

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

AXIS TECHNOLOGIES GROUP INC.

11777 San Vicente Boulevard

Los Angeles CA 90049

626.429.2780

ceo@axtg.us

SIC CODE: 3679

Quarterly Report

For the Period Ending: September 30, 2021

(the "Reporting Period")

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

244,789,081

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

244,789,081

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

244,789,081

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: ☒

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.

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

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

AXIS TECHNOLOGIES GROUP INC.
Formerly=Riverside Entertainment, Inc. until 10-06
Formerly=Dreamfield Holdings, Inc. until 7-04
Formerly=GlobalDigitalCommerce.com, Inc. until 11-02
Formerly=C2i Solutions, Inc. until 1-00

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Delaware – September 30, 1997

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

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

The address(es) of the issuer's principal executive office:

11777 San Vicente Boulevard
Los Angeles CA 90049

The address(es) of the issuer's principal place of business:

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

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

2) Security Information

Trading symbol: AXTG
Exact title and class of securities outstanding: Common
CUSIP: 054617105
Par or stated value: .001

Total shares authorized:	<u>500,000,000</u>	as of date: <u>September 30, 2021</u>
Total shares outstanding:	<u>244,789,081</u>	as of date: <u>September 30, 2021</u>
Number of shares in the Public Float ² :	<u>21,224,788</u>	as of date: <u>September 30, 2021</u>

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total number of shareholders of record: 76 as of date: September 30, 2021

All additional class(es) of publicly traded securities (if any):

Trading symbol:

Exact title and class of securities outstanding: Preferred - Series A & Series B

CUSIP:

Par or stated value:

Total shares authorized: 20,000,0000 as of date: September 30, 2021

Total shares outstanding: 2,700,0000 as of date: September 30, 2021

Transfer Agent

Name: Pacific Stock Transfer Co.

Phone: 800-785-7782

Email: Paul Bednar <paul@pacificstocktransfer.com>

Address: 6725 Via Austi Pkwy., Ste. 300
Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12.31.18</u> Common: <u>244,789,081</u> Preferred:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

07.19.2021	New	1,000.000	Preferred – Series A	.001	No	Elegant Advisors Company Limited William Tien	Services	Restricted	<u>N.A</u>
07.19.2021	New	1,000.000	Preferred – Series B	.001	No	Tien Chwan Hoa (William Tien)	Acquisition of Tienchat PTE, LTD	Restricted	<u>N.A</u>
07.19.2021	New	700.000	Preferred – Series B	.001	No	Tien Chwan Hoa (William Tien)	Acquisition of T8 Exchange PTY LTD	Restricted	<u>N.A</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> <u>Ending</u>									
<u>Balance:</u>									
Date <u>9.30.21</u> Common: <u>244,789,081</u>									
Preferred: <u>2,700,000</u>									

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

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>03.21.14</u>	<u>175,000</u>	<u>175,000</u>			<u>A conversion price of \$0.00005. Whereas, the Company and Note Holder Intend to limit the Note Holder upon any conversion to holding in excess 9.99% of the total issued and outstanding shares of common stock of the Company;</u>	<u>Azure Associates, Inc.</u> <u>Christopher Maynard</u>	<u>Loan</u>

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

The Azure Associated, Inc. note was purchased and assigned to Ronin Equity Partners, Inc. on April 15, 2021.

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Caren Currier
Title: CFO
Relationship to Issuer: CFO

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

On July 19, 2021, the Company acquired both TienChat Pte Ltd ('TiENCHAT') and T8 Exchange Pty Ltd ('T8 Exchange') making each of TiENCHAT and T8 Exchange wholly owned subsidiaries of the Company, signifying the Company's commitment to acquiring, developing and promoting decentralized finance (DeFi) business assets and the further development of blockchain and DeFi related projects.

B. Please list any subsidiaries, parents, or affiliated companies.

The Company owns and operates two (2) wholly owned subsidiaries. They are:

1. Tienchat PTE LTD; and
2. T8 Exchange PTY LTD

C. Describe the issuers' principal products or services.

- 1. TIENCHAT:** TiENCHAT is a Singapore company that has designed, developed and built a global social software that relies on blockchain technology to create a borderless global access in 'multilingual social networking + cross-border payment + digital currency transactions. TIENCHAT subverts the current mainstream social and payment models in the global mobile network, and applies blockchain technology to the social and payment, and further integrates people's daily lives. TIENCHAT is a comprehensive application platform integrating communication, payment, transaction, shopping, information acquisition, knowledge sharing, etc., making global mutual notifications more complicated and more efficient and in-depth.

TiENCHAT is another breakthrough of the global sharing economy in the field of social payment, which has brought mobile social payment to a completely different level. At the same time, based on real-time, efficient, and borderless social networking, it uses its unique integrated methods of life, entertainment, games, and financial management to realize the value of time and the decentralized finance of social products, and create access to users in every country and region in the world. Visit www.TIENCHAT.com for more details.

