SEMI-ANNUAL REPORT

of

ON4 COMMUNICATIONS INC.

for the 6 Months Ending

APRIL 30, 2017

OTC PINK: **ONCI**

CUSIP: **682203 203**

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

On4 Communications Inc. (from October 2, 2009 to date).

(Formerly Sound Revolution Inc., from incorporation on June 4, 2001 through October 2, 2009)

2) Address of the issuer's principal executive offices

Principal Executive Office:
1875 Century Park East, 6th Floor,
Los Angeles, CA 90067

IR Contact
None

3) Security Information

Trading Symbol: ONCI
Exact title and class of securities outstanding: Common & Preferred
CUSIP: 682203 203
SIC: 7372 Services –Prepackaged Software
Federal taxpayer ID: 98-0540536

Par or Stated Value: $0.0001 Common; no par value Preferred

Total shares authorized:	5,030,000,000	**as of:** 4/30/2017
Total shares outstanding:	3,501,737,583 Common	**as of:** 4/30/2017
	30,000,000 "Series A" Preferred	**as of:** 4/30/2017

Transfer Agent
Pacific Stock Transfer Company
4045 S. Spencer Street, Suite 403
Las Vegas, NV 89119
Telephone: 702-361-3033

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

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

None

4) Issuance History

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

From November 1, 2014 to date:

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During the period November 1,2014 through January 31, 2015, we issued an aggregate of 5,403,559 common shares upon the conversion of convertible notes, such that at January 31, 2015 the issued and outstanding common shares totaled 61,728,701.

On March 31, 2015 100,000,000 common shares were issued to Steve Dallas (Company Secretary and Director) in recognition of services rendered and to be rendered. In addition, on March 31, 2015 20,000,000 common shares, plus 30,000,000 "Series A" preferred shares, were issued to Timothy J Owens (our Chief Executive Officer, Chief Financial Officer, Treasurer and Director) in recognition of services provided to the Company and in consideration for the transfer to ON4 of the sole ownership in and to intellectual property, business plans, website and website designs, business knowledge, business contacts and relationships, software and computer programs, trademarks, logos, copyrights and business processes relating to and associated with a national system to provide a health focused set of fund raising products and services to targeted group based organization in athletics, academics, and service industries, including but not limited to the *QwickMed* product line, including *Auto Kits* and *Emergency Kits* for Earthquake and other types of natural disasters containing up to 72 hours of survival supplies (the "Fund Raising Kit Business") valued at $ 160,000.

Further, on March 31, 2015 16,000,000 common shares were issued upon partial conversion of a convertible note. Accordingly, at April 30, 2015 the Company's issued and outstanding common shares totaled 197,728,701 and the issued and outstanding "Series A" preferred shares totaled 30,000,000.

On June 4, 2015 the Company filed with the State of Delaware to increase its authorized capital to 5,030,000,000 shares, comprised of 5,000,000,000 common shares of $ 0.0001 par value each and 30,000,000 preferred stock of no par value.

During the three months ended July 31, 2015, we issued an aggregate of 169,115,697 common shares upon the conversion of convertible notes, such that at July 31, 2015 the issued and outstanding common shares totaled 366,844,398. The issued and outstanding "Series A" preferred shares remained unchanged at 30,000,000.

During the three months ended July 31, 2016 we issued the following common shares:

- 1,500,000,000 common shares to Steve Berman, our CEO, as part of his compensation package to join the Company; and
- 577,404,761 common shares, in total, to settle certain of the Company's convertible debt of $37,279

At July 31, 2015 the issued and outstanding common shares therefore totaled 2,444,249,159. The issued and outstanding "Series A" preferred shares remained unchanged at 30,000,000.

During August, 2016 Company issued an additional 354,470,539 common shares to settle certain of the Company's convertible debt of $13,830, such that at October 31, 2016 the Company has issued a total of 2,798,719,698 common shares (of which a total of 1,113,550,914 common shares or approximately 40% were in the "public float"). The issued and outstanding "Series A" preferred shares remained unchanged at 30,000,000.

During the 3 months ended January 31, 2017 a total of 495,198,250 common shares were issued to repay convertible debt of $ 29,455. Accordingly, at January 31, 2017 the Company had issued a total of 3,293,917,948 common shares. The issued and outstanding "Series A" preferred shares remained unchanged at 30,000,000.

