U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXC

For the fiscal year ended **December 31, 2017**

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES I

For the transition period from ___________ to __________

Commission File Number: 000-54296

Document1.jpg

AXIM BIOTECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

45 Rockefeller Plaza
20th Floor, Suite 83
New York, NY 10111
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 751-0001**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common stock, $0.0001 par value**

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 40

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or

Note – Checking in the box above will not relieve any registrant required to file reports pursuant to Act form their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 1934 during the past 12 months (or for such shorter period that the registrant was required to file such such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether registrant has submitted electronically and posted on its corporate W File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of th months (or for such shorter period that the registrant was required to submit and post such files). Yes

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K contained herein, and will not be contained, to the best of registrant's knowledge, in definitiv incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-ac company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" in Rule12b-2 of the Exchange Act.

Large accelerated filer	[ ]	Acc
Non-accelerated filer	[ ] (Do not check if smaller reporting company)	Sma
Emerging growth Company	[ ]	

If an emerging growth company, indicate by check mark if the registrant has elected not to use complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exc

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant closing price of the common stock as reported by OTCMarkets.com on such date, was approximatel not reflect a determination that persons are affiliates for any other purposes.

As of March 14, 2018, there were 56,490,271 shares of the registrant's common stock were issued an

DOCUMENTS INCORPORATED BY REFERENCE: None

AXIM BIOTECHNOLOGIES, INC.
FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2017
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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information required by the amended (the “Exchange Act”), with the Securities and Exchange Commission (the “SEC”). You m file with the SEC at the SEC’s public reference room located at 100 F Street, N.E., Washington, D.C at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also av internet site at http://www.sec.gov.

On our Internet website, http://www.aximbiotech.com, we post the following recent filings as soon as electronically filed with or furnished to the SEC: our annual reports on Form 10-K, our quarterly reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a

When we use the terms “AXIM”, “Company”, “we”, “our” and “us” we mean Axim Biotechnologies consolidated subsidiaries, taken as a whole, as well as any predecessor entities, unless the context oth

FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K, the other reports, statements, and information that the Company h to, or that we may subsequently file with or furnish to, the SEC and public announcements that subsequently make include, may include, or may incorporate by reference certain statements that ma statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amende protection of the safe harbor for forward-looking statements provided by that Act. To the extent tha contain information that is not historical, these statements are essentially forward-looking. Forward- by the use of words such as “anticipate”, “estimate”, “plan”, “project”, “continuing”, “ongoing”, “ “will”, “should”, “could”, and other words of similar meaning. These statements are subject to ris predicted or quantified and, consequently, actual results may differ materially from those expressed statements. Such risks and uncertainties include, without limitation, marketability of our products; with trading publicly; our ability to raise additional capital to finance our activities; the future trading operate as a public company; our ability to protect our proprietary information; general economic and our operating results and financial condition; our ability to attract or retain qualified senior mana development staff; and other risks detailed from time to time in our filings with the SEC, or otherwise

Information regarding market and industry statistics contained in this report is included based on believe is accurate. It is generally based on industry and other publications that are not produced fo economic analysis. Forecasts and other forward-looking information obtained from these sources a and the additional uncertainties accompanying any estimates of future market size, revenue and services. We do not undertake any obligation to publicly update any forward-looking statements. As undue reliance on these forward-looking statements.

Item 1. Business

Overview

Axim Biotechnologies, Inc., a Nevada corporation, is an innovative biotechnology company focu production of pharmaceutical, nutraceutical and cosmetic products, genetically controlled bota purification of cannabinoids technologies based on our proprietary technologies. We believe to be bioscience through the discovery and commercialization of new materials and technologies for h traded on the OTCQB under the symbol "AXIM."

We were originally incorporated in the State of Nevada on November 18, 2010 under the name A 2014, we changed our name to AXIM Biotechnologies, Inc. to better reflect our business operations. a wholly owned Nevada subsidiary named Axim Holdings, Inc. to help facilitate the business operatic

On May 11, 2015, we entered into a 50 year, worldwide, exclusive intellectual property licens CanChew Biotechnologies, LLC ("CanChew"). As compensation for the Agreement, CanChew rec the Company's common stock and a royalty fee of approximately 2-3% of all gross sales derivec Agreement. So long as we are in compliance with the Agreement, we have the option to purchase the years at a purchase price equal to fifty percent (50%) of the annual royalty fee paid.

On November 15, 2014, we entered into Reservation Agreement with the City of Almere, The Nethe option to purchase 5,328 square meters of land in the City of Almere. We had planned to construct an a clean laboratory zone, storage areas, office and technical rooms as well as manufacturing facility fu to be fully compliant with GMP, GLP, FDA, EMA and ISO regulations. The purchase price for the la two reservation fees for options to purchase the property. We decided not to move ahead with the pu an expired reservation fee of $71,155.

In October 2017, we formed a wholly owned subsidiary in the Netherlands for purposes of holding pl the Netherlands regulations and laws.

Our principal corporate headquarters are located at 45 Rockefeller Plaza, 20th Floor, Suite 83, New address is www.aximbiotech.com. The information contained on, or that can be accessed througl prospectus. The trademarks, trade names and service marks appearing in this prospectus are the prope

Current Operations

The operations of the Company include: the research and development of pharmaceutical produ products, and extraction and purification of cannabinoids technologies. Over the next 12 months, we a

Conducting a clinical trial at the Free University of Amsterdam, The Netherlands in Plymouth, UK, the University of Basel as well as an academic center in the USA for a novel, patente cannabinoids for treatment of chronic pain and spasticity in patients with multiple sclerosis. The anti FDA/ EMA registration is 12 to18 months.

Continuation of clinical trials at the university of Wageningen, The Netherlands on pat inflammatory bowel disease (ulcerative colitis and Crohn's disease) using innovative, (patented and p mechanisms containing various cannabinoids.

Conducting a clinical trial at the University of British Columbia, Canada on patie psychosis using innovative, (patented) delivery mechanisms containing cannabinoids. This trial is a and will result in an NDA.

Completing a proof of concept clinical trial at the Dermatological Center Maurits Clin patients with psoriasis, atopic dermatitis and vitiligo using innovative, (patent pending and patent unique cannabinoids.

Development and commercialization of products pending Phase II clinical trial for Rest

Development of novel (patent pending) pharmaceutical cannabinoids and/ or opioid-ag
"CannQuit™" formulations for tobacco, opioid and cannabis dependence treatment.

Development of novel (patent pending) antibacterial "Cannocyn ™" and antifungal "C
unique cannabinoids.

Development and commercialization of oral healthcare products, "Oraximax™", bas
(patent pending).

Development and commercialization of cosmetic care line "Renecann™" (patent pendi

Development of ophthalmological pharmaceutical "CannBleph ™" and OTC "Opht
unique combinations of cannabinoids (patent pending) for treatment of glaucoma and dry eye syndro

Preparations and Development of Axim' pipeline of pharmaceutical products for
Neuropathic Pain, Post-haerpaetic Neuralgia, PTSD, Opioid Addiction, Cannabis Dependence, To
Alcoholism, Dementia, and Parkinson's Disease.

Completion of contractual agreements for production and export of over 20 novel, tra
partners in Europe, Israel, Asia and South and North America.

Production of novel pharmaceutical formulations for pharmaceutical companies from t
a condition designated as an orphan disease. The other is for production of pharmaceutical produ
platform utilizing synthetic cannabinoids for a pharmaceutical drug bioequivalent to Marinol.

Development of new active pharmaceutical ingredient molecules including, prodrug for

Importation from Italy, and the Netherlands of pharmaceutical grade hemp oil to Eur
converted by AXIM from lipophilic to hydrophilic forms based on proprietary process (patent pendin

Development of sustainable biofuel compositions derived from industrial hemp by-proc
hemp coal "CannaCoal™."

During the next twelve months we anticipate incurring costs related to: (i) filing Exchange Act rep
clinical trials, and (iv) continued research and development of pharmaceutical formulations.

We believe we will be able to meet these costs through use of funds in our treasury, through deferra
and additional amounts, as necessary, to be loaned to or invested in us by our shareholders, managem
of the period covered by this report, we have limited cash. There are no assurances that we will be abl
needed. Currently, however our ability to continue as a going concern is dependent upon our
operations and/or to obtain the necessary financing to meet our obligations and repay our liabi
operations when they come due. Management's plan includes obtaining additional funds by eq
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 earni
risks inherent in the business and operations of financially unstable and early stage or potential emerg

Research and Development

We are continuing our research and development at the Free University of Amsterdam with our novel
treatment of patients with pain and spasticity as a sequence of Multiple Sclerosis. This study will incl
UK and academic centers in the US. The study is conducted in strict compliance with FDA/ EMA gu
a CRO. The product tested is a pharmaceutical, functional chewing gum containing equal parts of T
technology numerous problems related to cannabinoid' water-insolubility due to its lipophilic nature,
and direct delivery into the systemic circulation haves been resolved.

