

3DX INDUSTRIES INC.

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

Telephone: (360) 366-8858
Website: www.3dxindustries.com
Email: info@3dxindustries.com

Quarterly Report

For the period ending April 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

107,545,315 as of April 30, 2024, the current reporting period

105,013,315 as of October 31, 2023, our most recent completed fiscal year end

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

From October 23, 2008, to September 2, 2009 – Ukragro Corporation
From September 2, 2009, to January 29, 2010 - Windsor Park Forex, Inc.
From January 29, 2010, to November 19, 2013 – Amarok Resources, Inc.
From November 19, 2013, to Present – 3DX Industries, Inc.

Current State and Date of Incorporation or Registration:

The state of incorporation of the issuer is Nevada and the issuer has been incorporated in Nevada since inception, October 23, 2008.

Standing in this jurisdiction: (e.g. active, default, inactive): The issuer is currently active in the State of Nevada.

Prior Incorporation Information for the issuer and any predecessors during the past five years:

Not applicable

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

None

Address of the issuer's principal executive office:

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

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Legacy Stock Transfer Inc.
Phone: (972) 612-4120
Email: info@legacystocktransfer.com
Address: 16801 Addison Road, Suite 247, Addison, Texas 75001

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	DDDX
Exact title and class of securities outstanding:	Common Stock
CUSIP:	88556A 100
Par or stated value:	\$0.001
Total shares authorized:	175,000,000 as of date: April 30, 2024
Total shares outstanding:	107,545,315 as of date: April 30, 2024
Total number of shareholders of record:	64 as of date: April 30, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Series A Preferred
CUSIP (if applicable):	N/A
Par or stated value:	\$0.001
Total shares authorized:	10,000,000 as of date: April 30, 2024
Total shares outstanding (if applicable):	1,000,000 as of date: April 30, 2024
Total number of shareholders of record (if applicable):	1 as of date: April 30, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Each share of Common Stock shall have, for all purposes one (1) vote per share. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available, therefore. The holders of Common Stock issued and outstanding have and possess the right to receive notice of shareholders meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common shareholders is required or requested.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The number of shares constituting the Series A Preferred Stock shall be One Million (1,000,000). Such number of shares may not be increased or decreased without the vote of the holder(s) of the Series A Preferred Stock. The holders of any shares of Series A Preferred Stock shall not be entitled to dividends or any distribution in the case

of liquidation of the Corporation. The holders of Series A Preferred Stock shall have the right to vote 51% of the then issued and outstanding common stock or equivalent equity of the Corporation. The shares of Series A Preferred Stock shall not be convertible into any class of equity of the Corporation. The Certificate of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least eighty-five percent (85%) of the outstanding shares of Series A Preferred Stock, voting together as a single class.

(1) **Describe any other material rights of common or preferred stockholders.**

The Series A Preferred Stock shall rank (i) senior to any other class or series of outstanding Preferred Shares or series of capital stock of the Corporation, (ii) prior to all of the Corporation's common stock, and (iii) prior to any other class of series of capital stock of the Corporation hereafter created ("Junior Securities") and in each case as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions")

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

There have been no material modifications to the rights of holders of the Company's securities that have occurred over the reporting period covered by this report.

3) **Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> : Date <u>October 31, 2021</u> Common: <u>95,963,315</u> Preferred: Series A Preferred: 1,000,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>06/23/2022</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.043</u>	<u>No</u>	<u>Adam Bierschenk</u>	<u>Services to be provided under a consulting agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>1,355,952</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Nicholas G. Coriano⁽¹⁾</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,665</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Jarrett K. Runoro</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,665</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ronald Krakowski</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>68,664</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sonia M. Rodriguez</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>28,249</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Adam Kandah</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>75,331</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Dr. Ruben Coriano</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>22,599</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Joseph R. Napoli</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,854</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Michael Steinberg</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>75</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Terry A. Maurer</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,665</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kris Baillargeon</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>377</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kyle Chirsky</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(1,355,952)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Nicholas G. Coriano</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,665)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Jarrett K. Runoro</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,665)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Ronald Krakowski</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(68,664)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Sonia M. Rodriguez</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(28,249)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Adam Kandah</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(75,331)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Dr. Ruben Coriano</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(22,599)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Joseph R. Napoli</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,854)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Michael Steinberg</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(75)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Terry A. Maurer</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>

<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,665)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Kris Baillargeon</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(377)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Kyle Chirsky</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>New Issuance</u>	<u>335,000</u>	<u>Common</u>	<u>\$0.04</u>	<u>No</u>	<u>Ramsen Ohanes</u>	<u>Services provided under a consulting agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/15/2023</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.037</u>	<u>No</u>	<u>Adam Bierschenk</u>	<u>Services provided under a consulting agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>15,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Jasmine Abuan</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Stephen Ameny</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.043</u>	<u>No</u>	<u>James Buyers</u>	<u>Services provided under a consulting agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Tim Murphy</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Sean Murphy</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>15,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Willena O'Sullivan</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Ken Rowe</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/28/2023</u>	<u>New Issuance</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.0452</u>	<u>No</u>	<u>Barry Stieb</u>	<u>Stock award to staff member</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/01/2023</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.043</u>	<u>No</u>	<u>Harold Blackwell</u>	<u>Services provided under a consulting agreement with Chestnut Street Consulting LLC, shares issued to sole member Harold Blackwell</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>05/04/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ryan Contardi</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>05/04/2023</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>ARK Capital Inc UBO Aikane Kessler</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>05/04/2023</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Eric Kemnitzer</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>05/04/2023</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Carlos Perez-Villa</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>05/23/2023</u>	<u>Cancellation</u>	<u>(5,000,000)</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Roger Janssen</u>	<u>Returned to Treasury</u>	<u>N/A</u>	<u>N/A</u>
<u>05/23/2023</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Elizabeth Nichols</u>	<u>Shares for Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/20/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Mario Angelo DiMaggio</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/20/2023</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>ARKCapital Inc. UBO Aikane Kessler</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/20/2023</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ryan Contardi</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>08/01/2023</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>ARKCapital Inc. UBO Aikane Kessler</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>08/01/2023</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ryan Contardi</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>09/02/2023</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ryan Contardi</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/12/2023</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.035</u>	<u>Yes</u>	<u>Adam Bierschenk</u>	<u>Shares issued to settle debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/29/2024</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.023</u>	<u>Yes</u>	<u>Ark Capital Inc./ UBO Aikane Kessler</u>	<u>Shares issued to settle debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/05/2024</u>	<u>New Issuance</u>	<u>400,000</u>	<u>Common</u>	<u>\$0.025</u>	<u>No</u>	<u>Bryan O'Hare</u>	<u>Shares issued for services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/30/2024</u>	<u>New Issuance</u>	<u>1,132,000</u>	<u>Common</u>	<u>\$0.50</u>	<u>No</u>	<u>RB Capital Partners Inc./ Deborah Braun managing partner</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>Rule 144</u>