During the 3 months ended April 30, 2017 a total of 207,819,635 common shares were issued to repay debt of $ 62,500. Accordingly, at April 30, 2017 the Company had issued a total of 3,501,737,583 common shares (of which 1,662,402,132 common shares were in the public "float"). The issued and outstanding "Series A" preferred shares remained unchanged at 30,000,000.

Subsequent to April 30, 2017 and up to the date of this filing, a total of 144,788,764 common shares were issued to repay debt of $ 42,500. Accordingly, at the date of this filing the Company had issued a total of 3,646,525,847 common shares. The issued and outstanding "Series A" preferred shares remained unchanged at 30,000,000.

5) Financial Statements

General

The unaudited Financial Statements presented on the following pages have been prepared from the books and records of the Company and have not been subject to independent review and audit. These financial statements however reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented.

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ON4 COMMUNICATIONS INC.
Condensed Balance Sheets
(Unaudited)

	April 30, 2017	October 31, 2016
ASSETS		
Current assets		
Cash	$ 10,500	$ -
Accounts receivable	203,250	-
	213,750	-
Fixed assets, net of accumulated depreciation	-	-
Other assets		
Loan receivable	131,752	131,752
Less: Provision for uncollectibility	(131,752)	(131,752)
	-	-
Total Assets	$ 213,750	$ -
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$ 1,402,638	$ 1,258,360
Accrued note interest	667,268	651,905
Due to related parties	323,995	106,384
Notes payable	400,529	400,529
Convertible notes payable	131,633	286,118
	2,926,063	2,703,296
STOCKHOLDERS' DEFICIT		
Preferred stock:		
30,000,000 shares authorized, no par value		
30,000,000 issued and outstanding	$ -	$ -
Common stock:		
5,000,000,000 shares authorized of $0.0001 par value		
3,501,737,583 and 2,798,719,698 issued and outstanding respectively	350,174	279,872
Additional paid-in capital	13,795,292	13,736,108
Treasury stock	70,000	70,000
Accumulated deficit	(16,927,779)	(16,789,276)
	(2,712,313)	(2,703,296)
Total Liabilities and Stockholders' Deficit	$ 213,750	$ -

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

ON4 COMMUNICATIONS INC.

Condensed Statements of Operations

(Unaudited)

	3 Months Ended April 30,2017	3 Months Ended April 30,2016	6 Months Ended April 30,2017	6 Months Ended April 30,2016
Sales	$ 307,750	$ -	$ 363,250	$ -
Cost of sales	75,000	-	160,000	-
	232,750		203,250	$ -
Operating Expenses				
General and administrative	17,657	680	13,096	1,760
Management compensation	30,000	66,384	60,000	111,384
Corporate advisory fees	75,000	-	150,000	-
Sales commission	90,812		90,812	-
Legal and accounting	1,500	-	19,000	-
Foreign exchange gain	-	-	(6,518)	-
Total operating expenses	214,969	67,064	326,390	113,144
Operating income (loss)	17,781	(67,064)	(123,140)	(113,144)
Other income (expense)				
Interest	3,452	(19,586)	(15,363)	(39,152)
Total other income (expense)	3,452	(19,586)	(15,363)	(39,152)
Net income (loss)	$ 21,233	$ (86,650)	$ (138,503)	$ (152,296)
Net income (loss) per share - basic and diluted	$ -	$ -	$ -	$ -
Weighted average shares outstanding	3,363,682,000	366,844,398	3,288,157,459	366,844,398

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

ON4 COMMUNICATIONS INC.

Statement of Changes in Stockholders' Deficit

For the 6 Months Ended April 30, 2017

(Unaudited)

	Preferred Stock Number	Preferred Stock Amount	Common Stock Number	Common Stock Amount	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Stockholders' Deficit
Balance :								
November 1,2016	30,000,000	-	2,798,719,698	$ 279,872	$ 13,736,108	$ 70,000	$ (16,789,276)	$ (2,703,296)
6 months ended April 30,2017:								
Stock issued to repay convertible debt	-	-	703,017,885	70,302	59,184	-	-	129,486
Loss for period	-	-	-	-	-	-	(138,503)	(138,503)
Balance:								
April 30,2017	30,000,000	-	3,501,737,583	$ 350,174	$ 13,795,292	$ 70,000	$ (16,927,779)	$ (2,712,313)

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

ON4 COMMUNICATIONS INC.

