

Disclosure Statement Pursuant to the Pink Basic Disclosure



NUTRANOMICS, INC.

A Nevada Corporation
605 PORTLAND AVENUE
GLADSTONE, OREGON
97027
(888) 935-0530
Website: www.nutranomics.com
Email: ir@nutranomics.com
SIC Code: 2020

QUARTERLY REPORT OF

NUTRANOMICS, INC.

FOR THE THREE MONTHS ENDED OCTOBER 31, 2018

As of February 19, 2019, the number of shares outstanding of our Common Stock was:

1,617,303,772.

As of July 31, 2018, the number of shares outstanding of our Common Stock was:

1,300,913,704

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

Yes:

No: (Double-click and select "Default Value" to check)

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

Yes:

No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes:

No:

¹ "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.



TABLE OF CONTENTS

ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSOR.....	3
ITEM 2. SECURITY INFORMATION	3-4
ITEM 3. ISSUANCE HISTORY.....	4-6
ITEM 4. FINANCIAL STATEMENTS.....	7-28
ITEM 5. DESCRIBE THE ISSUER’S BUSINESS, PRODUCTS AND SERVICES.....	29-38
ITEM 6. DESCRIBE THE ISSUER’S FACILITIES.....	38
ITEM 7. OFFICERS, DIRECTORS AND CONTROL PERSONS.....	38
ITEM 9. LEGAL/DISCIPLINE HISTORY	39
ITEM 9. THIRD PARTY PROVIDERS.....	39
ITEM 10. ISSUER CERTIFICATIONS.....	40
ITEM 11. EXHIBITS.....	40

ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS

The exact name of the company is Nutranomics, Inc.

Health Education Corporation d/b/a NutraNomics, (the "Company") was incorporated under the laws of the State of Delaware on February 14, 1996. The Company was originally organized to provide education services, books, cassette tapes and public presentations. The Company utilized several revenue generating tools in order to accomplish this goal including Live Blood Analysis, iridology, bone density screening and other self-help methods. In 1998, the Company changed its incorporation to the State of Utah, the primary place of business. In 2001, the Company created its own line of nutritional products that quickly became its leading revenue source. The Company filed for the d/b/a. of "NutraNomics" in order to fully prepare and utilize the brand name for expansion. In retail outlets and to its clientele, the Company is now known as Nutranomics. The Company sells co-branded supplements direct to the public and to third party health practitioners. The Company maintains multiple trademarks, trade names and patents.

Merger

On September 13, 2013, Buka Ventures, Inc. ("Buka"), a Nevada corporation since March 15, 2007 and Health Education Corporation d/b/a Nutranomics, a Utah corporation ("Nutranomics"), executed and delivered a Share Exchange Agreement (the "Share Agreement") and all required or necessary documentation to complete a merger (collectively, the "Transaction Documents"), whereby Buka became the parent company and Nutranomics became the wholly-owned subsidiary on the closing of the Share Agreement. Prior to the closing of this transaction and pursuant to a certain Share Exchange Agreement dated September 13, 2013, Buka canceled 25,000,000 of its 46,500,000 issued and outstanding common shares and simultaneously issued 25,005,544 shares of its common stock in exchange for 8,994,800 shares of Nutranomics common stock. The merger was treated as a reverse acquisition and a recapitalization of a public company. Accordingly, the historic financial statements of the Company are the historic financial statements of Nutranomics, which was incorporated on January 5, 1998. Buka's name was formally changed to "Nutranomics, Inc." in connection with the transaction. The "Company" hereinafter refers to Nutranomics, Inc., the Nevada parent corporation, or Health Education Corporation d/b/a Nutranomics, the Utah subsidiary corporation, as the context requires (Health Education Corporation d/b/a Nutranomics terminated its legal entity status in Utah on December 31, 2013).

Company Headquarters

Our principal executive and administrative offices are located 609 Portland Avenue, Gladstone, OR 97027 the telephone number is (888) 935-0530.

ITEM 2. SECURITY INFORMATION

Trading symbol: NNRX

CUSIP: 6706H108

Exact title and class of securities outstanding:

As of the period ended October 31, 2018, the capital stock of the company was as follows:

Class: Common stock, \$ 0.001 par value;
Number of shares authorized: 5,000,000,000 shares;
Number of shares outstanding: 1,372,247,037 issued and outstanding; and

As of January 23, 2019 there are 1,617,372,037 common shares outstanding.

Class: Preferred stock, \$0.001par value;
Number of shares authorized: 25,000,000
Number of shares outstanding: 1,000,000

Transfer Agent: Action Stock Transfer, Inc.
2469 E. Fort Union Blvd.
Salt Lake City, UT 81121

Telephone: (801) 274-1088
FAX: (801) 274-1099

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

List any restrictions on the transfer of security:
None.

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

ITEM 3. ISSUANCE HISTORY

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of July 31, 2016	Opening Balance:		*Right-click the rows below and select "Insert" to add rows as needed.						
	Common: 1,081,531,351								
	Preferred: 1,000,000								
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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>9/22/2017</u>	<u>Issuance</u>	<u>107,833,333</u>	<u>Common</u>	<u>.00006</u>	<u>Yes</u>	<u>Vis Vires Group</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>9/26/17</u>	<u>Issuance</u>	<u>46,166,667</u>	<u>Common</u>	<u>.0006</u>	<u>Yes</u>	<u>Vis Vires Group</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/2/18</u>	<u>Issuance</u>	<u>57,500,000</u>	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	<u>Oscaleta Partners LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>7/6/18</u>	<u>Issuance</u>	<u>6,882,353</u>	<u>Common</u>	<u>.00006</u>	<u>Yes</u>	<u>Vis Vires Group</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>8/29/18</u>	<u>Issuance</u>	<u>71,333,333</u>	<u>Common</u>	<u>.00015</u>	<u>Yes</u>	<u>Oscaleta Partners LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>11/27/18</u>	<u>Issuance</u>	<u>99,500,000</u>	<u>Common</u>	<u>.00012</u>	<u>Yes</u>	<u>Oscaleta Partners LLC</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
<u>1/9/19</u>	<u>Issuance</u>	<u>145,625,000</u>	<u>Common</u>	<u>.00012</u>	<u>Yes</u>	<u>Trillium Partners LP</u>	<u>Conversion of note</u>	<u>Unrestricted</u>	<u>Rule 144 4(a)(2)</u>
Shares Outstanding on February 9, 2019:	Ending Balance:								
	Common: 1,617,372,037								
	Preferred: 1,000,000								

C. Debt Securities, Including Promissory and Convertible Notes

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

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	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10/24/17</u>	<u>50,000</u>	<u>50,000</u>	<u>5,096</u>	<u>4/30/18</u>	<u>75% of lowest bid in 20 trading days prior to conversion</u>	<u>Livingston Asset Management</u>	<u>Services</u>
<u>11/1/17</u>	<u>25,000</u>	<u>25,000</u>	<u>2,493</u>	<u>6/30/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>12/1/17</u>	<u>25,000</u>	<u>25,000</u>	<u>2,288</u>	<u>7/31/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>1/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>2,075</u>	<u>8/31/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>2/1/18</u>	<u>25,000</u>	<u>25,200</u>	<u>1,863</u>	<u>9/1/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>2/14/18</u>	<u>1,200</u>	<u>1,200</u>	<u>132</u>	<u>8/30/18</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>
<u>3/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>1,671</u>		<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>3/18/18</u>	<u>20,000</u>	<u>20,000</u>	<u>1,460</u>	<u>3/19/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>4/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>1,459</u>	<u>9/30/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>5/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>1,253</u>	<u>10/31/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>6/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>1,041</u>	<u>11/30/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>6/29/18</u>	<u>2,500</u>	<u>2,500</u>	<u>102</u>	<u>12/29/18</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>
<u>7/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>836</u>	<u>22/30/18</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>7/20/18</u>	<u>3,500</u>	<u>3,500</u>	<u>119</u>	<u>1/21/19</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>
<u>8/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>623</u>	<u>1/31/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>8/15/18</u>	<u>7,500</u>	<u>7,500</u>	<u>190</u>	<u>2/14/19</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>
<u>9/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>411</u>	<u>2/28/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>9/5/18</u>	<u>5,500</u>	<u>5,500</u>	<u>101</u>	<u>3/4/19</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>
<u>9/17/18</u>	<u>3,500</u>	<u>3,500</u>	<u>51</u>	<u>3/16/19</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>

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	Reason for Issuance (e.g. Loan, Services, etc.)
<u>10/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>205</u>	<u>3/31/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>10/5/18</u>	<u>4,000</u>	<u>4,000</u>	<u>34</u>	<u>4/5/49</u>	<u>Lowest of 75% of issuance day price or 50% lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Loan</u>
<u>10/15/18</u>	<u>10,000</u>	<u>10,000</u>	<u>44</u>	<u>10/15/20</u>	<u>Stock price day prior to conversion</u>	<u>Dickson</u>	<u>Loan</u>
<u>11/1/18</u>	<u>25,000</u>	<u>25,000</u>		<u>4/30/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>12/1/19</u>	<u>25,000</u>	<u>25,000</u>		<u>5/31/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>12/19/18</u>	<u>20,000</u>	<u>20,000</u>		<u>12/20/20</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Michael Doron</u>	<u>Loan</u>
<u>1/1/19</u>	<u>25,000</u>	<u>25,000</u>		<u>6/30/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>
<u>2/1/19</u>	<u>25,000</u>	<u>25,000</u>		<u>7/31/19</u>	<u>50% discount of lowest bid price in 20 days prior to conversion</u>	<u>Oscaleta Partners LLC</u>	<u>Services</u>

Note: Accrued interest calculated through October 31, 2018, notes issued subsequent to that date have not been included in calculated interest nor in the financial statements included in this report.

THE SECURITIES ISSUED ABOVE WERE ISSUED PURSUANT TO EXEMPTIONS FROM REGISTRATION REQUIREMENTS RELYING ON SECTION 4(A)(2) OF THE SECURITIES ACT OF 1933 AND UPON RULE 506 OF REGULATION D OF THE SECURITIES ACT OF 1933 AS THERE WAS NO GENERAL SOLICITATION, AND THE TRANSACTIONS DID NOT INVOLVE A PUBLIC OFFERING. THE HOLDERS PROVIDED LEGAL OPINIONS PURSUANT TO RULE 144 PROMULGATED UNDER SECTION 4(A)(1) OF THE SECURITIES ACT AND RULE 144.