Digital Asset & Cryptocurrency Mining

In addition to TiENCHAT's robust social networking and global payments platform, TiENCHAT plans to invest and engage in the mining of various cryptocurrencies (specifically Ethereum (ETH)) and that yield favorable ROI's. TiENCHAT has assembled a team of industry veterans with years of experience in the management and mining of cryptocurrencies and in the technology to support the development and growth of digital assets.

- 2. T8 EXCHANGE:** T8 Exchange is an Australian company that owns the T8EX and Trams Dex application, a decentralized exchange platform that enables existing TiENCHAT users to trade, swap utilize cryptocurrencies as payment inside the application.

A division of T8 Exchange, ETHFUND is a turnkey decentralized NFT minting, swap, listing and exchange platform that enable existing TiENCHAT users to trade, swap and utilize NFT tokens as a form of payment inside the platform. Users can view NFT token limited, listed and upload critical information that will be embedded onto

this ERC721 and ERC1155 token on the Ethereum blockchain, support digital currency multi-currency scan code payment and transfer, support multi-currency online transfer/withdrawal, and view real-time values of the NFT market price.

6) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases 2600 sq. ft. of office and studio space located at 11777 San Vicente Blvd, Los Angeles, California 90049

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
William Tien	Sole Director, President and CEO	<u>Singapore</u>	<u>1,000,000</u>	<u>Preferred – Series A</u>	<u>100%</u>	<u>Provides voting rights equal to 51% of the total voting stock of the Company</u>
<u>Caren Currier</u>	<u>CFO</u>	<u>Denton, TX</u>	<u>0</u>			
<u>KIPTON P HIRSCHBACH</u>	<u>5%</u>	<u>Omaha, NE</u>	<u>15,387,370</u>	<u>Common</u>	<u>6.286</u>	

<u>JAMES A ERICKSON</u>	<u>5%</u>	<u>Lincoln, NE</u>	<u>14,534,907</u>	<u>Common</u>	<u>5.938</u>	
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8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 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

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.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Brett Verona
Firm: The Verona Law Firm
Address 1: P.O. Box 18191
Address 2: Tampa, FL 33679
Phone: (813) 258-0852
Email: Brett@theveronafirm.com

Accountant or Auditor

Name:

Firm:
Address 1:
Address 2:
Phone:
Email:

Investor Relations

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

Other Service Providers

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

Name:
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, William Tien certify that:

1. I have reviewed this Quarterly Disclosure of AXIS TECHNOLOGIES GROUP 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.

December 18, 2021 [Date]

/s/William Tien [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Caren Currier certify that:

1. I have reviewed this Quarterly Disclosure of AXIS TECHNOLOGIES GROUP 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.

December 18, 2021 [Date]

/s/Caren Currier [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Axis Technologies Group, Inc.
Balance Sheet Prev Year Comparison
As of September 30, 2021

	Sep 30, 21	Sep 30, 20
ASSETS		
Current Assets		
Checking/Savings		
Bank - Perfbus	64,394.08	0.00
Chase Bank	494.25	0.00
Total Checking/Savings	64,888.33	0.00
Other Current Assets		
Accounts Receivable	150,000.00	0.00
T8 Exchange	7,000,000.00	0.00
TIEN CHAT	9,921,756.00	0.00
Total Other Current Assets	17,071,756.00	0.00
Total Current Assets	17,136,644.33	0.00
TOTAL ASSETS	17,136,644.33	0.00
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
*Accounts Payable	2,000.00	0.00
Total Accounts Payable	2,000.00	0.00
Credit Cards		
AXTG Card	2,000.00	0.00
Total Credit Cards	2,000.00	0.00
Other Current Liabilities		
Convertible Note - Azure As...	175,000.00	175,000.00
Due to Related Party - WBT	9,197.07	0.00
Total Other Current Liabilities	184,197.07	175,000.00
Total Current Liabilities	188,197.07	175,000.00
Total Liabilities	188,197.07	175,000.00
Equity		
! Retained Earnings	-2,183,940.00	-2,183,940.00
Additional Paid in Capital	18,637,351.00	1,764,151.00
Common Stock	244,789.00	244,789.00
Current Earnings	223,073.81	0.00
Preferred Stock	2,700.00	0.00
Net Income	24,473.45	0.00

Axis Technologies Group, Inc.
Balance Sheet Prev Year Comparison
As of September 30, 2021

	Sep 30, 21	Sep 30, 20
Total Equity	16,948,447.26	-175,000.00
TOTAL LIABILITIES & EQUITY	17,136,644.33	0.00

Axis Technologies Group, Inc.
Profit & Loss Prev Year Comparison
July through September 2021

	Jul - Sep 21	Jul - Sep 20
Ordinary Income/Expense		
Income		
Sales	200,000.00	0.00
Total Income	200,000.00	0.00
Expense		
Advertising and Promot...	4,259.57	0.00
Bank Service Charges	30.31	0.00
Due and Subscriptions	189.02	0.00
Meals and Entertainment	216.92	0.00
Office Supplies	668.77	0.00
Professional Fees	114,200.00	0.00
Rent Expense	34,606.92	0.00
Taxes and Licenses	882.00	0.00
Travel Expense	1,010.22	0.00
Total Expense	156,063.73	0.00
Net Ordinary Income	43,936.27	0.00
Net Income	43,936.27	0.00

