

AXIM BIOTECHNOLOGIES, INC.  
Form 10-Q  
November 21, 2016

**FORM 10-Q**

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

X . QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

**For the quarterly period ended September 30, 2016**

OR

. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-54296

**AXIM Biotechnologies, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation or organization)

**27-4029386**  
(I.R.S. Employer  
Identification Number)

**18 E 50th St 5th Floor, New York, NY 10022**

(Address of principal executive offices)

**(212) 751-0001**

(Registrant's telephone number, including area code)

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(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  .

Indicate by check mark whether registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). No  .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). No  .

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Exchange Act of 1934 after the distribution of securities under a plan confirmed by a court. Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 51,492,659 shares of common stock, par value \$0.0001 per share, outstanding as of November 21, 2016.

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**PART I FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**AXIM BIOTECHNOLOGIES, INC.**

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**AXIM BIOTECHNOLOGIES, INC.**  
**(Formerly AXIM International, Inc.)**  
**Condensed Consolidated Balance Sheets**

	<b>September 30, 2016 (unaudited)</b>	<b>December 31, 2015</b>
<b>ASSETS</b>		
Current assets:		
Cash	\$ 870,633	\$ 134,170
Inventory	151,058	200,784
Reservation fee deposit	65,170	65,170
Prepaid expenses	62,178	777,657
Loan receivable	5,000	5,000
Total current assets	1,154,039	1,182,781
Property and equipment, net of accumulated depreciation of \$3,636 and \$1,119, respectively.	13,144	15,661
Other Assets:		
Acquired intangible asset - intellectual property licensing agreement, net	63,167	63,167
Total other assets	63,167	63,167
<b>TOTAL ASSETS</b>	<b>\$ 1,230,350</b>	<b>\$ 1,261,609</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 337,607	\$ 324,014
Due to shareholder	5,000	5,000
Convertible loan	-	50,000
Due to first insurance funding	45,644	22,964
Derivative Liability (see note 9)	1,062,500	-
Due to related party	1,619,067	1,085,910
Promissory note - related party (including accrued interest of \$80,835 and \$57,726 respectively)	1,080,835	1,057,726
Total current liabilities	4,150,653	2,545,614
Long-term liabilities:		
Convertible note payable due to shareholder including accrued interest of \$394 and \$0, respectively	45,394	-
Convertible notes payable due to shareholder including accrued interest		
of \$1,240 and \$0, respectively net of unamortized debt discount		
of \$847,313 and \$0, respectively (see note 9)	3,927	-
Convertible note payable due to shareholder (including accrued interest of \$2,457 and \$11,197, respectively)	267,947	411,197
Total long-term liabilities	317,268	411,197
<b>TOTAL LIABILITIES</b>	<b>4,467,921</b>	<b>2,956,811</b>

## STOCKHOLDERS' DEFICIT

Preferred stock, \$0.0001 par value, 5,000,000 shares authorized;		
Series A Convertible Preferred stock, \$0.0001 par value, -0- and 1,000,000 shares designated respectively, -0- and 1,000,000 shares issued and outstanding; respectively	-	100
Undesignated Preferred stock, \$0.0001 par value, 4,000,000 shares authorized, 0- and 1,000,000 shares issued and outstanding, respectively	-	100
Series B Convertible Preferred Stock, \$0.0001 par value 500,000 shares designated, 500,000 and -0- shares issued and outstanding, respectively	50	-
Series C Convertible Preferred Stock, \$0.0001 par value 500,000 shares designated, 500,000 and -0- shares issued and outstanding, respectively	50	-
Common stock, \$0.0001 par value, 300,000,000 shares authorized		
41,802,659 and 39,633,706 shares issued and outstanding, respectively;	5,149	3,963
Additional paid in capital	10,747,371	9,032,865
Common stock to be issued	2,895,856	52,500
Accumulated deficit	(16,886,047)	(10,784,730)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(3,237,571)</b>	<b>(1,695,202)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 1,230,350</b>	<b>\$ 1,261,609</b>

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

**AXIM BIOTECHNOLOGIES, INC.**  
**(Formerly AXIM International, Inc.)**  
**Condensed Consolidated Statement of Operations**

	<b>For the Three Months ended September 30, 2016</b>	<b>For the Three Months ended September 30, 2015</b>	<b>For the Nine Months ended September 30, 2016</b>	<b>For the Nine Months ended September 30, 2015</b>
Revenues	\$ 9,600	\$ 21,610	\$ 34,846	\$ 33,722
Cost of goods sold	13,661	32,830	40,957	32,830
Gross (loss) profit	(4,061)	(11,220)	(6,111)	892
Expenses:				
Research and development expenses	87,718	133,087	163,946	507,014
Selling, general and administrative	1,462,954	1,546,136	2,816,666	3,233,639
Depreciation	839	840	2,516	840
Total operating expenses	1,551,511	1,680,063	2,983,128	3,741,493
Loss from operations	(1,555,572)	(1,691,283)	(2,989,239)	(3,740,601)
Other (Income) expenses:				
Amortization of Debt Discount	2,687	-	2,687	-
Loss on extinguishment of debt	-	-	1,385,000	-
Interest expense	225,382	12,401	249,391	30,717
	228,069	12,401	1,637,078	30,717
Loss before provision of income tax	(1,783,641)	(1,703,684)	(4,626,317)	(3,771,318)
Provision for income tax	-	-	-	-
NET LOSS	\$ (1,783,641)	\$ (1,703,684)	\$ (4,626,317)	\$ (3,771,318)
Less: Dividend on preferred stocks	(1,475,000)	-	(1,475,000)	-
NET LOSS ATTRIBUTABLE TO COMMON	\$ (3,258,641)	\$ (1,703,684)	\$ (6,101,317)	\$ (3,771,318)

SHAREHOLDERS

Loss per common share - basic and diluted	\$	(0.07)	\$	(0.04)	\$	(0.15)	\$	(0.10)
Weighted average common shares outstanding - basic and diluted		44,330,132		39,417,206		41,269,504		36,244,853

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



**AXIM BIOTECHNOLOGIES, INC.****(Formerly AXIM International, Inc.)****Condensed Consolidated Statement of Stockholders' Deficit****For the nine months ended September 30, 2016****(unaudited)**

	Common Stock		Preferred Stock		Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Series C Convertible Preferred Stock		Com Sto to Issu
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	
Balance at December 31, 2015	39,633,706	\$ 3,963	1,000,000	\$ 100	1,000,000	\$ 100	- \$	-	-	\$ -	\$ 5
Common stock to be issued for officer's compensation	125,000	13	-	-	-	-	-	-	-	-	(52)
Common stock to be issued for officer's compensation	2,250,000	225	-	-	-	-	-	-	-	-	71
Common stock issued for consulting services	3,953	-	-	-	-	-	-	-	-	-	-
Common stock to be issued for consultancy services	2,440,000	244	-	-	-	-	-	-	-	-	70
Common stock issued in exchange for debt	2,040,000	204	-	-	-	-	-	-	-	-	-
Fair value of convertible note over the face value of note	-	-	-	-	-	-	-	-	-	-	-
Cancellation/Rescission of the Series "A" convertible preferred stock issued in 2015.	-	-	-	-(1,000,000)	(100)	-	-	-	-	-	-
Issuance of Series B Convertible Preferred Stock for cash	-	-	-	-	-	-500,000	50	-	-	-	-
Issuance of Series C Convertible Preferred Stock for cash	-	-	-	-	-	-	-	-500,000	50	-	50

Issuance of Series A Convertible Preferred Stock on conversion of Preferred stock	-	-(1,000,000)	(100)	1,000,000	100	-	-	-	-
Common stock to be issued on Conversion of Series A preferred stock	5,000,000	500	-	-(1,000,000)	(100)	-	-	-	- 1,47
Preferred stock dividend	-	-	-	-	-	-	-	-	-
Net Loss	-	-	-	-	-	-	-	-	-
Balance at September 30, 2016	51,492,659	\$ 5,149	-	\$ -	-	\$ -500,000	\$ 50,500,000	\$ 50,500,000	\$ 2,89

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

**AXIM BIOTECHNOLOGIES, INC.**  
**(Formerly AXIM International, Inc.)**  
**Condensed Consolidated Statements of Cash Flows**  
**(unaudited)**

	<b>For the Nine Months ended September 30, 2016</b>	<b>For the Nine Months ended September 30, 2015</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (4,626,317)	\$ (3,771,318)
Loss from operations	(4,626,317)	(3,771,318)
<u>Adjustments to reconcile net loss to net cash used in operating activities:</u>		
Amortization of debt discount	2,687	-
Depreciation expense and Amortization	2,516	840
Amortization of prepaid services	736,438	1,065,205
Loss on extinguishment of debt	1,385,000	-
Non-cash Interest Expense	212,500	-
Amortization of prepaid insurance	64,041	94,685
Stock based compensation	1,424,935	586,125
Inventory written off	9,753	-
Impairment Loss	-	652,265
<u>Change in operating assets and liabilities:</u>		
Accounts payable and accrued expenses	13,593	377,553
Accrued Interest payable	35,507	-
Inventory	39,973	32,830
Reservation fee Deposit	-	(65,170)
Prepaid Insurance	(85,000)	(85,000)
Due to first insurance funding	22,680	(8,390)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(761,694)</b>	<b>(1,120,375)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase Of Equipment	-	(16,801)
Net Cash Used in Investing Activities	-	(16,801)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from Issuance of Notes	850,000	-
Proceeds from due to related party	533,157	499,308
Issuance of common stock for cash	-	20,000
issuance of series B and C preferred	115,000	-
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>1,498,157</b>	<b>519,308</b>
<b>NET CHANGE IN CASH</b>	<b>736,463</b>	<b>(617,868)</b>
<b>CASH BALANCES</b>		
Beginning of period	134,170	661,128
End of period	\$ 870,633	\$ 43,260