Shares Outstanding on Date of This Report:

Ending Balance:

Date: April 30, 2024

Common: 107,545,315

Preferred: Series A Preferred: 1,000,000

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
12/18/2013	267,002	250,000	17,002	12/15/2018	The note bears interest at 1.64% per annum and is convertible into common stock at \$0.50 Per share	Roger Janssen ⁽¹⁾	Equipment Purchase
11/18/2014	47,712	25,000	22,712	12/1/2015	The note is convertible at \$0.30 per share.	Danial Tataryn	Loan
12/10/2014	190,849	100,000	90,849	12/31/2016	The note is convertible at \$0.15 per share.	Danial Tataryn	Loan
08/28/2017	94,500	174,000	0	08/28/2017	Amounts payable for services are convertible at \$0.01 per share.	Santeo Financial Corporation, controlling shareholder Ron Ruskowsky	Services
09/28/2021	16,065	16,065	0	09/28/2021	The note is convertible at \$0.02 per share, is non interest bearing and due on demand	Alexandre Cross	Loan
10/28/2021	225,069	200,000	25,069	10/28/2022	The note bears interest at 5% per annum and is convertible at \$0.60 per share	Alexandre Cross	Loan

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

(1) Roger Janssen is the CEO, CFO President, Secretary and a Director of the Company.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

3DX Industries, Inc. is focused on the additive metal manufacturing segment within the manufacturing industry. 3DX has the capability of manufacturing a wide variety of products using its 3D metal printing system, 3D plastic printing as well as more traditional methods of precision manufacturing. 3DX offers additive and traditional manufacturing services as well as product design, engineering and assembly services to its customers. Our comparative period over period revenue increased slightly year over year, however, anticipated growth continues to be restricted due to a lack of capital for expansion.

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

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

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

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

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

B. List any subsidiaries, parent company, or affiliated companies.

N/A

C. Describe the issuers' principal products or services.

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

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Our current business address is 6920 Salashan Pkwy Suite D101, Ferndale, WA 98248. The space is approximately 8,588 square feet. On February 29, 2016, the Company extended a lease agreement originally entered into in January 2014 for a term of five years expiring February 28, 2021. On February 22, 2021, the Company extended the lease agreement for a further five years expiring February 28, 2026. We currently rent this space for approximately \$5,410 per month, with base rent escalating by \$1,032 year over year.

Future minimum lease payments are set out below:

Fiscal year ended 2024

34,008

Fiscal year ended 2025	68,704
Fiscal year ended 2026	23,016
Total future minimum lease payments	125,728

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

6) All Officers, Directors, and Control Persons of the Company

Information below is based on 107,545,315 Common shares and 1,000,000 Series A Preferred shares issued and outstanding at April 30, 2024.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)		Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Roger Janssen	CEO, CFO, President, Secretary and Director, Owner of more than 5%		Bellingham, WA	25,002,000 1,000,000	Common Shares Series A Preferred	23.25% 100%	This stock controls 51% of the vote of the then issued and outstanding common shares.
Nicholas Coriano	Director, VP East Coast Operations		Bridgeport, CT	5,297,904	Common Shares	4.93%	Shares held by controlled corporation Homescape LLC
Santeo Financial Corporation	Owner of more than 5%		Calgary, AB	5,950,000	Common Shares	5.53%	Beneficial Owner, Ron Ruskowsky
Peter Divone Sr.	Director		Shelton, CT	100,000	Common Shares	>0.1%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>Allen Tucci</u>
Firm	<u>McNees Wallace & Nurick LLC</u>
Address 1:	<u>426 Lancaster Ave, Suite 110</u>
Address 2:	<u>Devon, PA 19333</u>
Phone	<u>(484) 329-8046</u>
Email:	<u>atucci@mcneeslaw.com</u>

Accountant or Auditor

Name: Li Shen, CPA
Firm: The Accounting Connection
Address 1: 145-251 Midpark Blvd. SE
Address 2: Calgary, Alberta T2X 1S3, Canada
Phone: 403-693-8004
Email: support@theaccountingconnection.com

Investor Relations

Corporate Communications:
MJKB Capital
Bryan O'Hare
Head of Corporate Communications
7062 Crispin Cove Drive
Jacksonville, FL 32258

All other means of Investor Communication:

Twitter: <https://twitter.com/3DXIndustries>
Discord: =
LinkedIn: =
Facebook: <https://www.facebook.com/3DXshop>
[Other] =

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Jacqueline Danforth
Firm: The Ideal Connection
Nature of Services: Compliance Consulting Services
Address 1: 30 North Gould, Suite 5953
Address 2: Sheridan, WY 82801
Phone: 646-831-6244
Email: jd@theidealconnection.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by:

Name: Jacqueline Danforth
Title: N/A
Relationship to Issuer: Consultant

The information used in the preparation of this Disclosure Statement was provided to the preparer by management and the transfer agent of the Company and is the information relied upon to complete this report.

B. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Li Shen, CPA

Title: Accountant

Relationship to Issuer: N/A

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **Chartered Professional Accountant**

We have provided the following qualifying financial statements for the three and six months ended April 30, 2024 and April 30, 2023:

- Condensed Balance Sheets
- Condensed Statements of Income
- Condensed Statements of Cash Flows
- Condensed Statement of Changes in Stockholders' Equity
- Notes to Consolidated Financial Statements

10) Issuer Certification

Principal Executive Officer and Principal Financial Officer

I, Roger Janssen certify that:

1. I have reviewed this Quarterly Disclosure Statement for 3DX Industries Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: June 14, 2024

/s/ Roger Janssen

Principal Executive Officer (CEO) and
Principal Financial Officer (CFO)

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

3DX Industries Inc.
Condensed Financial Statements
For the Three and Six Months Ended April 30, 2024 and 2023
(Unaudited)

Contents

	<u>Page</u>
Financial Statements:	
Condensed Balance Sheets as of April 30, 2024 and October 31, 2023 (Unaudited)	1
Condensed Statements of Operations for the three and six months ended April 30, 2024 and 2023 (Unaudited)	2
Condensed Statement of Changes in Stockholders' Equity (Deficit) for the three and six months ended April 30, 2024 and 2023 (Unaudited)	3
Condensed Statements of Cash Flows for the six months ended April 30, 2024 and 2023 (Unaudited)	4
Notes to Condensed Financial Statements (Unaudited)	5 to 18

3DX INDUSTRIES, INC.
Condensed Balance Sheets
(Unaudited)

	April 30, 2024	October 31, 2023
Assets		
Current assets		
Cash and cash equivalents	\$ 6,746	\$ 1,915
Prepaid expenses	2,472	2,929
Accounts receivable	22,900	87,806
Total current assets	32,118	92,650
Property and equipment, net	163,798	154,614
Right to use asset	114,997	143,932
Security deposit	4,451	4,451
Total assets	\$ 315,364	\$ 395,647
Liabilities and stockholders' (deficit)		
Current liabilities		
Accounts payable and accrued expenses	\$ 1,728,754	\$ 1,616,551
Payables to related parties	731,837	683,837
Accrued compensation - convertible	94,500	94,500
Notes payable - unrelated party	377,567	372,436
Convertible notes payable - unrelated party	479,695	1,020,599
Current portion of lease liability	62,121	59,560
Total current liabilities	3,474,474	3,847,483
Lease liability, net of current portion	55,800	87,469
Convertible notes payable - related party	250,000	250,000
Total liabilities	3,780,274	4,184,952
Stockholders' (deficit)		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 1,000,000 shares issued and outstanding	1,000	1,000
Common stock, 175,000,000 shares authorized, \$0.001 par value, 107,545,315 and 105,013,315 shares issued and outstanding as of April 30, 2024 and October 31, 2023, respectively	107,545	105,013
Additional paid-in capital	19,318,685	18,722,908
Accumulated deficit	(22,892,140)	(22,618,226)
Total stockholders' (deficit)	(3,464,910)	(3,789,305)
Total liabilities and stockholders' (deficit)	\$ 315,364	\$ 395,647

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

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

	For the Three Months Ended April 30,		For the Six Months Ended April 30,	
	2024	2023	2024	2023
Revenue	\$ <u>68,370</u>	\$ <u>50,064</u>	\$ <u>145,997</u>	\$ <u>121,985</u>
Operating expenses				
Depreciation and amortization	14,908	11,838	26,816	23,760
Professional services	3,750	3,730	6,875	6,730
General and administrative expenses	<u>168,916</u>	<u>175,136</u>	<u>339,930</u>	<u>383,354</u>
Total operating expenses	<u>187,574</u>	<u>190,704</u>	<u>373,621</u>	<u>413,844</u>
Other income (expense)				
Gain on disposal of fixed assets	2,000	2,639	2,000	2,639
Loss on debt settlement	-	-	(12,000)	-
Interest expense	<u>(17,818)</u>	<u>(17,140)</u>	<u>(36,290)</u>	<u>(35,091)</u>
Total other (expense)	<u>(15,818)</u>	<u>(14,501)</u>	<u>(46,290)</u>	<u>(32,452)</u>
Net loss	\$ <u>(135,022)</u>	\$ <u>(155,141)</u>	\$ <u>(273,914)</u>	\$ <u>(324,311)</u>
Net loss per common share -				
Basic and diluted	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>
Weighted average number of common				
shares outstanding				
Basic and diluted	<u>106,491,715</u>	<u>97,969,551</u>	<u>105,755,381</u>	<u>97,337,211</u>

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

3DX INDUSTRIES, INC.
Condensed Statements of Changes in Stockholders' Equity
For the three and six months ended April 30, 2024, and 2023
(Unaudited)

	Preferred Shares		Common Stock		Additional Paid-in	Accumulated	Total
	Shares	Amount	Shares	Amount	Capital	Deficit	Shareholders (Deficit)
Balance, October 31, 2023	1,000,000	\$ 1,000	105,013,315	\$ 105,013	\$ 18,722,908	\$ (22,618,226)	\$ (3,789,305)
Shares issued under debt settlement agreement	-	-	1,000,000	1,000	22,000	-	23,000
Loss for the period	-	-	-	-	-	(138,892)	(138,892)
Balance, January 31, 2024	1,000,000	\$ 1,000	106,013,315	\$ 106,013	\$ 18,744,908	\$ (22,757,118)	\$ (3,905,197)
Shares issued under notice of conversion	-	-	1,132,000	1,132	564,177	-	565,309
Shares issued under consulting agreements	-	-	400,000	400	9,600	-	10,000
Loss for the period	-	-	-	-	-	(135,022)	(135,022)
Balance, April 30, 2024	1,000,000	\$ 1,000	107,545,315	\$ 107,545	\$ 19,318,685	\$ (22,892,140)	\$ (3,464,910)