ITEM 4. FINANCIAL STATEMENTS

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

- U.S. GAAP
 IFRS

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	October 31, 2017	July 31, 2018
CURRENT ASSETS		
Cash and cash equivalents	\$ 3,193	\$ 609
Accounts receivable, related party	41,146	19,858
Prepaid expenses	49,000	49,000
Other current assets	-	23,267
Inventory	<u>25,674</u>	<u>27,554</u>
Total Current Assets	119,013	120,288
INTANGIBLES, net	3,703	3,703
OTHER ASSETS		
Rent deposit	-	-
Total Assets	<u>\$ 122,716</u>	<u>\$ 123,991</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 1,440,597	\$ 1,447,597
Lines of credit	33,429	33,429
Convertible notes payable-current portion net of discount	1,729,286	1,596,448
Loans & Notes payable	593,180	583,181
Note Derivative Liability	514,616	445,790
Warrant Liability	90,703	90,703
Related party payable	-	-
Legal Reserves	386,271	386,271
Unearned Revenue	<u>25,896</u>	<u>222</u>
Total Current Liabilities	4,813,978	4,583,631
Total Liabilities	<u>4,813,978</u>	<u>4,583,631</u>
STOCKHOLDERS' DEFICIT		
Preferred stock; par value of \$.001, 25,000,000 shares authorized; 1,000,000 and 0 shares issued and outstanding at Jan 31, 2016 and July 31, 2015, respectively	1,000	1,000
Common stock; par value of \$.001, 5,000,000,000 shares authorized; 1,372,247,037 and 1,300,913,704 shares issued and outstanding at Oct. 31, and July 31, 2018, respectively	1,372,244	1,300,911
Additional paid in capital	3,361,197	3,421,830
Accumulated deficit	(9,425,703)	(9,183,391)
Total Stockholders' Deficit	(4,691,262)	(4,459,650)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 122,716</u>	<u>\$ 123,991</u>

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

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended October 31,	
	2018	2017
REVENUES	\$ 29,682	\$ 11,550
COST OF SALES	8,393	1,539
	21,289	10,011
OPERATING EXPENSES		
General and administrative	501	5,028
Advertising and marketing	4,000	27,350
Professional fees	83,695	383
Salaries and wages	7,500	41,590
Total Operating Expenses	95,696	74,351
OPERATING (LOSS)	(74,407)	(64,340)
OTHER INCOME (EXPENSE)		
Other losses	(50,821)	-
Change in Fair Value of Derivative	(18,930)	-
Interest expense	(98,155)	(43,903)
Total Other Income (Expense)	(167,905)	(43,903)
NET (LOSS) BEFORE INCOME TAXES	(242,312)	(108,243)
Provision for income taxes	-	-
NET (LOSS)	\$ (242,312)	\$ (108,243)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.0002)	\$ (0.0001)
WEIGHTED AVERAGE NUMBER		
OF SHARES OUTSTANDING – Basic and Diluted	1,350,298,319	1,145,886,662

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

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED OCTOBER 31, 2018 AND 2017
(UNAUDITED)

For the Three Months ended October 31, 2018

	<u>Preferred Stock</u>		<u>Common Stock</u>		Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' (Deficit)
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balance, July 31, 2018	1,000,000	\$ 1,000	1,300,913,704	\$ 1,300,911	\$ 3,421,830	\$ (9,183,391)	\$ -	\$ (4,459,650)
Share issued for convertible notes	-	-	71,333,333	71,333	(60,633)	-	-	10,700
Net loss for the period ended October 31, 2017	-	-	-	-	-	(242,312)	-	(242,312)
Balance, October 31, 2018	1,000,000	\$ 1,000	1,372,247,037	\$ 1,372,244	\$ 3,361,197	(9,425,703)	-	(4,691,262)

For the Three Months ended October 31, 2017

	<u>Preferred Stock</u>		<u>Common Stock</u>		Additional Paid in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' (Deficit)
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balance, July 31, 2017	1,000,000	\$ 1,000	1,081,531,351	\$ 1,081,529	\$ 3,627,867	\$ (8,431,880)	\$ -	\$ (3,721,484)
Shares issued for convertible notes	-	-	155,000,000	155,000	(145,700)	-	-	9,300
Net loss for the period ended October 31, 2017	-	-	-	-	-	(108,243)	-	(108,243)
Balance, October 31, 2017	1,000,000	\$ 1,000	1,236,531,351	\$ 1,236,529	\$ 3,482,167	(8,540,123)	-	(3,820,427)

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

NUTRANOMICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended Oct 31,	
	2018	2017
OPERATING ACTIVITIES		
Net (Loss)	\$ (242,312)	\$ (108,243)
Adjustments to reconcile net (loss) to net cash used from operating activities:		
Amortization of convertible note premiums	97,125	16,667
Amortization of debt discount	1,029	-
Notes issued for professional fees	75,000	-
Derivative expense	18,930	-
Impairment expense	49,539	-
Changes in operating assets and liabilities:		
Accounts Receivable	(21,288)	(9,000)
Prepaid Expenses	-	(50,000)
Other Current Assets	-	(30,038)
Inventory	1,880	969
Deferred revenue	-	-
Accounts payable and accrued expenses	(7,000)	52,313
Net Cash (Used) From Operating Activities	(27,097)	(127,332)
INVESTING ACTIVITIES		
Warehouse Rent Deposit	-	-
Net Cash (Used) Investing Activities	-	-
FINANCING ACTIVITIES		
Proceeds from Restormer advances	-	125,000
Proceeds from convertible debt	19,681	50,000
Proceeds (Repayments) of loan/notes payable	10,000	5,335
Net Cash provided by Financing Activities	29,681	180,335
Net Increase (Decrease) in Cash and Cash Equivalents	2,584	53,003
Cash and Cash Equivalents, Beginning of Period	609	2,245
Cash and Cash Equivalents, End of Period	\$ 3,193	\$ 55,248
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for:		
Interest	\$ -	\$ 5,075
Non-cash Investing and Financing activities:		
Common stock for conversion of convertible note principal	\$ 9,600	\$ -
Debt Discount	\$ -	\$ 5,740
Reclassification of debt premium to derivative liabilities	\$ 20,000	\$ -

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

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

NOTE 1- NATURE OF OPERATIONS

Corporate History

Health Education Corporation d/b/a NutraNomics, (the "Company") was incorporated under the laws of the State of Delaware on February 14, 1996. The Company was originally organized to provide education services, books, cassette tapes and public presentations. The Company utilized several revenue generating tools in order to accomplish this goal including Live Blood Analysis, iridology, bone density screening and other self-help methods. In 1998, the Company changed its incorporation to the State of Utah, the primary place of business. In 2001, the Company created its own line of nutritional products that quickly became its leading revenue source. The Company filed for the d/b/a. of "NutraNomics" in order to fully prepare and utilize the brand name for expansion. In retail outlets and to its clientele, the Company is now known as Nutranomics. The Company sells co-branded supplements direct to the public and to third party health practitioners. The Company maintains multiple trademarks, trade names and patents.

Merger

On September 13, 2013, Buka Ventures, Inc. ("Buka"), a Nevada corporation since March 15, 2007 and Health Education Corporation d/b/a Nutranomics, a Utah corporation ("Nutranomics"), executed and delivered a Share Exchange Agreement (the "Share Agreement") and all required or necessary documentation to complete a merger (collectively, the "Transaction Documents"), whereby Buka became the parent company and Nutranomics became the wholly-owned subsidiary on the closing of the Share Agreement. Prior to the closing of this transaction and pursuant to a certain Share Exchange Agreement dated September 13, 2013, Buka canceled 25,000,000 of its 46,500,000 issued and outstanding common shares and simultaneously issued 25,005,544 shares of its common stock in exchange for 8,994,800 shares of Nutranomics common stock. The merger was treated as a reverse acquisition and a recapitalization of a public company. Accordingly, the historic financial statements of the Company are the historic financial statements of Nutranomics, which was incorporated on January 5, 1998. Buka's name was formally changed to "Nutranomics, Inc." in connection with the transaction. The "Company" hereinafter refers to Nutranomics, Inc., the Nevada parent corporation, or Health Education Corporation d/b/a Nutranomics, the Utah subsidiary corporation, as the context requires (Health Education Corporation d/b/a Nutranomics terminated its legal entity status in Utah on December 31, 2013).

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

Loss per Share

Basic loss per share ("EPS") is computed by dividing net loss (the numerator) by the weighted-average number of common shares outstanding for the period (the denominator). Diluted EPS is computed by dividing net loss by the weighted-average number of common shares and potential common shares outstanding (if dilutive) during each period. Potential common shares include common shares to be issued related to convertible debentures.

As the Company has incurred losses for the three months ended October 31, 2018 and 2017, the potentially dilutive shares are anti-dilutive and are thus not added into the loss per share calculations.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

Going Concern

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has generally had net losses after consideration of income taxes. Further, the Company has negative working capital and insufficient cash flows from operation as of October 31, 2018, and does not have the requisite liquidity to pay its current obligations. These factors, among others, raise substantial doubt about its ability to continue as a going concern. Management will seek to increase revenues and reduce costs, while raising capital through the sale of its stock. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") requires 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 revenue and expenses during the reporting period. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ from those estimates.

Inventory

Inventory is valued at lower of cost or market using first-in-first out cost flows. Inventory is periodically reviewed for obsolescence and other impairment with adjustments taken to cost of sales or period costs based on the nature of the impairment.

Derivative Liabilities

In connection with the private placement of certain convertible notes beginning in January 2014, the Company became contingently obligated to issue shares of common stock in lieu of cash to liquidate the notes. The Company values these convertible notes payable using the multinomial lattice method that values the derivative liability within the notes based on a probability weighted discounted cash flow model. The resulting liability is valued at each reporting date and the change in the liability is reflected as change in derivative liability in the statement of operations with except as noted at Footnote 9.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the Note date with a charge to interest expense in accordance with ASC 480 - "Distinguishing Liabilities from Equity".

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

Revenue Recognition

Our revenue is derived from wholesale bulk products, retail products sold to individuals and resellers, and revenue derived from educational services.

Effective October 1, 2018, the Company adopted Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers, which is effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company’s initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606. The Company defers recognition of revenue until the performance obligation is fulfilled. Fulfillment is triggered by shipment of the related product to the contracted customer. Allowances for returns and retail incentives are deducted from the revenue to be recognized.

The Company also recognizes revenues from the distribution of its product through trade partners. Related revenues consist of product costs, distribution fees, testing and labeling costs, as well as any associated administrative fees. The Company recognizes these revenues after the product has been shipped from the outsource manufacturer to the trade partner. The Company has contractual obligation to pay the outsource manufacturers, and as a principal in these arrangements the Company includes the total product price as revenue in accordance with applicable accounting guidance. The Company has separately negotiated contractual relationships with its trade partners, and under contracts with these trade partners the Company assumes the credit risk of product produced by the outsource manufacturer and dispensed to the trade partner.

Cost of Sales

The Company includes product costs (i.e. material, direct labor and overhead costs), shipping and handling expense, insurance on inventory, production-related depreciation expense and product license agreement expense in cost of sales.

Net Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. As of October 31, 2018, 147,500,000 warrants were outstanding and exercisable into 147,500,000 common shares. As of October 31, 2018, the outstanding principal balance, including accrued interest of the convertible debt, totaled \$1,878,916 and was convertible into 6,602,238,808 shares of common stock. It should be noted that contractually the limitations on these notes and warrants limit the number of shares converted to 1,698,326,800. The total dilutive potential shares of 6,749,738,808 exceed the number of common shares authorized and unissued.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

NOTE 3 – COMMIMENTS, CONTINGENCIES AND LEGAL MATTERS

From time to time, the Company may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below, we are currently not aware of any such pending or threatened legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

On June 17, 2013, the Company's subsidiary, Health Education Corporation ("Health Education"), served a complaint on Ignite Naturals, Inc., a customer ("Ignite"), for breach of contract and failure to pay amounts owed by Ignite for its purchase orders with Health Education, and seeking general damages of \$146,353.

Ignite subsequently removed the case from Utah state court to federal district court, and filed an Answer and Counterclaim, which the Company answered on September 9, 2013. Ignite's counsel subsequently withdrew from the case, the court ordered Defendant to have new counsel appear within 21 days, and on November 18, 2013, the court entered an order demanding the Defendant to, within 14 days of the order, show cause why sanctions against Defendant should not be imposed for failure to appoint counsel. On December 10, 2013, for Defendant's failure to appear at the initial pretrial conference or show cause why sanctions against Defendant were not appropriate, the court entered an order imposing terminating sanctions on Defendant and directing the court clerk to enter judgment in favor of Health Education for \$146,353. On December 12, 2013, the court entered judgment in favor of Health Education against Ignite for \$146,353. As of October 31, 2018, there has been no significant efforts from the Company to seek enforcement of the judgement.