SUPPLEMENTAL DISCLOSURE OF CASH FLOW  
INFORMATION:

## CASH PAID DURING THE PERIOD FOR:

Interest	\$	1,034	\$	698
Income taxes-net of tax refund	\$	-	\$	651

SUPPLEMENTAL SCHEDULE OF NON-CASH FINANCING AND INVESTING  
TRANSACTIONS:

Excess fair value of convertible note issued for prepaid services	\$	-	\$	2,000,000
Convertible Note issued for services	\$	-	\$	400,000
Acquisition of Intellectual property through subsidiary acquisition	\$	-	\$	983,262
Common stock issued against common stock to be issued	\$	52,500	\$	-
Common stock issued against conversion of debt	\$	159,000	\$	-
Cancellation of Series A convertible preferred shares	\$	100	\$	-
Exchange of preferred shares against series A convertible preferred shares	\$	100	\$	-
Conversion of series A convertible preferred shares into common stock	\$	500	\$	-
Debt discount and initial derivative liability at issuance of note	\$	1,062,500	\$	-
Preferred dividend against common stock to be issued on conversion of Series A Preferred stock	\$	1,475,000	\$	-

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

**AXIM BIOTECHNOLOGIES, INC.**

**(FORMERLY AXIM INTERNATIONAL, INC.)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2016 and 2015**

**(unaudited)**

**NOTE 1: ORGANIZATION**

The Company was originally incorporated in Nevada on November 18, 2010, as Axim International Inc. On July 24, 2014, the Company changed its name to AXIM Biotechnologies, Inc. to better reflect its business operations. The Company's principal executive office is located at 18 East 50th Street, 5th Floor, New York, NY 10022. On August 7, 2014, the Company formed a wholly owned Nevada subsidiary named Axim Holdings, Inc. This subsidiary will be used to help facilitate the anticipated activities planned by the Company. On May 11, 2015 the Company acquired a 100% interest in Can Chew License Company a Nevada incorporated licensing Company, through the exchange of 5,826,706 shares of its common stock.

**NOTE 2: BASIS OF PRESENTATION:**

The unaudited condensed consolidated financial statements of AXIM Biotechnologies, Inc. (formerly Axim International, Inc.) as of September 30, 2016, and for the nine months period ended September 30, 2016 and 2015 have been prepared in accordance with United States generally accepted accounting principles ( US GAAP ).

The following (a) balance sheets as of September 30, 2016 (unaudited) and December 31, 2015, which have been derived from audited financial statements, and (b) the unaudited interim statements of operations and cash flows of AXIM Biotechnologies, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2016 are not necessarily indicative of results that may be expected for the year ending December 31, 2016. These unaudited financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2015 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ( SEC ) on April 14, 2016.

### **NOTE 3: SIGNIFICANT ACCOUNTING POLICIES**

#### **Use of estimates**

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

#### **Cash equivalents**

The Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

#### **Inventory**

Inventory consists of finished goods available for sale and raw materials owned by the Company and are stated at the lower of cost or market. During the three and nine months ended September 30, 2016, the Company wrote off finished goods inventory worth \$-0- and \$9,753; respectively. As of September 30, 2016 the finished goods inventory totaled \$151,058 and the shelf life of the finished goods inventory is set to expire on April 6, 2017.

#### **Property and equipment**

Property and equipment are carried at cost less accumulated depreciation. Depreciation is computed using straight-line method over the estimated useful life. New assets and expenditures that extend the useful life of property or equipment are capitalized and depreciated. Expenditures for ordinary repairs and maintenance are charged to operations as incurred. For the three and nine months ended September 30, 2016, the Company recorded \$839 and \$2,516; respectively, of depreciation expense.



## **Intangible Assets**

As required by generally accepted accounting principles, trademarks and patents are not amortized since they have an indefinite life. Instead, they are tested annually for impairment. Intangible assets as of September 30, 2016 amounted to \$63,167 net of accumulated impairment losses of \$652,265.

## **Revenue Recognition**

The Company recognizes revenue on four basic criteria that must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the fee charged for services rendered and products delivered and the collectability of those fees. Revenue is generally recognized upon shipment.

Revenues from continuing operations recognized for the three months ended September 30, 2016 and 2015 amounted to \$9,600 and \$21,610, respectively.

Revenues from continuing operations recognized for the nine months ended September 30, 2016 and 2015 amounted to \$34,846 and \$33,722, respectively.

## **Principles of consolidation**

The unaudited condensed consolidated financial statements include the accounts of Axim Biotechnologies, Inc. and its wholly owned subsidiaries Axim Holdings, Inc. and Can Chew License Company as of September 30, 2016 and 2015. All significant intercompany transactions and balances have been eliminated in consolidation.

## **Derivative Liabilities**

The Company assessed the classification of its derivative financial instruments as of September 30, 2016, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.



ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

### **Fair Value of Financial Instruments**

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of September 30, 2016, with the exception of its convertible notes payable and derivative liability. The carrying amounts of these liabilities at September 30, 2016 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of September 30, 2016 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

### **Convertible Instruments**

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for *Accounting for Derivative Instruments and Hedging Activities*.

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as *The Meaning of Conventional Convertible Debt Instrument*.

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when *Accounting for Convertible Securities with Beneficial Conversion Features*, as those professional standards pertain to *Certain Convertible Instruments*. Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying

common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

### **Income taxes**

The Company follows Section 740-10, Income tax ( ASC 740-10 ) Fair Value Measurements and Disclosures of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that the Company believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including reversals of any existing taxable temporary differences, projected future taxable income, tax planning strategies, and the results of recent operations. If the Company determines that it would be able to realize a deferred tax asset in the future in excess of any recorded amount, the Company would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

### **Concentrations of Credit Risk**

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. The Company places its cash and temporary cash investments with credit quality institutions. At times, such amounts may be in excess of the FDIC insurance limit. The Company does not have accounts receivable and allowance for doubtful accounts at September 30, 2016 and December 31, 2015.

### **Net loss per common share**

Net loss per common share is computed pursuant to section 260-10-45 Earnings Per Share ( ASC 260-10 ) of the FASB Accounting Standards Codification. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding and the member potentially outstanding during each period. In periods when a net loss is experienced, only basic net loss per share is calculated because to do otherwise would be anti-dilutive.

There were 41,802,659 common share equivalents at September 30, 2016 and 39,364,706 at September 30, 2015. For the three and nine months ended September 30, 2016 and 2015 these potential shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would reduce net loss per share.

### **Stock Based Compensation**

All stock-based payments to employees and to nonemployee directors for their services as directors, including any grants of restricted stock and stock options, are measured at fair value on the grant date and recognized in the

statements of operations as compensation or other expense over the relevant service period. Stock-based payments to nonemployees are recognized as an expense over the period of performance. Such payments are measured at fair value at the earlier of the date a performance commitment is reached or the date performance is completed. In addition, for awards that vest immediately and are non-forfeitable the measurement date is the date the award is issued.

### **Cost of Sales**

Cost of sales includes the purchase cost of products sold and all costs associated with getting the products to the customers including buying and transportation costs.

### **Research and Development**

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development ( ASC 730-10 ). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company incurred research and development expenses of \$163,946 and \$507,014 for the nine months ended September 30, 2016 and 2015. The Company incurred research and development expenses of \$87,718 and \$133,087 for the three months ended September 30, 2016 and 2015.

### **Shipping Costs**

Shipping and handling costs billed to customers are recorded in sales. Shipping costs incurred by the company are recorded in general and administrative expenses.

### Recently issued accounting standards

In October 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2016-16 - Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory. ASU 2016-16 will require the tax effects of intercompany transactions, other than sales of inventory, to be recognized currently, eliminating an exception under current GAAP in which the tax effects of intra-entity asset transfers are deferred until the transferred asset is sold to a third party or otherwise recovered through use. The guidance will be effective for the first interim period of our 2019 fiscal year, with early adoption permitted.

In August 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) ASU No. 2016-15, Classification of Certain Cash Receipts and Cash Payments ( ASU 2016-15 ). ASU 2016-15 provides guidance regarding the classification of certain items within the statements of cash flows. ASU 2016-15 is effective for annual periods beginning after December 15, 2017 with early adoption permitted.

In connection with its financial instruments project, the FASB issued ASU 2016-13 - Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments in June 2016 and ASU 2016-01 - Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities in January 2016.

ASU 2016-13 introduces a new impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a forward-looking expected loss model that will replace the current incurred loss model and generally will result in earlier recognition of allowances for losses. The guidance will be effective for the first interim period of our 2021 fiscal year, with early adoption in fiscal year 2020 permitted.

ASU 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Among other provisions, the new guidance requires the fair value measurement of investments in certain equity securities. For investments without readily determinable fair values, entities have the option to either measure these investments at fair value or at cost adjusted for changes in observable prices minus impairment. All changes in measurement will be recognized in net income. The guidance will be effective for the first interim period of our 2019 fiscal year. Early adoption is not permitted, except for certain provisions relating to financial liabilities.