	Preferred Shares		Common Stock		Additional Paid-in	Accumulated	Total
	Shares	Amount	Shares	Amount	Capital	Deficit	Shareholders (Deficit)
Balance, October 31, 2022	1,000,000	\$ 1,000	96,513,315	\$ 96,513	\$ 18,503,345	\$ (21,996,695)	\$ (3,395,837)
Shares issued under consulting agreements	-	-	885,000	885	32,865	-	33,750
Loss for the period	-	-	-	-	-	(169,170)	(169,170)
Balance, January 31, 2023	1,000,000	\$ 1,000	97,398,315	\$ 97,398	\$ 18,536,210	\$ (22,165,865)	\$ (3,531,257)
Shares granted for services	-	-	15,000	15	663	-	678
Shares granted to team members	-	-	125,000	125	5,525	-	5,650
Shares issued under consulting agreements	-	-	700,000	700	29,660	-	30,360
Loss for the period	-	-	-	-	-	(155,141)	(155,141)
Balance, April 30, 2023	1,000,000	\$ 1,000	98,238,315	\$ 98,238	\$ 18,572,058	\$ (22,321,006)	\$ (3,649,710)

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

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

	For the Six Months Ended April 30,	
	2024	2023
Cash flows from operating activities:		
Loss	\$ (273,914)	\$ (324,311)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on debt settlement	12,000	-
(Gain) on disposal of fixed assets	(2,000)	(2,639)
Depreciation and amortization expense	26,816	23,760
Stock based compensation	10,000	65,971
Bad debt	34,005	-
Amortization of right of use asset	(172)	345
Changes in operating assets and liabilities		
(Increase) decrease in accounts receivable	30,900	69,081
(Increase) decrease in prepaid expense	457	1,939
Increase (decrease) in accounts payable	110,924	78,749
Increase (decrease) in accounts payable, related parties	48,000	47,500
Increase (decrease) in accrued interest	35,290	32,861
Net cash (used in) operating activities	<u>32,306</u>	<u>(6,744)</u>
Cash flows from investing activities:		
Proceeds from sale of fixed assets	2,000	2,920
Purchase of fixed assets	(36,000)	-
Net cash (used in) investing activities	<u>(34,000)</u>	<u>2,920</u>
Cash flows from financing activities:		
Proceeds from third party borrowing	10,000	-
Repayments to third party borrowing	(3,475)	(6,375)
Net cash provided by financing activities	<u>6,525</u>	<u>(6,375)</u>
Increase (decrease) in cash	4,831	(10,199)
Cash - beginning of year	1,915	13,467
Cash - end of period	<u>\$ 6,746</u>	<u>\$ 3,268</u>
Supplemental disclosures of cash flow information:		
Interest paid	\$ 4,660	\$ -
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>
Non-cash Investing and Financing Activities:		
Shares issued to settle debt with interest	\$ 11,000	\$ -
Shares issued under notice of conversion, principal	\$ 500,000	\$ -
Shares issued under notice of conversion, interest	\$ 65,309	\$ -
Shares issued under consulting agreement	\$ 10,000	\$ -
Shares issued to settle accrued consulting fees	<u>\$ -</u>	<u>\$ 4,467</u>

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

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

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

Going Concern

The Company has accumulated losses since inception, and as of April 30, 2024, had a combined accumulated deficit of \$22,892,140 and had negative working capital of \$3,442,356. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States ("GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

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

Concentration of Credit Risk

Financial instruments that potentially subject the Company to the concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. At April 30, 2024 and October 31, 2023, the Company had no balances in excess of the FDIC insured limit.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business Acquisitions

In accordance with ASC 805, *Business Combinations*, acquisitions are recorded using the acquisition method of accounting. The Company includes the operating results of acquired entities from their respective dates of acquisition. The Company recognizes and measures the identifiable assets acquired and liabilities assumed as of the acquisition date fair value, where applicable. The excess, if any, of total consideration transferred in a business combination over the fair value of identifiable assets acquired and liabilities assumed is recognized as goodwill. Costs incurred as a result of a business combination other than costs related to the issuance of debt or equity securities are recorded in the period the costs are incurred.

Property and Equipment

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

Long-Lived Assets

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

Fair Value of Financial Instruments

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

Convertible Debt Instruments

If the conversion features of conventional debt instruments provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature (“BCF”). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 “Debt with Conversion and Other Options.” In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to operations over the life of the debt using the effective interest method.

Revenue Recognition

The Company applies ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. The Company generally recognizes revenue upon the shipment of finished goods and issuance of an associated invoice. Freight billed to customers is included in revenues, and all freight expenses paid by the Company are included in the general and administrative expense.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounts Receivable and Allowance for Doubtful Accounts

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

Stock-Based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation - Stock Compensation*, using the fair value method on grant date. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the equity instruments issued. The expense attributable to the Company's directors is recognized over the period the amounts are earned and vested, and the expense attributable to the Company's non-employees is recognized when vested.

ASC 842 Leases

ASU No. 2016-02. In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, *"Lease (Topic 842)"*, a new lease standard requiring lessees to recognize lease assets and lease liabilities for most leases classified as operating leases under previous U.S. GAAP. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset ("ROU" asset) representing its right to use the underlying asset for the lease term. The guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has adopted this standard effective January 1, 2019.

Loss Per Share of Common Stock

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

Loss Per Share of Common Stock (continued)

The following potential common shares have been excluded from the computation of diluted net loss per share for the period ended April 30, 2024, because the effect would have been antidilutive:

Common Shares issuable - convertible notes	2,386,585
Common Shares issuable - compensation	9,450,000
Total	<u>11,836,585</u>

Recent Accounting Pronouncements

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

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 3 - MINING CLAIMS

Rodeo Creek Project, Nevada

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

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

NOTE 4 - EQUIPMENT

Capitalized manufacturing equipment, furniture and fixtures, computer equipment and vehicles (gross) at April 30, 2024 and October 31, 2023 are as follows:

	<u>April 30, 2024</u>	<u>October 31, 2023</u>
Manufacturing equipment	\$ 841,652	\$ 805,652
Furniture and fixtures	638	638
Computer equipment	12,561	12,561
Vehicle	-	7,780
	<u>854,851</u>	<u>826,631</u>
Less accumulated depreciation	<u>(691,053)</u>	<u>(672,017)</u>
	<u>\$ 163,798</u>	<u>\$ 154,614</u>

Depreciation expense classified to operations for the three and six months ended April 30, 2024, totaled \$14,908 and \$26,816, respectively. Depreciation expense classified to operations for the three and six months ended April 30, 2023, totaled \$11,838 and \$23,760, respectively.