On March 20, 2014, the Company's subsidiary, Health Education Corporation ("Health Education"), was served a copy of a complaint filed by EpicEra Incorporated ("Epic") in the Utah Third Judicial District Court for the return of a \$100,000 deposit paid by Epic to Health Education for the supply of nutritional products. On April 16, 2014, Health Education answered the Complaint and filed a counterclaim against Epic and third-party claims against eCosway USA, Inc. ("eCosway," which is Epic's owner), and its principals, for breach of a non-disclosure and non-circumvention agreement, unjust enrichment, fraud, and fraudulent nondisclosure. Health Education's claims alleged that (1) eCosway and its principals have defrauded Health Education and engaged in a scheme of corporate espionage to misappropriate Health Education's proprietary information and trade secrets to launch their new multilevel marketing company, Epic; (2) under the fraudulent guise of partnering with Health Education to have Health Education formulate and produce the health products to be sold by Epic's distributors, eCosway and its principals signed a non-disclosure and non-circumvention agreement that they had no intention of honoring in order to gain access to Health Education's proprietary information so that they could steal that information and use it for their own benefit; (3) Health Education relied upon the non-disclosure and non-circumvention agreement and misrepresentations of Epic, eCosway, and its principals, and disclosed the proprietary information and formulations, which Epic then appropriated as its own. Health Education's claims request general damages as well as punitive damages. On May 6, 2015, fact discovery concluded, and expert discovery has also concluded. Epic filed a motion for summary judgment on or about June 2, 2015, Health Education opposed the motion on or about June 19, 2015, and a hearing was scheduled for September 9, 2015. After receiving arguments, the court ruled that EpicEra's motion for summary judgment was denied in part and granted in part, ordering that the case would be tried regarding whether Nutranomics was entitled to offset the Epic deposit by purchases it made and labor it used in performing on the purchase order with EpicEra, and as to the breach of contract claim filed by Nutranomics against EpicEra for not fulfilling the purchase order agreement, while Nutranomics's claims against eCosway and Glenn Jensen for Breach of the Non-Disclosure and Non-Circumvention agreement were dismissed based on insufficient proof of damages. On September 30, 2015, Wrona, Gordon & DuBois withdrew as counsel for Nutranomics. On November 21, 2015, the Company obtained the counsel of TR Spencer and Associates, LLP, which represented the Company at a pretrial conference on November 25, 2015. The trial was scheduled for January 27, 2015 and a judgement was sought by the plaintiff. As of October 31, 2018 the Company has not received any further court approved actions on this matter.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On April 19, 2016 a judgement against the Company was executed by EpicEra and eCosway seeking to satisfy their claims. Two of the Company's banks were served with Continuing Writs of Garnishment totaling \$188,202 plus accrued interest under the Utah court's summary judgement. On or about May 4, 2016 the Company entered into a settlement agreement with the plaintiffs for payment of \$190,000. Subsequently the Company defaulted under the terms of the agreement. The Company recognized the remaining liability of \$175,000 in its Legal Reserve as of October 31, 2016. As of October 31, 2018 the Company has not received any further court approved actions on this matter.

On January 16, 2015, the Company was served a copy of a complaint filed by NHK Laboratories, Inc., in the Superior Court of California, County of Los Angeles, arising out of an alleged breach of contract by the Company and seeking \$79,770 in principal, plus interest and attorney fees. On January 8, 2016 the plaintiff dismissed the action as NHK and the Company began negotiated a settlement agreement.

On April 19, 2016 NHK filed an action in California court for the breach of the settlement agreement. The Company paid the installments due in February and March 2016, however due to liquidity issues the Company was not able to continue the installment payments. The Company has recognized the liability of \$65,561 in its Legal Reserves as of October 31, 2016. As of October 31, 2018 the Company has not received any further court approved actions on this matter.

On June 24, 2015, KBM Worldwide, Inc. and Vis Vires Group, Inc., two of the Company's creditors, sent the Company notices of default for the Company's failure to comply with the reporting requirements of the Exchange Act. The Company has taken appropriate reserves for any eventual default penalties.

On or about October 16, 2015, the Company's subsidiary, Health Education Corporation ("Health Education"), and our founder and director, Tracy Gibbs ("Gibbs"), were served a copy of a complaint filed by KeyBank in the Utah Third Judicial District Court for breach of contract of a loan made by KeyBank to Health Education and guaranteed by Gibbs (the "Loan"). The Loan was entered into on or August 28, 2012, and KeyBank alleged that it was owed outstanding principal of approximately \$173,371, with additional amounts due for accrued interest, late fees, and attorney fees. Health Education negotiated a repayment plan with KeyBank, entering into a forbearance agreement on or about November 9, 2015, with an effective date of November 5, 2015, pursuant to which Health Education would immediately pay KeyBank \$25,578, interest only of approximately \$914 on December 1, 2015, and the full amount due under the loan documents, or approximately \$156,507 on or before December 31, 2015, with both Health Education and Gibbs signing confessions of judgment to be filed by KeyBank if the agreed amounts were not paid. On or about November 10, 2015, the Company signed a new loan forbearance agreement with KeyBank, requiring the immediate payment of \$25,578, including interest of \$940 and \$2,000 in legal fees, in which, KeyBank agreed to allow Nutranomics to pay interest only on the loan in December and with a balloon payment of all principal and interest due in January 2016. As of October 31, 2018 the Company has not received any further court approved actions on this matter.

In April 2016 KeyBank asserted their claim (thereby superseding the EpicEra claim above) as set forth in the Company's confession of judgement dated October 16, 2015 and the secured note executed August 2013 related to the credit facility entered into on August 28, 2012. Certain inventory and other assets were subsequently seized and auctioned in partial settlement of the judgement. The execution of this judgement led to the default under the NHK and Epicera/eCosway claims above. KeyBank is no longer pursuing the Company as it is pursuing the guarantors of the original SBA obligation. The Company will retain the current liability of \$42,174 recorded on the balance sheet at July 31, 2016 until a release is obtained from KeyBank. As of October 31, 2018 the Company has not received any further court approved actions on this matter.

On March 17, 2016 the Company filed form NT 10-Q with the SEC providing notification that the form 10 Q for the period ended January 31, 2016 was delayed.

Due to failure to file required quarterly reports with the SEC some holders of convertible notes may assert technical default penalties on the amounts owed. Additionally, several notes have matured as of July 31, 2016. Management has made provisions for expected default penalties through legal reserves and application of default interest rates totaling approximately \$60,000 of additional accrued interest and principal.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

In March 2017 the Company received a letter from an attorney representing Enzymology Research Center, Inc. a former vendor seeking payment for outstanding invoices totaling \$25,545. The vendor's legal counsel obtained a summary judgement for \$25,545 in Oregon court against a related party. The related party was not involved with transactions underlying the suit and related judgement and is seeking to have the judgement dismissed. As of October 31, 2018 the Company has not received any further court approved actions on this matter.

Management of the Company has conducted a diligent search and concluded that, other than as disclosed herein, there were no commitments, contingencies, or legal matters pending at the balance sheet dates that have not been disclosed.

NOTE 3 – ACCOUNTS RECEIVABLE

Accounts Receivable consists of amounts billed to wholesale and retail customers for bulk and ready-to-use nutrients and supplements. Wholesale terms vary by customer and may include consignment type arrangements. All product sales including those paid by credit card are recorded as sales when invoiced. Credit card payments are generally processed and automatically deposited within 3 business days of invoicing. Allowances for uncollectable amounts are reviewed monthly and adjustments are reflected in the period in which such allowances change. All sales are processed by a third party fulfillment center for the affiliated sales and marketing agent. No allowance for uncollectable amounts was deemed necessary at October 31, 2018.

NOTE 4 – PREPAID EXPENSES OTHER ASSETS

Prepaid expenses were recorded for services to be rendered in conjunction with management's project to improve financial and operational structure; a note was issued and recorded as payment for these services. Deposits with vendors include inventory being manufactured under contract, there were no such arrangements at October 31, 2018.

	<u>July 31, 2018</u>	<u>July 31, 2018</u>
	\$	\$
Prepaid Expenses	49,000	49,000
Deposits with Vendors	-	<u>23,267</u>
Total Other Assets	<u>\$ 49,000</u>	<u>\$ 72,267</u>

NOTE 5 - INVENTORY

Inventory consists of bulk and packaged raw materials, work-in-process (mostly custom formulations), finished goods as well as bottling, labeling and packaging supplies. Most inventory is physically located in the Company warehouse or with third party formulation vendors. Inventory is periodically reviewed for impairment and adjusted to reflect lower of cost or market values. During three months ended October 31, 2018, the Company recognized impairments identified and expensed items that were past sell by dates and obsolete packaging materials. Inventory previously unrecognized was reclassified as inventory at fulfillment partners.

	<u>October 31, 2018</u>	<u>July 31, 2018</u>
Finished Goods	\$ -	\$ 25,234
Inventory with fulfillment partners	25,673	-
Raw Materials	-	<u>2,636</u>
Total Inventory	<u>\$ 25,673</u>	<u>\$ 27,870</u>

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

NOTE 5 – LEASES

The Company has no lease commitment at October 31, 2018.

NOTE 6 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts Payable and Accrued Expenses at October 31, 2018 and July 31, 2018 represent the following:

	<u>October 31, 2018</u>	<u>July 31, 2018</u>
Accounts Payable	\$ 688,734	\$ 695,735
Accrued Interest	475,190	\$ 475,190
Other Accrued Expenses	224,509	224,509
Credit Cards Payable	<u>52,164</u>	<u>52,164</u>
Total	\$ <u>1,440,597</u>	\$ <u>1,440,597</u>

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

NOTE 7 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable consisted of the following:

	October 31, 2018	July 31, 2018
Principal – Convertible notes issued prior to July 2016	\$ 984,137	\$ 984,137
Principal – Convertible notes issued since July 2016	410,225	334,325
Premiums – Convertible notes issued since July 2016	342,125	278,333
Unamortized discounts – Convertible notes issued since July 2016	(17,200)	(347)
Total – Convertible notes payable, net	\$ 1,729,287	\$ 1,596,648

Legacy Notes Issued Prior to Restructuring – September 2013 to July 2016

On September 27, 2013, the Company issued a convertible note to an unrelated party for \$250,000 that matures in September 27, 2015. The note bears an interest rate of 10% per annum with a floor of \$.005 per share, and principal is convertible at any time after September 27, 2013 in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at October 31, 2018, was \$250,000.

On October 18, 2013, the Company issued a convertible note to an unrelated party for \$125,000 that matures in October 18, 2015. The note bears an interest rate of 10% per annum with a floor of \$.005 per share, and principal is convertible at any time after October 18, 2013 in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at the maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at October 31, 2018, was \$68,850.

On November 22, 2013, the Company issued a convertible note to an unrelated party for \$150,000 that matures in November 22, 2015. The note bears an interest rate of 10% per annum with a floor of \$.005 per share, and principal is convertible at any time after November 22, 2013 in part or in whole into shares of the Company's common stock using the average closing prices for five trading days directly preceding the conversion date. Interest is not convertible and is due upon conversion or at the maturity date. Evolution Capital Partners, LLC, acquired the note through an assignment in December 2015. The unconverted balance at October 31, 2018, was \$150,000.

