof of concept research; development; and, commercialization. Product commercialization is currently focused on the Company’s product, “Viorra”, an aid to the relief of female sexual arousal disorder (FSAD). Since 2009 the Company has not recognized material sales of Viorra or other VDM-based products to date.

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In mid 2008 EASTON PHARMACEUTICALS abandoned and suspended any further research and development or commercialization efforts for products based on the L.A.M. Pharmaceutical's L.A.M. IPM<sup>TM</sup> technology. This asset was the basis of L.A.M. Pharmaceutical's IPM Wound Gel and delivery system, and other various L.A.M. Pharmaceutical's products. This technology involved the use of the L.A.M. Pharmaceutical's Ionic Polymer Matrix<sup>TM</sup> technology (L.A.M. IPM<sup>TM</sup>) for the purpose of delivering, enhancing and sustaining the action of certain established therapeutic agents. EASTON PHARMACEUTICALS subsequently replaced the original delivery system in favor of the acquired Viorra proprietary delivery technology Viorra Delivery Matrix "VDM". In 2008 the prior EASTON PHARMACEUTICALS Board of Directors reviewed strategic alternatives regarding the L.A.M. IPM<sup>TM</sup> and its patented IPM Wound Gel assets including but not limited to sale, licensing, abandonment or future product development. In late 2008 and early 2009, EASTON PHARMACEUTICALS agreed to divest L.A.M. IPM<sup>TM</sup> and its patented IPM Wound Gel assets, and shortly thereafter acquired the remaining assets and know-how of Ixora Bio Medical Company Inc. ("IXORA") and Viorra Bio Medical Inc. ("VBMI") together with the VDM technologies and other assets. The Company believes the VDM delivery system can provide superior efficacy for the Company's current focus on topical FSAD, and other products.

Prior to the acquisition of VBMI and IXORA the Company's corporate objectives were to develop, market and license wound healing and the trans dermal delivery of drugs, therapeutic preparations and cosmetics for the prescription, over-the-counter and cosmetic markets, utilizing L.A.M. Pharmaceutical Ionic Polymer Matrix<sup>TM</sup> technology ("L.A.M. IPM<sup>TM</sup>"). It was the Company's intention to seek out corporate alliances and co-marketing partnerships where other drugs and topical products could be enhanced by the L.A.M. IPM<sup>TM</sup> technology.

Easton Pharmaceuticals intention was to acquire complementary products, technologies or companies by identifying and evaluating potential products and technologies developed by third parties that it believed would fit within the overall objective. Since incorporation in 1999 the Company raised approximately \$18 million for research and development to commercialize its main pipeline of products, specifically the L.A.M. IPM Wound Gel<sup>TM</sup>.

**Past and Present Product Development**

In December 1997, EASTON PHARMACEUTICALS granted an exclusive worldwide license to IXORA with rights granted for the marketing, sale and distribution of certain trans dermal treatments for male and female sexual dysfunction. EASTON PHARMACEUTICALS received licensing, milestone, and other fees and payments of approximately \$1,050,000 plus 2,025,000 common shares of IXORA; the consideration paid in shares of IXORA represented at that time 45% of the then outstanding share capital of IXORA.

Under terms of the then IXORA license agreement Easton Pharmaceuticals obligations were to protect and bear the cost of defending the corresponding patent rights and IXORA's obligations related to reimbursing LAM, or to directly pay for: identified and qualifying costs of research and development including clinical studies determined necessary to complete regulatory filings in the US and other jurisdictions and various regulatory agencies that regulate the marketing and sale of the products; and, cost related to patent procurement and maintenance costs of the underlying intellectual property. The agreement has a term of 99 years and the following termination provisions:

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**Easton Pharmaceuticals, Inc.**

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- Ixora fails to pay any money due under the contract, but only in the event that the amount due remains outstanding 60 days after receipt of written notice from us that the amount is due, or
- Either party becomes bankrupt or insolvent, or
- Either party fails to observe, perform or keep any of the material covenants, provisions, stipulations, representations and conditions contained in the contract and that the breach has not been cured within 60 days after receipt by the defaulting party of notice of such breach

Under the then terms of the licensing agreement IXORA is responsible for the manufacturing of the product, to ensure that the IPM matrix is manufactured in accordance with the Good Manufacturing Practices (GMP) and that the product is safe and performs to its specifications. Under the terms of the agreement EASTON PHARMACEUTICALS would have received the following royalties on sales under the agreement from IXORA:

- 9% of all net sales of licensed products approved by the FDA and for which the patent rights have not expired.
- 6.5% of all net sales of all licensed products which did not require FDA approval and for which the patent rights have not expired.
- 4.5% of all net sales of all licensed products for which the patent rights have expired or have been shown to be invalid.

At the time of the acquisition of the IXORA assets by EASTON PHARMACEUTICALS and thereafter, EASTON PHARMACEUTICALS and IXORA confirm that the exclusive worldwide license granted IXORA remain valid, in full force and effect. On April 15, 2002, EASTON PHARMACEUTICALS obtained clearance from the United States Food and Drug Administration ("FDA") of its Section 510(k) pre-market notification of intent (number K020325) to market its proprietary L.A.M. IPM Wound Gel <sup>TM</sup>. Limited commercial sales of this product began in August 2002. The customer base was primarily derived from wound care professionals and centers, doctors, nurses, hospitals and individual sales through the Internet.