Axis Technologies Group, Inc.
Statement of Cash Flows
 July through September 2021

	<u>Jul - Sep 21</u>
OPERATING ACTIVITIES	
Net Income	43,936.27
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-150,000.00
T8 Exchange	-7,000,000.00
TIEN CHAT	-9,921,756.00
AXTG Card	2,000.00
Due to Related Party - WBT	-8,760.00
Net cash provided by Operating Activit...	-17034579.73
FINANCING ACTIVITIES	
Additional Paid in Capital	16,873,200.00
Current Earnings	223,073.81
Preferred Stock	2,700.00
Net cash provided by Financing Activit...	17,098,973.81
Net cash increase for period	64,394.08
Cash at beginning of period	494.25
Cash at end of period	<u><u>64,888.33</u></u>

Axis Technologies Group, Inc.
Consolidated Statement of Changes in Stockholders' Equity (Deficit) For the Nine Months Ended September 30, 2021

Unaudited

	Common Stock		Preferred Shares		Additional Paid in Capital	Retained Earnings	Total Shareholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance 12/31/2019	244,789,081	244,789			1,764,151	(2,183,940)	(175,000)
Shares Issued							
Shares Repurchased							
Net Income (Loss)							
Balance 12/31/2020	244,789,081	244,789			1,764,151	(2,183,940)	(175,000)
Shares Issued			2,700,000	2,700		(2,700)	0
Shares Repurchased							
Net Income (Loss)					16,873,200	250,247	17,123,447
Balance 9/30/21	244,789,081	244,789	2,700,000	2,700	18,637,351	(1,936,393)	16,948,447
Shares Issued							0
Shares Repurchased							0
Net Income (Loss)							0

AXIS TECHNOLOGIES GROUP INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
For The Period Ended September 30, 2021

NOTE 1: THE COMPANY AND THE SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed in the preparation of these financial statements:

Organizational Information: Axis Technologies Group, Inc. (the Company) was incorporated in 2003 in the State of Delaware.

Industry Information: Axis Technology Group, Inc. (AXTG) is a holding company that promotes decentralized finance business and business focus to make these innovations come true. AXTG supports and develops companies' development of blockchain and DeFi projects. AXTG will take this opportunity to make strategic investments and acquire companies who have unseen potential to scale and add value.

Basis of Presentation: The accounting records of the Company are maintained on the accrual basis and the accompanying financial statements are presented on the accrual basis.

Depreciation and Amortization: The cost of property and equipment is depreciated over the estimated useful lives of the related assets using the accelerated recovery periods of the Internal Revenue Service. Purchased software is amortized on the straight-line basis over five years; organization expense and trademarks are amortized on the straight-line method over sixty months.

Accounts Receivable: The accounts receivable arise in the normal course of business of providing services to Customers. Accounts are written-off as they are deemed uncollectible based upon a periodic review of the accounts. At this time the company has no receivables.

Concentration of Credit Risk: Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of bank deposits and trade accounts receivable. The Company has concentrated its credit risk for cash by maintaining deposits in financial institutions within the geographic region of Lincoln, Nebraska, which may at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation (FDIC). There is no excess deposit liabilities at this time. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash. Concentrations of credit risk with respect to accounts receivable arise because the Company grants unsecured credit in the form of trade accounts receivable to its customers.

Management Estimations: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and

liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the period. Actual results could differ from those estimates. Axis Technologies Group, Inc.

Cash and Equivalents: For purposes of reporting cash flows, the Company considers all cash accounts which are not subject to withdrawal restrictions or penalties, and certificates of deposit with original maturities of 90 days or less to be cash or cash equivalents.

Revenue Recognition: Revenues on subscription contracts are recognized monthly over the life of the contract. Amounts that have been invoiced are recorded in accounts receivable and revenue or deferred revenue, depending upon whether the revenue recognition criteria have been met.

Inventory: The Company maintains its inventory on a perpetual basis utilizing the first-in first-out (FIFO) method. There is no inventory at this time.

NOTE 2: GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has minimal working capital and net losses from inception. This condition raises substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required, and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3: INCOME TAX

The Company provides for income taxes under Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. SFAS 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. SFAS 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Consequently, because of uncertainty about the Company's ability to realize any future tax benefits from its unused net operating losses, no deferred tax asset relating to those losses has been recorded.

NOTE 4: COMMITMENTS

The company has no leased space at this time

NOTE 5: NOTE PAYABLE

The company has one convertible note dated March 21, 2014 with in the amount of \$175,000. The note has a conversion price of \$0.00005. Whereas, the Company and Note Holder Intend to limit the Note Holder upon any conversion to holding in excess 9.99% of the total issued and outstanding shares of common stock of the Company. The note as originally issued to Azure Associates and subsequently sold and assigned to Ronin Equity Partners, Inc.

NOTE 6: CONSOLIDATION INFORMATION

None

NOTE 7: SHAREHOLDER NOTES PAYABLE

None

NOTE 8: LITIGATION

None