On April 30, 2014, the Company entered into a convertible promissory note with KBM Worldwide, Inc. ("KBM") a New York corporation for an 8% convertible promissory note with an aggregate principal amount of \$63,000 which together with any unpaid accrued interest is due on February 2, 2015. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as 58% of the Market Price, which means the average of the lowest three Trading Prices (defined as the closing bid prices) during the three trading day period ending on the last complete trading day prior to the conversion date with a floor of \$.00005 as stated in the conversion feature. In May 2014, the Company received cash in the amount of \$42,500, with the remaining \$17,500 being used for legal fees. The Company analyzed the note on the issuance date on April 30, 2014. The Company determined that the variable conversion price and the floor exceeding the authorized number of shares results in the need for bifurcation into a separate derivative liability valued at fair market value. On April 30, 2014, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$56,591 and a discount on the note of \$56,591. On June 6, 2015, KBM Worldwide issued a Notice of Default, which resulted in the principle due being increased to 150% of the principal balance due to the Company's filing its quarterly SEC report after the filing deadline, and the loan balance increased by \$25,055 to \$75,165. The unconverted balance of the note at October 31, 2018, was \$24,590.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On December 2, 2014, the Company entered into a collateralized secured convertible promissory note with LG Capital Funding, LLC ("LG"), a New York limited liability company, for an 8% convertible promissory note with an aggregate principal amount of \$73,500, which together with any unpaid accrued interest is due on December 2, 2015. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as 58% of the average of the lowest three closing bid prices during the ten trading day period ending on the conversion date. This note was funded on December 10, 2014, when the Company received cash in the amount of \$70,000, with the remaining \$3,500 being used for LG's legal and other origination expenses. On December 2, 2014, the Company also entered into a second \$73,500 convertible promissory note with LG on the same terms as the first note and due on December 2, 2015, which has not yet been funded. This note is collateralized by a secured promissory note issued by LG to the Company for \$73,500, due on August 2, 2015, and accruing interest at the rate of 8% per annum. The note was canceled along with the derivative liability on December 2, 2014 due to the fact that the Company had not maintained a stock price in excess of .002 at all times. The unconverted balance of the note at October 31, 2018, was \$67,141.

On December 2, 2014, the Company entered into a collateralized secured convertible promissory note with Typenex Co-Investment, LLC ("Typenex"), a Utah limited liability company, for an 10% convertible promissory note with an aggregate principal amount of \$224,000, of which the Company is to assume \$20,000 in original interest discount ("OID") and legal fees and other expenses of Typenex totaling \$4,000, which together with any unpaid accrued interest is due on September 10, 2016. The note is to be issued in tranches with an initial tranche of \$59,000, of which the Company received \$50,000 on December 10, 2014, with the remaining \$4,000 being used for legal and other expenses of Typenex and the Company assuming \$5,000 in OID. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at a variable conversion price calculated as 58% of the average of the lowest three closing bid prices during the ten trading day period ending on the last complete trading day prior to the conversion date. The remaining three tranches of \$55,000 of funding to the Company under the note will consist of \$50,000 in principal and the \$5,000 in OID, which have not yet been funded, and shall correspond to three \$50,000 promissory notes issued by Typenex in favor of the Company, accruing interest at 8% per annum and maturing on September 2, 2016. On December 10, 2014, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$84,512 and a discount on the note of \$59,000. The unconverted balance of the note at October 31, 2018, was \$34,417.

On December 2, 2014, the Company entered into a convertible promissory note with JMJ Financial, a Nevada sole proprietorship ("JMJ"), with a face amount of \$350,000, of which the Company is to assume \$35,000 in original interest discount ("OID"), which together with any unpaid accrued interest is due on Dec 2, 2016. The note is to be funded by JMJ at its discretion, and the initial tranche was funded on December 16, 2014, when the Company received cash in the amount of \$55,000. The note balance funded (plus a pro rata portion of the OID) together with any unpaid accrued interest is convertible into shares of common stock at a variable conversion price calculated as 65% of the average of the lowest trade price during a 25-day period ending on the last complete trading day prior to the conversion date. On December 16, 2014, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$71,321 and a discount on the note of \$65,000. The unconverted balance of the note at October 31, 2018, was \$33,744.

On March 17, 2015, the Company entered into a convertible promissory note with Vis Vires Group, Inc., a New York Corporation, for an 8% convertible promissory note with an aggregate principal amount of \$33,000 which together with any unpaid accrued interest is due on December 19, 2015. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as 58% of the Market Price, which means the average of the lowest three Trading Prices (defined as the closing bid prices) during the three trading day period ending on the last complete trading day prior to the conversion date with a floor of \$.00005 as stated in the conversion feature. On April 1, 2015 the Company received cash in the amount of \$20,000, with the remaining \$13,000 being used for legal fees. The Company analyzed the note on the issuance date on March 17, 2015. The Company determined that the variable conversion price and the floor exceeding the authorized number of shares results in the need for bifurcation into a separate derivative liability valued at fair market value. On October 31, 2015, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$35,444 and a discount on the note of \$33,000. The unconverted balance of the note at October 31, 2018, was \$22,530.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On June 2, 2015, the Company entered into a convertible promissory note with Firehole River Capital, LLC for a 12% convertible promissory note with an aggregate principal amount of \$27,500 which together with any unpaid accrued interest is due on March 2, 2015. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option 180 days from inception at a variable conversion price calculated as 58% of the Market Price, which means the lowest Trading Price (defined as the closing bid prices) during the 10 trading day period ending on the last complete trading day prior to the conversion date. On July 8, 2015 the Company received cash in the amount of \$17,400, with the remaining \$10,100 being used for legal fees. The Company analyzed the note on the issuance date on June 2, 2015. The Company determined that the variable conversion price exceeded the authorized number of shares results in the need for bifurcation into a separate derivative liability valued at fair market value. On July 31, 2015 the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$31,695 and a discount on the note of \$27,500. The unconverted balance of the note at October 31, 2018, was \$22,483.

On September 14, 2015, at the time of Mr. Doron's resignation, Mr. Doron received a convertible note from the Company in the aggregate principal amount of \$299,382 in satisfaction of his accrued salary and stock payables. This note matures on March 14, 2016 and bears no interest. This convertible note together with any unpaid accrued interest is convertible into shares of common stock at the holder's option at 100% of the closing bid price of such common stock on the trading day immediately preceding the conversion. The Company determined that the variable conversion price exceeded the authorized number of shares results in the need for bifurcation into a separate derivative liability valued at fair market value. On October 31, 2015, the Company estimated the fair market value of the derivative liability associated with the bifurcated conversion feature to be \$4,291 and a discount on the note of \$4,291. On March 23, 2018, Mr. Doron sold \$25,000 of face value of the note to a third party. The remaining unconverted balance of the note at October 31, 2018, was \$274,382.

On December 18, 2015 Accounts Payable totaling \$45,000 was converted into convertible notes in exchange for a 10% one-time fee. Two \$5,000 notes are past due at January 31, 2016 and are convertible at a 10% discount to the prior day's closing price. \$35,000 are due July 18, 2016 and are convertible at a 42% discount to the average of the ten prior trading days' closing price. \$35,000 of debt discount was recorded upon issuance of the note maturing on July 18, 2016.

Notes Issued During Restructuring Period – July 2016 to Present

On October 24, 2017, the Company issued a convertible note payable to Livingston asset Management LLC for certain services to be rendered in conjunction with financial and operational restructuring. The note has an interest rate of 10% and matures on April 30, 2018. The note is subject to customary default provisions for similar notes. The note may be converted into common stock at any time after issuance at a 25% discount to the lowest closing bid price for the stock during the 30 trading days immediately preceding the delivery of conversion notice to the Company. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$16,667 charged to interest expense.

On November 1, 2017, the Company issued a convertible note payable to Oscaleta Partners LLC for certain services to be rendered for accounting, financial reporting and maintenance of corporate records. The note has an interest rate of 10% and matures on June 30, 2018. The note is subject to customary default provisions for similar notes. The note may be converted into common stock at any time after issuance at a 50% discount to the lowest closing bid price for the stock during the 30 trading days immediately preceding the delivery of conversion notice to the Company. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On December 1, 2017, the Company issued a convertible note payable to Oscaleta Partners LLC for certain services to be rendered for accounting, financial reporting and maintenance of corporate records. The note has an interest rate of 10% and matures on July 31, 2018. The note is subject to customary default provisions for similar notes. The note may be converted into common stock at any time after issuance at a 50% discount to the lowest closing bid price for the stock during the 30 trading days immediately preceding the delivery of conversion notice to the Company. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On January 1, 2018, the Company issued a convertible note payable to Oscaleta Partners LLC for certain services to be rendered for accounting, financial reporting and maintenance of corporate records. The note has an interest rate of 10% and matures on August 31, 2018. The note is subject to customary default provisions for similar notes. The note may be converted into common stock at any time after issuance at a 50% discount to the lowest closing bid price for the stock during the 30 trading days immediately preceding the delivery of conversion notice to the Company. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On February 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on September 30, 2018 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On February 14, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$1,200. The note funded expenses incurred by the Company during restructuring. The note has debt discount of \$200 to be amortized to interest expense over the life of the note. The note has an interest rate of 12%, matures on August 31, 2018 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$1,200 was recorded with a charge to debit discount to be amortized over the life of the note.

On March 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on September 30, 2018 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On March 23, 2018 the Company issued a convertible note payable to an individual investor in the amount of \$20,000, the funds from the note were used for general corporate purposes. The note has an interest rate of 12%, matures on March 19, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$27,936 was recorded with a charge to debit discount of \$20,000 to be amortized over the life of the note and a charge of \$7,936 to derivative expense.

On March 23, 2018, Oscaleta purchased \$25,000 of the note held by the former CEO. The purchased note has a face amount of \$25,000, bears no interest and is convertible into common stock at a 50% discount to the lowest bid price during the 20 trading days prior to the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance. The unconverted principal balance at October 31, 2018 was \$12,525.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On April 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on November 30, 2018 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On May 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on December 31, 2018 and can be converted into common shares at the 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On June 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on January 31, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On June 29, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$2,500. The note funded expenses incurred by the Company during restructuring. The note has debt discount of \$135 to be amortized to interest expense over the life of the note. The note has an interest rate of 12%, matures on December 29, 2018 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$3,176 was recorded with a charge to debit discount of \$2,500 to be amortized over the life of the note and a charge of \$976 to derivative expense.

On July 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on February 28, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On July 20, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$3,500. The note has debt discount of \$12. The note has an interest rate of 12%, matures on January 21, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$4,688 was recorded with a charge to debit discount of \$3,500 to be amortized over the life of the note and a charge of \$1,188 to derivative expense.

On August 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on March 31, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On August 15, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$7,500. The note has debt discount of \$500. The note proceeds were paid directly to vendors for services rendered. The note has an interest rate of 12%, matures on February 14, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$12,018 was recorded with a charge to debit discount of \$7,500 to be amortized over the life of the note and a charge of \$4,518 to derivative expense.

On August 29, 2018, Oscaleta Partners LLC converted \$9,600 of principal and \$1,100 of fees related to the September 14, 2015 note (partial assignment of Doron note), convertible note, into 73,333,333 shares of the Company's common stock at \$ 0.00015 per share. The remaining principal (of assigned portion of note) balance due after the conversion was \$15,525.