Condensed Statements of Cash Flows

(Unaudited)

	6 Months Ended April 30 ,2017	6 Months Ended April 30 ,2016
Net cash from (used in) operating activities:		
Net loss from operations	$ (138,503)	$ (152,296)
Adjustments to reconcile net loss to net cash:		
Changes in operating assets and liabilities:		
Management compensation settled by a Note payable	-	105,000
Increase in accounts receivable	(203,250)	
Increase in accounts payable and accrued expenses	159,641	107,891
Increase (decrease) in amounts due related parties	217,611	(60,595)
	174,002	152,296
Net cash from operating activities	35,499	-
Net cash from investing activities:	-	-
Net cash from (used in) financing activities:		
Increase in notes payable	-	7,500
Decrease in convertible notes pa	(154,485)	-
Issuance of common shares	129,486	-
	(24,999)	7,500
Change in cash - increase (decrease)	10,500	7,500
Cash -beginning of period	-	-
Cash - end of period	$ 10,500	$ 7,500

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

ON4 COMMUNICATIONS INC.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS
Six Months Ended April 30,2017
(Unaudited)

1. The Company's Organization, History, and Current Operations

The Company was originally incorporated on **June 4, 2001** under the laws of the State of Delaware as Sound Revolution Inc. Our common stock is quoted on the Pink Sheets Quotation system under the symbol "ONCI.PK" and on the Berlin Stock Exchange under the symbol "O4C:GR".

On **March 12, 2009**, we entered into a merger agreement with On4 Communications, Inc., a private Arizona company incorporated on June 5, 2006 ("On4"). We subsequently amended this agreement on April 7, 2009, and on May 1, 2009 we completed the merger with On4, with us as the surviving entity. Upon the completion of the merger, we had three wholly-owned subsidiaries: (i) Charity Tunes Inc., a Delaware company incorporated on June 27, 2005 for the purpose of operating a website for the distribution of music online; (ii) Sound Revolution Recordings Inc., a British Columbia, Canada company incorporated on June 20, 2001 for the purpose of carrying on music marketing services in British Columbia; and (iii) PetsMobility Inc., a Delaware company incorporated on March 23, 2006 for the purpose of operating the website www.petsmo.com and related business. On October 2, 2009 the Company changed its name to On4 Communications, Inc.

On **April 29, 2010**, we sold our interest in PetsMobility, excluding certain specific assets, to On4 Communications Inc., a private Canadian company and our shareholder ("On4 Canada") pursuant to an asset purchase agreement in exchange for On4 Canada returning 2,000,000 shares of our common stock to our treasury for cancellation. On October 29, 2010 we amended the asset purchase agreement to clarify certain terms of the purchase and sale.

On **March 16, 2011**, we sold our interest in Charity Tunes and Sound Revolution to Empire Success, LLC, a private Nevada limited liability company, in exchange for $15,000 and 6,300 shares of Empire's common stock. As a result, we currently have no subsidiaries.

On **November 3, 2011**, we entered into a binding letter of intent ("LOI") to acquire 100% of the issued and outstanding shares of NetCents Systems Ltd. ("NetCents"), a private Alberta corporation engaged in the development and implementation of a unique and secure electronic payment system for online merchants and consumers. The LOI provided for a period of due diligence which was intended to lead to a formal agreement whereby the Company would acquire 100% of the issued and outstanding capital of NetCents. Clayton Moore, an officer and director of our Company until March 5, 2015, and Ryan Madson, an officer of our Company until January 2, 2015, were shareholders of NetCents and Mr. Moore is the president and director of Net Cents.

On **November 4, 2011**, Clayton Moore was appointed as a director, president and chief executive officer of our Company, Steven Allmen was appointed a director, Ryan Madson was appointed chief operating officer, Tom Locke was appointed as a director, chief financial officer, secretary and treasurer, and John Kaczmarowski was appointed chief technical officer.

Effective **July 23, 2012,** Tom Locke resigned as chief financial officer, secretary, treasurer and as a director of our Company. His resignation was not the result of any disagreement with our Company regarding its operations, policies, practices or otherwise. On December 15, 2011, we entered into a share exchange agreement with NetCents and the selling shareholders of NetCents ("Share Exchange Agreement"). Pursuant to the terms of the Share Exchange Agreement, our Company and NetCents agreed to engage in a share exchange which, if completed, would result in NetCents becoming a wholly owned subsidiary of our Company. However, this transaction never in fact closed and on November 12, 2014 the Company announced that the proposed merger agreement between On4 Communications, Inc. and NetCents Systems Ltd. had been officially rescinded.