NOTE 5 - OFFICE LEASE

On February 29, 2016, the Company extended a lease agreement originally entered into in January 2014 for a term of five years expiring February 28, 2021. On February 22, 2021, the Company extended the lease agreement for a further term of five years expiring February 28, 2026.

The space is approximately 8,588 square feet. We rent this space for approximately \$5,410 per month on an escalating basis year over year.

The table below presents the lease-related assets and liabilities recorded on the balance sheets.

	<u>April 30, 2024</u>	<u>October 31, 2023</u>
Assets		
Operating right to use asset	<u>\$ 114,997</u>	<u>\$ 143,932</u>
Liabilities		
Operating lease liabilities	<u>\$ 117,921</u>	<u>\$ 147,029</u>

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 5 - OFFICE LEASE (continued)

Supplemental cash flow information related to leases was as follows:

	For Six Months Ended April 30, 2024	2023
Cash used in operating activities:		
Operating leases	\$ 33,750	\$ 33,234
ROU assets recognized in exchange for lease obligations:	(172)	344
	<u>\$ 33,578</u>	<u>\$ 33,578</u>

Future minimum lease payments in respect of the above under non-cancellable leases as of April 30, 2024, as presented in accordance with ASC 842 were as follows:

Fiscal year ended 2024	\$ 34,008
Fiscal year ended 2025	68,704
Fiscal year ended 2026	23,016
Total future minimum lease payments	<u>125,728</u>
Less: imputed interest	<u>(7,807)</u>
Total	117,921
Current portion of operating lease	<u>62,121</u>
Long term portion of operating lease	<u>\$ 55,800</u>

NOTE 6 – ACCRUED COMPENSATION, CONVERTIBLE NOTE

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

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

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

Effective on September 28, 2020, the Company and the third party entered into a share conversion amendment agreement. Under the agreement, the conversion price of any and all remaining debt shall be set at \$0.01 per share, equaling a maximum of 17,400,000 shares available upon conversion. The holder, and all persons affiliated with the holder, may not own more than 9.5% of the Company's Common Stock then outstanding after any notice of conversion.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 6 – ACCRUED COMPENSATION, CONVERTIBLE NOTE (continued)

On September 21, 2021, the Company issued 7,950,000 shares of common stock upon receipt of a notice of conversion in the amount of \$79,500 with respect to amounts payable to Santeo Financial Corporation pursuant to the Debt Conversion Option Agreement.

As of April 30, 2024 and October 31, 2023, \$94,500 is reflected on the accompanying balance sheets as accrued compensation—convertible.

NOTE 7 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES

The following table summarizes notes payable as of April 30, 2024 and October 31, 2023:

	April 30, 2024	October 31, 2023
Balance, opening	\$ 372,436	\$ 365,304
Additional: Principal	10,000	-
Payment: Principal	(3,475)	(10,875)
Addition: Interest expense	9,606	18,007
Principal settled with common stock	(10,000)	-
Accrued interest payable settled with common stock	(1,000)	-
Balance, ending	<u>\$ 377,567</u>	<u>\$ 372,436</u>

The following table summarizes convertible notes as of April 30, 2024 and 2023:

	April 30, 2024	October 31, 2023
Balance, opening	\$ 1,020,599	\$ 973,099
Addition: accrued interest	24,405	47,500
Notice of conversion: principal	(500,000)	-
Notice of conversion: accrued interest payable	(65,309)	-
Balance, ending	<u>\$ 479,695</u>	<u>\$ 1,020,599</u>

(1) Third party notes/convertible promissory notes

- (a) An unrelated third party advanced \$17,500 to the Company on September 7, 2016. The \$17,500 is evidenced by an unsecured promissory note bearing interest at a rate of 8%. The interest accrued beginning on January 1, 2017. Outstanding principal and accrued interest was fully due and payable on December 31, 2017. As per the terms of the agreement, the Company accrued interest of \$345 and \$698 during the three and six months ended April 30, 2024, respectively and the Company accrued interest of \$341 and \$694 during the three and six months ended April 30, 2023, respectively. The outstanding balance at April 30, 2024 was \$27,764 (October 31, 2023 - \$27,066). The loan is currently in default.
- (b) On March 30, 2015, the Company entered into an equipment rental agreement with Santeo Financial Corp. with respect to certain manufacturing equipment. The term of rental was 24 months, with an option to purchase the equipment at any time up to the end of the rental agreement. Under the terms of the agreement the Company was to pay a security deposit of \$700 and agreed to a monthly rental fee of \$350 with the first month payable upon signing. On March 15, 2017, the Company and Santeo entered into a letter agreement to revise the terms of the original March 30, 2015 equipment lease. Under the terms of the letter agreement, the Company was to purchase the manufacturing equipment for a total of \$18,000 no later than December 31, 2017, which amount would also include all accrued and unpaid rental payments, and any interest thereon up to December 31, 2017. Should the Company fail to make the required payment as at December 31, 2017, interest of 12% per annum applied to any balance outstanding. As per the terms of the agreement, the Company

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 7 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)

(1) Third party notes/convertible promissory notes (continued)

- (b) accrued interest of \$533 and \$1,077 for the three and six months ended April 30, 2024, respectively, and the Company accrued interest of \$527 and \$1,071 for the three and six months ended April 30, 2023, respectively. The loan was not repaid by the due date. The outstanding balance at April 30, 2024 was \$31,658 (October 31, 2023 - \$30,581).