Clinical studies will commence at the University of Wageningen, The Netherlands testing a new (pa
novel cannabinoids for treatment of patients with IBS, IBD and Crohn's disease. A new direct as w
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
cooperation with Syncom, BV, The Netherlands, which practically solves the issue with very poor
based cannabinoids.

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

Intellectual Property

Currently, our intellectually property includes patents, trademarks and other proprietary, confidential
Our patent applications include twelve (12) patent applications for oral care compositions, sugar alc
compositions, extraction method, cosmetic, nicotine dependence treatment gum, opioid dependence
gum, suppositories, method to treat psoriasis, method to treat atopic dermatitis, and method to t
applications have entered non-provisional stage in the U.S. and/or international stage. Our patents in
solutions and method to use the ophthalmic solution to treat glaucoma and conjunctivitis; and on
containing cannabinoids, covering all cannabinoids, including THC). We are in the process of
applications.

We have twenty eight (28) trademark applications some of which are registered trademarks, rec
pending in front of the United States Patent and Trademark Office: Axim, A Axim Biotech,
Oraximax, CannaCoal, CanShu, CanQuit, SuppoCann, OpthoCann, CannBelph, Cannocyn, Rene
Hemp CBD Gum, CanChew, HempChew, CanChew +, CanChew Plus, CanChew RX, CanChew +
MedChew, MedChew GP, MedChew RL. Corresponding trademark applications have been filed in
marks and have received registration or are pending. Certain additional trademark applications have
some of the marks and have either received registration or are pending.

Market, Customers and Distribution Methods

Our focus is on the development of innovative pharmaceutical, nutraceutical and cosmetic products
for which currently there are no known efficient therapeutic ingredients or delivery systems for know
The body of knowledge regarding therapeutic use of cannabinoid-based formulations is steadily incre
in this field of biosciences with our extensive R&D and pipeline of innovative products.

Our target customers are primarily end consumers via Internet sales, direct-to-consumer healt
cooperatives, affiliate sales and master distributors. Secondarily, we are targeting manufacturers of p
raw base materials with our materials, making the products more environmentally friendly and sus
stores with major distribution companies who have preexisting relationships with major retail chain s
business, these markets may change, be re-prioritized or eliminated as management responds to consu

Competition

There are many developers of hemp-based consumer products, many of which are under-capitaliz
acquisition targets. There are also large, well-funded companies that currently do not offer hemp-b
future.

Source and Availability of Raw Materials

The Company currently has arrangements with multiple reputable suppliers which are expected to m
for the upcoming year. These suppliers are based in The Netherlands.

Government Regulation

For the first time since 1937, industrial hemp has been decriminalized at the federal level and can b
but on a limited basis. A landmark provision in the recently passed Agricultural Act of 2014 recogni
cousin, marijuana. Federal law now exempts industrial hemp from U.S. drug laws in order to allo
colleges and state agriculture departments. The new federal law, written by U.S. Rep. Jared Polis (D-
(R-KY), allows for agricultural pilot programs for industrial hemp "in states that permit the growth o

Employees

As of March 9, 2018, we have 6 full-time employees and 4 part-time employees. We allow and
contractors. We will be considering the conversion of some of our part-time employees to full-
discussions with qualified individuals to engage them for positions in sales and marketing, researc
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.

Item 1A. Risk Factors

Not applicable to a "smaller reporting company" as defined in Item 10(f)(1) of Regulation S-K.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Real Property

We currently rent our office space located at 45 Rockefeller Plaza in New York City, on a month t
The rent expense for our warehouse space located in the Netherlands was 2,916 Euros for the year e
we do not own any real property.

North American Address:

45 Rockefeller Plaza 20th Floor, Suite 83
New York, NY 10111

European Address:

Boelewerf 32, Unit 3
2987 VD Ridderkerk, The Netherlands

Item 3. Legal Proceedings

We are subject to litigation, claims, investigations and audits arising from time to time in the ordinar
this time, we are not aware on any material pending, threatened or unasserted claims.

Item 4. Mine Safety Disclosure

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters and Issuer P

Our common stock is currently traded on the OTCQB under trading symbol “AXIM.” An active pub may not develop or be sustained. Trading of securities on the OTCQB is often sporadic and investor selling or obtaining market quotations.

The following table sets forth the high and low closing bid prices for our common stock as reported o These prices do not include retail mark-ups, markdowns or commissions, and may not necessarily rep

Fiscal Year Ended December 31, 2017	Hi
First Quarter	
Second Quarter	
Third Quarter	
Fourth Quarter	

Fiscal Year Ended December 31, 2016	
First Quarter	
Second Quarter	
Third Quarter	
Fourth Quarter	

As of March 9, 2018, there are 44 holders of record of our common stock. This number does not inc Because many of our shares of common stock are held by brokers and other institutions on behal estimate the total number of shareholders represented by these record holders.

Dividends

We have never declared or paid cash dividends on our common stock. We anticipate that in the fu operation of our business. Accordingly, we do not anticipate declaring or paying any cash dividends i

Securities Authorized for Issuance Under Equity Compensation Plans

Effective May 29, 2015 the company adopted a stock incentive plan under which eligible persons or services may be afforded an opportunity to acquire an equity interest in the company in exchang Company has reserved 9,856,000 shares of its common stock for issuance under this plan.

Unregistered Sales of Equity Securities and Use of Proceeds

The Company did not sell any securities that were not registered under the Securities Act of 1933, that have not already been reported on a Current Report on Form 8-K or a Quarterly Report on Form

Issuer Repurchases of Equity Securities

None.

Item 6. Selected Financial Data

Not applicable to a “smaller reporting company” as defined in Item 10(f)(1) of SEC Regulation S-K.

Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operation:

The following discussion of our financial condition and results of operations for the years ended Dec read in conjunction with the financial statements and the notes to those statements that are includea Form 10-K. Our discussion includes forward-looking statements based upon current expectations such as our plans, objectives, expectations and intentions. Actual results and the timing of event: anticipated in these forward-looking statements as a result of a number of factors. We use word. "plan", "project", "continuing", "ongoing", "expect", "believe", "intend", "may", "will", "shoul to identify forward-looking statements.

Liquidity and Capital Resources

We are in our early stages of development and growth, without established records of sales or earni risks inherent in the business and operations of financially unstable and early stage or emerging growt

We estimate our G & A expenses for 2018 to be approximately $1,300,000, which includes proj $80,000. R&D expenses for 2018 will vary based on drug formulation and clinical trial project acti which in turn is determined by available capital. We don't expect R&D expenditures to exceed $12 mi

We can provide no assurance that the Company can continue to satisfy its cash requirements for at lea

We expect to obtain financing through shareholder loans and private placements. Shareholder lo repayment or interest. We will not consider taking on any long-term or short-term debt from financial Shareholders loans may be granted from time to time as required to meet current working capital n that ensures that we will receive such loans. We may exhaust this source of funding at any time.

We are dependent upon certain related parties to provide continued funding and capital resource resources are unavailable at reasonable terms, we may not be able to implement our plan of operati that may be highly dilutive to existing shareholders.

On September 14, 2017, our Registration Statement on Form S-3 was declared effective by the SE(under our registration statement.

Sources of Capital

We expect to sustain our working capital needs through shareholder loans and private placements stated terms of repayment or interest. We will not consider taking on any long-term or short-term d immediate future. Shareholders loans may be granted from time to time as required to meet current formal agreement that ensures that we will receive such loans. We may exhaust this source of funding

During the next twelve months, we anticipate incurring costs related to:

(i) filing Exchange Act reports,
(ii) contractual obligations
(iii) clinical trials, and
(iv) continued research and development of pharmaceutical formulations

We believe we will be able to meet these costs through use of funds in our treasury, deferral of f additional amounts, as necessary, to be loaned to or invested in us by our shareholders, management the period covered by this report, we have limited cash. There are no assurances that we will be abl needed. Currently, however our ability to continue as a going concern is dependent upon our operations and/or to obtain the necessary financing to meet our obligations and repay our liabi operations when they come due. Management's plan includes obtaining additional funds by eq advances; however, there is no assurance of additional funding being available.

Going Concern

The Company's financial statements have been presented assuming that the Company will continue financial statements, the Company has negative working capital of $5,592,526, has an accumulated c in operating activities of $3,081,956 and presently does not have the resources to accomplish its objec These conditions raise substantial doubt about the ability of the Company to continue as a going con include any adjustments related to the recoverability of assets and classification of liabilities that mig be unable to continue in operation.

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

Results of Operations

Comparison of the year ended December 31, 2017 and 2016.

Revenue

For the year ended December 31, 2017, we had revenue of $47,573 from sales of our products, as co year ended December 31, 2016.

Cost of Revenue

For the year ended December 31, 2017, we had cost of revenue of $42,857 from sales of our product $154,130 for the year ended December 31, 2016. This is primarily due to our start up business o research purposes in 2017.