In April 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) ASU 2016 10 Revenue from Contract with Customers: identifying Performance Obligations and Licensing . The

amendments in this Update clarify the two following aspects (a) contracts with customers to transfer goods and services in exchange for consideration and (b) determining whether an entity's promise to grant a license provides a customer with either a right to use the entity's intellectual property (which is satisfied at a point in time) or a right to access the entity's intellectual property (which is satisfied over time). The amendments in this Update are intended to reduce the degree of judgment necessary to comply with Topic 606. This guidance has no effective date as yet. The Company is currently evaluating the impact of adopting this guidance.

In March 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) ASU 2016-09 Improvements to Employee Share-Based Payment Accounting which is intended to improve the accounting for employee share-based payments. The ASU simplifies several aspects of the accounting for share-based payment award transactions, including; the income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. The new standard is effective for fiscal years and interim periods beginning after December 15, 2016, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is permitted. The Company is currently evaluating the impact of adopting this guidance.

In February 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update (ASU) 2016-02, which amends the guidance in U.S. GAAP on accounting for operating leases, a lessee will be required to recognize assets and liabilities for operating leases with lease terms of more than 12 months on the balance sheet. The new standard is effective for fiscal years and interim periods beginning after December 15, 2018, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted. The Company is currently evaluating the impact of adopting this guidance.

In January 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update (ASU) 2016-01, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is currently evaluating the impact of adopting this guidance.

The amendments also clarify that the guidance in Topic 275, Risks and Uncertainties, is applicable to entities that have not commenced planned principal operations.

Other recent accounting pronouncements issued by the FASB and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements

**NOTE 4: PREPAID EXPENSES**

Prepaid expenses consist of the following as of September 30, 2016 and December 31, 2015:

	<b>September 30,</b>		<b>December 31,</b>	
	<b>2016</b>		<b>2015</b>	
Prepaid service contract	\$	-	\$	736,438
Prepaid insurance contract		62,178		41,219
	\$	62,178	\$	777,657

For the three months ended September 30, 2016 and 2015 the Company recognized amortization of prepaid expense of \$21,425 and \$621,424, respectively.

For the nine months ended September 30, 2016 and 2015 the Company recognized amortization of prepaid expense of \$800,479 and \$1,159,945, respectively.



**NOTE 5: RESERVATION FEE DEPOSIT**

The Company entered into a reservation agreement with the Municipality of Almere in the Netherlands. In October 2015 the Company paid the reservation fee in the amount of \$65,170. The reservation fee deposit gives the company an exclusive right to purchase the building land for a purchase price of €1,110,000. Starting in October 2015 the second reservation period was extended for a period of twelve (12) months expiring September 2016. Starting in October 2016 the second reservation period was extended to October 20, 2017 under the same terms as the previous period. The Company is not entitled to a refund of the reservation fee if the current agreement is terminated by the Company in the event of insolvency or a moratorium on the transfer or assignment of rights or in the event of a failure to notify or notify on time. The agreement is not transferable. The rights and obligations of this agreement cannot be assigned. The municipality is entitled to terminate the agreement by means of a registered letter if during the reservation period compelling objections exist or arise, or through the insolvency of the Company.

**NOTE 6: PROMISSORY NOTE - RELATED PARTY**

On August 8, 2014 the Company entered into a Promissory Note Agreement with CanChew Biotechnologies, LLC (CCB), a related party (the owners of CCB also own a majority of the outstanding shares of the Company), under which it borrowed \$1,000,000 to fund working capital. The original loan was a demand note bearing interest at the rate of 7% per annum, which amount, along with principal, was payable upon demand. The demand note was amended effective January 1, 2015 to reduce the annual interest rate to 3%. All other terms and conditions shall remain in full force and effect. The Company is in discussions to have the demand note modified or exchanged for a longer term, fixed maturity note.

The following table summarizes promissory note payable as of September 30, 2016 and December 31, 2015:

	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Promissory note payable, due on demand, interest at 3% and 7%, respectively.	\$ 1,000,000	\$ 1,000,000
Accrued interest	80,835	57,726
	\$ 1,080,835	\$ 1,057,726

For the three months ended September 30, 2016 and 2015 the Company recognized interest expense of \$7,788 and \$7,561; respectively.

For the nine months ended September 30, 2016 and 2015 the Company recognized interest expense of \$23,109 and \$22,111; respectively.

#### **NOTE 7: RELATED PARTY TRANSACTIONS**

The Company has received working capital advances from CCB and Maxillofacial totaling \$1,619,067 as of September 30, 2016, which includes \$533,157 received during the nine month period ended September 30, 2016. The advances currently bear no interest and are payable on demand. The Company is in discussions to have the advances reduced to a longer term, fixed maturity note.

The Company owes \$5,000 to the president of the Company for a working capital advance of \$5,000 made in May of 2014.

On August 15, 2016 the Company issued 1,000,000 shares of its Series A Convertible Preferred Stock in exchange for 1,000,000 shares of its Undesignated Preferred Stock (see Footnote 12 - "Preferred Stock" for a discussion of the Company's preferred stock). The Undesignated Preferred Stock was held by Sanammad Foundation and MJNA Investment Holdings, LLC (500,000 shares each), which parties together own a majority of the common stock of the Company. Under the terms of the exchange, the 1,000,000 shares of Series A Convertible Preferred received in the exchange were immediately converted into 5,000,000 restricted shares of the Company's common stock (2,500,000 shares for each of Sanammad Foundation and MJNA Investment Holdings, LLC). As a result, the Series A Convertible Preferred Stock is retired and no longer available for future issuance. The three members of the Sanammad Foundation also serve as the current three directors of the Company and Sanammad, along with MJNA

Investment Holdings, LLC, hold a majority of the outstanding stock of the Company

On August 18, 2016 the Company issued all 500,000 shares of its newly designated Series B Convertible Preferred Stock to Sanammad Foundation in exchange for cash of \$50,000. As the holders of the Series B Preferred Stock, Sanammad has designated the current directors, Dr. George E. Anastassov, Dr. Philip A. Van Damme and Mr. Lekhram Changoer as their three Series B Directors.

On August 18, 2016 the Company issued all 500,000 shares of its newly designated Series C Convertible Preferred Stock to MJNA Investment Holdings, LLC in exchange for cash of \$65,000. At this time the holders of the Series C Preferred Stock have decided not to elect any Series C Directors.

**NOTE 8: DUE TO FIRST INSURANCE FUNDING**

The Company owes \$45,644 to First Insurance Funding for financing of its D&O insurance policy. Under the terms of the insurance financing, payments of \$7,730, which include interest at the rate of 5.5% per annum, are due each month for nine months commencing on July 25, 2016. The total outstanding due to First Insurance Funding as of September 30, 2016 and December 31, 2015 is \$45,644 and \$22,964; respectively.

**NOTE 9: CONVERTIBLE NOTES PAYABLE**

On November 26, 2012, the Company entered into an interest free \$50,000 convertible loan payable maturing on December 31, 2014. The note was convertible into the Company's common stock at a conversion price of \$0.10 per share. The Company was unable to repay the loan as of December 31, 2014, and obtained multiple extensions until December 31, 2015. The Company had paid no interest or other consideration in return for the extensions of the loan. Unable to obtain further extension of the maturity date, on June 29, 2016, the Company entered into a Debt Exchange Agreement with the note holder whereby the Company exchanged the note having a balance due of \$50,000 as of December 31, 2015, for a long-term convertible note in the amount of \$50,000. The new Convertible Note ( Note ) bears interest at the rate of 3.5% per annum, payable annually beginning on July 1, 2017, and matures on July 1, 2028. The Note is convertible, in whole or in part at any time at the option of the holder, into the Company's common stock at a conversion price of \$0.01, provided however, the holder of the Note is not permitted to convert an amount of the Note that would result in the holder and its affiliates owning more than 4.9% of the Company's outstanding common stock. The Company determined fair value of new debt \$1,435,000 and as a result was recorded \$1,385,000 as a loss on debt extinguishment during the period ended September 30, 2016. On June 30, 2016, the holder of the Note converted \$5,000 face value into 500,000 shares of the Company's common stock. The balance on the Note as of September 30, 2016 is \$45,394, including interest accrued thereon of \$394.

The Company has outstanding convertible note payable having a balance due of \$265,490 and \$400,000 as of September 30, 2016 and December 31, 2015 respectively. The Note bears interest at the rate of 4% per annum which accrues until maturity at April 21, 2025. The Note was issued in April of 2015 to a third-party as a non-refundable payment for consultancy services to be provided to the Company for a period of at least one year. The Note is convertible, in whole or in part at any time at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.10, provided however, the holder of the Note is not permitted to convert an amount of the Note that would result in the holder and its affiliates owning more than 4.9% of the Company's outstanding common stock. On June 30, 2016 the holder of the Note converted \$154,000 due under the Note, including interest of \$19,490, into 1,540,000 shares of the Company's common stock. The balance on the Note as of September 30, 2016 is \$267,946, including interest accrued thereon of \$2,457.