(2) Lender 1 - 5% various notes payable

During the fiscal year ended October 31, 2018, the Company received a cumulative amount of \$50,000 in loans from a third party which accrue interest of 5% per annum and mature at various dates through March 2019. The loans remained unpaid upon maturity and are currently in default. As per the terms of the agreement, the Company accrued interest of \$616 and \$1,246 for each of the three and six months ended April 30, 2024, respectively, and the Company accrued interest of \$610 and \$1,240 for each of the three and six months ended April 30, 2023, respectively. The loans remained unpaid upon maturity and are currently in default.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 72,997	\$ 70,497
Addition: accrued interest	1,246	1,240
Balance, ending	<u>\$ 74,243</u>	<u>\$ 71,737</u>

(3) Lender 2

On September 9, 2013, the Company borrowed \$30,000 from a third party. The loan is evidenced by an unsecured promissory note. The loan accrues interest at 5% per annum with principal and accrued interest fully due and payable on May 1, 2014. On March 7, 2014, the Company borrowed an additional \$35,000 from the same party noted above. The loan is evidenced by an unsecured promissory note. The loan accrues interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on December 31, 2014. These aforementioned promissory notes were assigned to Santeo Financial Corp. in December 31, 2019. As per the terms of the agreement, the Company accrued interest of \$801 and \$1,620 for the three and six months ended April 30, 2024, respectively, and the Company accrued interest of \$792 and \$1,611 for the three and six months ended April 30, 2023, respectively. The loans remained unpaid upon maturity and are currently in default.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 97,114	\$ 93,864
Addition: accrued interest	1,620	1,611
Balance, ending	<u>\$ 98,734</u>	<u>\$ 95,475</u>

(4) Lender 3

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

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 7 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)

(4) Lender 3 (continued)

On December 10, 2014, the Company further borrowed \$100,000 from a third party (“Note 2”). The \$100,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10% per annum beginning April 1, 2015. Outstanding principal and accrued interest was fully due and payable on December 31, 2016. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company’s common stock at a conversion rate of \$0.15 per share. The loans remained unpaid upon maturity and are currently in default.

As per the terms of the agreement, the Company accrued interest of \$3,083 and \$6,233 for the three and six months ended April 30, 2024, respectively, and the Company accrued interest of \$3,048 and \$6,198 for the three and six months ended April 30, 2023, respectively.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 232,329	\$ 219,829
Addition: accrued interest	6,233	6,198
Balance, ending	<u>\$ 238,562</u>	<u>\$ 226,027</u>

(5) Lender 4

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

During the fiscal year ended October 31, 2017, and 2018, the Company paid \$40,185 and \$4,546, respectively, towards this outstanding loan and accrued interest thereon. On May 1, 2022, amendment of promissory note was entered between the Company and the Note holder. The balance amount of \$66,481 will be paid following the schedule: \$25,000 paid before May 16, 2022, the rest of balance will be paid in six installments.

During the fiscal year ended October 31, 2022, the Company paid \$50,501. During the fiscal ended October 31, 2023, the Company repaid \$10,875. During the six months period ended April 30, 2024, the Company repaid \$3,475. The outstanding balance at April 30, 2024 was \$1,630 (October 31, 2023 - \$5,105).

(6) Lender 5

On November 5, 2018, the Company borrowed \$15,000 from a third party. The \$15,000 is evidenced by an unsecured promissory note bearing interest as a fixed payment of \$375 at maturity, due and payable on or before March 31, 2020. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company’s common stock at a conversion rate of \$0.03 per share. There is no beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, “Debt with Conversion and Other Options”. \$9,750 was repaid before fiscal year 2020. The outstanding balance at September 22, 2021 amounted to \$5,605.

On September 22, 2021, Lender 8 assigned a promissory note to Lender 5, in the amount of \$10,460.

On September 28, 2021, the balance of \$5,605 and the balance of \$10,460 was combined to a new amended non-interest-bearing convertible note in the total amount of \$16,065 due on demand and convertible at \$0.02 per share.

We recorded \$16,065 as a result of the beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, “Debt with Conversion and Other Options”.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 7 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)

(6) Lender 5 (continued)

On October 28, 2021, the Company borrowed an additional \$200,000 from the same lender. The \$200,000 is evidenced by an unsecured convertible note bearing interest rate at 5% per annum for a period of 12 months. The holder has the right to convert any or all of the outstanding principal into shares of the Company's common stock at a conversion rate of \$0.60 per share. There is no beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options".

Further, On October 15, 2022, the Company entered into a promissory note with a third party, in the principal amount of \$15,000. Under the terms of the note, interest was a fixed payment of \$500 due and payable on or before maturity, April 30, 2023. If the balance outstanding is not paid on or before maturity, the term of the loan would be extended, and interest would accrue at a rate equal to ten percent (10%) per annum.

The Company accrued interest of \$2,466 and \$4,987 for the three and six months ended April 30, 2024, respectively, per the terms of these convertible notes. The Company accrued interest of \$2,429 and \$4,959 for the three and six months ended April 30, 2023, respectively, per the terms of these convertible notes.

The Company accrued interest of \$296 and \$598 during the three and six months ended April 30, 2024, respectively, per the terms of these promissory notes. The Company accrued interest of \$200 and \$475 for the three and six months ended April 30, 2023, respectively, per the terms of these convertible notes.

	April 30, 2024	April 30, 2023
Convertible note:		
Balance, opening	\$ 236,147	\$ 226,147
Addition: accrued interest	4,987	4,959
Balance, ending	<u>\$ 241,134</u>	<u>\$ 231,106</u>
Promissory Note:		
Balance, opening	\$ 16,105	\$ 15,025
Addition: accrued interest	598	475
Balance, ending	<u>\$ 16,703</u>	<u>\$ 15,500</u>

(7) Lender 6

On October 18, 2022, the Company received a loan in the principal amount of \$15,000 from a third party with fixed interest payable of \$1,500 if repaid by March 31, 2023. If the balance was not paid on or before March 31, 2023, interest accrues at a rate of 8% per annum. The Company accrued interest of \$296 and \$599 for the three and six months ended April 30, 2024, respectively, and the Company accrued interest of \$635 and \$1,463 for the three and six months ended April 30 2023, respectively, per the terms of the loan.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 17,203	\$ 15,136
Addition: accrued interest	599	1,463
Balance, end	<u>\$ 17,802</u>	<u>\$ 16,599</u>

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 7 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)

(8) Lender 7

On February 24, 2021, the Company borrowed \$50,000 from a third party. The principal balance of \$50,000 was due on or before May 31, 2021, along with 150,000 restricted shares of the Company's common stock as additional compensation. The shares were issued on March 31, 2021. If the principal balance outstanding is not paid on or before May 31, 2021, interest accrues at a rate equal to six percent (6%) per annum. Interest shall be paid quarterly on the outstanding principal beginning on June 1, 2021, with the first payment due on August 31, 2021. The Company valued the 150,000 shares at the closing price of the Company's stock as traded on the OTCMarkets on the date of issuance and recorded stock-based compensation of \$19,455. The Company repaid a portion of the principal in the amount of \$7,500 during the fiscal year ended October 31, 2022.