Operating Expenses

Research and Development Expenses

For the year ended December 31, 2017 our research and development expenses were $1,352,969 a ended December 31, 2016. Variance was result of funding received in the midst of the year. Com funding received.

Selling, General and Administrative Expenses

Our Selling, General and Administrative expenses for the years ending in 2017 and 2016 were $1,7 Variance was primarily a decrease in non-cash compensation valued at $2,158,630 in 2016 and an in in 2017.

Depreciation Expenses

For the year ended December 31, 2017 our depreciation expenses were $3,356 as compared to $3,3 2016.

Other Income and Expenses

Our interest expenses for the year ending in 2017 and 2016 were $315,013 and $275,733 respecti received during the year which incurred interest expense. Loss on extinguishment of debt for the yea and $1,385,000 respectively. Loss on change in fair value of derivative liability for the years end $211,921 respectively. Amortization of debt discount was $705,700 and $25,712 respectively. Vari during the year.

Loss on settlement of liability for the years ending in 2017 and 2016 were $0 and $152,077 respecti change in terms, respective amortization and issuance of stock in payment of some liabilities to conse

For the Year Ended December 31, 2017 and 2016

Net Cash Provided by/Used in Operating Activities

Net cash used in operating activities was $3,081,956 for the year ended December 31, 2017, as comp for the year ended December 31, 2016. The increase is primarily attributable to our net loss from op net changes in the balances of operating assets and liabilities and by amortization of prepaid services,

Net Cash Used in Investing Activities

Net cash used by investing activities during the year ended December 31, 2017 was $0 compared to $

Net Cash Provided by Financing Activities

Net cash provided by financing activities during the year ended December 31, 2017, was $4,426,4 same period in 2016. Cash provided by financing activities were primarily a result of issuance of conv

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a cur condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capi that is material to investors.

Critical Accounting Policies

The preparation of financial statements in conformity with U.S. GAAP requires management to m affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities a and expenses during the reported periods. The more critical accounting estimates include estimates accounts receivable allowances. We also have other key accounting policies, which involve th assumptions that are significant to understanding our results, which are described in Note 3 to our con

Recently Issued Accounting Standards

Note 3 to our audited consolidated financial statements appearing elsewhere in this report includes Re

Foreign Currency Transactions

Foreign exchange loss in the year ended December 31, 2017 was $7,088 compared to $0 for the sam currency transactions was due to increase in worldwide activities.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not applicable to a “smaller reporting company” as defined in Item 10(f)(1) of Regulation S-K.

Item 8. Financial Statement and Supplementary Data

The full text of the Company's audited consolidated financial statements for the fiscal years ended D on page F-1 of this Annual Report on Form 10-K.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosu

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information require pursuant to the Exchange Act is recorded, processed, summarized and reported within the time p regulations and related forms, and that such information is accumulated and communicated to our pri financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As of December 31, 2017, we carried out an evaluation, under the supervision and with the participat and our principal financial officer of the effectiveness of the design and operation of our disclosure cc evaluation, our principal executive officer and our principal financial officer concluded that our disc not effective as of the end of the period covered by this report.

Management's Annual Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal cont term is defined in rule 13a-15(f) of the Exchange Act. The Company's internal control system is desig to the Company's management and Board of Directors regarding the reliability of financial report statements for external purposes in accordance with GAAP. The Company's internal control ove policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and dispositions of the assets of the Company;

Provide reasonable assurance that transactions are recorded as necessary to permit p accordance with GAAP, and that receipts and expenditures of the Company are being made only management and directors of the Company; and

Provide reasonable assurance regarding prevention or timely detection of unauthoriz the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitation, internal control over financial reporting may not prevent or detec any evaluation of effectiveness to future periods are subject to the risk that controls may becom conditions, or that the degree of compliance with the policies or procedures may deteriorate.

An evaluation was performed under the supervision and with the participation of the Company's ma design and operation of the Company's procedures and internal control over financial reporting as o assessment, the Company used the criteria set forth by the Committee of Sponsoring Organizations o in Internal Control-Integrated Framework of 1992. Based on that evaluation, the Company's manage internal controls over financial reporting were not effective in that there were material weaknesses as Limitations of Internal Controls for discussion of material weaknesses

A material weakness is a deficiency or combination of deficiencies in internal control over fina reasonable possibility that a material misstatement of the annual or interim financial statements wi timely basis by the Company's internal controls.

Attestation Report of the Registered Public Accounting Firm

This annual report does not include an attestation report of our registered public accounting firm reg reporting. Management's report was not subject to attestation by the Company's registered public ac Frank Wall Street Reform and Consumer Protection Act, wherein non-accelerated filers are exempt f audit requirements.

Changes In Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with ou fiscal year ended December 31, 2017, that have materially affected, or are reasonably likely to mater financial reporting.

Inherent Limitations of Internal Controls

There are inherent limitations to the effectiveness of any system of disclosure controls and procedure error and the circumvention and overriding of controls and procedures. A control system, no matter h only provide reasonable, not absolute, assurance that the objectives of the control system are me system must reflect the fact that there are resource constraints, and the benefits of controls must b Because of the inherent limitations in a cost-effective control system, misstatements due to error fr These inherent limitations include the realities that judgments in decision-making can be faulty, an human error or mistake. Additionally, controls, no matter how well designed, could be circumvent persons within the organization. The design of any system of controls is also based in part upon cert of future events, and there can be no assurance that any design will succeed in achieving its stated conditions.

Management is aware that there is a lack of segregation of duties and accounting personnel w Company due to the small number of employees dealing with general administrative and financial ma the internal controls. Management intends to rectify these deficiencies by implementing proper con with appropriate qualifications to properly segregate duties. With the inclusion of recently adopted B qualified controller to assist the Chief Financial Officer, the Company has commenced its remedia compliance in first quarter of 2018.

Item 9B. Other Information

None.

Item 10. Directors, Executive Officers and Corporate Governance

Directors and Executive Officers

Our executive officers, key employees and directors are listed in the below table. There ar understandings between non-management security holders and management under which non-manag or indirectly participate in or influence the management of our affairs. There are no arrangements or and any other person pursuant to which any director or executive officer was or is to be selected applicable. There currently are no legal proceedings, and during the past ten years there have been n to the evaluation of the ability or integrity of any of our directors or director nominees.

NAME	AGE	POSITION
Dr. George E. Anastassov	53	Chairman, Chief Executive Officer,
Dr. Philip A. Van Damme	63	Director, Chief Scientific Officer
Lekhram Changoer	50	Director, Chief Technology Officer
Robert Malasek	49	Chief Financial Officer, Secretary
Timothy R. Scott, PhD(1)	65	Director
Robert Cunningham(1)	70	Director
John W. Huemoeller II(1)	62	Director
Blake N. Schroeder, Esq. (1)	40	Director

The background of our executive officers, key employees and directors is as follows:

Dr. George E. Anastassov - Chairman of the Board, Chief Executive Officer. President

Dr. George E. Anastassov is the Chief Executive Officer, Chief Financial Officer and the Secretary o May 2014. Prior to that Dr. Anastassov was one of the founders and the CEO of CanChew B Anastassov is also one of the founders and a Board Member and a general partner of Sanar Pharmaceuticals; both companies originated and located in The Netherlands since 2009 and 20 developers of the first-in-the-world cannabinoid-containing chewing gum-based delivery system. Dr. Dental Doctorates as well as an Executive MBA. Dr. Anastassov has been recognized in "Who's W Who in Business Professionals" numerous times. He is the recipient of multiple national and internati awards. Dr. Anastassov has been actively involved in Research and Development in Medicine and Bi

Dr. Philip A. Van Damme, DMD MD PhD - Director, Chief Scientific Officer

Dr. Philip. A. Van Damme is Chief Scientific/Medical Officer of AXIM Biotechnologies Inc., as o Damme was one of the founders and CSO of CanChew Biotechnologies LLC, in 2012. He President/Director of Sanammad Foundation and Sanammad Pharmaceuticals, both originated and 2009 and 2014, respectively. He is one of the developers of the first-in-the-world cannabinoid-conta systems. Dr. Van Damme possesses Dental and Medical Doctorates as well as a PhD in Medica involved in Research and Development in Dentistry, Medicine and Biotechnologies since 1983.

Lekhram Changoer - Director, Chief Technology Officer

Lekhram Changoer is the Chief Technology Officer of AXIM Biotechnologies, Inc. as of May 2014 Analytical/Organic Chemistry and a Master's Degree in Organic Chemistry. He was one of the foun LLC in 2012 and is board member and partner of Sanammad Foundation and Sanammad Pha originated and located in The Netherlands since 2009 and 2014, respectively. He is the originator o pending technology on chewing gum compositions comprising cannabinoids, together with his Sa years of experience in the area of Sales & Marketing, R&D, product development, and quality healthcare and pharmaceutical products - all servicing European and other international markets. D different intellectual property-based pharmaceutical and dental companies in different stages from sales of registered products.