On September 16, 2016, we entered into a convertible note purchase agreement (the "Convertible Note Purchase Agreement" or "Agreement") with a third-party investor. Under the terms of the Convertible Note Purchase Agreement the investor may acquire up to \$5,000,000 of convertible notes from the Company, with various closings, under terms acceptable to the Company and the investor as of the time of each closing. Pursuant to the Agreement, on September 16, 2016 the investor provided the Company with \$850,000 secured convertible note financing pursuant to four (4) Secured Convertible Promissory Notes (the Notes ). Each of the Notes mature on October 1, 2029, and pay 3.5% compounded interest paid bi-annually. The Notes are secured by the assets of the Company, may not be pre-paid without the consent of the holder, and are convertible at the option of the holder into shares of the Company's common stock at a conversion price equal to the lesser of: (i) \$0.2201 or (ii) 80% of closing price of the Company's common stock as of the date of conversion. These financial statements reflect a derivative liability of \$1,062,500 which gives effect to such conversion and the corresponding decrease in Notes Payable. The balance on the Note as of September 30, 2016 is \$851,240, including interest accrued thereon of \$1,240 and net of unamortized debt discount of \$847,313. During the three and nine months ended September 30, 2016 the Company amortized debt discount of \$2,687 and \$2,687, respectively.

**NOTE 10: DERIVATIVE LIABILITIES**

The Company applies the provisions of ASC Topic 815-40, *Contracts in Entity's Own Equity* ( ASC Topic 815-40 ), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the warrants exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date. The Company has \$850,000 of convertible debt with variable conversion pricing outstanding at September 30, 2016.

The Company identified embedded derivatives related to the Convertible Promissory Notes. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value of \$1,062,500 of the embedded derivative. The fair value of the embedded derivative was determined using the Black Scholes Model based on the following assumptions:

**Valuation at**  
**September 16, 2016**  
**and**  
**September 30, 2016**

Volatility	323%
Expected remaining term	13
Risk-free interest rate	1.6%
Expected dividend yield	None

The initial fair values of the embedded debt derivative \$850,000 was allocated as a debt discount up to the proceeds of the note with the remainder \$212,500 was charged to current period operations as interest expense.

The fair value of the described embedded derivative on all debt was valued at \$1,062,500 at September 30, 2016 with same assumption on above table. The Company adjusted the recorded fair value of the derivative liability on debt to market resulting in non-cash, non-operating loss of \$0 during the three and nine months ended September 30, 2016.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities for the nine months ended September 30, 2016:

	<b>September 30, 2016</b>
Balance, beginning of year	\$ -
Additions	1,062,500
Change in fair value of derivative liabilities	-
Extinguished liability reclassified to additional paid in capital	-
	\$ 1,062,500

**NOTE 11: STOCK INCENTIVE PLAN**

On May 29, 2015 the Company adopted its 2015 Stock Incentive Plan. Under the Plan the Company may issue up to 10,000,000 S-8 shares to officers, employees, directors or consultants for services rendered to the Company or its affiliates or to incentivize such parties to continue to render services. S-8 shares are registered immediately upon the filing of the Plan and are unrestricted shares that are free-trading upon issuance. There were 9,856,000 shares available for issuance under the Plan as of September 30, 2016.

## **NOTE 12: STOCKHOLDERS DEFICIT**

### Preferred Stock

The Company has authorized 5,000,000 shares of preferred stock, with a par value of \$0.0001 per share. Of the 5,000,000 authorized preferred shares, 4,000,000 are undesignated "blank check" preferred stock. The Company may issue such preferred shares and designate the rights, privileges and preferences of such shares at the time of designation and issuance. As of September 30, 2016 and December 31, 2015 there are -0- and 1,000,000 shares of undesignated preferred shares issued and outstanding, respectively.

### Series A Convertible Preferred Stock

The Company also has authorized 1,000,000 shares of Series A Convertible Preferred Stock, which had been previously issued to Sanammad Foundation and subsequently assigned and transferred by Sanammad to Treo Holdings, LLC ("Treo"). On June 28, 2016 the Company, Sanammad and Treo agreed that the issuance of the Series A Convertible Preferred be rescinded and that such share issuance be cancelled. The Company accounted this cancelation of preferred stock as equity transaction and accordingly the par value of preferred stock adjusted against additional paid in capital account.

Each share of the Series A Convertible Preferred Stock is convertible into five (5) shares of the Company's common stock at any time at the discretion of the holder. The Series A Convertible Preferred Stock provides for a liquidation preference as follows; In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed as follows. The holders of the Series A Convertible Preferred Stock shall be entitled to receive, prior to the holders of the other series of preferred stock, if any, and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other shares of stock of the Company by reason of their ownership of such stock: (i) all shares of common stock of any subsidiary of the Company which are held by the Company; and (ii) an amount equal to \$1.00 per share with respect to each share of Series A Convertible Preferred stock, plus all declared but unpaid dividends with respect to such share. The Series A Convertible Preferred Stock also contains super-majority voting rights and a number of protective covenants. As of September 30, 2016 and December 31, 2015 there are 0 and 1,000,000 Series A Convertible Preferred shares issued and outstanding; respectively.

On August 15, 2016 the Company issued 1,000,000 shares of its Series A Convertible Preferred Stock in exchange for 1,000,000 shares of its Undesignated Preferred Stock. The Undesignated Preferred Stock was held by Sanammad Foundation and MJNA Investment Holdings, LLC (500,000 shares each), which parties together own a majority of the common stock of the Company. Under the terms of the exchange, the 1,000,000 shares of Series A Convertible Preferred received in the exchange were immediately converted into 5,000,000 restricted shares of the Company's common stock (2,500,000 shares for each of Sanammad Foundation and MJNA Investment Holdings, LLC). As a result, the Series A Convertible Preferred Stock is retired and no longer available for future issuance. The three members of the Sanammad Foundation also serve as the current three directors of the Company and Sanammad, along with MJNA Investment Holdings, LLC, hold a majority of the outstanding stock of the Company. During the three and nine months ended September 30, 2016, the Company recorded preferred dividend of \$1,475,000 and \$1,475,000; respectively.

#### Series B Convertible Preferred Stock

On August 17, 2016 the Company designated up to 500,000 shares of a new Series B Convertible Preferred Stock (Series B Preferred Stock). The holders of the Series B Preferred Stock are entitled to elect three members to the Company's board of directors and are entitled to cast 100 votes per share on all other matters presented to the shareholders for a vote. Each share of Series B Convertible Preferred is convertible into one share of the Company's common stock. The Series B Convertible Preferred Stock designation contains a number of protective and restrictive covenants that restrict the Company from taking a number of actions without the prior approval of the holders of the Series B Preferred Stock or the unanimous vote of all three Series B Directors.

On August 18, 2016 the Company issued all 500,000 shares of its newly designated Series B Preferred Stock to Sanammad Foundation in exchange for cash of \$50,000. As the holders of the Series B Preferred Stock, Sanammad has designated the current directors, Dr. George E. Anastassov, Dr. Philip A. Van Damme and Mr. Lekhram Changoer as their three Series B Directors.



Series C Convertible Preferred Stock

On August 17, 2016 the Company designated up to 500,000 shares of a new Series C Convertible Preferred Stock (Series C Preferred Stock). The holders of the Series C Preferred Stock are entitled to elect four members to the Company's board of directors and are entitled to cast 100 votes per share on all other matters presented to the shareholders for a vote. Each share of Series C Convertible Preferred Stock is convertible into one share of the Company's common stock. The Series C Convertible Preferred Stock designation contains a number of protective and restrictive covenants that restrict the Company from taking a number of actions without the prior approval of the holders of the Series C Preferred Stock or the unanimous vote of all four Series C Directors. If at any time there are four Series C Directors, one such director must be independent as that term is defined in the Series C designation. Any challenge to the independence of a Series C Director is a right conferred only upon the holders of the Series B Convertible Preferred Stock and may only be made by the holders of the Series B Convertible Preferred Stock.

On August 18, 2016 the Company issued all 500,000 shares of its newly designated Series C Preferred Stock to MJNA Investment Holdings, LLC in exchange for cash of \$65,000. At this time the holders of the Series C Preferred Stock have decided not to elect any Series C Directors.

### Amended and Restated Bylaws

On August 17, 2016 the Company amended its Bylaws to achieve the following: (i) to fix the number of authorized directors at seven (7), comprised of three (3) seats authorized for Series B Directors and four (4) seats authorized for Series C Directors, (ii) ) to set forth that upon there being four Series C Directors, one such director shall be independent as such term is defined in the certificate of designation for the Series C Convertible Preferred Stock and to set forth that the term, conditions and procedures for electing, determining and challenging such director independence are governed by the certificate of designation for the Series C Convertible Preferred Stock, (iii) to set forth that the holders of the Series B Convertible Preferred Stock and the holders of the Series C Convertible Preferred Stock have the right at any time without a meeting and without prior notice to elect their respective Series B and Series C Directors, (iv) that the holders of two-thirds (2/3) of the Series B or Series C Convertible Preferred Stock have the right at any time without a meeting and without prior notice to remove their respective Series B and Series C Directors, (v) to reduce the number of directors needed to constitute a quorum to a majority of the directors then in office, (vi) to subject the right of the board of directors to form a committee to the rights of the holders of the Series B and Series C Convertible Preferred Stock (and to eliminate any committee related provision that might conflict with the rights of the Series B and Series C holders), and (vii) to clarify and set forth that neither the stockholders (other than the holders of the Series B and Series C Convertible Preferred Stock) nor the board of directors has the right to repeal, amend or adopt bylaws without the prior consent of the holders of both the Series B Convertible Preferred Stock and the holders of the Series C Convertible Preferred Stock.

### Common Stock

The Company has authorized 300,000,000 shares of common stock, with a par value of \$0.0001 per share. As of September 30, 2016 and December 31, 2015, the Company had 51,492,659 and 39,633,706 shares of common stock issued and outstanding, respectively.