By **March 5, 2015** there was a total change in management with the resignations of Mr. Steve Allmen, Mr. Ryan Madson and Mr. Clayton Moore, and the appointment of on March 5, 2015, of Mr. Timothy J. Owens as the Company's President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Director of the Company and the appointment on March 16, 2015 of Mr. Steve Dallas as the Company's Secretary and Director. With this management change, the Company also changed its business model.

On **June 4, 2015** the Company filed with the State of Delaware to increase its authorized capital to 5,030,000,000 shares, comprised of 5,000,000,000 common shares of $ 0.0001 par value each and 30,000,000 preferred stock of no par value.

On **September 28, 2015** notice was received that the QwickMed license originally dated March 5, 2015 had been cancelled for the Company's failure to provide the minimum required financing pursuant to that license agreement to finance the production, marketing and distribution of QwickMed products to non-profit organizations in accordance with the Company's then business plan. On October 5, 2015, Timothy Owens resigned as Director, CEO, President and Treasurer and Steve Dallas resigned as Director and Secretary.

On **October 9, 2015** Giorgio Johnson was appointed Director and acting CEO. The prior QwickMed business plan was abandoned with the cancellation of the license and a new business plan to be developed focused on the production of selective Apps and related platforms. However, on March 9, 2016 Giorgio Johnson resigned as an Officer and Director of the Company. The Company's previous business plan, under Mr. Johnson's direction, to pursue the creation, production and distribution of video games and related Apps was abandoned without additional cost to the Company.

On **March 9, 2016** Mr. Steve Berman was appointed Chief Executive Officer and Director of the Company. With his appointment, the Company began to aggressively pursue other business opportunities to produce a profitable business model going forward,

On **November 4, 2016** the Company announced its intention to acquire a 49% equity/ownership stake in Family Mobil Safety ("FMS") Marketing, the distributor of a safe driving App. Under terms of the deal, FMS and their global distribution network of the drive safe app will remain fully operational and continue as a standalone brand following the close of the acquisition. The FMS revolutionary safe driving app is currently generating significant monthly revenues, and this is expected to increase as organic traction amongst auto dealerships and auto insurance companies continues to grow. The FMS safe driving app is intended to do a number of things to keep your attention on the road while you're driving and not on your smart phone. As soon as the FMS app detects that the vehicles wheels are in motion the App will be programmed to automatically shut down all voice and social media for safe, distraction-free driving

The safe driving App by FMS features 3 key components as follows:

-First, the app will automatically enabled as soon as you start driving and will automatically reply to any incoming text messages in a way that's similar to an out of office message, so the text sender knows you're driving and can't reply right now.

-Second, it will silence audio tones for texts, emails, and phone calls.

-Third, it will block Web browsing, texting and outgoing phone calls—except for emergency 911 calls.

On **December 9, 2016** the Company announced that it has agreed to a Forty-Nine Percent (49%) Joint-Venture equity/ownership stake in Digital Media Management & Consulting ("DMCC") a fast-rising digital signage privately-held company headquartered in New York, NY. The DMCC platform supports advanced implementation of electronic sell-through and content advertising supported networks.

On **December 12, 2016** the Company entered into a Corporate Advisory Services Agreement with a third-party for a 3 month period commencing that date at the fee rate of $ 50,000 per month (the total payable commitment being $150,000).

On **March 27, 2017** the Company announced that it had retained John E. Dolkart, Jr., Esq. and the Law Offices of John E. Dolkart, Jr., Esq. as securities counsel. Part of Mr. Dolkart's work will handling the re-domicile of the Company from the state of Delaware to the state of Colorado. Once the re-domicile has occurred the Company intends to reduce its issued and outstanding common shares as well as reducing its authorized share capital. The new Colorado entity will then merge with the current Delaware corporation.

On **March 28, 2017** the Company announced that FMS Marketing had been selected as 1 of 5 Vendor Finalists to present the FMS Drive Safe App to two leading Asian auto manufacturers headquartered in South Korea. Both auto manufacturers are seeking distracted driving solutions for their Asian customers at the manufacturer level. In addition, the FMS Drive Safe App was presented to three large Japanese based auto insurers and then to Jakarta Indonesia to two large auto dealer groups based in Jakarta, Indonesia.