On September 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on April 30, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

On September 5, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$5,500. The note has debt discount of \$319. The note proceeds were paid directly to vendors for services rendered. The note has an interest rate of 12%, matures on March 4, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$8,060 was recorded with a charge to debit discount of \$5,500 to be amortized over the life of the note and a charge of 2,560 to derivative expense.

On September 17, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$3,500. The note has debt discount of \$500. The note proceeds were used for general corporate purposes. The note has an interest rate of 12%, matures on March 16, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$5,244 was recorded with a charge to debit discount of \$3,500 to be amortized over the life of the note and a charge of 1,744 to derivative expense.

On October 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on May 31, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note was accounted for as stock settled debt under ASC 480 and recorded a premium of \$25,000 with a charge to interest expense at issuance.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On October 5, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$4,000. The note has debt discount of \$500. The note proceeds were paid directly to vendors for services rendered. The note has an interest rate of 12%, matures on March 16, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated. A derivative liability of \$5,244 was recorded with a charge to debit discount of \$3,500 to be amortized over the life of the note and a charge of 1,744 to derivative expense.

On October 15, 2018 an individual investor was issued a convertible note payable in the amount of \$10,000. The note proceeds were used for general corporate purposes. The note has an interest rate of 10%, matures on October 15, 2020 and can be converted into common shares at fixed price of \$.0004.

NOTE 8 - LINES OF CREDIT, BANK LOANS AND OTHER DEBT FINANCING

The Company opened a Line of Credit with KeyBank (the "Lender") on August 28, 2012, with an available \$250,000 to be drawn on for one year. The Company was to repay the principal and interest outstanding, over 5 years ("repayment period"). The repayment period began August 28, 2013, after which a minimum monthly payment amount was determined. The initial interest rate was 5.210%, and is variable. The variable interest rate was based on the "prime rate" computed on a 365/365 simple interest basis, using 1.960% points over the index. The Lender executed a commercial security agreement. With this agreement, the Lender is entitled to a security interest in the Company's inventory, chattel paper, accounts receivable and general intangibles.

In August 2013, the KeyBank line of credit was converted into a note, and the Company was no longer able to borrow any additional funds. Under the new terms of the note, the note had a face value of \$250,000 that originally matured on September 1, 2018, with an interest rate of prime plus 1.960%, and as of the date of the note, the interest rate was 5.21%. The note had minimum monthly payments of \$4,745 which started on October 1, 2013. The Company incurred issuance costs of \$4,037, which were expensed during the period. The Company defaulted on the loan on April 28, 2015, and corrected on June 10, 2015, with an extension.

The Company defaulted again on October 6, 2015, and on or about November 10, 2015, the Company signed a new loan forbearance agreement, requiring an immediate payment of \$25,578. Under the terms of the forbearance agreement KeyBank allowed the Company to pay interest only on the loan in December and with a balloon payment of all principal and interest due in January 2016. The Company defaulted on the new terms in January 2016 and in April 2016 KeyBank began seizure of certain assets to satisfy its claim. The balance outstanding on this note and line of credit as of July 31, 2016, was \$42,175 which is included as reserves for legal liabilities on the balance sheet at October 31, 2018.

In 1998, the Company entered into a line of credit with Zions Bank ("Lender") with a credit limit of \$40,000. The line bears a compounding per annum fixed interest rate of 5.25%. As of July 31, 2016, the Company owed \$33,429 in principal. The Lender executed a commercial security agreement. With this agreement, the Lender is entitled to a security interest in the Company's inventory, chattel paper, accounts receivable and general intangibles. The Company is no longer servicing this debt as the Lender pursues the personal guarantees under the original terms of the loan.

In January 2016 the Company entered into an agreement to sell accounts receivable to 1 Global Capital, LLC. The "Merchant Agreement" provides for immediate funding at approximately 70% of the value of pledged accounts receivable at 18% interest on the funded amount. As of July 31, 2016 the Company had been fully funded against this facility. Additional finance charges were recorded as interest expense of \$115,597 for the current period. The agreement provides for daily payments of interest and principal totaling \$1,538. The outstanding balance of \$174,126 is reflected in other notes and loans on the balance sheet at October 31, 2018.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

With the effect of the resignation of Tracy Gibbs all liabilities associated with him have been reclassified from a related party status to third party loans payable totaling \$74,192 at July 31, 2016. The amount due includes the obligation for \$62,500 to Mr. Gibbs related to the sale and assignment of patents and trademarks as recorded and expense reimbursements totaling \$11,692. \$74,192 is included in other notes and loans at October 31, 2018.

On April 28, 2016 the Company arranged a \$500,000 financing commitment with Mud Lake Capital Partners, LLC to provide inventory and receivables financing in exchange for royalty fees on specified sales through its marketing agent VitEssentialsGlobal. In addition \$225,000 and \$50,000 general usage facilities were committed by Mud Lake Capital Partners, LLC with 12% interest on funded balance. The Company has recorded \$266,383 in principal and accrued interest in other notes and loans as of October 31, 2018.

In July 2016 the Company was advanced \$19,250 in anticipation of a completed bridge loan arrangement with Vitreon America. The loan terms carry 10% annual interest rate. Vitreon America organizes a subscription database of phytochemical and ethnobotanical databases to the nutraceutical and pharmaceutical industries. In addition, Vitreon invests in promising companies from the same industries. The bridge loan advances were received in full by August 17, 2016 and the balance is \$68,479 of principal and accrued interest in other notes and loans as of October 31, 2018.

NOTE 9- DERIVATIVE LIABILITIES

FASB ASC 820 defines fair value, establishes a framework for measuring fair value under U.S. generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under FASB ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, with the first two inputs considered observable and the last input considered unobservable, that may be used to measure fair value as follows:

- Level one -- Quoted market prices in active markets for identical assets or liabilities;
- Level two -- Inputs, other than level one inputs, that are either directly or indirectly observable; and
- Level three -- Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter. The Company has one liability measured at fair value on a recurring basis, which consists of a derivative liability on certain convertible notes payable (see note 11). As of October 31, 2015 this derivative liability had an estimated fair value of \$462,456. The Company has no assets that are measured at fair value on a recurring basis.

The following table presents information about our derivative liability related to convertible notes, which was our only financial instrument measured at fair value on a recurring basis using significant inputs other than level one inputs that are either directly or indirectly observable (Level 2) as of October 31, 2015:

Balance at July 31, 2018	\$ 536,493
Conversions	-
Change in Fair Value of Derivative	-
Issuances of convertible notes	<u>68,826</u>
Balance at October 31, 2018	<u>\$ 605,319</u>

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

The fair value of this derivative liability was calculated using the multinomial lattice models that values the derivative liability within the notes based on a probability weighted discounted cash flow model. These models are based on future projections of the various potential outcomes. The features in the notes that were analyzed and incorporated into the model included the conversion feature with the reset provisions; redemption provisions; and the default provisions. Assumptions used to calculate the fair value of the derivative liability were as follows:

Expected term in years	0-.26
Risk-free interest rates	1.77- 2.5%
Volatility	260-606%
Dividend yield	<u>0%</u>

In addition to the assumptions above, the Company also takes into consideration whether or not the Company would participate in another round of financing and if that financing is registered or not and what that stock price would be for the financing at that time. The Company notes that the notes have matured and is no longer calculating a derivative value for these notes.

Derivative Liabilities	<u>October 31, 2018</u>	<u>July 31, 2018</u>
Derivative liability-Notes	\$ 514,616	\$ 445,790
Derivative liability-Warrants	<u>90,703</u>	<u>90,703</u>
Total Derivative liability-current	\$ <u>605,319</u>	\$ <u>536,493</u>

Derivative Liabilities for notes that have matured remain at the historic liability amount unless converted into common shares at which time the proportionate principal and derivative liability are decreased. No such adjustment to the derivative liability is made for interest converted. An additional \$68,826 was added to the derivative liability for notes issued during the three months ended October 31, 2018.

The warrants are held by Typenex Co-Investment, LLC and have provisions that are fully ratcheting. The strike price is based on the same terms as the convertible note (see Note 7). The strike price is 58% of the average of the lowest three closing bid prices during the ten trading day period ending on the last complete trading day prior to the conversion date. Therefore the warrant was evaluated for both a fixed quantity of warrants as determined on the date of issuance (2,543,103) and a quantity determined by the stated original value of the warrants of \$29,500 divided by the conversion price. Using the stock price on October 31, 2018, of .0002 times the conversion rate of 58% (the product is the conversion price), an interest rate of 2.5% and volatility of 606% the warrant value is \$50,862. Since the derivative liability is \$90,703 and stock prices are at a historic low no adjustment to the liability is considered necessary.

NOTE 10 - RELATED PARTY RECEIVABLES

Related party receivables consist of amounts due from VitEssentials Global for sales on behalf of the Company and advances for unreimbursed expenses of the CEO. These related party receivables are expected to be liquidated as sales proceeds are remitted to the Company from the merchant provider or directly from VitEssentials Global. At October 31, 2018 the balance due from related parties was \$41,146 and \$19,858 at July 31, 2018.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

NOTE 12- STOCKHOLDERS' DEFICIENCY

On December 13, 2015, the Company increased the authorized number of shares of common stock to five billion. At October 31, and July 31, 2018, there are 1,372,247,037 and 1,300,913,704 shares of Common stock, outstanding, respectively.

There are 25,000,000 shares of Series A Preferred stock authorized and 1,000,000 outstanding at July 31, 2018.

The stockholders' deficit is (\$4,691,262) at October 31, 2018 and (\$4,459,650) at July 31, 2018.

In conjunction with the Company's convertible note issued to Typenex, the Company issued four warrants for a total number of shares equal to \$112,000 (\$29,500 for the first warrant corresponding to funding on December 10, 2014, and \$27,500 for the other three warrants corresponding to the future tranches of funding by Typenex to the Company) divided by the conversion market price in the Typenex convertible note. The warrants have an exercise price of \$0.06, subject to adjustment, and expire on December 2, 2019. Each of the warrants is only exercisable after the corresponding tranche of funding by Typenex to the Company have been paid. Therefore, the first warrant is currently exercisable, but the other three warrants are not. The first warrant for \$29,500 remains unexercised, for which the Company has recorded a derivative liability of \$90,703.

On August 29, 2018, Oscaleta Partners LLC converted \$9,600 of principal and \$1,100 of conversion fees related to the September 14, 2015 note (partial assignment of Doron note), convertible note, into 71,333,333 shares of the Company's common stock at \$ 0.00015 per share.

NOTE 13- SUBSEQUENT EVENTS

Common Stock Issued for Conversions of Convertible Notes Payable

On November 27, 2018, the Company issued 99,500,000 shares of common stock to Oscaleta Partners LLC, in conversion of \$9,600 of principal and \$1,300 of conversion fees at the contractual price. The principal balance of the assigned note was fully liquidated.

On January 9, 2019, the Company issued 145,625,000 of common shares to Trillium Partners LP, in conversion of \$16,175 of principal and \$1,300 of conversion fees at the contractual price. The principal balance of the assigned note was \$8,825 following the conversion.

Convertible Notes Issued

On November 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on June 30, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium of \$25,000 will be charged to interest expense on the issuance date.

On November 16, 2018 the Company issued a convertible note payable to Oscaleta Partners, LLC in amount of \$4,000. The note has debt discount of \$500. The note proceeds were used for general corporate purposes. The note has an interest rate of 12%, matures on May 15, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value will be calculated and recorded.