EASTON PHARMACEUTICALS subsequently hired consultants directly involved in the initial development of the L.A.M. IPM Wound Gel <sup>TM</sup> and who were directly responsible for obtaining its 510K approval by the FDA to complete the reformulation efforts. In 2006 the Company's then President Joseph Slechta passed away. This was deemed a material setback to the Company resulting in the loss of valuable relationships brought forward by Mr. Slechta. In the fall of 2008, the board of directors of EASTON PHARMACEUTICALS made the decision to divest itself of its L.A.M. IPM Wound Gel and transdermal delivery system.

On November 12, 2003 EASTON PHARMACEUTICALS entered into an exclusive distribution agreement with Verus S.A. de C.V. ("Verus") to distribute our L.A.M. IPM Wound Gel <sup>TM</sup> in several South American, Central American and Caribbean countries. Under the terms of the agreement the financial and other obligations of the parties were to commence when Verus receives marketing authorization from regulatory authorities in at least one of the countries and was to continue for at least one year from such date. The agreement term was extended, without a specified term on a non-exclusive basis upon the expiration of the initial term and was agreed to continue to be extended unless terminated by the delivery of notice, one party to the other with thirty days written notice. EASTON PHARMACEUTICALS had the right to terminate the agreement with Verus at any time. To date, EASTON PHARMACEUTICALS has

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not received any payments under this agreement. Consequently the Company made the decision to terminate the agreement and relationship with Verus.

On March 24, 2004, EASTON PHARMACEUTICALS received approval from the Chinese State Food and Drug Administration for the importation and sale of the L.A.M. IPM Wound Gel <sup>TM</sup> in the Peoples Republic of China. In 2004 EASTON PHARMACEUTICALS signed a three-year distribution agreement with China National Pharmaceutical Foreign Trade Corporation (“Sinopharm”). The agreement granted Sinopharm the exclusive distribution rights to market and sell L.A.M. IPM Wound Gel <sup>TM</sup> in China. Under the terms of this agreement the rights granted could be terminated by either party immediately upon giving written notice if certain performance criteria or financial obligations were not met. EASTON PHARMACEUTICALS did not receive any payments from Sinopharm. Under terms of the agreement EASTON PHARMACEUTICALS was to receive payments when sales were made to Sinopharm. To date there have not been any sales generated from this agreement and no payment from Sinopharm have been made to LAM. Consequently EASTON PHARMACEUTICALS determined to terminate its relationship with Sinopharm.

On January 5, 2005, EASTON PHARMACEUTICALS entered into a provisional agreement with Finest Enterprises Limited and China Elegant Development Limited to acquire New World Kellerton, a pharmaceutical company based in Xinyang, China. The provisional agreement is non-binding and remains in effect until the execution of a definitive agreement. As of this date a definitive agreement has not been completed.

EASTON PHARMACEUTICALS marketing plans related to licensed products, distribution agreements and products currently commercialized or in its pipeline are in the process of being revised and developed. EASTON PHARMACEUTICALS has received minimal orders for our product to date from the above distributors and will only receive payments to the extent that sales are made to the distributors.

It was the Company's intent to sell its wound care products to various hospitals, wound healing centers, physicians, nurses and other individuals through the Internet.

In late 2004 EASTON PHARMACEUTICALS applied to have its L.A.M. IPM Wound Gel approved for Medicare reimbursement. In 2005 the application as a drug was rejected by the FDA and was subsequently refused for Medicare reimbursement. As a result, patients could not claim to have the costs of the wound gel reimbursed, the cost of the product would be paid directly by the patient without any subsidy by Medicare, or other plans. This was considered a material setback to the Company's commercialization efforts as most of its products were considered expensive and unlikely to be paid for directly by patients. The Company subsequently made the decision to attempt to reformulate and alter the product to satisfy certain deficiencies illuminated by the Medicare and FDA review, and to wait the required 5 year period in order to be eligible to reapply for full Medicare reimbursement.

EASTON PHARMACEUTICALS was subsequently dependent on its sole remaining partnerships and hired consultants to take over the work from its founders and principles. The decision was subsequently made to acquire the VDM technology and other remaining assets of IXORA and of the VBMI.

There have been no revenues related to the L.A.M. IPM<sup>TM</sup> based products to date. In the third quarter of 2008 LAM's then board of directors decided to divest the L.A.M. IPM<sup>TM</sup> based assets and all products encompassing the L.A.M. IPM<sup>TM</sup> delivery system. Concurrently with the divesting of the L.A.M. IPM-based assets EASTON PHARMACEUTICALS acquired all of the remaining assets and knowhow of

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IXORA and VBMI, including the proprietary VDM delivery system and line of products and products in development (the "VDM and Ixora Products"). Completion of the acquisition of IXORA, VBMI and VDM Products was dependent upon the restructuring of LAM's capital structure, including debt (promissory notes) and common stock, among other conditions.

The acquisition of the assets and knowhow of VBMI and IXORA, including the VDM Products closed on 25<sup>th</sup> June, 2009 and 10<sup>th</sup> August, 2009 respectively, following completion of the conditions precedent to closing. The VDM Products are in various stages of development and commercialization, and we have not yet attempted to obtain clearance to market and sell products in the United States for any of the VDM Products nor attempted to market products that may not require approval. As a result, to date EASTON PHARMACEUTICALS has not generated material revenues from the sale of products and expects to incur losses until sufficient revenues are earned from the sale of first product to operate on a net profit basis. Management believes that the first product that will be available for sale will be "Viorra", to be marketed as a cosmetic gel to aid in the alleviation of Female Sexual Arousal Disorder "FSAD". EASTON PHARMACEUTICALS will conduct research, development and commercialization on a pipeline of products derived from the VDM technology.