On **April 19, 2017** the Company announced that FMS Marketing has received a $100,000 order for their FMS Drive Safe App from one of the leading Asian auto manufacturers based in South Korea and Japan. The contract award is for a four month pilot project, with initial installations scheduled to begin immediately.

On **April 26, 2017** the Company announced that FMS Marketing had secured a key contract from one of the leading Asian auto manufacturers headquartered in Japan and South Korea. The contract begins immediately and deploys the FMS Drive Safe App to 2,500 Asian Dealer Network Groups in the following 7 countries: Indonesia, Malaysia, Viet Nam, Philippines, Singapore, South Korea and Japan. The contract award also calls for an increased roll out over the next 6 months to an additional 1,000 Dealer Network Groups.

On **May 1, 2017** the Company announced that its Board of Directors had approved the commencement of steps to re-domicile the corporation in Colorado. Colorado is expected to provide an opportunity for a fresh-start in an increasingly utilized jurisdiction for corporate formation and reformation. This action is currently in process.

2: Summary of Significant Accounting Policies

Basis of Presentation

These semi-annual unaudited financial statements of On4 Communications, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States and contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at April 30, 2017, and the results of its operations and cash flows for the 3 and 6 months ended April 30, 2017.

Cash

At April 30, 2017 the Company had a cash balance of $ 10,500.

Accounts Receivable

Accounts receivable arise from the Company's net share of sales of the FMS safe driving App and its net share of sales derived by Digital Media Management & Consulting.

Loan Receivable (less 100% Reserve)

On December 15, 2011, the Company entered into the share exchange agreement with NetCents Systems Ltd. ("NetCents"). In conjunction with this transaction, Company was owed $134,752 for expenses paid and advances made by the Company on behalf of NetCents. The amount was unsecured, non-interest bearing, and was due on demand. However, on November 12, 2014 the Company announced that the proposed merger agreement between On4 Communications, Inc. and NetCents Systems Ltd. had been officially rescinded. Accordingly, the collectability of the loan balance of $ 134,752 is substantially in doubt, and management has established a 100% provision for impairment.

Fixed Assets

The Company has fully amortized its fixed assets.

Revenue Recognition

The Company recorded its share of sales totaling $ 363,250 for the 6 months ended April 30, 2017 arising through the sale of the FMS safe driving App and through the Company's Joint-Venture equity/ownership stake in Digital Media Management & Consulting ("DMCC")

Use of Estimates

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

Net Loss per Share

Net loss per share is calculated using the weighted average number of shares of common stock outstanding during the year. The Company has adopted the provisions of SFAS No. 128, Earnings per Share.

Provision for Income Taxes

At this time, no provision for the payment of income taxes is required on the results of the Company's operations through April 30, 2017. The Company has approximately $ 11 million of net operating losses carried forward to potentially offset taxable income in future years, which expire commencing in calendar 2026.

Current Liabilities

The Company's liabilities are as follows:

Accounts Payable totaled $ 1,402,638 and $ 1,258,360 at January 31, 2017 and October 31, 2016, respectively. A substantial portion of these accounts payable are older than 3 years and inherited from prior management. The Company is in the process of evaluating whether or not these amounts are still truly payable in light of a possible expiration of statute of limitations. In addition, for those amounts which are still validly payable, the Company is reaching out to settle any outstanding payables at a significant discount.

Accrued interest expense on debt payable totaled $ 667,268 and $ 651,905 at April 30, 2017 and October 31, 2016, respectively. Notes Payable totaled $ 400,529 at both April 30, 2017 and October 31, 2016. These included a note payable to Kestral Gold Inc. ($ 22,928), a note payable to Scottsdale Investment Corporation ($319,980), a note payable to Gordon Jessup ($ 42,621) . However, the Company has similarly reached out to the respective debtholders with the objective of settling out both outstanding principal and accrued interest at a significant discount.