Robert Malasek - Chief Financial Officer, Secretary

Mr. Malasek's experience includes serving as the Assistant Controller for Starwood Hotel & Res Pacific Crest Equity Partners (a private equity company), and Chief Financial Officer for NatureW served as the Chief Financial Officer, Secretary, Treasurer and a Director of Liberty Coal Energy Co the Chief Financial Officer of Cannalink, Inc. Robert received his Bachelor of Science in Accountanc

Timothy R. Scott, PhD - Director

Dr. Scott has served on the Board of Directors of Medical Marijuana, Inc. from March 2015 to the pr 2008, Dr. Scott served on the board of directors of Naturewell, Incorporated, a publicly traded comp homeopathic drug business. From 1998 to 2000, Dr. Scott served as a member of the board of directo Stock Exchange listed company, which owned 265 fast food and family dining restaurants having app and 7,800 employees, and as a member of ICH's compensation committee. Dr. Scott has served as president and senior pastor of a 2,500-member church located in San Diego, California from 1992 t chairman and president of Project Reach World, Inc., a 501(c)(3) charitable organization from 1995 in Theology from Christian University in 1981, and served as a Professor of Philosophy and Relig from 1981 to 1985.

Robert Cunningham - Director

Robert "Bob" Cunningham has over 40 years of executive management experience in financial servic 2011 to the present, he serves as the chief executive officer of Preferred Dealer Programs LLC, electronic payment technologies for banks. Prior to joining PDP, from January 1985 to December 2 Placer Financial Group, a nationwide mortgage and real estate development company. Mr. Cunnin U.S. Department of Justice, and as a member of the board for numerous firms, including Allied C Development, Pacific Building Industries Corporation and Bond HD Hospitality Group. From Cunningham has served on the board of directors of Medical Marijuana, Inc.

John W. Huemoeller II - Director

Mr. Huemoeller has over 30 years' experience in financial markets and publicly traded compa corporate finance, executive management, sales and marketing, mergers and acquisitions, leveragec securities. Since April 2015 to the present, Mr. Huemoeller has been the chief executive officer ar From March 2013 to January 2016, he was chairman, chief executive officer and chief financial of Inc. From April 2012 to March 2013, Mr. Huemoeller served as the president of Joshua Tree Capital 3, 7, 24, 63 and 79 Securities Licenses, was registered with various state insurance boards, the Chica broker, and worked for various broker-dealers throughout his career including Smith Barney, Drexel Paine Webber. Mr. Huemoeller is co-author of U.S. Patent #5,855,005.

Blake N. Schroeder, Esq. - Director

Mr. Schroeder's career began as a litigator at a commercial litigation firm in Salt Lake City, UT. Be involved in the sale and marketing of natural products, and opening international marketplaces to the Schroeder served in various capacities at MonaVie LLC developing international business plans ar From August 2014 to February 2016, Mr. Schroeder served as the chief operating officer of Forev responsible for global operation and sales of the multinational organization, including oversight of a the present, Mr. Schroeder serves as the chief executive officer of Kannaway, LLC, a wholly owned s Mr. Schroeder is the vice president of operations for Medical Marijuana, Inc. and has served or Marijuana, Inc. from March 2016 to the present. Mr. Schroeder holds a B.S. in Finance from Utah Sta Syracuse University College of Law.

Corporate Governance

General

We believe that good corporate governance is important to ensure that the Company is managec shareholders. This section describes key corporate governance practices that we have adopted.

Board of Directors Meetings and Attendance

The Company's Board of Directors has responsibility for establishing broad corporate policies and rather than day-to-day operations. The primary responsibility of the Board is to oversee the managem serve the best interests of the Company and its shareholders. The Board selects, evaluates and prov officers and, subject to shareholder election, directors. It reviews and approves corporate obje significant policies and proposed major commitments of corporate resources. The Board also particip major economic impact on the Company. Management keeps the directors informed of Company acti including written reports and presentations at Board and committee meetings.

Committees of the Board of Directors

The Company has formal Compensation and Audit and Nominating and Governance Committees. being undertaken by the Board of Directors as a whole.

Compensation Committee

The Compensation Committee consists of John W. Huemoeller II, Timothy Scott and Robert Cunni that requires all members of the Compensation Committee to be "non-employee directors" for purp Act, and satisfy the requirements of an "outside director" for purposes of Section 16(m) of the Intern Committee is responsible for overseeing and, as appropriate, making recommendations to the Boa salaries and other compensation of our executive officers, our general employee compensation and ot and recommendations with respect to our compensation policies and practices. The Compensation these activities and other actions reasonably related to the Compensation Committee's purposes or from time to time. The Compensation Committee's specific responsibilities are delineated in its charte

Audit Committee

The Audit Committee consists of John W. Huemoeller II, Timothy Scott and Robert Cunninghan requires all members of the Audit Committee to be independent in accordance with applicable listing on the OTCQB, which does not have any director independence requirements. Further, companies OTCQB are not required to comply with the independence standards set forth in Rule 10A-3(b)(1) Directors has also determined that Mr. John W Huemoeller II is an "audit committee financial e Regulation S-K.

The Audit Committees responsibilities include: a) selecting and evaluating the performance of our in scope of the audit to be conducted by our independent auditors, as well as the result of their audit services to be provided; c) reviewing and assessing our financial reporting activities and disclosure, and periodic reports, and the accounting standards and principles followed; d) reviewing the scope internal control over financial reporting; e) reviewing management's assessment of our complian procedures; f) reviewing our public disclosure policies and procedures; g) reviewing our guidelines a and management, our tax strategy and our investment policy; h) reviewing and approving related- threatened or pending litigation matters and investigating matters brought to the committees atten duties.

Nominating and Governance Committee

The Nominating and Governance Committee consist of Blake N. Schroeder, Robert Cunningham and charter that governs its role with the Company. Robert Cunningham has been appointed as the Governance Committee.

The role of the Nominating and Governance Committee is to identify, qualify and propose new bo Nominating and Governance Committee shall also submit a slate of officers including, when applicab Committee shall: (i) obtain biographies and effectively screen all nominations to ensure selection serve as selected officers and directors. and (ii) in connection with the performance of its dutie Committee shall have unrestricted access to and assistance from the officers, employees and indepen shall be furnished with such resources and support from the Company as the Nominating and necessary. The Nominating and Governance Committee shall have the authority to employ, at the ex and professionals as the Nominating and Governance Committee shall deem appropriate from time to

Security Holder Communications with our Board of Directors

The Company provides an informal process for security holders to send communications to our boar wish to contact the board of directors or any of its members may do so by writing to: AXIM Biotecl 20th Floor, Suite 83, New York, NY 10111. Correspondence directed to an individual board me member. Correspondence not directed to a particular board member is referred, unopened, to the Presi

Conflicts of Interest

Some of officers and all of our directors are not obligated to commit their full time and attention to may encounter a conflict of interest in allocating their time between our operations and those of otl other business activities, they may become aware of investment and business opportunities which m us as well as other entities to which they owe a fiduciary duty. As a result, they may have conflicts entity a particular business opportunity should be presented. They may be currently and also in th entities that are engaged in business activities similar to those we intend to conduct.

In general, officers and directors of a corporation are required to present business opportunities to the

1. The Company could financially undertake the opportunity;
2. The opportunity is within the Company's line of business; and
3. It would be unfair to the Company and its shareholders not to bring the opportunity to the

Code of Ethics

We have adopted a written code of ethics that obligates our directors, officers and employees to discl prohibits those persons from engaging in such transactions without our consent.

Compliance with Section 16(a) of Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the registrant's officers a more than 10% of a registered class of the registrant's equity securities, to file reports of ownership a securities of the Registrant with the Securities and Exchange Commission. Officers, directors and required by the Securities and Exchange Commission regulation to furnish the registrant with copies file. Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to us during ou 5 and amendments thereto furnished to us with respect to our most recent fiscal year, to the best of ou directors and persons holding greater than 10% of our issued and outstanding stock have filed the r during fiscal 2017.

Family Relationships

There is no family relationship between any Director, executive or person nominated or chosen by the executive officer.

Advisory Board

October 15, 2014, our Board of Directors created an Advisory Board to advise the Board on ce December 31, 2017, the Company Advisory Board consists of:

Dr. Donald Abrams - Advisory Board

Dr. Donald Abrams, is chief of the Hematology-Oncology Division at San Francisco General H Medicine at the University of California San Francisco. Dr. Abrams has long been involved in c alternative medicine interventions for HIV/AIDS and cancer, including evaluations of medicinal mari funding from the National Institute on Drug Abuse (NIDA) to conduct clinical trials of the short- infection. Subsequently, he was granted funds by the University of California Center for Medicinal C of the effectiveness of cannabis in a number of clinical conditions. Dr. Abram's NIDA-fun pharmacokinetic interaction between vaporized cannabis and opioid analgesics in patients with chron NIH-funded trial investigating vaporized cannabis in patients with Sickle Cell disease. He co-author Cancer" in the Oxford University Press Integrative Oncology text that he co-edited with Andrew W Cannabinoids and Cancer website.