On June 25, 2009, EASTON PHARMACEUTICALS purchased 100% of the Assets from Viorra Bio Medical Inc., a private Canadian Company, for a total of thirty six million (36,000,000) shares of EASTON PHARMACEUTICALS restricted common stock (the "Purchase Price" or the "Shares"). The shares were issued to non-U.S. persons and entities. These shares were issued pursuant to an exemption from registration requirements under Section 4(2) and exemptions provided under Regulation S ("Reg. S") of the Securities Act of 1933

On August 10, 2009 EASTON PHARMACEUTICALS purchased the remaining assets and know-how from Ixora Bio Medical Company Inc. and private shareholders for consideration of eight million (8,000,000) shares of EASTON PHARMACEUTICALS restricted common stock (the "Purchase Price" or the "Shares"). These shares were issued pursuant to an exemption from registration requirements under Section 4(2) and exemptions provided under Regulation S ("Reg. S") of the Securities Act of 1933. This acquisition resulted in EASTON PHARMACEUTICALS owning 100% of the assets of Ixora Inc. Immediately prior to the acquisition of the IXORA assets, EASTON PHARMACEUTICALS owned approximately 12% of the common stock of Ixora.

On September 4, 2009, a total of 14,258,220 (fourteen million two hundred and fifty eight thousand two hundred and twenty) common shares were issued pursuant to the conversion of convertible promissory notes dated June 11, 2006.

On September 12, 2013 EASTON PHARMACEUTICALS, Inc. closed on an agreement with a private Canadian company and individual to acquire a 50% ownership interest in an FSAD drug for the issuance of 10,000,000 restricted shares previously issued in escrow. This drug is a water soluble, non-irritating, gel that is applied directly to the external female genitalia and uses a transdermal delivery system to deliver Alprostadil (0.08%), also known as prostaglandin E1, into the tissue, primarily a mucous membrane. Alprostadil is a well-known vasodilator that has been shown to induce vulvar and clitoral engorgement, increase vulvar erythema and edema, which indicates increased blood flow to the genital area. In preliminary studies, the FSAD Drug gel has been shown to positively affect both the subjective and objective parameters of sexual arousal and pleasure in a dose dependent manner. Over the long term, this FSAD Drug offers the potential to naturally improve the previously reduced blood flow to the genital area

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and restore the ability of the tissue to become engorged with blood and increase lubricating secretions during sexual stimulation, leading to increased arousal and pleasure.

Alprostadil, an off-patent therapeutic compound, which, when combined with the Glycotrans delivery system becomes subject to patent protection by virtue of its association with this proprietary delivery system. Any further research and development of this drug will require the consent and a mutual working relationship with the other 50% owner, a private Canadian Pharmaceutical Company.

In June of 2014 the Company advanced \$50,000 in Canadian currency to AMFIL Technologies. The agreement terms provided Easton with restricted shares in AMFIL with a 2 year option to acquire additional shares in AMFIL with a total advancement of \$80,000 in Canadian currency. The 2 year option was not exercised as the AMFIL stock price was 100% less than the then stock price of AMFIL technologies with no operating business. The shares were subsequently privately sold to pay a debt obligation and for cash in August of 2016. All affiliations with AMFIL were subsequently terminated.

**Recent Initiatives**

In 2018, Easton's board of directors decided to diversify the Company's activities and enter new market segments, in addition to its existing and new pharmaceutical business and initiatives, including real estate development and construction, food and beverage, gaming and cannabis, through a combination of strategic acquisitions and joint ventures.

Easton established a Gaming Division, a Real Estate & Development Division, a Food & Beverage Division, as well as a Cannabis Division. The Company will focus in these areas going forward and it has put in place all the infrastructure necessary to grow its business.

The Company, through its Development Division, signed a service agreement during its third quarter to provide construction services to a prominent developer, for the framing of 150 homes, just outside of Toronto, Ontario Canada. The contract is for \$2.6 million Canadian over the course of a few months. Revenues from the contract commenced in the fourth quarter.

Through the efforts and contacts of its CEO, Easton had an opportunity to restructure the debt of an operating casino in Greece that generated over 60 million Euros per year in revenue. The Company submitted a bid to acquire 100% of the company holding the assets. During the course of its due diligence, the Company opted to withdraw its participation in the bid process. However, this initiative led the Company to an opportunity in Macedonia to enter into a joint venture for the development of a 540 room hotel/resort with a casino, including 1,000 slot machines and 50 tables games, a shopping center, health and wellness spa, conference facilities and 6 food and beverage outlets, among others. The casino approval has already been granted and the project is ready to be deployed. Easton is completing its agreements and it expects to have the transaction concluded in the 2<sup>nd</sup> quarter of 2019.

The Company has been in discussions with several service providers of gaming related services to charities with casino licenses operating throughout the United States. Letters of Intent have been signed and Easton expects to complete a transaction in the 1st quarter of 2019.

Easton entered into an agreement in October 2018 to acquire a fully operational video slot game, as well as bingo game content. The games are currently being developed and they will be placed in operating casinos leading to daily revenue for Easton. The games are expected to be placed in casinos in the 2<sup>nd</sup> quarter of 2019.

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During the last quarter of 2018, the Company signed an LOI to acquire 100% of an operating commercial bakery and food preparation company located in Toronto, Ontario Canada, with a 40,000 square foot production facility. The bakery currently supplies major grocery and coffee chains, among others. Easton intends on expanding the existing business, as well as entering the lucrative cannabis edible market. This transaction is scheduled to be completed in the 1<sup>st</sup> quarter of 2019.