The Company accrued interest of \$628 and \$1,271 for the three and six months ended April 30, 2024, respectively, per the terms of the loan. The Company accrued interest of \$621 and \$1,264 for the three and six months ended April 30, 2023, respectively, per the terms of the loan.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 49,007	\$ 46,457
Addition: accrued interest	1,271	1,264
Balance, ending	\$ 50,278	\$ 47,721

(9) Lender 8

On February 24, 2021, the Company borrowed \$50,000 from a third party. The principal balance of \$50,000 is due on or before May 31, 2021, along with 150,000 restricted shares of the Company's common stock as additional compensation. The shares were issued on March 31, 2021. If the principal balance outstanding was not paid on or before May 31, 2021, interest accrues at a rate equal to six percent (6%) per annum. Interest shall be paid quarterly on the outstanding principal beginning on June 1, 2021, with the first payment due on August 31, 2021. The Company valued the 150,000 shares at the closing price of the Company's stock as traded on the OTCMarkets on the date of issuance and recorded stock-based compensation of \$19,455. As per the terms of the agreement, the Company accrued interest of \$740 and \$1,496 for the three and six months ended April 30, 2024, respectively. The Company accrued interest of \$732 and \$1,488 for each of the three and six months ended April 30, 2023, respectively. As of April 30, 2024 the note remains unpaid and is in default.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 57,257	\$ 54,257
Addition: accrued interest	1,496	1,488
Balance, ending	\$ 58,753	\$ 55,745

(10) Lender 9

On September 30, 2021, the Company borrowed \$500,000 from a third party. The \$500,000 is evidenced by an unsecured convertible note bearing interest rate at 5% per annum for a period of 12 months. The holder has the right to convert any or all of the outstanding principal into shares of the Company's common stock at a conversion rate of \$0.50 per share. There is no beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options". As per the terms of the agreement, the Company accrued interest of \$6,885 and \$13,186 for the three months and six month ended April 30, 2024, respectively. The Company accrued interest of \$6,096 and \$12,397 for the three months and six month ended April 30, 2023, respectively.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 7 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)

(10) Lender 9 (continued)

As of April 24, 2024, the principal amount of the debt stands at \$500,000 with accrued interest up to and including April 30, 2024, of \$65,309. Total principal and interest of \$565,309 converted into a total of 1,132,000 shares of common stock at a conversion rate of \$0.50 per share.

	April 30, 2024	April 30, 2023
Balance, opening	\$ 552,123	\$ 527,123
Addition: accrued interest	13,186	12,397
Notice of conversion - principal	(500,000)	-
Notice of conversion – accrued interest payable	(65,309)	-
Balance, ending	<u>\$ -</u>	<u>\$ 539,520</u>

(11) Lender 10

On December 29, 2023, the Company entered into a Bridge Loan Agreement with Ark Capital, Inc. (the “Ark”) for a short-term loan of \$10,000 (the “Loan”). Under the terms of the agreement the Company will repay the Loan by January 29, 2024 including flat 10% interest of \$1,000. The Loan is secured by 1,000,000 shares of the Company’s unregistered, restricted common stock, which shares shall only be issued if upon ten (10) days following the maturity date of the Loan the Loan balance remains unpaid. On January 29, 2024, the Company entered into a settlement agreement with Ark. Under the agreement, Ark forgave the debt of \$10,000 principal amount and \$1,000 interest accrued. In consideration of the forgiveness, 1,000,000 shares of common stock were required to be issued with an effective date of January 29, 2024. The Company recorded a loss on extinguishment in the amount of \$12,000.

	April 30, 2024	April 30, 2023
Balance, opening	\$ -	\$ -
Addition: principal	10,000	-
Addition: accrued interest	1,000	-
Principal and accrued interest waived	(11,000)	-
Balance, ending	<u>\$ -</u>	<u>\$ -</u>

NOTE 8 - RELATED PARTY TRANSACTIONS

(1) Employment agreement with President Roger Janssen

Effective November 23, 2013, the Company entered into an employment agreement with its President and sole director of the Company, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of \$15,000 a month over the six-year term of the agreement. At the sole discretion of the board of directors, Mr. Janssen may be granted performance bonuses and may also participate in any incentive plans that the Company may establish. In addition, Mr. Janssen received 30,000,000 shares of the Company’s restricted common stock as a signing bonus. The shares were valued at \$4,800,000 based upon the trading price of the shares on the date of grant. Officer’s compensation for the year ended October 31, 2014 amounted to \$4,887,449 including the indicated stock-based compensation of \$4,800,000. Effective May 1, 2017 the Company amended the employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of \$8,000 a month. On September 1, 2017 Mr. Janssen represented and agreed to waive and forgive accrued compensation of \$397,305 effective as of May 1, 2017. The Company recorded a gain \$397,305 on the debt extinguishment.

Accrued compensation due to Mr. Janssen as of April 30, 2024, totaled \$731,837 (October 31, 2023 - \$683,837), which is included in the balance of Payables – related parties as reflected in the accompanying balance sheet.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 8 - RELATED PARTY TRANSACTIONS (continued)

(2) Convertible note with President Roger Janssen

On December 18, 2013, the Company purchased certain equipment relating to its 3D metal printing operation from Mr. Janssen for \$500,000. The \$500,000 was evidenced by a promissory note assessing interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the principal balance and any unpaid accrued interest was fully due and payable on December 15, 2018. Mr. Janssen has the right to convert any outstanding principal and accrued interest into restricted shares of the of the Company's common stock at a conversion price of \$0.50 per share. The balance due Mr. Janssen at April 30, 2017 totaled \$528,366 (October 31, 2016 - \$524,095) of which the accrued interest of \$28,366 was classified as accounts payable and the \$500,000 was classified as a long-term liability. On September 1, 2017, Mr. Janssen agreed to waive and forgive (1) \$250,000 of principal related to equipment acquisition by 3DX in a prior period; (2) accumulated accrued interest of \$28,366 effective as of April 30, 2017. The waiver and release were effective as of May 1, 2017. The Company recorded a gain of \$278,366 as debt settlement in respect of the aforementioned waiver and release.