On December 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on July 31, 2019 and can be converted into

common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium of \$25,000 will be charged to interest expense on the issuance date.

On December 19, 2018 Trillium Partners LP purchased \$25,000 principal amount of the convertible note held by the former CEO. The purchased note has a face amount of \$25,000, bears no interest and is convertible into common stock at a 60% discount to the lowest bid price during the 20 trading days prior to the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium will be recorded with a charge to interest expense at issuance.

NUTRANOMICS, INC.
OCTOBER 31, 2018
CONDENSED NOTES TO CONSOLIDATED FINANCIAL
STATEMENTS
(Unaudited)

On December 19, 2018 the Company issued a convertible note payable to an individual investor in the amount of \$20,000. The note has an interest rate of 12%, matures on March 19, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated and recorded.

On January 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on August 31, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium of \$25,000 will be charged to interest expense on the issuance date.

On January 31, 2018 Trillium Partners LP purchased \$35,000 principal amount of the convertible note held by the former CEO. The purchased note has a face amount of 325,000, bears no interest and is convertible into common stock at a 60% discount to the lowest bid price during the 20 trading days prior to the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium will be recorded with a charge to interest expense at issuance.

On February 1, 2018 the Company issued a convertible note payable for financial services to Oscaleta Partners, LLC in amount of \$25,000. The note has an interest rate of 10%, matures on September 30, 2019 and can be converted into common shares at 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. The convertible note will be accounted for as stock settled debt under ASC 480 and a premium of \$25,000 will be charged to interest expense on the issuance date.

On February 2, 2019 the Company issued a convertible note payable to an individual investor in the amount of \$20,000. The note has an interest rate of 12%, matures on February 2, 2019 and can be converted into common shares at the lesser of: i) 75% of the price of the common stock at the date the note was issued, or ii) 50% of the lowest bid during the 30 trading days immediately preceding the date of the conversion notice. Due to the variable conversion pricing feature the note is considered to include a derivative for which a fair market value was calculated and recorded.

ITEM 5. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.

A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.

Chief Executive Officers and Board Members

On March 15, 2016 Lisa Demmons was appointed as member of the Board of Directors.

Effective November 7, 2017, Jonathan Bishop was named the new Chief Executive Officer of the Company. Mr. Bishop, combines over twenty years of experience in marketing, sales, logistics and senior management following a 20 year career in telecommunications marketing, sales, management and logistics.

Overview of our Current Business

Since 1997, the Company has formulated more than 480 nutritional supplements, including formulating vitamin, mineral, herbal, and probiotic supplements. The Company has established an array of complementary services and education programs. To distribute our products, the Company has engaged sales representatives with access North America.

The Company has incorporated important innovations such as the patented Assimilation Enhancing System (AES™, US Patent Number 7,235,390). The AES™ is a combination of enzymes and their co-factors that are designed to break down or digest nutrients more quickly so that the nutrients can be absorbed faster and more completely into the blood stream than if the AES™ were not present.

The Company uses all-natural products and no fillers, and, are one of the few supplement companies to exclusively use carcinogen-free 100%-pure cellulose capsules for our products. Despite these additional expenses, the Company's products are competitively priced to provide value to consumers who are seeking the highest quality products rather than the lowest price.

Products and Services

The Company offers a number of nutritional products which incorporate the patented Assimilation Enhancing System (AES™) and other proven nutrient enhancement products.

Raw Materials, Production and Fulfillment

The Company outsources all production and fulfillment to carefully selected third parties to maintain management's focus on new product and market development. However, our commitment to the quality and consistency of our products is reflected in the selection and monitoring of all aspects of production. All of the Company's supplements are processed by manufacturers with which to the best of our knowledge, follows the strictest Good Manufacturing Practices (GMPs) and quality controls to ensure purity in all of our products.

Sales and Marketing

The highly fragmented, competitive nature of the nutraceutical market makes sales and marketing efforts within the sector largely relationship driven. The Company uses a number of tools to reach its target market. The Company has engaged an internet based marketing specialist to drive sales to end users and selected medical providers. An online sales and information website has is under development to compliment the ecommerce platform.

Direct Retail Sales

Direct retail sales generate the largest profit margin. Whereas many companies spend millions of dollars on magazine ads, commercials, and internet marketing to effectively saturate the market with their product name, our target market focus has proven to be effective. We have a dedicated Social Media Manager that promotes Nutranomics products, multiple times daily, through Facebook, Twitter, LinkedIn, Pinterest, and other social media sites. Through this medium we are able to obtain referral customers, new customers, and educate our customers. We also use proprietary software to email our customer lists newsletters, pricing updates, and promotional offers resulting in increased sales.

Wholesale/Outlet

Wholesale is focused on small to medium sized medical and health practices. Sales to this market are the highest volume with a satisfactory margin. Although product placement in such outlets is typically controlled by large distributors, we have circumvented this channel and gone direct to retailers. While this method is slower than going in through distributors, we believe that the educational component is critical to our long-term success. Not only does it provide customers with a true “value,” but it also enables participating retailers to differentiate themselves from competitors. Our marketing focus is on contrasting our products with our competitors’ as we are dedicated to using all-natural ingredients and 100% carcinogen-free capsules. This approach has proven effective, and the costs of placing our products in retail locations have been minimized as compared to using a large distributor.

Custom Formulations

We can develop a product line specifically tailored to a customer’s needs. To date, we have formulated products for numerous clients, including vitamins, enzymes, antioxidants, minerals, amino acids, cosmetics, and toiletries. In addition to the custom formulas we provide these clients, we incorporate our patented AES™ system.

Growth Strategy

The Company has developed a multi-lateral strategy for growth, comprised of the following tactics:

- Increase Sales of Existing Products in Existing Market
- Execute Launch of Practitioner Partnerships
- Expand Product and Service Offerings
- Establish Royalty Agreements for AES™ Delivery System
- Continue to Build the OEM Division

Market

According to a market report published by Transparency Market Research, *Nutraceuticals Product Market: Global Market Size, Segment and Country Analysis & Forecasts (2007-2017)*, the global nutraceutical product market reached \$142.1 billion in 2011 and is expected to reach \$204.8 billion by 2017, growing at a CAGR of 6.3% from 2012 to 2017. Asia Pacific (including Japan) is expected to have the second largest market share after North America by 2017.

Nutraceuticals may provide health benefits and help in healing and prevention of diseases. The global nutraceuticals product market is primarily categorized on the basis of functional food, functional beverages and dietary supplements. The global nutraceutical market is growing primarily on account of growth in the dietary supplement segment. North America has the highest market share for the nutraceutical product market, which is primarily supported by the U.S. health-conscious consumers segment.

The global nutraceutical market is estimated to have a growth rate of 6.6% during the forecasted period (2012-2017) in protein and peptides segment of dietary supplement market. The non-herbal segment of dietary supplement market is estimated to have a growth rate of 6.3% from 2012 to 2017. The omega fatty acid fortified food segment of functional food market is estimated to have a growth rate of 6.7% during the forecasted period.

The North America and Asia Pacific nutraceutical market is expected to have a market share of 39.2% and 30.4%, respectively in 2017. The dietary supplement market will be the fastest growing market from 2012 to 2017 as it may help in improving the body’s ability to heal and protect itself. This report categorizes the nutraceutical market into six geographic regions, namely North America, Western Europe, Eastern Europe, Asia-Pacific, Latin America, and the Middle East & Africa.

Competition

The U.S. nutritional supplements retail industry is a large, highly fragmented and growing industry, with no single industry participant accounting for a majority of total industry retail sales. We believe competition is based on price, quality and assortment of products, customer service, marketing support and availability of new products. In addition, the market is highly sensitive to the introduction of new products.

We compete with both publicly and privately owned companies, which are highly fragmented in terms of geographical market coverage and product categories. We also compete with other specialty retailers, supermarkets,

drugstores, mass merchants, multi-level marketing organizations, mail-order companies, other internet sites and a variety of other smaller participants. We believe that the market is highly sensitive to the introduction of new products. In the United States, many of our competitors have national brands that are heavily advertised and are manufactured by large pharmaceutical and food companies and other retailers. Most supermarkets, drugstores and mass merchants have narrow product offerings limited primarily to simple vitamins, herbs and popular third-party diet products. Our international competitors also include large international pharmacy chains and major international supermarket chains, as well as other large U.S.-based companies with international operations.

Intellectual Property

We originally acquired the rights; via license with our founder to US patent #7,235,390 B2 for the Assimilation Enhancing System (AES™) (there is also a patent pending for the AES™ in Japan). The AES™ is a combination of enzymes and their co-factors that are designed to break down or digest nutrients more quickly so that the nutrients can be absorbed faster and more completely into the blood stream than if the AES™ were not present. We also have various trademarks and logo registrations in several countries (e.g., China trademark for NutraNomics logo, application #9729947).

We also rely upon trade secrets, know-how, continuing technological innovations and licensing opportunities to develop and maintain our competitive position. We protect our intellectual property rights through a variety of methods, including trademark, patent and trade secret laws, as well as confidentiality agreements and proprietary information agreements with vendors, employees, consultants and others who have access to our proprietary information. Protection of our intellectual property often affords us the opportunity to enhance our position in the marketplace by precluding our competitors from using or otherwise exploiting our technology and brands. We are also a party to the following two intellectual property license agreements relating to certain of our future products.

The duration of our trademark registrations is generally 10, 15 or 20 years, depending on the country in which the marks are registered, and the registrations can be renewed by us. The scope and duration of our intellectual property protection varies throughout the world by jurisdiction and by individual product.

Government Regulations

Domestic

The manufacture, packaging, labeling, advertising, promotion, distribution and sale of our products are subject to regulation by one or more federal agencies, including the FDA, Consumer Product Safety Commission, or CPSC, and the U.S. Department of Agriculture, or USDA. Advertising and other forms of promotion and methods of marketing are subject to regulation primarily by the U.S. Federal Trade Commission, or FTC, which regulates these activities under the Federal Trade Commission Act, or FTCA. The foregoing matters regarding our products are also regulated by various state and local agencies as well as those of each foreign country to which we distribute our products.

The Dietary Supplement Health and Education Act of 1994, or DSHEA, amended the Federal Food, Drug, and Cosmetic Act, or FFDC Act, to establish a new framework governing the composition, safety, labeling, manufacturing and marketing of dietary supplements. All of the products we market are regulated as dietary supplements under the FFDC Act.

Generally, under the FFDC Act, dietary ingredients that were marketed in the United States prior to October 15, 1994 may be used in dietary supplements without notifying the FDA. “New” dietary ingredients (i.e., dietary ingredients that were “not marketed in the United States before October 15, 1994”) must be the subject of a new dietary ingredient notification submitted to the FDA unless the ingredient has been “present in the food supply as an article used for food” without being “chemically altered”. A new dietary ingredient notification must provide the FDA with evidence of a “history of use or other evidence of safety” establishing that use of the dietary ingredient “will reasonably be expected to be safe”. A new dietary ingredient notification must be submitted to the FDA at least 75 days before it is initially marketed. The FDA may determine that a new dietary ingredient notification does not provide an adequate basis to conclude that the ingredient is reasonably expected to be safe. Such a determination could prevent the marketing of the dietary ingredient. The FDA recently issued draft guidance governing the notification for new dietary ingredients. Although FDA guidance is not mandatory, and companies are free to use an alternative approach if the approach satisfies the requirements of applicable laws and regulations, FDA guidance is a strong indication of the FDA’s “current thinking” on the topic discussed in the guidance, including its position on enforcement. At this time, it is difficult to determine whether the draft guidance, if finalized, would have a material impact on our operations. However, if the FDA were to enforce the applicable statutes and regulations in accordance with the draft guidance as written, this manner of enforcement could require us to incur additional expenses, which

could be significant, and negatively impact our business in several ways, including, but not limited to, enjoining the manufacturing of our products until the FDA determines that we are in compliance and can resume manufacturing, which could increase our liability and reduce our growth prospects.