Professor Robert Ritch – Advisory Board

Professor Robert Ritch holds the Shelley and Steven Einhorn Distinguished Chair in Ophthalmolog and Chief of Glaucoma Services at New York Eye and Ear Infirmary of Mount Sinai (NYEE). He h the understanding of the underlying etiologies and mechanisms of glaucoma and innovation in its m Prof. Ritch received his B.A. cum laude from Harvard College and an M.A. in cell biology from M.D. from Albert Einstein College of Medicine and, after a residency in Ophthalmology at Mount fellowships in glaucoma from the Heed Foundation and the National Institutes of Health. A D Ophthalmology, Prof. Ritch is a Fellow of the American Academy of Ophthalmology, the A International College of Surgeons, the Royal College of Ophthalmology, the Association for Researc the New York Academy of Medicine, and is a member of more than 35 scientific and medical societie

Dr. Ilya Reznik - Advisory Board

Dr. Ilya Reznik is a Board-certified specialist in Adult Forensic & Clinical NeuroPsychiatry at M Center, Israel. Dr. Reznik has published many original papers (including controlled trials), review reviewed journals in field of clinical psychiatry and neuropsychopharmacology. He is currently rese and cannabinoids, especially for various neuropsychiatric illnesses, such as Chronic Pain Syndrome, Disorder (PTSD), OCD, Gilles de la Tourette syndrome, Parkinson's and Alzheimer diseases etc. coordinated the activities of Israel National Forum/Association for Medical Cannabis Research & Tr The Canadian Consortium for the Investigation of Cannabinoids (CCIC), Member of International Ca In 2013 he was elected to the Board of Directors, International Association for Cannabinoid Medicine and international activity within IACM.

Professor John Zajicek MD, PhD

Professor John Zajicek Chair in Medicine at the University of St. Andrews School of Medicine, I Sciences. Professor Zajieck trained in Medicine at Cambridge and St Mary's Hospital in London. He of myelination in Cambridge. He then moved to Plymouth in 1995 as a neurologist where he wa clinical research. He is Chair of Clinical Neuroscience at Plymouth University, Director of the Penin of the UK NIHR Nervous System Disorders Specialty Group. Zajicek has served on the UK MRC Board and the MRC Methodology Panel. He is particularly interested in the way Axim Bi neurodegenerative diseases. He has been Chief Investigator in several large multicentre randomiz investigation of cannabinoid use in multiple sclerosis. Professor Zajicek has authored many papers and the methodology of clinical trials in neurodegeneration.

Professor Renger Witkamp, PhD

Professor Renger Witkamp studied Biology and Pharmacy at the Utrecht University (NL). He obtaine started his career as pharmacist/lecturer at the Veterinary Faculty of the Utrecht University, which w on experimental pharmacokinetics. After his Ph.D., he continued as an assistant professor, and la Utrecht University, until 1996. Subsequently, he moved to TNO, the Netherlands' Organization for several scientific and managerial positions. In 2006, he became a professor in Nutrition and Pharm which at that time was a newly established academic chair. His group focuses on teaching and resea the interface between food and pharma, including medical nutrition and drug-nutrient combinations. at further elucidating the actions of plant cannabinoids and endocannabinoids on inflammatory proc applications of this program include muscle preservation during chronic disease and intestinal disorde

Dr. Arno Hazekamp, PhD

Dr. Arno Hazekamp studied at Leiden University in the Netherlands, where he obtained his Bachel Biology, followed by an MSc in Biopharmaceutical Sciences. After finishing his research on Thai tra honors in 2000. Subsequently, Arno started his Ph.D., focused on the medicinal properties of the obstacles that stand between this plant and its development into a modern medicine. Arno was al grower of medicinal cannabis in the Netherlands, Bedrocan BV, and was involved in numerous proj quality control, and product development regarding medicinal cannabis. He was actively involved program of the Dutch Health Ministry and became a strong advocate of a more science-based appro in the Netherlands and abroad. After finishing his Ph.D., Arno continued to set up his own consu plants while keeping a special interest in cannabis. As an independent researcher, Arno worked universities, and pharmaceutical companies. Some relevant experiences during this period (2005-2 early phase of Echo Pharmaceuticals (a Dutch pharmaceutical company developing a sublingual ad cannabinoids) and validation studies for the German company Storz & Bickel (e.g., the basis fo Volcano Medic, a vaporizer device specifically designed for inhalation of medicinal cannabis). standardized growing, quality control, and product development. He is an active traveler and medici became the head of Research and Development (R&D) of Bedrocan BV, where he currently works with medicinal cannabis.

Professor Jacques F. Meis MD, PhD

Dr. Jacques F. Meis is a consultant microbiologist at Canisius-Wilhelmina Hospital in Nijmegen, hospital; and an honorary consultant at the Radboud University Medical Center in the same city. In ac Science, is a board-certified medical specialist in the Netherlands and is a Fellow of the Infectious I Royal College of Pathology in the UK. He is a former President of the Dutch Society for Medical European Confederation for Medical Mycology, and former Chairman of the External Quality C Mycology in the Netherlands. In addition to being Senior Editor of Mycoses, he is a voting men Antifungal Susceptibility Testing. He is (co)author of more than 350 peer-reviewed PubMed-includ focuses on diagnosis, treatment, molecular typing and antifungal susceptibility of the opportunistic Candida in addition to other rare filamentous fungi.

Compensation of Company Directors and Advisory Board Members

Our Directors are compensated $5,000 on a quarterly basis plus stock grants on each annual anniv having a value equal to $25,000 as of date of grant. Our Advisory Board Members are compens approximately 240 to 2,400 shares per quarter. Both, our Directors and Advisory Board Members ar pocket expenses related to attending board of directors meetings and for promoting our business. In Directors for serving on Special Committees and our Advisory Board Members with additional cash to time we may request certain members of the board of directors to perform services on our behalf. the directors for their services at rates no more favorable than could be obtained from unaffiliated par

Item 11. Executive Compensation

The following table sets forth the cash compensation paid to our officers and directors for services rer

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Warrant Option Awards	Non-Equity Incentive Plan Compensation	Nonqu Defe Compe Earn
Dr. George E. Anastassov	2017	240,000	-	-	-	-	-
Chairman, Chief Executive Officer	2016	240,000	-	-	-	-	-
Dr. Philip A. Van Damme	2017	15,000	-	-	-	-	-
Director, Chief Scientific Officer	2016	6,000	-	-	-	-	-
Lekhram Changoer	2017	240,000	-	-	-	-	-
Director, Chief Technology Officer	2016	160,000	-	-	-	-	-
Robert Malasek	2017	13,000	-	-	-	-	-
Chief Financial Officer, Secretary	2016	-	-	-	-	-	-
Timothy R. Scott, PhD	2017	15,000	-	-	-	-	-
Director	2016	-	-	-	-	-	-
Robert Cunningham	2017	15,000	-	-	-	-	-
Director	2016	-	-	-	-	-	-
John W. Huemoeller II	2017	15,000	-	-	-	-	-
Director	2016	-	-	-	-	-	-
Blake N. Schroeder, Esq.	2017	15,000	-	-	-	-	-
Director	2016	-	-	-	-	-	-

Employment Agreements

On June 13, 2014, we entered into a 12 month employment agreement, at a compensation rate of $24 Anastassov to serve as our Chairman, Chief Executive Officer, President, Chief Financial Offi automatically renews for an additional 12 month term unless terminated earlier by ether party. F employment, Dr. Anastassov will receive either; at the sole option of the Company, 500,000 restr stock; or the financial equivalent in cash, based upon the average 10 day closing price as of the Com preceding the grant date, as quoted on Yahoo Finance.com. Following 15 months of continuous empl thereafter, Dr. Anastassov will receive either, at the sole option of the Company, 125,000 restricted or the financial equivalent in cash, based upon the average 10 day closing price as of the Comp preceding the grant date, as quoted on Yahoo Finance.com.

Effective January 1, 2016, we entered into a 12 month employment agreement, at a compensatic Lekhram Changoer to serve as our Chief Technology Officer. Following 3 months of continuous en thereafter, Mr. Changoer will receive either; at the sole option of the Company, 120,000 restricted sha the financial equivalent in cash, based upon the average 10 day closing price as of the Company's coı the grant date, as quoted on Yahoo Finance.com.

On September 1, 2016, the Company entered into an amended and restated employment agreement w Executive Officer. The agreement does not have a set term and may be terminated at any time by tl proper notice. Under the agreement, Dr. Anastassov receives an annual base agreement. Upon the on the Company has the direction to grant additional equity awards to Dr. Anastassov. On April 1, 2016 120,000 restricted shares of the Company's common stock pursuant to the terms of the June 13, September 1, 2016, the Company was obligated to issue 2,000,000 restricted shares of the Compa terms of the September 1, 2016, employment agreement with Dr. Anastassov. The shares were issued end December 31, 2016 the Company recorded $600,000 compensation expense in the accompanying 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 co the employment agreement with Mr. Changoer. The shares were issued in the 4th quarter 2016.At th Company recorded $58,200 of compensation expenses in the accompanying consolidated financial st issuance of the incentive shares.