On June 13, 2014, the Company entered into an employment agreement with Dr. George Anastassov, its Chief Executive Officer, Chief Financial Officer and Secretary. On September 13, 2015 following fifteen (15) months of continuous employment, and every three months thereafter, the Company was obligated to issue 125,000 restricted shares of the Company's common stock based upon the average ten (10) day closing price immediately preceding the grant date, as quoted on Yahoo.com. During the period ended March 31, 2016, the Company issued 125,000 shares of common stock towards common stock to be issued against expenses incurred worth \$52,500 in prior year. On March 13, 2016 and June 13, 2016, the Company was obligated to issue 125,000 restricted shares; respectively, of the Company's common stock based upon the average ten (10) day closing price immediately preceding the grant date, as quoted on Yahoo.com. As of September 30, 2016, the Company have not issued these shares. During the three and nine months ended September 30, 2016 the Company accrued \$0 and \$115,625; respectively, of compensation expense in the accompanying unaudited condensed consolidated financial statements, to record for the required issuance of the incentive shares.

On September 1, 2016, the Company entered into an amended and restated employment agreement with Dr. George Anastassov, its Chief Executive Officer, Chief Financial Officer and Secretary. The agreement does not have a set term and may be terminated at any time by the Company or Dr. Anastassov with proper notice. Under the agreement, Dr. Anastassov receives an annual base compensation of \$240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Dr. Anastassov. On April 1, 2016 the Company was obligated to issue 120,000 restricted shares of the Company's common stock pursuant to the terms of the June 13, 2014, employment agreement. On September 1, 2016, the Company was obligated to issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the September 1, 2016, employment agreement with Dr. Anastassov. During the three and nine months ended September 30, 2016 the Company accrued \$600,000 and \$600,000 respectively, of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares.

On April 1, 2016 the Company was obligated to issue 120,000 restricted shares of the Company's common stock pursuant to the terms of the employment agreement with Mr. Changoer. During the three and nine months ended September 30, 2016 the Company accrued \$0 and \$58,200; respectively of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares

On September 1, 2016, the Company entered into an amended and restated employment agreement with Mr. Lekhram Changoer, its Chief Technology Officer. The agreement does not have a set term and may be terminated at any time by the Company or Mr. Changoer with proper notice. Under the agreement Mr. Changoer receives an annual base compensation of \$240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Mr. Changoer. On September 1, 2016, the Company was obligated to issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the September 1, 2016, employment agreement with Mr. Changoer. During the three and nine months ended September 30, 2016 the Company accrued \$600,000 and \$600,000; respectively, of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares.

On September 15, 2016, the Company entered into an employment agreement with Dr. Philip Van A. Damme, its Chief Medical Officer. The agreement does not have a set term and may be terminated at any time by the Company or Dr. Van A. Damme with proper notice. Under the agreement Dr. Van A. Damme receives an annual base compensation of \$24,000 and an incentive payment of 200,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Dr. Van A. Damme. On September 15, 2016, the Company was obligated to issue 200,000 restricted shares of the Company's common stock pursuant to the terms of the September 1, 2016, employment agreement with Dr. Van A. Damme. During the three and nine months ended September 30, 2016 the Company accrued \$48,000 and \$48,000; respectively, of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares

On March 17, 2016, the Company issued 3,953 restricted shares of common stock as payment for consultant services performed for the Company. The Company recorded \$3,123 of compensation expense in the accompanying unaudited condensed consolidated financial statements as a result of the issuance.

On June 30, 2016 the Company issued 500,000 restricted shares of its common stock in exchange for the conversion of \$5,000 of a convertible note payable

On June 30, 2016 the Company issued 1,540,000 unrestricted shares in exchange for the conversion of \$134,510 of a convertible note payable and \$19,490 of accrued interest.

#### **NOTE 13: COMMITMENT AND CONTINGENCIES**

On June 13, 2014, the Company entered into an employment agreement with Dr. George Anastassov, its Chief Executive Officer, Chief Financial Officer and Secretary. On September 13, 2015 following fifteen (15) months of continuous employment, and every three months thereafter, the Company was obligated to issue 125,000 restricted shares of the Company's common stock based upon the average ten (10) day closing price immediately preceding the grant date, as quoted on Yahoo.com. During the period ended March 31, 2016, the Company issued 125,000 shares of common stock towards common stock to be issued against expenses incurred worth \$52,500 in prior year. On March 13, 2016 and June 13, 2016, the Company was obligated to issue 125,000 restricted shares; respectively, of the Company's common stock based upon the average ten (10) day closing price immediately preceding the grant date, as quoted on Yahoo.com. As of September 30, 2016, the Company have not issues these shares. During the three and nine months ended September 30, 2016 the Company accrued \$0 and \$115,625; respectively, of compensation expense in the accompanying unaudited condensed consolidated financial statements, to record for the required issuance of the incentive shares.

On September 1, 2016, the Company entered into an amended and restated employment agreement with Dr. George Anastassov, its Chief Executive Officer, Chief Financial Officer and Secretary. The agreement does not have a set term and may be terminated at any time by the Company or Dr. Anastassov with proper notice. Under the agreement, Dr. Anastassov receives an annual base compensation of \$240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Dr. Anastassov. On April 1, 2016 the Company was obligated to issue 120,000 restricted shares of the Company's common stock pursuant to the terms of the June 13, 2014, employment agreement. On September 1, 2016, the Company was obligated to issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the September 1, 2016, employment agreement with Dr. Anastassov. During the three and nine months ended September 30, 2016 the Company accrued \$600,000 and \$600,000 respectively, of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares.

On April 1, 2016 the Company was obligated to issue 120,000 restricted shares of the Company's common stock pursuant to the terms of the employment agreement with Mr. Changoer. During the three and nine months ended September 30, 2016 the Company accrued \$0 and \$58,200; respectively of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares

On September 1, 2016, the Company entered into an amended and restated employment agreement with Mr. Lekhram Changoer, its Chief Technology Officer. The agreement does not have a set term and may be terminated at any time by the Company or Mr. Changoer with proper notice. Under the agreement Mr. Changoer receives an annual base compensation of \$240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Mr. Changoer. On September 1, 2016, the Company was obligated to issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the September 1, 2016, employment agreement with Mr. Changoer. During the three and nine months ended September 30, 2016 the Company accrued \$600,000 and \$600,000; respectively of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares.

On September 15, 2016, the Company entered into an employment agreement with Dr. Philip Van A. Damme, its Chief Medical Officer. The agreement does not have a set term and may be terminated at any time by the Company or Dr. Van A. Damme with proper notice. Under the agreement Dr. Van A. Damme receives an annual base compensation of \$24,000 and an incentive payment of 200,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Dr. Van A. Damme. On September 15, 2016, the Company was obligated to issue 200,000 restricted shares of the Company's common stock pursuant to the terms of the September 1, 2016, employment agreement with Dr. Van A. Damme. . During the three and nine months ended September 30, 2016 the Company accrued \$48,000 and \$48,000; respectively. of compensation expense in the accompanying unaudited condensed consolidated financial statements to account for the required issuance of the incentive shares

The Company entered into a reservation agreement with the Municipality of Almere in the Netherlands. In October 2015 the Company paid the reservation fee in the amount of \$65,170. The reservation fee deposit gives the company an exclusive right to purchase the building land for a purchase price of €1,110,000. Starting in October 2016 the second reservation period was extended for a period of twelve (12) months expiring October 2017. The Company may not have the ability to acquire the land prior to the expiration of the extended reservation term. Therefore, in that case, the Company intends to seek another extension of the reservation period, however, there can be no assurance that the municipality will agree to such an extension in which case the reservation fee would be forfeited.

#### **NOTE 14: GOING CONCERN**

The Company's unaudited condensed consolidated financial statements have been presented assuming that the Company will continue as a going concern. As shown in the unaudited condensed consolidated financial statements, the Company has negative working capital of \$2,996,614, has an accumulated deficit of \$16,886,047 has cash used in operating activities of continuing operations \$761,694 and presently does not have the resources to accomplish its objectives during the next twelve months. These conditions raise substantial doubt about the ability of the Company to continue as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company intends to raise additional capital through private placements of debt and equity securities, but there can be no assurance that these funds will be available on terms acceptable to the Company, or will be sufficient to enable the Company to fully complete its development activities or sustain operations. If the Company is unable to raise sufficient additional funds, it will have to develop and implement a plan to further extend payables, reduce overhead, or scale back its current business plan until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

#### **NOTE 15: SUBSEQUENT EVENTS**

Pursuant to the Convertible Note Purchase Agreement (see also Footnote 9 for a description of the Agreement), on October 20, 2016 a third-party investor provided the Company with \$1,000,000 secured convertible note financing pursuant to three (3) Secured Convertible Promissory Notes (the Notes). Each of the Notes mature on October 1, 2029, and pay 3.5% compounded interest paid bi-annually. The Notes are secured by the assets of the Company, may not be pre-paid without the consent of the holder, and are convertible at the option of the holder into shares of the Company's common stock at a conversion price equal to the lesser of: (i) \$0.2201 or (ii) 80% of the closing price of the Company's common stock as of the date of conversion. The investor paid cash of \$500,000 for one of the Notes and issued to the Company two (2) secured promissory notes of \$250,000 each for two (2) Notes of \$250,000 each. The two secured notes issued by the investor (totaling \$500,000) as payment for two (2) secured Notes totaling \$500,000 mature on February 1, 2017 (\$250,000) and March 1, 2017 (\$250,000), bear interest at the rate of 1% per annum, are full recourse and additionally secured by 10,486,303 shares of Medical Marijuana, Inc. (Pink Sheets symbol: MJNA) and were valued at \$858,828 based upon the closing price of MJNA on October 20, 2016.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### ***Forward Looking Statement Notice***

Certain statements made in this Quarterly Report on Form 10-Q are forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of AXIM Biotechnologies, Inc. ( we , us , our or the Company ) to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the continued expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this Quarterly Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

### ***Description of Business***

We were incorporated in the State of Nevada on November 18, 2010, as AXIM International, Inc. (Inception). On July 24, 2014, we changed our name to AXIM Biotechnologies, Inc. to better reflect our business operations. On August 7, 2014, we incorporated a wholly owned Nevada subsidiary named Axim Holdings, Inc. This subsidiary will be used to help facilitate the anticipated activities listed below. Our principal executive office is located at 18 East 50th Street, 5th Floor, New York, NY 10022.