**1124123 Ontario Limited (o/a - Alliance Group) Acquisition**

In June of 2017, Easton executed an agreement with 1124123 Ontario Limited (o/a – Alliance Group). The agreement called for Easton to advance a total of \$1,300,000 Canadian Dollars in cash to acquire a 50% ownership interest in 45 acres of a 135 acre property located at 6017 Smith Blvd. Georgina Township, with 90 acres zoned M3 industrial and the remaining 45 acres zoned as agricultural. The agreement also calls for a 20% to 70% ownership interest in various businesses operating on the land, which includes a business to cultivate and grow medical / recreational marijuana for the Canadian market and an aggregate / soil business. All payments were forwarded with final payment made in October of 2017 completing all terms of the agreement. Once all terms were fulfilled, Alliance commenced the operation of the disposal of clean soil on the property, while it prepared the property for the aggregate portion of the business. In the third quarter of 2018, the Town of Georgina stopped all operations on the property while they determine that the soil brought to the property was clean and does not contain any contaminants. In addition, Alliance is working on the construction of a facility for medical marijuana. Easton holds a \$1,000,000 Canadian Dollar mortgage on the property of which \$325,000 has been assigned to a third party creditor as security on a loan. Alliance Group have retained legal counsel to address the issues with the Town in order to resume all operations.

At this time, Easton is considering other options available to it for the use of the property, currently permitted under its zoning, such as self-storage units or a possible residential development. The property has been appraised for over \$8 million Canadian.

**2315446 Ontario Inc. Acquisition (Cobourg Property)**

Easton entered into an agreement in the second quarter of 2018 to acquire 100% of the shares of 2315446 Ontario Inc., which is a Canadian company that owns an approximately 2.7 acre parcel of land with an existing 10,000 square foot heritage mansion on the property, located in Cobourg, Ontario Canada. The Company was to pay cash to complete the acquisition, but was not able to do so at the time. The Company has since re-negotiated the terms of the purchase and the purchase is scheduled to be completed in the 1st quarter of 2019. A Definitive Agreement has already been executed and Easton has commenced the development process on the property. The zoning allows for up-to 48 residential units on the property. Easton proposes to convert the existing mansion into 6 luxury units, which approval was previously granted, as well as build a new detached building containing additional condominium units which will be sold. Cobourg is approximately 1 hour east of Toronto and it has a strong need of new residential development.

**iBliss Acquisition**

In late March 2017, Easton and the shareholders of iBliss Inc. executed an agreement for the purchase of 100% of iBliss by Easton Pharmaceuticals, Inc. In the third quarter of 2017, Easton issued 218,000,000



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shares to the iBliss subscribers. iBliss is an established manufacturer of e-vapourizing liquids occupying approximately 20,000 square feet in Toronto, with sales throughout Canada, the United States and Europe. Revenues of iBliss have not been reflected in the financial statements as the terms of the agreement call for revenues to be paid to the subscribers until the cash component of the transaction is earned by the iBliss subscribers.

**BAYER Sub-Distribution Agreement**

In November of 2017, Easton Pharmaceuticals through BMV Media SA de CV closed on a sub distribution agreement with multi-national pharmaceutical company, BAYER of Switzerland. The agreement was executed with BAYER's subsidiary company, Bayer Consumer Care for a sub-distribution agreement to sell Easton / BMV's woman's licensed diagnostic product VS-Sense for the national Mexico market. The agreement called for a \$200,000 payment to Easton, which was received in December of 2017 and the payment of a 3% royalty on each product sold by BAYER. Product launch is expected in the 2nd quarter of 2019, with all decisions including product launch in the control of BAYER. Upon launch, Easton is to receive a further payment.

**Mexico & Latin America – Licensed Diagnostic / Treatment Products**

In March of 2015, Easton Pharmaceuticals Inc. and BMV Medica S.A. de C.V. entered into an agreement which provided for profit sharing and ownership in certain patented Women's Health products related to the future sales of certain exclusive and patented Women's Health products and sales of certain Canadian-manufactured generic cancer drugs, in return for an investment by Easton into BMV. This investment into BMV is based upon a 50/50 net profit split on the revenues received from the Women's Health and generic cancer drug line.

**Patented Exclusive Women's Health Products from Common Sense LTD:**

**Vaginal Discharge Diagnostic Test and Amniotic Fluid Leak Test**

- Easton/BMV has recently secured exclusive rights for Mexico and all of Latin America (except Brazil) for a line of patented vaginal health diagnostic medical devices (VS-Sense) from an Israeli/US diagnostics company, - Common Sense LTD, of Cesarea, Israel. This diagnostic test is currently being sold Canada-wide (Shoppers Drug Marts), and across the US (at Walgreens and CVS pharmacies). Bayer AG, a global pharmaceutical giant has secured the exclusive rights to VS-Sense for the European Union and is launching in the United Kingdom in August, 2015, with a massive television and promotional campaign. Given the sizeable investment and faith that Bayer has in this product, Easton/BMV believe that VS-Sense presents an extremely lucrative opportunity in the Latin American market;
- In addition to the diagnostic test for vaginal health, Easton/BMV entered into a licensing agreement with a Swiss Company introduced by Common Sense to Easton/BMV to secure the rights to a natural Lactic Acid treatment for when the diagnostic test indicates the vaginitis is caused by bacteria (roughly two-thirds of cases). This natural lactic acid gel vaginal cream causes the vaginal pH to change enough to kill the offending bacterial organisms. The remaining one third of cases diagnosed are yeast based and Easton/BMV will launch under their own brand the current treatment (clotrimazol cream) for these infections. In this way, Easton/BMV will have the triangle model: diagnostic component as well as offering treatments for all causes of the vaginitis: one diagnostic test, followed by two treatment options depending on what the diagnostic test results show after initial use;