On September 1, 2016, the Company entered into an amended and restated employment agreement w Technology Officer. The agreement does not have a set term and may be terminated at any time by proper notice. Under the agreement Mr. Changoer receives an annual base compensation of $24 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the on the Company has the discretion to grant additional equity awards to Mr. Changoer. On September 1, issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the Septem with Mr. Changoer. The shares were issued in the 4th quarter 2016. At the year ended Decemb $600,000 of compensation expense in the accompanying consolidated financial statements to acco incentive shares.

On September 15, 2016, the Company entered into an employment agreement with Dr., Philip Van A The agreement does not have a set term and may be terminated at any time by the Company or Dr. Under the agreement Dr. Van A. Damme receives an annual base compensation of $24,000 and an inc the Company's common stock due upon execution of the agreement. Upon the one year anniversary the discretion to grant additional equity awards to Dr. Van A. Damme. On September 15, 2016, t 200,000 restricted shares of the Company's common stock pursuant to the terms of the September 1 Dr. Van A. Damme. The shares were issued in the 4th quarter 2016. At the year ended December 31, of compensation expense in the accompanying consolidated financial statements to account for th shares. The ongoing base compensation was rescinded by mutual consent of the Company and Dr. Ph 2016.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stock

The following table sets forth certain information regarding our common stock beneficially owned as

(i) each stockholder known by us to be the beneficial owner of five (5%) percent or more of (
(ii) each of our officers and directors; and
(iii) all executive officers and directors as a group.

This information as to beneficial ownership was furnished to the Company by or on behalf of each p
2017, there were 54,564,441 shares of our common stock issued and outstanding.

Title of Class	Name and Address of Beneficial Owner	Amount and N of Beneficial Ow
Common Stock	Dr. George E. Anastassov(1)	3,003
Common Stock	Dr. Philip A. Van Damme(3)	202
Common Stock	Lekhram Changoer(3)	2,265
Common Stock	Timothy R. Scott, PhD(1)	
Common Stock	Robert Cunningham(1)	
Common Stock	John W. Huemoeller II(1)	
Common Stock	Blake N. Schroeder, Esq. (1)	
Common Stock	Sanammad Foundation USA(6)	14,943
Common Stock	Sanammad Foundation	3,626
Common Stock	MJNA Investment Holdings LLC(2)	17,969
Common Stock	Medical Marijuana Inc(2)	4,700
Common Stock	All Directors and Officers as a Group	24,040

** Less than 1%

(1) The address is: 45 Rockefeller Plaza 20th Floor, Suite 83, New York, NY 10111.

(2) The address is: 13831 Danielson, Poway, CA 92064.

(3) The address is: Bijleveldsingel 89, Nijmegen, 6521AP, Netherlands.

(4) Mr. Anastassov owns 3,003,000 shares individually and is a 1/3 owner and control person of
3,626,706 shares and Sanammad Foundation USA which holds 14,943,650 shares of our c
our Series B preferred stock.

(5) Mr. Van Damme owns 202,500 shares individually and is a 1/3 owner and control person of
3,626,706 shares and Sanammad Foundation USA which holds 14,943,650 shares of our c
our Series B preferred stock.

(6) The address is: 560 Sylvan Avenue, 3rd Floor, Englewood Cliffs, NJ 07632.

(7) Mr. Changoer owns 2,265,000 individually and is a 1/3 owner and control person of S
3,626,706 shares and Sanammad Foundation USA which holds 14,943,650 shares of our c
our Series B preferred stock

(8) MJNA Investment Holdings, LLC owns 17,969,125 individually and holds 500,000 shares o

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. The n
beneficially owned by each individual listed above include shares that are subject to options held by
exercisable or exercisable within 60 days from the date of this Report and the number of shares and t
all officers and directors as a group includes shares subject to options held by all officers and direc
exercisable or exercisable within 60 days from the date of this Report.

Item 13. Certain Relationships and Related Transactions, and Director Independence

On August 8, 2014 the Company entered into a Promissory Note Agreement with CanChew Biotechn (the owners of CCB also own 90% of the outstanding shares of the Company), under which it bo capital. The loan is a demand note which bears interest at a rate of 7% annually. The Promissory Not January 1, 2015. The amended Promissory Note bears an annual interest rate of 3%. All other term force and effect. On December 23, 2016, a principal payment of $120,000 was made. The total ou $880,000.

On May 21, 2014, the Company's President advanced an additional $5,000 to the Company to fund w

On June 25, 2014, the Company received a non interest bearing advance from CanChew Biotechnol the down payment on its D & O liability insurance. In addition the Company during 2014 was operating expenses principally for the owner's salary. For the years ended December 31, 2017 and 20 advance of $0 and $1,619,067, respectively for operation expenses. The advance is non-interest bear outstanding due to related party as of December 31, 2017 and 2016 is $1,605,520 and $1,619,067, res

Board of Directors Independence

The Company considers Blake N. Schroeder, Robert Cunningham, John Huemoeller and Timothy S meaning of definitions established by the Securities and Exchange Commission.

Item 14. Principal Accountant Fees and Services

Audit Fees

RBSM, LLP, billed us $56,300 and $60,000 in audit fees during the years ended December 31, 2017 a

Audit-Related Fees

We did not pay any fees to any of our primary auditors, for assurance and related services that are n during our fiscal years ended December 31, 2017 and 2016.

Tax and All Other Fees

We did not pay any fees to any of our primary auditors for tax compliance, tax advice, tax planning ended December 31, 2017 and 2016.

Pre-Approval Policies and Procedures

With respect to the audit of our financial statements as of December 31, 2017 and 2016, and for the expended on any of our primary auditor's engagement to audit those financial statements were attri our primary auditor's full- time, permanent employees.

Item 15. Exhibits, Financial Statement Schedules

Please see the below Exhibit Index and the Index to Financial Statements and related notes to financi
to this annual report on Form 10-K and which is incorporated by reference herein.

Exhibit Index

Exhibits	**Exhil #**
Articles of Incorporation, as filed with the Nevada Secretary of State on November 18, 2010.	3.1
Certificate of Amendment, as filed with the Nevada Secretary of State on July 24, 2014.	3.2
Amended and Restated (As of August 17, 2016) Bylaws of AXIM Biotechnologies, Inc.	3.3
Certificate of Designation of Series B Preferred Stock.	3.4
Certificate of Designation of Series C Preferred Stock.	3.5
Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. George E. Anastassov.	10.1
Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Lekhram Changoer.	10.2
Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. Philip A. Van Damme.	10.3
Code of Business Conduct and Ethics.	14.1
Auditor's Consent	23.1
Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	31.1
Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	31.2
Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	32.1
Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	32.2
Nominating and Governance Committee Charter.	99.1
Compensation Committee Charter.	99.2
Audit Committee Charter.	99.3

XBRL Instance Document

XBRL Taxonomy Extension Schema Document

XBRL Taxonomy Extension Calculation Linkbase Document

XBRL Taxonomy Extension Definition Linkbase Document

XBRL Taxonomy Extension Label Linkbase Document

XBRL Taxonomy Extension Presentation Linkbase Document

* These certifications are being furnished solely to accompany this annual report pursuant to being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and are not any filing of the Registrant, whether made before or after the date hereof, regardless of ar such filing

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused
by the undersigned thereunto duly authorized.

Signature	Title
/s/ Dr. George Anastassov Dr. George Anastassov	President and Director (Principal Executive Offic
/s/ Robert Malasek Robert Malasek	Chief Financial Officer (Principal Financial Offic
/s/ Lekhram Changoer Lekhram Changoer	Director
/s/ Dr. Philip A. Van Damme Dr. Philip A. Van Damme	Director
/s/ Timothy R. Scott, PhD Timothy R. Scott, PhD	Director
/s/ Robert Cunningham Robert Cunningham	Director
/s/ John W. Huemoeller II John W. Hoemoeller, II	Director
/s/ Blake N. Schroeder, Esq. Blake N. Schroeder, Esq.	Director

AXIM BIOTECHNOLOGIES, INC.
Index to Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheet as of December 31, 2017 and 2016

Consolidated Statements of Operations for the years ended December 31, 2017 and 2016

Consolidated Statement of Changes in Shareholders' Deficit for years ended December 31, 2017 and

Consolidated Statement of Cash Flows for the years ended December 31, 2017 and 2016

Notes to Consolidated Financial Statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTIN

To the Board of Directors and Shareholders of
Axim Biotechnologies, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Axim Biotechnologies, Inc. (th 2017 and 2016, and the related consolidated statements of operations, stockholders' deficit and cash f period ended December 31, 2017 and the related notes (collectively referred to as the "consolidated fi the consolidated financial statements present fairly, in all material respects, the financial position o 2017 and 2016, and the results of its operations and its cash flows for each of the two years in the p conformity with accounting principles generally accepted in the United States of America.

The Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company w discussed in Note 14 to the accompanying consolidated financial statements, the Company has suffe generated negative cash flows from operating activities, has an accumulated deficit and has statec Company's ability to continue as a going concern. Management's evaluation of the events and co regarding these matters are also described in Note 14. The consolidated financial statements do not result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our re on these consolidated financial statements based on our audits. We are a public accounting firm r Accounting Oversight Board (United States) (PCAOB) and are required to be independent with res with the U.S. federal securities laws and the applicable rules and regulations of the Securities a PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require t obtain reasonable assurance about whether the financial statements are free of material misstatemen company is not required to have, nor were we engaged to perform, an audit of the Company's interna part of our audits, we are required to obtain an understanding of internal control over financial r expressing an opinion on the effectiveness of the Company's internal control over financial reportin opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financi fraud, and performing procedures that respond to those risks. Such procedures included examining, o amounts and disclosures in the financial statements. Our audits also included evaluating the accou estimates made by management, as well as evaluating the overall presentation of the financial sta provide a reasonable basis for our opinion.

/s/ RBSM, LLP

We have served as the Company's auditor since 2014

New York, New York
March 15, 2018

AXIM BIOTECHNOLOGIES,
Consolidated Balance Shee

ASSETS

Current assets:
Cash
Inventory
Reservation fee deposit
Prepaid expenses
Loan receivable
Total current assets

Property and equipment, net of accumulated depreciation of $7,831 and $4,474, respectively.
Other Assets:
Acquired intangible asset - intellectual property licensing agreement, net
Security deposits
Total other assets
TOTAL ASSETS

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:
Accounts payable and accrued liabilities
Due to shareholder
Due to first insurance funding
Due to related party
Promissory note - related party (including accrued interest of $114,126 and $88,564 respectively)
Convertible note payable (including accrued interest of $90,487 and $0 respectively) net of unamortized debt discount of $714,573 and $0, respectively (see note 9)
Total current liabilities

Long-term liabilities:
Convertible notes payable due to shareholder including accrued interest of $2,384 and $793, respectively
Convertible note payable (including accrued interest of $81,656 and $15,646 respectively) net of unamortized debt discount of $1,224,117 and $1,323,606, respectively (see note 9)
Total long-term liabilities
TOTAL LIABILITIES

STOCKHOLDERS' DEFICIT
Preferred stock, $0.0001 par value, 5,000,000 shares authorized;
Series B Convertible Preferred Stock, $0.0001 par value 500,000 shares designated, 500,000 and 500,000 shares issued and outstanding, respectively
Series C Convertible Preferred Stock, $0.0001 par value 500,000 shares designated, 500,000 and 500,000 shares issued and outstanding, respectively

Common stock, $0.0001 par value, 300,000,000 shares authorized 54,564,441 and 52,506,441 shar
Additional paid in capital
Common stock to be issued
Accumulated deficit
TOTAL STOCKHOLDERS' DEFICIT
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT

The accompanying notes are an integral part of consol

AXIM BIOTECHNOLOGIES, INC.
Consolidated Statement of Operations

		For the year en December 31, 2
Revenues	$	4
Cost of goods sold		4
Gross profit (loss)		
Operating expenses:		
Research and development expenses		1,35
Selling, general and administrative		1,79
Depreciation		
Total operating expenses		3,15
Loss from operations		(3,14
Other (Income) expenses:		
Interest Income		(
Amortization of debt discount		70
Loss on extinguishment of debt		
Loss on change in fair value of derivative liability		
Loss on settlement of liability		
Interest expense		31
Total other (income) expenses		1,01
Loss before provision of income tax		(4,16
provision for income tax		
NET LOSS		(4,16
Less: Dividend on preferred stocks		
NET LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	$	(4,16
Loss per common share - basic and diluted	$	
Weighted average common shares outstanding - basic and diluted		53,29

The accompanying notes are an integral part of these consolidated financial

AXIM BIOTECHNOLOGIES, INC.
Consolidated Statement of Stockholders' Deficit
For Two Years Ended December 31, 2017

	Preferred Stock		Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Series C Convertible Preferred Stock		Co
	Shares	Amount $	Shares	Amount $	Shares	Amount $	Shares	Amount $	Sha
Balance at December 31, 2015	1,000,000	100	1,000,000	100	-	-	-	-	39,63
Common stock issued against common stock to be issued	-	-	-	-	-	-	-	-	12.
Common Stock issued for officer's compensation	-	-	-	-	-	-	-	-	2,25
Common stock issued for consulting services	--	-	-	-	-	-	-	-	2,44
Common stock issued for consulting services	-	-	-	-	-	-	-	-	1
Common stock to be issued for consulting services	-	-	-	-	-	-	-	-	
Common stock issued in exchange for debt	-	-	-	-	-	-	-	-	2,54
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	
Issuance of Series A convertible preferred stock on conversion of preferred stock	(1,000,000)	(100)	1,000,000	100	-	-	-	-	
Issuance of common stock on conversion of Series A preferred stock	-	-	(1,000,000)	(100)	-	-	-	-	5,00
Issuance of common stock against settlement of liabilities	-	-	-	-	-	-	-	-	50
Extinguishment of derivative liability upon modification of convertible debt	-	-	-	-	-	-	-	-	
Beneficial conversion feature on convertible note	-	-	-	-	-	-	-	-	
Preferred stock dividend	-	-	-	-	-	-	-	-	
Net loss	-	-	-	-	-	-	-	-	
Balance at December 31, 2016	-	-	-	-	500,000	50	500,000	50	52,50
Common stock issued against common stock to be issued	-	-	-	-	-	-	-	-	6
Common shares issued in redemption of note	--		-	-	-	-	-	-	1,99
Common stock issued for consulting services	-	-	-	-	-	-	-	-	

Common stock to be issued for consulting services	-	-	-	-	-	-	-	-	
Net loss	-	-	-	-	-	-	-	-	
Balance at December 31, 2017	-	-	-	-	500,000	50	500,000	50	54,56

The accompanying notes are an integral part of these consolidated financial stater

AXIM BIOTECHNOLOGIES, INC.
Consolidated Statements of Cash Flows

	For the year December 3
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	$
Adjustments to reconcile net loss to cash used in in operating activities:	
Depreciation	
Stock based compensation	
Inventory written off	
Amortization of prepaid services	
Amortization of prepaid insurance	
Amortization of debt discount	
Loss on extinguishment of debt	
Non-cash interest expense	
Loss on change in fair value of derivative liability	
Loss on settlement of liability	
Changes in operating assets and liabilities:	
Increase in reservation fee deposit	
Increase in prepaid insurance	
Decrease in Inventory	
Increase in accrued interest payable	
Increase in due to first insurance funding	
Increase in accounts payable and accrued expenses	
Increase in security deposits	
Net cash used in operating activities	
CASH FLOW FROM INVESTING ACTIVITIES:	
CASH FLOW FROM FINANCING ACTIVITIES:	
Proceeds from issuance of Series B and C convertible preferred stock	
Repayment of related party loans	
Proceeds from due to related party	
Repayment of loans	
Proceeds from convertible notes	
Proceeds from notes receivable	
Net cash provided by financing activities	
Net increase in cash and cash equivalents	
Cash and cash equivalents at beginning of period	
Cash and cash equivalents at end of period	$
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
CASH PAID DURING THE PERIOD FOR:	
Interest	$
NON-CASH INVESTING AND FINANCING ACTIVITIES	
Common stock issued against common stock to be issued	$
Convertible note exchanged for related party convertible note	$
Common stock issued against conversion of debt and interest	$
Rescission of Series A convertible preferred shares	$
Exchange of preferred stock against Series A preferred stock	$
Conversion of Series A convertible preferred stock into common stock	$
Debt discount and initial derivative liability at issuance of note	$
Issuance of shares to settle accounts payable	$
Derivative liability extinguished upon modification of convertible debt	$
Issued convertible note against promissory note receivable	$
Initial beneficial conversion feature expense	$

Preferred dividend against common stock to be issued on conversion of Series A convertible preferred stock	$

The accompanying notes are an integral part of these consolidated financial sta

NOTE 1: ORGANIZATION

The Company was originally incorporated in Nevada on November 18, 2010, as Axim International changed its name to AXIM Biotechnologies, Inc. to better reflect its business operations. The Con located at 45 Rockefeller Plaza 20th Floor, Suite 83, New York, NY 10111. On August 7, 2014, th Nevada subsidiary named Axim Holdings, Inc. This subsidiary will be used to help facilitate the a Company. On May 11, 2015, the Company acquired a 100% interest in Can Chew License Compa Company, through the exchange of 5,826,706 shares of its common stock. In October 2017 the subsidiary in the Netherlands for purposes of holding pharmaceutical licenses as required by the Neth

NOTE 2: BASIS OF PRESENTATION

The consolidated financial statements of AXIM Biotechnologies, Inc. (formerly Axim International, 2016 have been prepared in accordance with United States generally accepted accounting principles (

NOTE 3: SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accept requires management to make estimates and assumptions that affect the reported amounts of ass contingent assets and liabilities at the date of the financial statements as well as the reported amou 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 les equivalents.