In early 2014, we discontinued our organic waste marketable by-product business to focus on our anticipated new business to become an innovative biotechnology company working on the treatment of pain, spasticity, anxiety and other medical disorders with the application of cannabinoids based products as well as focusing on research, development and production of pharmaceutical, nutraceutical, oral health and cosmetic products as well as procurement of genetically and nano-controlled active ingredients.

### **Current Operations**



The operations of the Company include: the research and development of pharmaceutical products, genetically controlled botanical products, and extraction and purification of cannabinoids technologies. Over the next 12 months, we anticipated the following activities:

1.

Conducting a clinical trial at the Free University of Amsterdam, The Netherlands in collaboration with the University of Plymouth, UK as well as an academic center in the USA for a novel, patented controlled-release delivery form of cannabinoids for treatment of chronic pain and spasticity in patients with multiple sclerosis. The anticipated duration of the trials prior to FDA/ EMA registration is 12 months.

2.

Conducting clinical trials at the university of Wageningen, The Netherlands on patients with irritable bowel syndrome, inflammatory bowel disease, ulcerative colitis and Crohn's disease using innovative, (patented and patent pending technologies) delivery mechanisms containing various cannabinoids.

3.

Conducting a clinical trial at the University of British Columbia, Canada on patients suffering of illicit drug-related psychosis using innovative, (patented) delivery mechanisms containing cannabinoids. This trial is awaiting approval by Health Canada and will result in an NDA.

4.

Completing a proof of concept clinical trial at the Dermatological Center Maurits Clinic The Hague, The Netherlands on patients with psoriasis and atopic dermatitis using innovative, (patent pending and patented) delivery mechanisms containing unique cannabinoids.

5.

Development of novel (patent pending) pharmaceutical cannabinoid and opioid-agonist/ antagonist-based preparations CannQuit formulations for tobacco, opioid and cannabis dependence treatment.

6.

Development of novel (patent pending) antibacterial "Cannocyn" and anti fungal Cannonych preparations based on unique cannabinoids.



7.

Development and commercialization of oral healthcare products, Oraximax, based on cannabigerol (patent pending).

8.

Development and commercialization of cosmetic care line Renecann (patent pending).

9.

Development of ophthalmological pharmaceutical CannBleph and OTC OphthoCann preparations based on unique combinations of cannabinoids (patent pending).

10.

Preparations and Development of Axim' pipeline of pharmaceutical products for the following indications: Chronic Neuropathic Pain, Dementia, Restless leg syndrome and Parkinson's disease

11.

Completion of contractual agreements for production and export of over 20 novel, trademark-protected formulations with partners in Europe, Israel and South and North America.

12.

Production of novel pharmaceutical formulations for pharmaceutical companies from the US and Israel. One of these is for a condition designated as an orphan disease. The other is for production of pharmaceutical product based on our proprietary delivery platform utilizing synthetic cannabinoids.

13.

Development of new active pharmaceutical ingredient molecules including, prodrug formulations.

14.

Completion of a land purchase in the city of Almere, in the province of Flevoland, The Netherlands for building of a state of the art extraction/ purification facility as well as a factory for pharmaceutical, nutraceutical and consumer products preparations as well as an innovative, environmentally-friendly; box in a box -design center for R&D and manufacturing for AXIM as well as third parties. This will result in a full vertical integration of the company.

15.

Importation from Italy, and the Netherlands of pharmaceutical grade hemp oil to Europe and North America. Some of these products will be converted by AXIM from lipophilic to hydrophilic forms based on proprietary process (patent pending).

16.

Development of sustainable biofuel compositions derived from industrial hemp by-products, such as our high-energy output hemp coal CannaCoal .

During the next twelve months we anticipate incurring costs related to: (i) filing Exchange Act reports, (ii) contractual obligations, (iii) clinical trials, and (iv) land purchase.

We believe we will be able to meet these costs through use of funds in our treasury, through deferral of fees by certain service providers and additional amounts, as necessary, to be loaned to or invested in us by our stockholders, management or other investors. As of the date of the period covered by this report, we have limited cash. There are no assurances that we will be able to secure any additional funding as needed. Currently, however our ability to continue as a going concern is dependent upon our ability to generate future profitable operations and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Management's plan includes obtaining additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

We are in our early stages of development and growth, without established records of sales or earnings. We will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies.

### **CanChew™ License Agreement**

On May 11, 2015, we entered into a 50 year, worldwide, exclusive intellectual property licensing agreement ( Agreement ) with CanChew Biotechnologies, LLC ( CanChew ). As compensation for the Agreement, CanChew received 5,826,706 restricted shares of the Company's common stock and a royalty fee of approximately 2-3% of all

gross sales derived from products produced under the Agreement. So long as we are in compliance with the Agreement, we have the option to purchase the licensed intellectual property after 5 years at a purchase price equal to fifty percent (50%) of the annual royalty fee paid.

## **Manufacturing Capabilities**

On November 15, 2014, the Company entered into Reservation Agreement with the City of Almere, The Netherlands, whereby the Company was granted an option to purchase 5,328 square meters of land in the City of Almere. The Company intends to construct an office building on the site featuring: a clean laboratory zone, storage areas, office and technical rooms as well as manufacturing facility furnishings. This facility will be fully compliant with GMP, GLP, FDA, EMA and ISO regulations. The purchase price for the land is 985,680 Euros. The company has paid three reservation fees for options to purchase the property. The most recent reservation fee of 57,742 Euros is due and payable, and extends the option to purchase until October 20, 2017. Should the Company purchase the property by October 20, 2017, the 23,000 Euros of the most recent reservation fee will be applied to the against the purchase price of the property. The total land surface of the property has been slightly increased by 6,000 square meters due to payment of the previous reservation fees which cannot be applied to the purchase price.

## **The Industry**

### **Hemp An Overview**

Hemp is a cousin to cannabis as both are classified under the same botanical category of *Cannabis sativa* L. The major difference between the two is that recreational cannabis has significant amounts of tetrahydrocannabinol (THC) (5-20%), a psychotropic cannabinoid and very little amounts of CBD (cannabidiol) and CBG (cannabigerol), which have no psychotropic properties; whereas industrial hemp has virtually no THC (less than 0.3%). This 0.3% THC in industrial hemp is not enough to provide psychotropic effects, which renders industrial hemp useless for recreational use or abuse. Canada, China and the United Kingdom are examples of major industrialized countries that have grown industrial hemp responsibly deriving maximum economic benefits from its cultivation.

Hemp is a plant easy to cultivate, with predictable harvests and produces overall negative carbon print compared to other agricultural sources used for production of biodiesels among other uses.

Industrial hemp is rich in proteins and essential amino acids, which may render it as a preferred source of food and animal feed.

### **Importation of Hemp Finished Products**

Despite classification of cannabis under Schedule I, hemp finished products, or certain parts of the plant *Cannabis sativa*, are exempted from the definition of marijuana and are considered legal to import since 1937. Under 21 U.S.C. § 802(16), the seeds (incapable of germination) and the mature stalks of the *Cannabis sativa* plant, together with products made from these parts, are exempted from the definition of cannabis. These products are commonly known as "hemp finished products", and can be a variety of products as outlined above. Importation of hemp finished products and processing into the United States continues legally, which fuels a hemp market inside the United States. The United States is actually the largest importer of hemp-based products in the world.

### **Market, Customers and Distribution Methods**

To understand the market and consumers as well as distribution methods, we have studied all the uses of hemp and its legal structure in the U.S. and abroad. There are more than 25,000 known uses for hemp based products, most of which were used in the past and were replaced by cotton, petroleum\oil, concrete, corn and soybeans. We believe the market potentially represents trillions of dollars in worldwide product sales. We will focus on the products our management feels will have the greatest positive environmental impact, profitability and ease to market. These tend to be new, innovative products as well as the replacement of existing raw base materials for products that exist today, such as pharmaceuticals, nutraceuticals, plastics, fuel, textiles, and medical delivery devices.

Our focus is on the development of innovative pharmaceutical, nutraceutical and cosmetic products focusing on diseases and conditions for which currently there are no known efficient therapeutic ingredients or delivery systems for known active pharmaceutical ingredients. The body of knowledge regarding therapeutic use of cannabinoid-based formulations is steadily increasing. We plan to be an active player in this field of biosciences with our extensive R&D and pipeline of innovative products.