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- As mentioned above, BMV acquired the rights for a natural treatment for bacterial vaginosis and is already approved in Europe and Mexico, which will afford gynecologist's the opportunity to sell, in office, both the diagnostic and treatment in Latin America. This represents a potentially large revenue-producing option for both the gynecologists and Easton/BMV. In November of 2016, Easton / BMV entered into an agreement with Gedeon Richter Plc of Hungary to sub-license its lactic acid gel treatment. The product was named "Gynofit" and was officially launched in Mexico in March of 2017.
- In addition to the diagnostic test for vaginal health, Easton / BMV secured additional rights to all products from Common Sense including (VS-Sense, AL-Sense) for a \$300,000 USD payment in March of 2017. Easton / BMV have secured the rights for all of Latin America (except Brazil) for a second point-of-care diagnostic device; unique in the time, cost, and ease-of-use for late-pregnancy women who experience wetness in their undergarments and are not sure if it is urine or amniotic fluid, quite a common occurrence, and one of the major causes of OB/GYN visits by women in late-stage pregnancy. This diagnostic device called AL-Sense provides a differential diagnosis between urine and amniotic fluid. BMV has a tremendous opportunity with this amniotic fluid leak diagnostic test in that there is an unmet need with no competition. Furthermore this Amniotic Fluid Leak test is part of the NHS's late-pregnancy protocol for all women.
- This Amniotic fluid test, AmnioSense (AL-Sense) is intended for pregnant women, mainly in late-stage pregnancy to enable them to detect the difference between an amniotic fluid leak (AmnioSense (AL-Sense)) which would necessitate a doctor's visit (as labour has started) and a simple urine leak. The test may also be used by High Risk pregnant women to monitor for Amniotic Fluid leaks beginning at earlier stages of pregnancy. This test is a state-of the art diagnostic test which is in the form of a panty liner, and undergoes a simple color change if the wetness experienced by the pregnant woman caused by an amniotic fluid leak. The relatively low cost and ease of use is expected to quickly become the test of choice for both women at home and in hospital use.
- This test has been endorsed by NHS (National Health Service) in Britain as part of the NICE report (National Institute for Health and Care Excellence) which indicates that the device can reliably exclude amniotic fluid leak as a cause of vaginal wetness in pregnancy, avoiding the need for a speculum examination and its associated discomforts. Using the device in the community could prevent unnecessary referrals to secondary care antenatal day units or maternity triage services for speculum examinations, releasing clinical time. Based on cost modelling, using the test offers significant cost savings
- Other countries where AmnioSense (AL-Sense) test is being sold include UK, Italy, Japan, China, Israel, Australia and other countries. The product is currently being registered in the USA and Canada
- Easton/BMV believe with a Marketing budget of \$500,000 sales of the suite of exclusive Women's Diagnostic and Treatment products could reach US\$8-12 MM annually within three years.

### **Generic Cancer Drugs**

- Easton/BMV has secured exclusive rights for a line of Canadian-manufactured generic cancer drugs from Biolyse Corporation of St. Catharines, Ontario Canada, beginning with four of the most commonly used chemotherapy agents namely paclitaxel, methotrexate, 5-fluorouracil and docetaxel. Biolyse is adding to these a further 33 injectable cancer and antibiotic drugs within the coming years, all of which will be available to Easton/BMV exclusively for the region;

Generic Cancer Drugs: The cancer drugs: Biolyse Pharma Corporation the manufacturer of these drugs initially entered into an exclusive distribution agreement with BMV Medica, and BMV in turn then entered into a 50/50 profit split with Easton Pharmaceuticals for the full line of Biolyse-manufactured drugs beginning with Paclitaxel and Docetaxel two of the most-commonly prescribed cancer (oncology) drugs in

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use today, prescribed for breast, lung, colon and several other cancers. Both drugs are generic with manufacturers from the US, Canada, Mexico, Europe and India vying for a total market of several Billion dollars for these two drugs.

Easton/BMV's market is Latin America, where, starting in Mexico, Canadian-manufactured drugs have an advantage over the Asian-origin drugs, because of NAFTA (North American Free Trade Agreement), allowing Canadian manufacturers to enter into the lucrative national tenders. In addition Canadian-manufactured cancer drugs also have a perceived advantage in quality over the Asian-manufactured counterparts. Easton/BMV have licensed the exclusive rights for the full line of Biolyse-manufactured drugs expected to reach in excess of over 30 drug offerings in the coming five years.

Easton/BMV have received the drug dossiers from Biolyse Pharma and are working with a local Mexican Company: Ackerman Pharma/Bio MS to submit for Marketing Authorization in Mexico for paclitaxel and docetaxel. These approvals are expected to be granted over the next 6 months.

Once these approvals are in place, Easton/BMV expect to begin sales in Mexico very quickly and believes these two cancer drugs will reach revenues of several million dollars over the next three years through sales into both the private and government contract buyers.

In parallel with the Mexican initiative, several countries in Latin America do not require extensive regulatory dossier submissions, in order to purchase these Canadian-manufactured drugs. Once funding is secured Easton/BMV will immediately pursue Sales & Distribution agreements with distributors in Latin American countries where this simplified regulatory pathway is in place.

Easton/BMV believe with a basic marketing program sales of paclitaxel and docetaxel could reach US\$10 MM within three years

### **Drug Delivery Technology**

The drugs transdermal delivery technology is a safe, novel and proprietary drug delivery platform that has been developed based on more than 30 years of research by various individuals to address many of the needs in the multi billion dollar drug delivery segment of the pharmaceutical market. The proprietary system used only in the FSAD Drug consists of a water based, complex polymer matrix, which includes methoxypolyethyleneglycol, hydroxyethylcellulose and carboxymethylcellulose.