Convertible notes payable have been reduced to $ 131,633 at April 30, 2017 from $ 286.118 at October 31, 2016. These reductions have been accomplished through conversion and issuance of the Company's common stock. At April 30, 2017 this balance included convertible notes payable totaling $32,632 due Tide Pool Ventures Corporation, $26,500 due Louvas Law Group, $30,000 due WHC Capital, LLC and a balance of $ 42,500 of the $ 105,000 Note due Giorgio Johnson (see Note 5(b), which was fully paid off in May,2017 with the conversion and issuance of common stock

Stockholders' Deficit

Stockholders' deficit marginally increased from $(2,703,296) at October 31, 2016 to a deficit of $(2,712,313) at January 31, 2017 due to the net loss of $(138,503) for the 6 months ended April 30, 2017 less $ 129,486 from the issuance of new common stock used to repay convertible notes(see above).

3. Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. While the Company is presently operating profitably, its continuance as a going concern may be dependent upon its ability to obtain additional equity and/or debt financing. These financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern, which in turn may be dependent upon obtaining additional working capital necessary to accomplish its objectives. Management continues to seek debt funding, equity financing, or a combination of both, to raise the necessary working capital, and continues to seek to restructure and/or favorably settle its existing (inherited) debt

4. Management Changes During the Prior Fiscal Year

On **March 9, 2016** Mr. Johnson resigned as an Officer and Director of the Company. With his resignation, the Company's prior business plan was abandoned (see Note 5 (b)). However, also on March 9, 2016 Mr. Steve Berman was appointed Chief Executive Officer and Director of the Company. With his appointment, the Company has begun to acquire equity interests in strategically placed businesses in industries already producing revenues.

5. Contingent Obligations

(a) On **April 29, 2015** the Company entered into a Settlement Agreement with Tide Pool Ventures Corporation ("TPVC") which had outstanding convertible notes owed by the Company to TPVC totaling $ 83,305 at that date. Pursuant to this Settlement Agreement TPVC was irrevocably granted the right to convert its entire debt before any conversion of other third party convertible debt. Unless otherwise agreed between the Parties, in the event the Company violates this grant, TPVC reserves the right to file a civil judgement against the Company in favor of TPVC for all damages and costs incurred by TPVC in enforcing the grant. No such enforcement however has occurred to date and the Company continues to enjoy a good business relationship with TPVC. At April 30,2017 the debt owed to TPVC has been reduced to $37,129 including accrued interest,

(b) As explained in Note 4, on **March 9, 2016** Mr. Giorgio Johnson resigned as an Officer and Director of the Company. His resignation was not a result of any dispute with the Company or with any matter relating to the Company's operations, polices or practices. Previously, pursuant to an employment agreement dated October 9, 2015, Mr. Giorgio Johnson had been retained to provide his services as CEO at the rate of $ 15,000 per month. With Mr. Johnson's resignation, the Company entered into a Separation Agreement with him as of March 9, 2016, whereby he received a Convertible Promissory Note from the Company in the amount of $105,000 in full payment of all accrued and unpaid compensation. At the date of this filing, this Note has been fully settled through the issuance of the Company's common stock. As a condition in his Separation Agreement, Mr. Johnson surrendered his right to 30,000,000 Preferred (super voting) Shares and 20,000,000 common shares.

(c) On **March 9, 2016** Mr. Steve Berman was appointed Chief Executive Officer and Director of the Company. Mr. Berman is entitled to receive the block of 30,000,000 Preferred (super voting) Shares and he was issued 1,500,000,000 restricted common shares in consideration for his acceptance as an Officer and Director and in consideration for bringing the new business plan to the Company. Mr. Berman has indicated his intention to exchange his holding of 1,500,000,000 common shares to preferred shares.

The Company entered into an Employment Agreement with Mr. Berman as of March 9, 2016 which provides compensation to Mr. Berman at the rate of $10,000 per month and which grants Mr. Berman the right to acquire up to 50,000,000 of the Company's restricted common shares at a price of $0.0001 per share, plus the grant of 70,000,000 stock options exercisable at the rate of 2,500,000 common shares per calendar quarter over 7 years at a price equal to the lowest daily trading price in the previous quarter. He is also entitled to receive a profit incentive bonus by way of sales commissions equal to 25% of the value of all new executed contracts, net of any payments to outside services, derived by the Company from such new contracts. The Company has the right to terminate Mr. Berman's Employment Agreement at any time upon payment of 6 months' salary payable in 16 monthly installments following termination.

6) Issuer's Business, Products & Services / Management Discussion & Analysis

The following Management's Discussion & Analysis (MD&A) should be read in conjunction with the financial statements for the 6 months ending April 30, 2017, and the notes thereto. The Accompanying Financial Statements have been prepared from the books and records of the Company and have not been subject to independent review and audit. The financials reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented.