Our target customers are first and foremost end consumers via Internet sales, direct-to-consumer health and wellness stores, collectives, cooperatives, affiliate sales and master distributors. Secondly, we are targeting manufactures of products that can readily replace their raw base materials with our materials, making the products more environmentally friendly and sustainable. Next, we will target retail stores with major distribution companies who have preexisting relationships with major retail chain stores. As we continue to develop our business, these markets may change, be re-prioritized or eliminated as management responds to consumer and regulatory developments.

## **Competition**

There are many developers of hemp-based consumer products, many of which are under-capitalized which we consider to be viable acquisition targets. We are currently in early-stage negotiations to purchase existing product lines, sources of industrial-hemp-derived-cannabinoids and other assets from certain competing companies. There are also large, well-funded companies that currently do not offer hemp-based products but may do so in the future.

## **Intellectual Property**

Currently, our intellectual property includes 9 pending patent applications and 18 trademark applications.

Our 9 patent applications include oral care, ophthalmic, sugar alcohol kneading method, antimicrobial, extraction method, cosmetic, nicotine dependence treatment gum, opioid dependence treatment gum, and suppositories. Six (6) of our patent applications have entered non-provisional stage in the U.S. and international stage and one (1) licensed patent (chewing gum containing cannabinoids, covering all cannabinoids, including THC). We are in the process of developing and filing more patent applications.

We have 18 trademark applications some of which are registered trademarks, received Notices of Allowance, or are pending in front of the United States Patent and Trademark Office: Axim, A Axim Biotech, CanChui, Cannonich, Cannanimals, Oraximax, CannaCoal, CanShu, CanQuit, SuppoCann, OphthoCann, CannBelph, Cannocyn, ReneCann, Clean CannaCoal, CanChew Hemp CBD Gum, CanChew, and HempChew. Corresponding trademark applications have been filed in other jurisdictions for some of the marks and have received registration or are pending.

## **Research and Development**

We are continuing our research and development at the Free University of Amsterdam with our novel (patent pending) delivery system for treatment of patients with pain and spasticity as a sequence of Multiple Sclerosis. This study will include also the University of Plymouth, UK and academic centers in the US. The study is conducted in strict compliance with FDA/EMA guidelines and is supervised by QPS as a CRO. The product tested is a pharmaceutical, functional chewing gum containing equal parts of THC and CBD. With our proprietary technology numerous problems related to cannabinoid water-insolubility due to its lipophilic nature, bypass of first-pass liver metabolism and direct delivery into the systemic circulation have been resolved.



Clinical studies will commence at the University of Wageningen, The Netherlands testing a new (patent pending) delivery systems with novel cannabinoids for treatment of patients with IBS, IBD and Crohn's disease. A new direct as well as controlled slow-release nano-technology delivery methods will be investigated based on our proprietary IP .

New, patent pending cannabinoid extraction techniques as well as pure, water soluble, freeze-dried cannabinoids are being developed in cooperation with Syncom, BV, The Netherlands, which practically solves the issue with very poor absorption of currently available, oil based cannabinoids.

There are numerous other R&D projects being considered involving our proprietary intellectual property. These will be strategically planned depending on availability of funds to carry on.

### **Source and Availability of Raw Materials**

The Company currently has arrangements with multiple reputable suppliers which are expected to meet the projected needs for materials for the upcoming year.

### **Government Regulation**

For the first time since 1937, industrial hemp has been decriminalized at the federal level and can be grown legally in the United States, but on a limited basis. A landmark provision in the recently passed Agricultural Act of 2014 recognizes hemp as distinct from its genetic cousin, marijuana. Federal law now exempts industrial hemp from U.S. drug laws in order to allow for crop research by universities, colleges and state agriculture departments. The new federal law, written by U.S. Rep. Jared Polis (D-CO) and U.S. Sen. Mitch McConnell (R-KY), allows for agricultural pilot programs for industrial hemp in states that permit the growth or cultivation of hemp.

## Employees

As of November 21, 2016, we have 6 full-time employees and 4 part-time employees. We allow and utilize the services of independent contractors. We will be considering the conversion of some of our part-time employees to full-time positions. We are currently in discussions with qualified individuals to engage them for positions in sales and marketing, research and development, and operations. Management believes the Company has good relationships with its employees.

## Costs and effects of compliance with environmental laws

The expense of complying with environmental regulations is of minimal consequence.

## Results of Operations

### *Comparison of the nine months ended September 30, 2016 to September 30, 2015.*

For the nine month periods ended September 30, 2016 and 2015, our revenues totaled \$34,846 and \$33,722; respectively, from continuing operations. This is due to our start up business operations and our change in business operations in early 2015.

	<b>Nine Months</b>		<b>Nine Months</b>
	<b>Period Ended</b>		<b>Period Ended</b>
	<b>September 30,</b>		<b>September 30,</b>
	<b>2016</b>		<b>2015</b>
Legal and other fees	\$ 123,074	\$	109,396
Depreciation	2,517		840
Audit fees	10,000		16,500
Filing fees	3,303		3,133
Office/Other expenses	27,870		40,339
Travel and entertainment expenses	16,559		54,770
Advertising and promotions	65,967		118,462
Compensation costs	2,158,263		1,651,330

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Insurance expense	64,041	95,730
Impairment	-	652,265
Consulting fees	128,528	232,783
Taxes	10,969	11,949
Officer s salary	180,000	180,000
Research and development	163,946	495,724
Licenses and permits	18,338	78,272
Write off of Inventory	9,753	-
Total	\$ 2,983,128	\$ 3,741,493

Our operating expenses for the nine month periods ended September 30, 2016 and 2015, were \$2,983,128 and \$3,741,493 respectively. The changes for the nine month period ended September 30, 2016, was due primarily to decreases in advertising and promotions, consulting fees and research and development expenses

**Other (Income) expenses:**

Our interest expense for the nine months ended September 30, 2016 and 2015 was \$249,391.and \$30,717 respectively. The Company incurred a \$1,385,000 loss on debt extinguishment during the nine months ended September 30, 2016.

*Comparison of the three months ended September 30, 2016 to September 30, 2015.*

For the three month periods ended September 30, 2016 and 2015, our revenues totaled \$9,600 and \$21,610 from continuing operations. This is due to our start up business operations and our change in business operations in early 2015.

	<b>Three Months</b>		<b>Three Months</b>
	<b>Period Ended</b>		<b>Period Ended</b>
	<b>September 30,</b>		<b>September 30,</b>
	<b>2016</b>		<b>2015</b>
Legal and other fees	\$ 42,706	\$	40,500
Impairment	-		652,265
Audit fees	5,000		3,000
Filing fees	1,449		813
Office/Other expenses	14,284		12,414
Travel and entertainment expenses	6,507		11,707
Advertising and promotions	19,305		8,986
Compensation costs	1,248,000		682,056
Insurance expense	21,425		21,692
Depreciation expenses	839		840
Consulting Fees	42,184		33,125
Taxes	951		991
Officer s salary	60,000		60,000
Research and development	87,718		133,087
Licenses and permits	1,143		18,587
Total	\$ 1,551,511	\$	1,680,063

Our operating expenses for the three month periods ended September 30, 2016 and 2015, were \$1,551,511 and \$1,680,063 respectively. The changes for the three month period ended September 30, 2016, was due primarily to increases in advertising and promotions, compensation expense, consulting fees.

**Other (Income) expenses:**

Our interest expense for the three months ended September 30, 2016 and 2015 was \$225,382 and \$12,401 respectively.

**Going concern**

The Company's unaudited condensed consolidated financial statements have been presented assuming that the Company will continue as a going concern. As shown in the unaudited condensed consolidated financial statements, the Company has negative working capital of \$2,996,614, has an accumulated deficit of \$16,886,047, has cash used in operating activities of continuing operations \$761,694 and presently does not have the resources to accomplish its objectives during the next twelve months. These conditions raise substantial doubt about the ability of the Company to continue as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company intends to raise additional capital through private placements of debt and equity securities, but there can be no assurance that these funds will be available on terms acceptable to the Company, or will be sufficient to enable the Company to fully complete its development activities or sustain operations. If the Company is unable to raise sufficient additional funds, it will have to develop and implement a plan to further extend payables, reduce overhead, or scale back its current business plan until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

Nine months ended September 30, 2016 and 2015

Net Cash Provided by/Used in Operating Activities

Net cash used in operating activities was \$761,694 for the nine months ended September 30, 2016, as compared to net cash used of \$1,120,375 for the nine months ended September 30, 2015. The decrease is primarily attributable to our net loss from operations of \$4,626,317 and offset by net changes in the balances of operating assets and liabilities and by amortization of prepaid services, amortization of prepaid insurance, non-cash interest, stock based compensation and loss on extinguishment of debt.

Net Cash Used in Investing Activities

Net cash used by investing activities during the period ended September 30, 2016 was \$0 compared to \$16,801 for the same period in 2015.

Net Cash Provided by Financing Activities

Net cash provided by financing activities during the period ended September 30, 2016, was \$1,498,157 compared to \$519,308 for the same period in 2015. Cash provided by financing activities were primarily a result of issuance of convertible notes, advances from related parties and issuance of convertible preferred stock.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**Contractual Obligations**

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

### **Critical accounting policies**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses during the reported periods. The more critical accounting estimates include estimates related to revenue recognition and accounts receivable allowances. We also have other key accounting policies, which involve the use of estimates, judgments and assumptions that are significant to understanding our results, which are described in Note 3 to our unaudited condensed consolidated financial statements.