Included with the 50% ownership interest with the purchase of the FEMLIFE Drug are the following patents or patent pendings filed at that time:

- (i) Canadian Patent Application Number CA 2.591.203;
- (ii) U.S. Patent Application No. 11/010,154;  
Patent Cooperation Treaty Application Number PCT/IB2005/003672 (publication number  
W02006/061689; and
- (iii) European Patent Application Number EP 2005810583

On November 5, 2013 EASTON PHARMACEUTICALS, Inc. acquired an initial 10% ownership interest in a Cancer Treatment Drug called "XILIVE", with an exclusive option to purchase the remaining ownership interest exercisable at any point in time over the next 12 month time period. Should EASTON PHARMACEUTICALS provide funding towards any testing or clinical trials, these expenditures will be included and put towards acquiring additional ownership in the drug. "XILIVE" has not undergone any independent clinical trials, but was previously administered by the current majority owners on individuals outside of the U.S. suffering from various forms of advanced stage cancer with others on a list of prospective candidates. Initial feedback was promising enough to allow EASTON PHARMACEUTICALS to acquire an initial 10% ownership interest through a cash payment. It is the Company's intent to enter into some type of feasibility, safety and efficacy tests once patent pendings are filed. Any type of North

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American trials may depend on the involvement or the approval of the FDA in the United States and Health Canada in Canada. The Company is currently contemplating forming alliances with certain other companies who have adequate resources and knowledge towards such trials in the jurisdiction of the United States and Canada. Other avenues being seriously contemplated are to have “XILIVE” utilized in various other countries such as Mexico, Germany, Italy and other countries where regulations are deemed less stringent for the use of experimental early stage drugs for the treatment of certain cancers.

In June of 2013 the Company disclosed its intentions to enter into the medical marijuana industry. The Company subsequently signed various Letters of Intent and Agreement in both the United States and Canada including with Vodis Pharmaceuticals of Vancouver, BC, but subsequently executed and entered into an agreement in June of 2014 with a company called MDRM Group Canada for an exclusive option to purchase up to 50% of a private Canadian medical marijuana grower (Aero Farms) who has received a letter to build from Health Canada to obtain a medical marijuana growers license under Canada’s MMPR system as it was called at that time, which went into effect on April 1<sup>st</sup> 2014. The private MMJ company (Aero Farms) is presently building out its facilities prior to a final inspection towards a national growers license for medical marijuana. MDRM Canada has subsequently been removed allowing for Easton to negotiate directly with the private medical marijuana company (Aero Farms), but no agreements have yet been executed after several discussions. The letter of intent is now null and void.

On July 1<sup>st</sup> 2014 the Company executed an agreement with a North Carolina based company (Medicated Markets International) who maintained ownership rights to a medical marijuana grow-op located within the state of California. The Agreement called for a due diligence period which subsequently closed in January of 2015. The Agreement was amended on January 17, 2015. Medicated Markets and its principles have assisted and provided the Company with executed agreements within the medical marijuana sector in Canada and therefore Easton released shares.

In November of 2014, the Company closed on an acquisition with Digital Shock media for the Vaporizer business operating under <http://www.420.com> and <http://www.ecigmarkets.com> for cash paid by Easton.

In June of 2014 the Company advanced \$50,000 in Canadian currency to AMFIL Technologies. The agreement terms provided Easton with restricted shares in AMFIL with a 2 year option to acquire additional shares in AMFIL with a total advancement of \$80,000 in Canadian currency. The 2 year option was not exercised as the AMFIL stock price was 100% less than the then stock price of AMFIL technologies with no operating business. The shares were subsequently privately sold to pay a debt obligation and for cash in August of 2016. All affiliations with AMFIL were subsequently terminated.

On March 22, 2015 the Company attained the rights from Common Sense Ltd., an Israeli based company for the exclusive distribution rights of a patented woman’s diagnostic product known as the VS-Sense Diagnostic Product for the country of Mexico which is currently being sold in the United States, Canada and soon Europe. The rights are shared jointly with BMV Medica S.A de C.V. as per an agreement signed between the parties. Subsequently, Easton and BMV executed an LOI to acquire the rights to the remaining Latin American territories. Easton has paid approximately \$850,000 USD towards licensing rights of various products and expenses since March of 2015.

The company maintains corporate office space located at 61 Elm Street, Toronto, Ontario Canada, M5G 1H2.

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**Patents and Trademarks**

Prior to the then Board of Directors decision to abandon and suspend any further research and development or commercialization efforts for products based on the EASTON PHARMACEUTICALS, Inc. (formerly LAM) L.A.M. IPM<sup>TM</sup> technology, in the fall of 2008, EASTON PHARMACEUTICALS, Inc. (formerly LAM) owned fifteen U.S. patents, nine foreign patents, five U.S. patent applications and numerous international patent applications designating over 100 foreign countries with claims relating to our sustained release delivery matrix system, systems containing drug preparations, uses of the systems for various treatment therapies and addiction therapeutic program. The patents were to expire between 2015 and 2018.

**2. GOING CONCERN**

The Company's financial statements are prepared using accounting principles generally accepted in the United States applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business.

The Company had a net loss of \$169,199.00 for the Year Ended December 31, 2018.

During the year ended December 31, 2017, the Company incurred a net loss of \$97,904 (year to December 31, 2016: \$872,822; December 31, 2015: \$599,941; December 31, 2014: \$360,048).

The Company now has revenues from its various activities, including its construction services and expects growth throughout 2019 and onward from its acquisitions and new business initiatives and relationships. Easton's revenues were \$378,589 USD, primarily generated in the last two quarters of 2018.