The Dietary Supplement Labeling Act of 2011, which was introduced in July 2011 (S1310), would amend the FFDC Act to, among other things, (i) require dietary supplement manufacturers to register the dietary supplements that they manufacture with the FDA (and provide a list of the ingredients in and copies of the labels and labeling of the supplements), (ii) mandate the FDA and the Institute of Medicine (a non-governmental, nonprofit organization that provides advice to the public and decision makers, such as the FDA, concerning health issues) to identify dietary ingredients that cause potentially serious adverse effects, (iii) require warning statements for dietary supplements containing potentially unsafe ingredients and (iv) require that the FDA define the term “conventional food”. If the bill is reintroduced and enacted, it could restrict the number of dietary supplements available for sale, increase our costs, liabilities and potential penalties associated with manufacturing and selling dietary supplements, and reduce our growth prospects.

The Dietary Supplement Safety Act (S3002) was introduced in February 2010 and would repeal the provision of DSHEA that permits the sale of all dietary ingredients sold in dietary supplements marketed in the United States prior to October 15, 1994, and instead permit the sale of only those dietary ingredients included on a list of Accepted Dietary Ingredients to be issued and maintained by the FDA. The bill also would allow the FDA to: impose a fine of twice the gross profits earned by a distributor on sales of any dietary supplement found to violate the law; require a distributor to submit a yearly report on all non-serious adverse event reports received during the year to the FDA; and allow the FDA to recall any dietary supplement it determines with “a reasonable probability” would cause serious adverse health consequences or is adulterated or misbranded. The bill also would require any dietary supplement distributor to register with the FDA and submit a list of the ingredients in and copies of the labels of its dietary supplements to the FDA and thereafter update such disclosures yearly and submit any new dietary supplement product labels to the FDA before marketing any dietary supplement product. If this bill is reintroduced and enacted, it could severely restrict the number of dietary supplements available for sale and increase our costs and potential penalties associated with selling dietary supplements.

The FDA or other agencies could take actions against products or product ingredients that in its determination present an unreasonable health risk to consumers that would make it illegal for us to sell such products. In addition, the FDA could issue consumer warnings with respect to the products or ingredients in such products at the point they are sold to end users. Such actions or warnings could be based on information received through FFDC Act-mandated reporting of serious adverse events. The FDA in recent years has applied these procedures to require that consumers be warned to stop using certain dietary supplements. For businesses that have been subjected to these regulatory actions, sales have been reduced and the businesses have been required to pay refunds for recalled products.

In general, we seek representations and warranties, indemnification and/or insurance from our vendors. However, even with adequate insurance and indemnification, any claims of non-compliance could significantly damage our reputation and consumer confidence in our products. In addition, the failure of such products to comply with applicable regulatory and legislative requirements could prevent us from marketing the products or require us to recall or remove such products from the market, which in certain cases could materially and adversely affect our business, financial condition and results of operations.

Under the current provisions of the FFDC Act, there are four categories of claims that pertain to the regulation of dietary supplements. First are health claims that describe the relationship between a nutrient or dietary ingredient and a disease or health related condition and can be made on the labeling of dietary supplements if supported by significant scientific agreement and authorized by the FDA in advance via notice and comment rulemaking. Second are nutrient content claims which describe the nutritional value of the product and may be made if defined by the FDA through notice and comment rulemaking and if one serving of the product meets the definition. Third are statements of nutritional support or product performance. The FFDC Act permits “statements of nutritional support” to be included in labeling for dietary supplements without FDA pre-market approval. These statements must be submitted to the FDA within 30 days of marketing and may describe how a particular dietary ingredient affects the structure, function or general well-being of the body, or the mechanism of action by which a dietary ingredient may affect body structure, function or well-being, but may not expressly or implicitly represent that a dietary supplement will diagnose, cure, mitigate, treat or prevent a disease. A company that uses a statement of nutritional support in labeling must possess scientific evidence substantiating that the statement is truthful and not misleading. The fourth category are drug claims, representations that a product is intended to diagnose, mitigate, treat, cure or prevent a disease, are prohibited from use in the labeling of dietary supplements, and we make no drug claims regarding our products.

We may make claims for our dietary supplement products regarding three of the four categories, that are statements of nutritional support, health claims and nutrient content claims when authorized by the FDA, or that otherwise are allowed by law. The FDA's interpretation of what constitutes an acceptable statement of nutritional support may change in the future, thereby requiring that we revise our labeling. These regulatory activities include those discussed above concerning products marketed before October 15, 1994 or afterwards, and the requirements of 75 days advance notice to the FDA before marketing products containing new dietary ingredients. There is no assurance that the FDA will accept the evidence of safety for any new dietary ingredients that we may wish to market, and the FDA's refusal to accept that evidence could prevent the marketing of the new dietary ingredients and dietary supplements containing a new dietary ingredient. If the FDA determines that a particular statement of nutritional support is an unacceptable drug claim, conventional food claim or an unauthorized version of a "health claim", or, if the FDA determines that a particular claim is not adequately supported by existing scientific data or is false or misleading, we would be prevented from using the claim.

In addition, DSHEA provides that so-called "third-party literature", e.g., a reprint of a peer-reviewed scientific publication linking a particular dietary ingredient with health benefits, may be used "in connection with the sale of a dietary supplement to consumers" without the literature being subject to regulation as labeling. The literature: (1) must not be false or misleading; (2) may not "promote" a particular manufacturer or brand of dietary supplement; (3) must present a balanced view of the available scientific information on the subject matter; (4) if displayed in an establishment, must be physically separate from the dietary supplements; and (5) should not have appended to it any information by sticker or any other method. If the literature fails to satisfy each of these requirements, we may be prevented from disseminating such literature with our products, and any dissemination could subject our product to regulatory action as an illegal drug.

Our dietary supplements must also comply with the Dietary Supplement and Nonprescription Drug Consumer Protection Act, which became effective on December 22, 2007. This law amends the FFDC Act to mandate that we report to the FDA any reports of serious adverse events that we receive. Under the law, an "adverse event" is any health-related event associated with the use of a dietary supplement that is adverse, and a "serious adverse event" is any adverse event that results in death, a life-threatening experience, inpatient hospitalization, a persistent or significant disability or incapacity, or a congenital anomaly or birth defect, or requires, based on reasonable medical judgment, a medical or surgical intervention to prevent one of these outcomes. Serious adverse event reports received through the address or phone number on the label of a dietary supplement, as well as all follow-up reports of new medical information received within one year after the initial report, must be submitted to the FDA no later than 15 business days after the report is received. The law also requires recordkeeping for reports of non-serious adverse events as well as serious adverse events for six years following the event, and these records are subject to FDA inspection.

In June 2007, pursuant to the authority granted by the FFDC Act as amended by DSHEA, the FDA published detailed current good manufacturing practice, or cGMP, regulations that govern the manufacturing, packaging, labeling and holding operations of dietary supplement manufacturers. The cGMP regulations, among other things, impose significant recordkeeping requirements on manufacturers. The cGMP requirements are in effect for all manufacturers, and the FDA is conducting inspections of dietary supplement manufacturers pursuant to these requirements. There remains considerable uncertainty with respect to the FDA's interpretation of the regulations and their actual implementation in manufacturing facilities. The failure of a manufacturing facility to comply with the cGMP regulations renders products manufactured in such facility "adulterated", and subjects such products and the manufacturer to a variety of potential FDA enforcement actions.

The FDA has also announced its intention to promulgate new cGMPs specific to dietary supplements, to fully enforce DSHEA and monitor compliance with the Bioterrorism Act of 2002. We intend to comply with the new cGMPs once they are adopted. The new cGMPs, predicted to be finalized shortly, would be more detailed and stringent than the cGMPs that currently apply to dietary supplements and may, among other things, require dietary supplements to be prepared, packaged, produced and held in compliance with regulations similar to the cGMP regulations for drugs. There can be no assurance that, if the FDA adopts cGMP regulations for dietary supplements, we will be able to comply with the new regulations without incurring a substantial expense.

In addition, under the Food Safety Modernization Act, or FSMA, which was enacted on January 4, 2011, the manufacturing of dietary ingredients contained in dietary supplements will be subject to similar or even more burdensome manufacturing requirements, which will likely increase the costs of dietary ingredients and will subject suppliers of such ingredients to more rigorous inspections and enforcement. The FSMA will also require importers of food, including dietary supplements and dietary ingredients, to conduct verification activities to ensure that the food they might import meets applicable domestic requirements.

The FDA has broad authority to enforce the provisions of federal law applicable to dietary supplements, including powers to issue a public warning or notice of violation letter to a company, publicize information about illegal

products, detain products intended for import, require the reporting of serious adverse events, require a recall of illegal or unsafe products from the market, and request the Department of Justice to initiate a seizure action, an injunction action or a criminal prosecution in the U.S. courts. The FSMA expands the reach and regulatory powers of the FDA with respect to the production and importation of food, including dietary supplements. The expanded reach and regulatory powers include the FDA's ability to order mandatory recalls, administratively detain domestic products, require certification of compliance with domestic requirements for imported foods associated with safety issues and administratively revoke manufacturing facility registrations, effectively enjoining manufacturing of dietary ingredients and dietary supplements without judicial process. The regulation of dietary supplements may increase or become more restrictive in the future.

Our failure to comply with applicable FDA regulatory requirements could result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines and criminal prosecutions.

Our advertising of dietary supplement products is subject to regulation by the FTC under the FTCA. Section 5 of the FTCA empowers the FTC to prohibit unfair methods of competition and unfair or deceptive acts or practices in or affecting commerce. Section 12 of the FTCA provides that the dissemination of any false advertisement for the purpose of inducing, directly or indirectly, the purchase of drugs or foods, which would include dietary supplements, is an unfair or deceptive act or practice. Additionally, under the FTC's Substantiation Doctrine, an advertiser is required to have a "reasonable basis" for all objective product claims before the claims are made. Failure to adequately substantiate claims may also be considered an unfair or deceptive practice. Pursuant to this FTC requirement, we are required to have adequate substantiation for all material advertising claims made for our products.

On November 18, 1998, the FTC issued "Dietary Supplements: An Advertising Guide for Industry." This guide provides marketers of dietary supplements with guidelines for applying FTC law to dietary supplement advertising and reiterates and explains the FTC's "reasonable basis" determination. It includes examples of the principles that should be used when interpreting and substantiating dietary supplement advertising. Although the guide provides additional explanation, it does not substantively change the FTC's existing policy that all supplement marketers have an obligation to ensure that claims are presented truthfully and to verify that such claims are adequately substantiated.

The FTC has a variety of processes and remedies available to it for enforcement, both administratively and judicially, including compulsory process, cease and desist orders and injunctions. FTC enforcement can result in orders requiring, among other things, limits on advertising, corrective advertising, consumer redress, divestiture of assets, rescission of contracts and such other relief as may be deemed necessary. Any violation could have a material adverse effect on our business, financial condition and results of operations.