### **Recently issued accounting standards**

In October 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2016-16 - Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory. ASU 2016-16 will require the tax effects of intercompany transactions, other than sales of inventory, to be recognized currently, eliminating an exception under current GAAP in which the tax effects of intra-entity asset transfers are deferred until the transferred asset is sold to a third party or otherwise recovered through use. The guidance will be effective for the first interim period of our 2019 fiscal year, with early adoption permitted.

In August 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) ASU No. 2016-15, Classification of Certain Cash Receipts and Cash Payments ( ASU 2016-15 ). ASU 2016-15 provides guidance regarding the classification of certain items within the statements of cash flows. ASU 2016-15 is effective for annual periods beginning after December 15, 2017 with early adoption permitted.

In connection with its financial instruments project, the FASB issued ASU 2016-13 - Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments in June 2016 and ASU 2016-01 - Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities in January 2016.

ASU 2016-13 introduces a new impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a forward-looking expected loss model that will replace the current incurred loss model and generally will result in earlier recognition of allowances for losses. The guidance will be effective for the first interim period of our 2021 fiscal year, with early adoption in fiscal year 2020 permitted.

ASU 2016-01 addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Among other provisions, the new guidance requires the fair value measurement of investments in certain equity securities. For investments without readily determinable fair values, entities have the option to either measure these investments at fair value or at cost adjusted for changes in observable prices minus impairment. All changes in measurement will be recognized in net income. The guidance will be effective for the first interim period of our 2019 fiscal year. Early adoption is not permitted, except for certain provisions relating to financial liabilities.

In April 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) ASU 2016-10 Revenue from Contract with Customers: identifying Performance Obligations and Licensing. The amendments in this Update clarify the two following aspects (a) contracts with customers to transfer goods and services in exchange for consideration and (b) determining whether an entity's promise to grant a license provides a customer with either a right to use the entity's intellectual property (which is satisfied at a point in time) or a right to access the entity's intellectual property (which is satisfied over time). The amendments in this Update are intended to reduce the degree of judgment necessary to comply with Topic 606. This guidance has no effective date as yet. The Company is currently evaluating the impact of adopting this guidance.

In March 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU) ASU 2016-09 Improvements to Employee Share-Based Payment Accounting which is intended to improve the accounting for employee share-based payments. The ASU simplifies several aspects of the accounting for share-based payment award transactions, including; the income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. The new standard is effective for fiscal years and interim periods beginning after December 15, 2016, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is permitted. The Company is currently evaluating the impact of adopting this guidance.

In February 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update (ASU) 2016-02, which amends the guidance in U.S. GAAP on accounting for operating leases, a lessee will be required to recognize assets and liabilities for operating leases with lease terms of more than 12 months on the balance sheet. The new standard is effective for fiscal years and interim periods beginning after December 15, 2018, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the



beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted. The Company is currently evaluating the impact of adopting this guidance.

In January 2016, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update (ASU) 2016-01, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is currently evaluating the impact of adopting this guidance.

The amendments also clarify that the guidance in Topic 275, Risks and Uncertainties, is applicable to entities that have not commenced planned principal operations.

Other recent accounting pronouncements issued by the FASB and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

#### **Foreign Currency Transactions**

None.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

**Item 4. Controls and Procedures.**

*Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules, regulations and related forms, and that such information is accumulated and communicated to our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of September 30, 2016, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and our principal financial officer of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report.

*Changes in Internal Controls*

There have been no changes in our internal controls over financial reporting during the quarter ended September 30, 2016, that have materially affected or are reasonably likely to materially affect our internal controls.

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are not a party to any legal proceedings subject to this Item Number.

**Item 1A. Risk Factors.**

As a smaller reporting company as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

On July 1, 2016, the Company issued 500,000 shares of common stock valued at \$38,971 in exchange for the conversion of \$5,000 of a convertible note.

On June 30, 2016, the Company issued 1,540,000 shares of common stock valued at \$120,029 in exchange for the conversion of \$154,000 of a convertible note.

The issuance of securities described above were deemed to be exempt from registration under the Securities Act in reliance on Section 4(2) of the Securities Act of 1933 and Regulation D as transactions by an issuer not involving any public offering. The recipients of securities in each such transaction represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were affixed to the share certificates and other instruments issued in such transactions. The sales of these securities were made without general solicitation or advertising.

The Company intends to use the proceeds from sale of the securities for the operations, research and development and clinical trials, and working capital.

There were no underwritten offerings employed in connection with any of the transactions set forth above.

**Item 3. Defaults Upon Senior Securities.**

None.



**Item 4. Mine Safety Disclosures.**

Not applicable

**Item 5. Other Information.**

Employment Agreements

On September 1, 2016, the Company entered into an amended and restated employment agreement with Dr. George Anastassov, its Chief Executive Officer, Chief Financial Officer and Secretary. The agreement does not have a set term and may be terminated at any time by the Company or Dr. Anastassov with proper notice. Under the agreement, Dr. Anastassov receives an annual base compensation of \$240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Dr. Anastassov. On April 1, 2016 the Company was obligated to issue 120,000 restricted shares of the Company's common stock pursuant to the terms of the June 13, 2014, employment agreement.

On September 1, 2016, the Company entered into an amended and restated employment agreement with Mr. Lekhram Changoer, its Chief Technology Officer. The agreement does not have a set term and may be terminated at any time by the Company or Mr. Changoer with proper notice. Under the agreement Mr. Changoer receives an annual base compensation of \$240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Mr. Changoer.

On September 15, 2016, the Company entered into an employment agreement with Dr. Philip Van A. Damme, its Chief Medical Officer. The agreement does not have a set term and may be terminated at any time by the Company or Dr. Van A. Damme with proper notice. Under the agreement Dr. Van A. Damme receives an annual base compensation of \$24,000 and an incentive payment of 200,000 shares of the Company's common stock due upon execution of the agreement. Upon the one year anniversary of the agreement, the Company has the discretion to grant additional equity awards to Dr. Van A. Damme.

On August 3, 2016, all AXIM affiliates, as such term is defined by the Securities Act of 1933, as amended (the Act), entered into an agreement whereby each affiliate agreed to be prohibited from selling any Company securities pursuant to Rule 144 of the Act until the later of: (i) twelve (12) months from the date of the agreement; or (ii) twelve (12) months from the date of acquisition of the securities.

On or about June 29, 2016, Robert Malasek was appointed as the Company's Chief Financial Officer and Secretary. At this time there is not employment agreement between the Company and Mr. Malasek.

### Financing

On September 16, 2016, the Company entered into a convertible note purchase agreement (the "Convertible Note Purchase Agreement" or "Agreement") with a third-party investor. Under the terms of the Convertible Note Purchase Agreement the investor may acquire up to \$5,000,000 of convertible notes from the Company, with various closings, under terms acceptable to the Company and the investor as of the time of each closing. Pursuant to the Agreement, on September 16, 2016 the investor provided the Company with \$850,000 secured convertible note financing pursuant to four (4) Secured Convertible Promissory Notes (the "Notes"). Each of the Notes mature on October 1, 2029, and pay 3.5% compounded interest paid bi-annually. The Notes are secured by the assets of the Company, may not be pre-paid without the consent of the holder, and are convertible at the option of the holder into shares of the Company's common stock at a conversion price equal to the lesser of: (i) \$0.2201 or (ii) 80% of closing price of the Company's common stock as of the date of conversion.

**Item 6. Exhibits.****Statements**

Condensed Consolidated Balance Sheets as of September 30, 2016 (unaudited) and December 31, 2015.

Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015 (unaudited)

Condensed Consolidated Statements of Changes in Shareholders' Deficit for the nine months ended September 30, 2016 (unaudited)

Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 (unaudited)

Notes to Condensed Consolidated Financial Statements (unaudited)

**Schedules**

All schedules are omitted because they are not applicable or the required information is shown in the Financial Statements or notes thereto.

<b>Exhibits</b>	<b>Exhibit #</b>	<b>Incorporated by Reference (Form Type)</b>	<b>Filing Date</b>	<b>Filed with This Report</b>
Articles of Incorporation, as filed with the Nevada Secretary of State on November 18, 2010.	3.1	10-Q	11/14/2014	
Certificate of Amendment, as filed with the Nevada Secretary of State on July 24, 2014.	3.2	10-Q	11/14/2014	
Amended and Restated (As of August 17, 2016) Bylaws of AXIM Biotechnologies, Inc.	3.3	10-Q	8/22/2016	
Certificate of Designation of Series B Preferred Stock	3.4	10-Q	8/22/2016	
Certificate of Designation of Series C Preferred Stock	3.5	10-Q	8/22/2016	
Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. George E. Anastassov.	10.1			<b>X</b>
Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and	10.2			<b>X</b>

Lekhram Changoer.

Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. Philip A. Van Damme.	10.3	X
Convertible Note Purchase Agreement Dated September 16, 2016.	10.4	X
Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended	31.1	X
Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended	31.2	X
XBRL Instance Document	101.INS	X
XBRL Taxonomy Extension Schema Document	101.SCH	X
XBRL Taxonomy Extension Calculation Linkbase Document	101.CAL	X
XBRL Taxonomy Extension Definition Linkbase Document	101.DEF	X
XBRL Taxonomy Extension Label Linkbase Document	101.LAB	X
XBRL Taxonomy Extension Presentation Linkbase Document	101.PRE	X



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AXIM BIOTECHNOLOGIES, INC.**

Dated: November 21, 2016

By: */s/ Dr. George Anastassov*  
Dr. George Anastassov  
President and Director

Principal Executive Officer

Dated: November 21, 2016

By: */s/ Robert Malasek*  
Robert Malasek  
Principal Financial Officer