**3. SUMMARY OF ACCOUNTING POLICIES**

**Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all debt instruments held with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

**Fair Value of Financial Instruments**

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The fair value of the Company's cash and cash equivalents, receivables, accounts payable and accrued liabilities approximate the carrying value based on their effective interest rates compared to current market prices.

**Concentration of Credit Risk**

The Company has no significant off-balance-sheet concentrations of risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

**Basic and Diluted Loss Per Share**

The Company computes loss per share in accordance with Statement of Financial Accounting Standards No. 128 – “Earnings Per Share” (“SFAS 128”). Under the provisions of SFAS No. 128 basic loss per share is computed using the weighted average number of shares of common stock outstanding during the period. Diluted loss per share is computed using the weighted average number of common and potentially dilutive shares of common stock outstanding during the period. For the Company basic and diluted loss per share is the same as any exercise of options or warrants would be anti-dilutive. The Company currently has no stock dilutives.

**Income Taxes**

The Company accounts for income taxes under the provisions of SFAS No. 109 ‘Accounting for Income Taxes’. SFAS No. 109 requires recognition of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting tax bases of assets and liabilities.

**4. CONSULTANTS FEES PAYABLE**

Management and Consultants are owed \$223,512 as of December 31, 2018. The balance owing is unsecured, non-interest bearing and without fixed terms of repayments. They may be converted to common shares.

**5. DUE TO RELATED PARTIES AND OTHER LOANS PAYABLE**

Amounts due to related parties and other loans payable are unsecured, bear no interest and are payable on demand. The Company has an outstanding loan of \$357,000 in Canadian currency, which includes fees and interest (\$273,182 in US Currency) which is currently due and payable. The Company expects repayment to commence from operations in the 2<sup>nd</sup> quarter of 2019.

**Due from Director**

The Company previously stated that it was due funds from a director, however, the Company owed the director funds for unpaid wages and advances the director made on behalf of the Company to cover operating expenses. The statements have been adjusted to reflect the appropriate repayments to the director.

**6. COMMON STOCK**

- a) Prior to the reverse of its common stock implemented on April 30, 2009 the Company had a total of 115,499,179 shares issued and outstanding.

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**Easton Pharmaceuticals, Inc.**

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- b) On April 30, 2009 the shareholders approved a consolidation of share capital on a 3000 old for 1 new share basis and a change of name to LAM Industries Inc. All shares issued
- c) in these financial statements have been adjusted to reflect the 3000:1 reverse split.
- d) on July 30, 2009 the Company issued 36,000,000 shares of common stock to acquire the assets of Viorra Bio Medical, Inc. (closed on June 25, 2009) valued by management at \$3,600, the par value of the shares.
- e) On August 21, 2009 the Company issued 8,000,000 shares of common stock for the assets of Ixora Bio Medical valued by management at \$546,145, the book value of Ixora.
- f) On September 4, 2009 the Company issued 14,258,200 shares of the Company's common stock pursuant to the conversion of a Promissory note issued on June 11, 2006.
- g) On November 2, 2009 the Company issued 14,258,210 shares of the Company's common stock pursuant to the conversion of a Promissory note issued on June 11, 2006.
- h) On December 9, 2009 the Company issued 14,258,166 shares of the Company's common stock pursuant to the conversion of a Promissory note issued on June 11, 2006.
- i) On August 15, 2011 the Company issued 1,000,000 shares of the Company's common stock for services rendered to the Company and fairly valued by both parties at \$25,000.
- j) On November 15, 2012 the Company issued 40,000,000 shares of common stock valued at \$200,000 (\$0.005 per share) to consultants. \$50,000 was considered earned at December 31, 2012, \$50,000 considered earned at December 31, 2013 and the remaining \$100,000 is to be earned in equal instalments annually over the next two years.
- k) During July and August of 2013 the Company issued 84,200,000 shares of common stock for cash of \$169,995 received through regulation D offerings.
- l) During October, November and December of 2013 the Company issued 231,900,000 shares of common stock for cash of \$345,239 through regulation D offerings.
- m) During January of 2014 the Company issued 140,287,003 shares of common stock for cash of \$440,000 through Regulation D offerings.
- n) On April 15, 2014 the Company issued 26,283,003 shares of common stock for cash of \$257,000 through Regulation D offerings.
- o) On May 6, 2014 the Company issued 20,000,000 rule 144 shares of common stock in settlement of aged debts totaling \$135,000.
- p) On June 4, 2014 the Company issued 20,000,000 rule 144 restricted shares of common stock to Carla Pepe (director) as per employment agreement dated November 2013.
- q) On June 4, 2014 the Company issued 20,000,000 rule 144 restricted shares of common stock to John Adams (director) as per employment agreement dated June 2013.
- r) On June 11, 2014 the Company issued 15,000,000 rule 144 shares of common stock in settlement of aged debts totaling \$113,400.
- s) On July 08, 2014 the Company issued 5,300,000 common shares in settlement of an account payable in the amount of \$34,800.
- t) During the fourth quarter ended December 31, 2014 the Company issued 31,428,571 shares of common stock in settlement of \$110,000 debt payable.
- u) On January 25, 2015 the Company issued 5,000,000 restricted shares to Nutrashop Global Corp. towards a distribution agreement executed between the two companies.
- v) On March 3, 2015 the Company conditionally issued 200,000,000 restricted shares to Medicated Markets International Inc. to be held in escrow as per agreement dated July 1, 2014 and amended on January 16, 2015.
- w) On April 2, 2015 the Company issued 1,000,000 restricted common shares to a John K. Easton as per agreement dated April 2014.