Forward-looking Statements

This section contains certain statements that may include "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by the use of forward-looking terminology such as "believes," "expects," "anticipate," "optimistic," "intend," "will" or other similar expressions. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in the Company's periodic reports that are filed with OTC and available on its website http://www.otcmarkets.com. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under applicable securities laws, the Company does not assume a duty to update these forward-looking statements.

Description of Business

On **March 9, 2016** Mr. Steve Berman was appointed Chief Executive Officer and Director of the Company. With his appointment, the Company intends to focus of acquiring and/or merging with proven and profitable businesses including acquiring equity interests in strategically placed businesses already producing revenues.

To date, two such investments in joint ventures have occurred as described below:

1. On **November 4, 2016** the Company acquired a 49% equity/ownership stake in Family Mobil Safety ("FMS") Marketing, the distributor of a safe driving App. Under terms of the deal, FMS and their global distribution network of the drive safe app will remain fully operational and continue as a standalone brand. The FMS revolutionary safe driving app has begun to generate significant recurring monthly revenues as organic traction amongst auto dealerships and auto insurance companies continues to grow.

   The FMS safe driving app is intended to do a number of things to keep your attention on the road while you're driving and not on your smart phone. As soon as the FMS app detects that the vehicles wheels are in motion the App is programmed to automatically shut down all voice and social media communication ability for safe, distraction-free driving.

On **December 2, 2016** the Company reported its expanded presence in the USA due to the increasing demand for the Company's premium *FMS Drive Safe App*. and also the launch of the FMS App on a global scale (particularly in Japan, Russia and Europe). The *FMS Drive Safe App* is the first App in this space to be distributed on a global basis and it is available in Dutch, Romanian, German, French, Italian, Russian, Spanish and Slovakian.

On **December 9, 2016** the Company announced that it has agreed to acquire a Forty-Nine Percent (49%) Joint-Venture equity/ownership stake in Digital Media Management & Consulting ("DMCC") a fast-rising digital signage privately-held company headquartered in New York, NY. The DMCC platform supports advanced implementation of electronic sell-through and content advertising supported networks. These business models are major requirements for owners and rights holders of entertainment content interested in rolling out new digital signage services.

On **December 19, 2016** the Company announced a full beta test launch of their proprietary *FMS Drive Safe App* with one of the largest North East distrbutors in the Food & Beverage industry. The FMS beta test will be installed on 250 vehicles initially, increasing to 1,000 vehicles over the subsequent 6 to 8 weeks. This enables the Company to enter the commercial fleet sector with our proprietary *FMS Drive Safe App* .

On **December 23, 2016** the Company announced a full beta test launch of their proprietary *FMS Drive Safe App* with a large Taxi fleet in the North-East USA. The FMS beta test will be installed on the fleet of 250 vehicles initially during the second week of January, 2017 - increasing in 250 vehicle tranches until full installation has been completed in the customer's 1,500 vehicle taxi fleet.

On **January 6, 2017** the Company announced that it had secured a large luxury auto dealer for the premium *FMS Drive Safe App* in the North-East USA. This Luxury Auto Dealer services 8 of the top brands in the USA; BMW, Lexus, Jaguar, Mercedes, Audi, Volvo, Cadillac and Range Rover. Contracts like this with major Auto Dealers are one of the Company's key targets – especially those having dealers having multiple franchises.

On **January 18, 2017** the Company announced the launch of a new proprietary *FMS tracking device platform* by securing its first pilot project contract with 500 pre-sold units to select USA Auto Dealers and Service Departments in the North-East.Designed to deliver direct visibility over the location of auto dealer vehicles, rental vehicles, limousines, taxis, third-party loads and brokered freight, the new *FMS tracking device* capabilities include:

- 24/7 Real Time GPS Location Tracking
- Automated Events
- Breadcrumb Mapping
- Direct TMS Integration

On **January 24, 2017** the Company announced that it has secured 8 new Auto Dealer Vendors in Florida State for the Company's premium *FMS Drive Safe App*.