As per the terms of the agreement, the Company accrued interest of \$1,129 and \$2,279 for the three and six months ended April 30, 2024, respectively. The Company accrued interest of \$1,098 and \$2,229 for the three and six months ended April 30, 2023, respectively. During the six months ended April 30, 2024, the Company paid \$4,660 against interest payable. The balance due Mr. Janssen at April 30, 2024 totaled \$267,002 (October 31, 2023 - \$269,383) of which the accrued interest of \$17,002 (October 31, 2023 - \$19,383) was classified as accounts payable and the \$250,000 was classified as a long-term liability.

NOTE 9 - STOCKHOLDERS' EQUITY

Common Stock

The Company has a total of 175,000,000 shares authorized, \$0.001 par value.

Shares issuance during six months ended April 30, 2023

During the six-month period ended April 30, 2023, the Company issued a total of 125,000 shares of unregistered, restricted common stock for consulting services and recorded stock-based compensation of \$5,650 with respect to the fair market value on the date of the agreement.

During the six-month period ended April 30, 2023, the Company issued a restricted stock award of 15,000 unregistered shares of common stock for services rendered and recorded stock-based compensation of \$678 with respect to the fair market value on the date of issuance.

During the six-month period ended April 30, 2023, the Company issued 300,000 shares of unregistered, restricted common stock as consideration under a consulting agreement whereunder the contractor will review and assess the Company's quality control systems and procedures. The Company and recorded stock-based compensation of \$13,560 with respect to the fair market value on the date of the agreement.

During the six-month period ended April 30, 2023, the Company issued 550,000 shares in respect to a consulting agreement and recorded stock-based compensation of \$20,350 with respect to the fair market value on the date of the agreement. On February 3, 2023, the Company entered into a consulting contract with Chestnut Street Consulting LLC whereunder the firm will act as agent for the Company in respect to business development focused on government contracts. Under the terms of the agreement the Company may issue up to 1,000,000 shares of unregistered, restricted common stock upon reaching certain identified milestones. On March 1, 2023, the Company issued 400,000 shares of unregistered, restricted common stock upon achievement of several milestones under the contract, and recorded stock-based compensation of \$16,800 with respect to the fair market value on the date of issuance.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 9 - STOCKHOLDERS' EQUITY (continued)

Shares issuance during six months ended April 30, 2024

During the three months ended January 31, 2024, the Company issued 1,000,000 shares in respect to a debt settlement agreement with an effective issue date for the shares of January 29, 2024. The shares were valued as of the effective date and are included in our outstanding shares as administratively issued as of the date of this report. (refer: Note 7(11))

During the three months ended April 30, 2024, the Company issued 1,132,000 shares in respect to the notice of conversion from a convertible note holder. (refer: Note 7(10))

On February 5, 2024, the Company entered into a Consulting and Corporate Communications agreement with MJKB Capital ("MJKB") whereunder MJKB will serve as Head of Communications for the Company, shaping the Company's narrative to the public. In consideration for services provided for the period from February 5, 2024 to April 30, 2024 MJKB, or their assigns, shall receive 400,000 shares of the Company's unregistered, restricted common stock valued at \$0.025 per share or \$10,000.

There are a total of 107,545,315 and 105,013,315 shares issued and outstanding, as of April 30, 2024 and October 31, 2023, respectively.

Preferred Stock

The Company has a total of 10,000,000 shares of Preferred Stock, \$0.001 par value authorized, of which a total of 1,000,000 shares were designated as Series A Preferred on May 11, 2021.

The holders of the Series A Preferred Stock shall have the right to vote 51% of the then issued and outstanding common stock or equivalent equity of the Company.

On September 20, 2021, 1,000,000 shares of the Company's Series A convertible preferred was offered and sold to the Company's President, Mr. Roger Janssen, at par value, or \$0.001 per share, for total consideration of \$1,000.

There are a total of 1,000,000 shares of the Company's Series A convertible preferred shares issued and outstanding, as of April 30, 2024 and October 31, 2023.

NOTE 10 - SUBSEQUENT EVENTS

On May 1, 2024, the Company entered into a Consulting and Corporate Communications agreement with MJKB Capital ("MJKB") whereunder MJKB will serve as Head of Communications for the Company, shaping the Company's narrative to the public. In consideration for services provided for the period from May 1, 2024 to July 31, 2024 MJKB, or their assigns, shall receive 750,000 shares of the Company's unregistered, restricted common stock valued at \$0.015 per share or \$11,250.

On May 13, 2024 the Company entered into a convertible promissory note (the "Note") with two lenders (the "Holders") for total gross proceeds of \$150,000. The Note is for a term of 24 months from issue date, bears interest at 10% per annum and requires interest only payments commencing 60 days from receipt of proceeds. The Note and any accrued interest thereon is convertible at the election of the holder into unregistered, restricted shares of the Company's common stock at \$0.05 per share. The Holders each received 60,000 unregistered, restricted shares of common stock on signing of the Note as a loan bonus. In the event the Company is delinquent on any interest payment which is not rectified within 5 days of written notice of default by the Holders, the Company will issue an additional 25,000 shares of the Company's unregistered, restricted common stock to the Holders as compensation for any missed payment. The Note is personally guaranteed by the Company's President, Roger Janssen. On May 14, 2024, the Company issued a cumulative 120,000 shares to the Holders.

3DX INDUSTRIES, INC.
Notes to Unaudited Condensed Financial Statements
For The Six Months Ended April 30, 2024 and 2023

NOTE 10 - SUBSEQUENT EVENTS (continued)

The Company has evaluated subsequent events from the balance sheet date through June 14, 2024 and determined that there are no additional subsequent events to disclose.