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- x) On April 2, 2015 the Company conditionally issued 50,000,000 restricted common shares to BMV Medica to acquire rights to patented women's diagnostic products for all of Latin America from Common Sense of Israel.
- y) On July 1, 2015 the Company issued 60,000,000 restricted common shares to Directors and consultants of the Company and valued at \$300,000 for services rendered to the Company.
- z) On July 27, 2015 the Company issued 5,000,000 restricted common shares for consulting fees valued at \$25,000.
- aa) In July, 2017 the Company issued 218,000,000 restricted common shares to the shareholders of iBliss, as per Agreement dated March 2017.
- bb) On August 22, 2018, Easton issued 60,000,000 restricted common shares to Alliance Venture Partners, as per Employment Agreement dated March 2015.
- cc) On September 18, 2018, Easton issued 666,665 restricted common shares to Guilherme Gomez, as per Service Agreement.

**LEGAL PROCEEDINGS**

There are no legal proceedings currently against the Company nor has the Company commenced legal proceedings against any party.

**7) Describe the Issuer's Facilities**

The company presently maintains office space from which to conduct its day to day business affairs, located at 61 Elm Street, Toronto, Ontario, Canada, M5G 1H2.

**8) Officers, Directors, and Control Persons**

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

In December of 2009 John Easton was appointed Chairman and Director.

In December of 2009 Lee Hendelson was appointed Chief Financial Officer.

During the fourth quarter of 2012, the company entered into a management restructuring and accepted the resignation of Mr. John K. Easton as CEO and Mr. Lee Hendelson as CFO.

Mr. John Adams accepted the position as Director, CEO and President

Mr. Walter Folinski assumed the position of CFO.

During the 3<sup>rd</sup> quarter of 2013, the company accepted the resignation of Walter Folinski.

During the 3<sup>rd</sup> quarter of 2013, the company appointed Mrs. Carla Pepe to the board as Secretary / Treasurer and Director.

Subsequent to the Year ending Dec. 31, 2013, Mrs. Carla Pepe was appointed as CEO / Director

Mr. John Guerra was appointed as independent Director

Mr. Kent Deuters was appointed as consultant and acting COO who subsequently resigned



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**Easton Pharmaceuticals, Inc.**

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Dr. Daniel Bagi, M.D. was appointed as Chief Operating Officer

During the Quarter Ending June 30, 2015, the company appointed Mr. Evan Karras as CEO / Treasurer / Director to the company in place of Carla Pepe who remained as a Director

During the Quarter Ending June 30, 2015, the company appointed Mr. Nunzio Valerie as President / CFO / Director to the Company replacing John Adams who resigned as a director to the company

Subsequent to the Year Ending Dec. 30-2015, the Company accepted the resignation of Nunzio Valerie During the 4<sup>th</sup> quarter of 2015, the Company appointed Dr. Jose Tiran Saucedo as Chief Medical Officer

During the 4th quarter of 2015, the Company appointed Dr. Daniel Bagi as COO

Carla Pepe assumed the role of Treasurer / CFO / Director

Evan Karras remained as President / CEO with John Guerra appointed as Secretary / Director

During the 4<sup>th</sup> quarter of 2017, Dr. Daniel Bagi, Luigi Gentile and Roberto Vivacqua were appointed new directors and officers to the company.

During the quarter ending June 30, 2018, Carla Pepe, Luigi Gentile, Dr. Daniel Bagi and Roberto Vivacqua were no longer acting as directors and officers to the Company, while Mr. John Guerra retired as an independent Director. Mr. Panos Alivizatos and Mr. Vince Demasi were appointed as Directors to the Company and in the same period, Mr. Panos Alivizatos resigned as Director and Officer due to personal reasons. Mr. Evan Karras remains CEO, President and Director of the Company.

**B. Legal/Disciplinary History.** Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

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

None

## Easton Pharmaceuticals Inc. Financial Statements

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### Easton Pharmaceuticals, Inc.

For The Year Ended December 31, 2018

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#### 9) Third Party Providers

Below are the names, addresses, telephone numbers, and email addresses of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

##### Legal Counsel

Name: Allen C. Tucci, Esq

Firm: White and Williams

Address 1: 300 Delaware Avenue, Suite 1370, Wilmington, DE 19801 USA

##### Accountant

Name: Tu Anh Luong Management Consultant

Address 1: 33 Bloor Street East, Toronto, Ontario Canada

##### Investor Relations Consultant

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

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

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

#### ITEM VI. DEFAULTS UPON SENIOR SECURITIES

The Company is currently in default of a \$273,000USD loan and has other payables and convertible promissory notes outstanding and accumulating interest. (See Financial Statements)

#### ITEM VII. OTHER INFORMATION

None.

#### ITEM VIII. EXHIBITS

None.

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**Easton Pharmaceuticals, Inc.**

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**ITEM IX. CERTIFICATIONS**

I, Evan Karras, certify that:

1. I have reviewed this annual disclosure statement of Easton Pharmaceuticals, Inc. for the year ended December 31, 2018;

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.

By:	/s/ Evan Karras	
Name:	Evan Karras	
Title:	CEO / Director	
Date:	March 15, 2019	

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**Easton Pharmaceuticals, Inc.**

For The Year Ended December 31, 2018

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**ITEM IX. CERTIFICATIONS**

I, Vince Demasi, certify that:

1. I have reviewed this annual disclosure statement of Easton Pharmaceuticals, Inc. for the year ended December 31, 2018;

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.

By:	/s/ Vince Demasi	
Name:	Vince Demasi	
Title:	Director	
Date:	March 15, 2019	