On **March 28, 2017** the Company announced that FMS Marketing had been selected as 1 of 5 Vendor Finalists to present the FMS Drive Safe App to two leading Asian auto manufacturers headquartered in South Korea. Both auto manufacturers are seeking distracted driving solutions for their Asian customers at the manufacturer level. In addition, the FMS Drive Safe App was presented to three large Japanese based auto insurers and then to Jakarta Indonesia to two large auto dealer groups based in Jakarta, Indonesia.

On **April 19, 2017** the Company announced that FMS Marketing has received a $100,000 order for their FMS Drive Safe App from one of the leading Asian auto manufacturers based in South Korea and Japan. The contract award is for a four month pilot project, with initial installations scheduled to begin immediately.

On **April 26, 2017** the Company announced that FMS Marketing had secured a key contract from one of the leading Asian auto manufacturers headquartered in Japan and South Korea. The contract begins immediately and deploys the FMS Drive Safe App to 2,500 Asian Dealer Network Groups in the following 7 countries: Indonesia, Malaysia, Viet Nam, Philippines, Singapore, South Korea and Japan. The contract award also calls for an increased roll out over the next 6 months to an additional 1,000 Dealer Network Groups.

Operating results

The Company generated sales revenues of $ 363,250 during the 6 months ended April 30, 2017 (of which $ 307,250 was generated in second quarter, 2017 alone),. The Company expects that these revenue sources will continue to grow during the remainder of 2017. After cost of sales, operating expenses and interest expense, the Company generated net income of $ 21,233 during second quarter, 2017 (with a reduced net loss of $ 138,503 for the 6 months ended April 30,2017).

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Legal Proceedings

The Issuer is not a defendant in any legal proceedings.

The issuer's fiscal year end date: October 31

7) Describe the Issuer's Facilities

The Company's executive offices are located at 1875 Century Park East, 6th Floor, Los Angeles, CA 90067, telephone: 310-722-6624. These offices are provided by the Company's Chief Financial Officer at no cost to the Company.

8) Officers, Directors, and Control Persons

A. Current Directors, Officers, and any significant shareholders

- Mr. Steve Berman, Chief Executive Officer and Director (from March 9, 2016 to present)

- Mr. Alan Bailey, Chief Financial Officer (from July 1, 2015 to present)

Mr. Steve Berman is a native of New York with more than 30 years of sales success and executive leadership experience and a successful entrepreneur, having founded several companies and serving in the CEO role. He has been instrumental in capital financings for several public and private companies, including but not limited to start-ups and pre-revenue businesses . Most recently, Mr. Berman co-founded 3DMC, a premier digital multimedia company, and served as CEO of Stealth Sports and Marketing, a consulting firm specializing in marketing and multimedia solutions to professional sports teams. Prior to working with 3DMC and Stealth Sports and Marketing, Mr. Berman held the position of Senior Vice Present at YES Network, the number one regional sports network. Throughout his career, Mr. Berman has developed key relationships in the top 10 markets, and was responsible for developing the adverting platform for YES, which ultimately resulted in significant sales increases for the Network.
Prior to that, Mr. Berman served as Senior Vice President of Time Warner Cable NY, where he successfully grew the company's advertising sales from $ 11 million to more than $ 100 million , and increased national sales by 200%, resulting in Time Warner Cable NY being the number one billing cable company in the U.S. In joining On4 Communications, Inc. Mr. Berman's focus , subject to being successful in raising new capital, intends to be to lead several initiatives to build long-term shareholder value through the development of new sales and revenue opportunities.

B. **Legal/Disciplinary History.**

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
   None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
   None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
   None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.
   None

C. **Beneficial Shareholders**

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

At April 30, 2017, the Company had 3,501,737,583 issued and outstanding common shares and 30,000,000 issued and outstanding "Series A" preferred shares. Of these, the current holder of more than 10% is as follows:

	Percentage of total issued and outstanding
Steve Berman *	
Preferred shares	30,000,000 (100% of total issued)

The Preferred shares carry 5,000 to 1 votes over the common shares

Steve Berman	
Common Shares	1,500,000,000 (42.8% of total issued)

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
None

Accountant or Auditor
None

Investor Relations Consultant
None

10) Issuer Certification

I, Steve Berman and Alan Bailey certify that:

1. We have reviewed this disclosure statement of On4 Communications, Inc.;
2. Based on our 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 our 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.

Dated: June 14, 2017

/s/ ***STEVE BERMAN***, Chief Executive Officer and Director.
/s/ ***ALAN BAILEY***, Chief Financial Officer.