As a result of our efforts to comply with applicable statutes and regulations in the United States and elsewhere, we have from time to time reformulated, eliminated or relabeled certain of our products and revised certain advertising claims. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, would have on our business in the future. They could, however, require the reformulation of certain products to meet new standards, the recall or discontinuance of certain products not capable of reformulation, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling, and/or scientific substantiation. Any or all of such requirements could have a material adverse effect on our business, financial condition and results of operations.

Advertising and labeling for dietary supplements and conventional foods are also regulated by state, county and other local governmental authorities. Some states also permit these laws to be enforced by private attorney generals. These private attorney generals may seek relief for consumers, seek class action certifications, seek class-wide damages, seek class-wide refunds and product recalls of products sold by us. There can be no assurance that state and local authorities will not commence regulatory action, which could restrict the permissible scope of our product advertising claims, or products that can be sold in the future.

Foreign

Our products which we sell or may make plans to sell in foreign countries are also subject to regulation under various national, local and international laws that include provisions governing, among other things, the formulation, manufacturing, packaging, labeling, advertising and distribution of dietary supplements and over-the-counter drugs. These regulations may prevent or delay entry into the market or prevent or delay the introduction, or require the reformulation, of certain of our products. Compliance with such foreign governmental regulations is generally the responsibility of our distributors for those countries. These distributors are independent contractors over whom we have limited control.

Possible New Legislation or Regulation

Legislation may be introduced which, if passed, would impose substantial new regulatory requirements on dietary supplements. For example, although not yet reintroduced in this session of Congress, bills have been repeatedly proposed in past sessions of Congress which would subject the dietary ingredient dehydroepiandrosterone, or DHEA, to the requirements of the Controlled Substances Act, which would prevent the sale of products containing DHEA. In March 2009, the General Accounting Office, or GAO, issued a report that made four recommendations to enhance the FDA's oversight of dietary supplements. The GAO recommended that the Secretary of the Department of Health and Human Services direct the Commissioner of the FDA to: (1) request authority to require dietary supplement companies to identify themselves as a dietary supplement company and update this information annually, provide a list of all dietary supplement products they sell and a copy of the labels and update this information annually, and report all adverse events related to dietary supplements, not just serious adverse events; (2) issue guidance to clarify when an ingredient is considered a new dietary ingredient, the evidence needed to document the safety of new dietary ingredients, and appropriate methods for establishing ingredient identity; (3) provide guidance to industry to clarify when products should be marketed as either dietary supplements or conventional foods formulated with added dietary ingredients; and (4) coordinate with stakeholder groups involved in consumer outreach to identify additional mechanisms for educating consumers about the safety, efficacy, and labeling of dietary supplements, implement these mechanisms, and assess their effectiveness. These recommendations could lead to increased regulation by the FDA or future legislation concerning dietary supplements.

We cannot determine what effect additional domestic or international governmental legislation, regulations, or administrative orders, when and if promulgated, would have on our business in the future. New legislation or regulations may require the reformulation of certain products to meet new standards, require the recall or discontinuance of certain products not capable of reformulation, impose additional record keeping or require expanded documentation of the properties of certain products, expanded or different labeling or scientific substantiation.

Environmental Compliance

We are subject to numerous federal, state, local and foreign environmental and health and safety laws and regulations governing its operations, including the handling, transportation and disposal of our non-hazardous and hazardous substances and wastes, as well as emissions and discharges from its operations into the environment, including discharges to air, surface water and groundwater. Failure to comply with such laws and regulations could result in costs for remedial actions, penalties or the imposition of other liabilities. New laws, changes in existing laws or the interpretation thereof, or the development of new facts or changes in their processes could also cause us to incur additional capital and operating expenditures to maintain compliance with environmental laws and regulations and environmental permits. We are also subject to laws and regulations that impose liability and cleanup responsibility for releases of hazardous substances into the environment without regard to fault or knowledge about the condition or action causing the liability. Under certain of these laws and regulations, such liabilities can be imposed for cleanup of previously owned or operated properties, or for properties to which substances or wastes that were sent in connection with current or former operations at its facilities. The presence of contamination from such substances or wastes could also adversely affect our ability to sell or lease our properties, or to use them as collateral for financing. From time to time, we have incurred costs and obligations for correcting environmental and health and safety noncompliance matters and for remediation at or relating to certain of our properties or properties at which our waste has been disposed. However, compliance with the provisions of national, state and local environmental laws and regulations has not had a material effect upon our capital expenditures, earnings, financial position, liquidity or competitive position. We believe we have complied with, and are currently complying with, our environmental obligations pursuant to environmental and health and safety laws and regulations and that any liabilities for noncompliance will not have a material adverse effect on our business, financial performance or cash flows. However, it is difficult to predict future liabilities and obligations, which could be material.

Costs of Environmental Compliance

We are not aware of any material violations of environmental permits, licenses or approvals that have been issued with respect to our operations. We expect to comply with all applicable laws, rules and regulations relating to our business, and at this time, we do not anticipate incurring any material capital expenditures to comply with any environmental regulations or other requirements.

While our intended projects and business activities do not currently violate any laws, any regulatory changes that impose additional restrictions or requirements on us or on our potential customers could adversely affect us by

increasing our operating costs or decreasing demand for our products or services, which could have a material adverse effect on our results of operations.

Research and Development

In addition to conducting research and development for our own products, the research and development division is regularly solicited to create or formulate products for third parties. Beyond the revenue stream provided by these services, the activities of the research and development division generate significant intellectual property for us. In some cases, we retain sole ownership of the formulations created, and in others we benefit from data that can be applied to our future projects as well as from royalties extracted for the use of the formulations.

B. DATE AND STATE OF INCORPORATION

The Company was incorporated in the State of Nevada on March 15, 2007

C. PRIMARY AND SECONDARY SIC CODES

The Company's primary (and only) SIC code is 2020 (Dairy Products).

D. THE COMPANY'S FISCAL YEAR END DATE

The Company's fiscal year ends on July 31.

E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS

The Company's develops and markets specialty supplements for consumers and retail distributors. They currently operate in the US market and target a wide demographic.

F. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Material Changes in Financial Condition

At October 31, 2018, we had a working capital deficit of (\$4,691,262), compared to a working capital deficit of (\$4,459,650), at July 31, 2018. At October 31, 2018, current assets consisted of cash of \$3,193, due from related parties \$41,146, prepaid expenses of \$49,000 and inventories of \$25,674. Long term assets consisted of intangible assets, of \$3,703. Company assets as of July 31, 2018 consisted of cash of \$609, inventories of \$27,554, prepaid expenses of \$49,000 and other assets of \$23,267. Long term assets consisted of intangible of \$3,703.

At October 31, 2018, our total current liabilities increased to \$4,813,978 from \$4,583,641 at July 31, 2018. The increase was primarily due to issuances of convertible notes and related premiums and derivative liabilities.

Since the existing cash balance is \$3,193, there are insufficient funds to carry out normal operations over the next twelve (12) months. The short and long-term survival is dependent on funding from sales of securities as necessary or from shareholder loans, and thus, to the extent that additional funds required supporting operations or the expansion of business, we may attempt to sell additional equity shares or issue debt. Any sale of additional equity securities will result in dilution to our stockholders. Current capital markets may make it more difficult for us to raise additional equity or capital. There can be no assurance that additional financing, if required, will be available to us or on acceptable terms.

Results of Operations for Three Months Ended October 31, 2018 and 2017

Revenues and Costs of Goods Sold

Revenues for the three months ended October 31, 2018 and 2017 were \$29,682 and \$11,550 respectively, an increase of 157%. The increase was Restoreme product line online sales promotion and related sales.

Costs of Goods for the three months ended October 31, 2018 and 2017 were \$8,393 and \$1,539 respectively. The gross margins decreased from 87% to 72% in the current quarter due to service revenue recognized associated with the Restoreme arrangements in 2017 quarter.

Operating Expenses

For the three months ended October 31, 2018, operating expenses were \$95,696 compared to \$74,351 during the three months ended October 31, 2017. The overall increase of \$21,345 was due to increased professional fees partially offset by lower compensation, marketing, and general and administrative costs as management compensation and other fixed costs were reduced. Advertising and marketing expenses were reduced as the Restoreme product's online marketing program was full developed in FYE July 31, 2018 and ongoing costs are largely covered by direct cost reflected in revenues recognized.

Other Income (Expense) – net:

Other income (expenses) consist of interest expense of (\$98,154) for the three months ended October 31, 2018 vs (\$43,904) in the three months ended October 31, 2017 as new debt discounts were partially amortized to expense and new debt premiums were charged to interest expense in current period. New debt derivative expense of (\$18,930) was incurred with issuance of convertible notes during the current period. Other losses of (\$50,821) were recorded during the current period as management evaluated inventory and other current assets as being impaired.

Net (loss)

The net (loss) for the three months ended October 31, 2018 was (\$242,312) compared to a net loss of (\$108,243) for the three months ended October 31, 2017. This larger loss in the three months ended October 31, 2018 was mostly due to higher other expenses cited above.

Liquidity and Capital Resources

Operating Activities

The Company used net cash of \$27,097 in operating activities during the three months ended October 31, 2018, as compared to \$127,332 during 2017. The decrease in cash use was primarily due to increase in the non-cash charges for debt premiums and Short term notes issued for professional services during the three months ended October 31, 2018.

Investing activities

No cash was used during the periods covered by the report for investment.

Financing Activities

The Company provided cash of \$29,681 from financing activities during the three months ended October 31, 2018, as compared to adding cash of \$180,335 during 2017.

G. OFF-BALANCE SHEET ARRANGEMENTS

The Company did not engage in any off-balance sheet arrangements during the three months ended October 31, 2018.

ITEM 6. DESCRIBE THE ISSUER'S FACILITIES

The Company has placed all inventories with third party fulfillment facilities as of October 31, 2018. Office facilities are maintained at 605 Portland Avenue, Gladstone, OR.

ITEM 7. OFFICERS, DIRECTORS AND CONTROL PERSONS

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

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

The following table presents information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Jonathan Bishop</u>	<u>CEO, Treasurer & Secretary</u>	<u>Gladstone, OR</u>	<u>0</u>	<u>N/A</u>	<u>N/A</u>	<u>---</u>
<u>Lisa Demmons</u>	<u>Director</u>	<u>Salt Lake City, UT</u>	<u>1,000,000</u>	<u>Preferred Series A</u>	<u>100%</u>	<u>---</u>
<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>
<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>
<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>

ITEM 8. LEGAL/DISCIPLINARY HISTORY

A. 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):

NO.

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

NO.

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

NO.

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

NO.

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 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.

There are no such matters to disclose that are not disclosed in footnote 3 to the financial statements where all known legacy legal matters are discussed.

ITEM 9. THIRD PARTY PROVIDERS

A. Legal Counsel

Brunson, Chandler & Jones, PLLC
175 South Main St. Suite 1410
Salt Lake City, UT 84111

Tel: (801) 303-5730

B. Accountant or Auditor

William Gonyer
Will Stephenson Advisory LLC
697 Sport Hill Road
Easton, CT, 06612

Tel: (203) 702-1820

C. Investor Relations Consultant

None

D. Other Advisor(s)

None

ITEM 10. ISSUER CERTIFICATION

I, Jonathan Bishop, certify that:

1. I have reviewed this October 31, 2018 quarterly disclosure statement of Nutranomics, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement

/s/Jonathan Bishop

Jonathan Bishop, Chief Executive Officer

Dated: February 22, 2019

ITEM 11. EXHIBITS

N/A