Inventory

Inventory consists of finished goods available for sale and raw materials owned by the Company a market. As of December 31, 2017 the finished goods inventory totaled $8,765 and the shelf life of t expire on April 30, 2018.

Property and equipment

Property and equipment are carried at cost less accumulated depreciation. Depreciation is computed estimated useful life. New assets and expenditures that extend the useful life of property or equipm Expenditures for ordinary repairs and maintenance are charged to operations as incurred. For the year the Company recorded $3,356 and $3,356, respectively, of depreciation expense.

Intangible Assets

As required by generally accepted accounting principles, trademarks and patents are not amortize Instead, they are tested annually for impairment. Intangible assets as of December 31, 2017 and accumulated impairment losses of $652,265.

Revenue Recognition

The Company recognizes revenue on four basic criteria that must be met before revenue can be recog arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or d reasonably assured. Determination of criteria (3) and (4) are based on management's judgments r charged for services rendered and products delivered and the collectability of those fees. Revenue is There is no impact of ASC 606 on The Companies Financial Statements.

Revenues from continuing operations recognized for the year ended December 31, 2017 and 2016 respectively.

Principles of Consolidation

The consolidated financial statements include the accounts of Axim Biotechnologies, Inc. and it Holdings, Inc. Can Chew License Company and Axim Biotechnologies, B.V. as of December intercompany transactions and balances have been eliminated in consolidation.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 3 convertible instruments and rights to shares of the Company's common stock, and determined that s liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion opt account for them as free standing derivative financial instruments. These three criteria include circu characteristics and risks of the embedded derivative instrument are not clearly and closely related to tl of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrun measured at fair value under otherwise applicable generally accepted accounting principles with chan as they occur and (c) a separate instrument with the same terms as the embedded derivative instrume instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule w be conventional, as described.

Fair value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Dis liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition fo generally accepted accounting principles that require the use of fair value measurements established a and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have 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 liabil market participants at the measurement date. Additionally, ASC 820 requires the use of valuation t 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 liabil

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

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the r

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2017, with payable and derivative liability. The carrying amounts of these liabilities at December 31, 2016 ap based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2017 and therefore value hierarchy.

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

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instrume
standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provide three criteria that, if met, require companies to bifurcate instruments and account for them as free standing derivative financial instruments. These three criteri the economic characteristics and risks of the embedded derivative instruments are not clearly a characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the emb host contract is not re-measured at fair value under otherwise applicable generally accepted accou value reported in earnings as they occur and (c) a separate instrument with the same terms as the em be considered a derivative instrument. Professional standards also provide an exception to this rule w be conventional as defined under professional standards as "The Meaning of "Conventional Converti

The Company accounts for convertible instruments (when it has determined that the embedded bifurcated from their host instruments) in accordance with professional standards when "Accoun Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Inst records, when necessary, discounts to convertible notes for the intrinsic value of conversion options upon the differences between the fair value of the underlying common stock at the commitment effective conversion price embedded in the note. Debt discounts under these arrangements are amorti to their earliest date of redemption. The Company also records when necessary deemed dividends options embedded in preferred shares based upon the differences between the fair value of th 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 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 I Standards Codification, which requires recognition of deferred tax assets and liabilities for the expect that have been included in the financial statements or tax returns. Under this method, deferred tax a differences between the financial statement and tax bases of assets and liabilities using enacted tax ra differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to th more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measure apply to taxable income in the years in which those temporary differences are expected to be recove tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in th date.

The Company recognizes deferred tax assets to the extent that the Company believes that these a realized. In making such a determination, the Company considers all available positive and negative existing taxable temporary differences, projected future taxable income, tax planning strategies, and t Company determines that it would be able to realize a deferred tax asset in the future in excess of would make an adjustment to the deferred tax asset valuation allowance, which would reduce the pro

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Secti addresses the determination of whether tax benefits claimed or expected to be claimed on a tax retur statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain than not that the tax position will be sustained on examination by the taxing authorities, based on the tax benefits recognized in the financial statements from such a position should be measured based o than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10 recognition, classification, interest and penalties on income taxes, accounting in interim periods an Company had no liabilities for unrecognized income tax benefits according to the provisions of Secti

Foreign Currency Translation

The Company's reporting currency is U.S. Dollars. The functional currency of the Company's subsic translation from Euro to U.S. dollars is performed for asset and liability accounts using exchange rat equity accounts using historical exchange rates or rates in effect at the balance sheet date, and for rev average exchange rate in effect during the period. The resulting translation adjustments are record Other Comprehensive Income (Loss). Foreign currency translation gains and losses arising from exch denominated in a currency other than the functional currency are included in the consolidated stateme

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of and cash equivalents. The Company places its cash and temporary cash investments with credit amounts may be in excess of the FDIC insurance limit. The Company does not have accounts re accounts at December 31, 2017 and 2016.

Net Loss per Common Share

Net loss per common share is computed pursuant to section 260-10-45 Earnings Per Share ("ASC Standards Codification. Basic net loss per share is computed by dividing net loss by the weighted av stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the of common stock outstanding and the member potentially outstanding during each period. In periods basic net loss per share is calculated because to do otherwise would be anti-dilutive.

There were common share equivalents 15,587,904 at December 31, 2017 and 16,216,652 at Dece December 31, 2017 and 2016 these potential shares were excluded from the shares used to calculat inclusion would reduce net loss per share.

Stock Based Compensation

All stock-based payments to employees and to nonemployee directors for their services as director stock and stock options, are measured at fair value on the grant date and recognized in the statemer other expense over the relevant service period. Stock-based payments to nonemployees are recogniz performance. Such payments are measured at fair value at the earlier of the date a performance performance is completed. In addition, for awards that vest immediately and are non-forfeitable tl award is issued.

Cost of Sales

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

Research and Development

The Company accounts for research and development costs in accordance with the Accounting Star Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development c incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party expensed when the contracted work has been performed or as milestone results have been achieve development costs related to both present and future products are expensed in the period incurred. development expenses of $1,352,969 and $235,579 for the year ended December 31, 2017 and 2016,

Shipping Costs

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

Recently Issued Accounting Standards

The FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606),” which ou for entities to use in accounting for revenue arising from contracts with customers. Its objecti information in the financial statements regarding the nature, timing and uncertainty of revenues. In 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date," wh 2014-09 to January 1, 2018, for the Company, with early adoption permitted in 2017. The ASU retrospective transition method, which requires restating previously reported results or the cumul transition method, which utilizes a cumulative-effect adjustment to retained earnings in the period of effects rather than restating previously reported results. The Company adopted Topic 606 on Ja retrospective transition method. As the Company had nominal revenue till latest date, the adoption o impact on the consolidated financial statements and related disclosures.

Subsequent to the issuance of ASU 2014-09, the FASB issued various clarifications and interpre implementation efforts, including guidance pertaining to the presentation of revenues on a gross basis associated expenses) versus a net basis. Under this guidance, an entity generally shall record reve specified good or service before transferring it to a customer, whereas an entity shall record revenue for another entity to provide the goods or services to a customer. Significant judgment may be determine whether gross or net presentation is appropriate.

The Company has reviewed its contracts with customers and determined that this ASU will have no or related consolidated statement of earnings, stockholders’ equity or cash flows; however, the C expand in 2018 upon adoption of this ASU. The Company has implemented a process to gather a required by the ASU.

The FASB issued ASU 2017-05, “Other Income - Gains and Losses from the Derecognition of Non Clarifying the Scope of Asset Derecognition Guidance and the Accounting for Partial Sales of Non determine the guidance applicable for gain/loss recognition subsequent to the adoption of ASU 201 Customers. The amendments also clarify that the derecognition of all businesses except those related or contracts with customers should be accounted for in accordance with the derecognition and dec Consolidation. The Company adopted the ASU on January 1, 2018, using the modified retrospe transition method the Company may elect to apply this guidance retrospectively either to all contrac only to contracts that are not completed contracts at the date of initial application. The Company elect not completed contracts. As there were no not completed contracts at January 1, 2018, there was no ir financial statements and related disclosures upon adoption.

Recent Accounting Pronouncements Not Yet Adopted. The FASB issued ASU 2016-02, “Leases (To to recognize the assets and liabilities for the rights and obligations of all leases with a term greate balance sheet. Leases to explore for or use minerals, oil and natural gas are not impacted by this g issued ASU 2018-01, “Leases (Topic 842), Land Easement Practical Expedient for Transition to Top to continue to apply its current accounting policy for land easements that existed before the effecti adopts Topic 842, it would apply that Topic prospectively to all new (or modified) land easements to contains a lease. Topic 842 requires adoption by application of a modified retrospective transitio Company on January 1, 2019. Early adoption is permitted.

The Company is in the process of reviewing its portfolio of leased assets and related contracts to det have on its consolidated financial statements and related disclosures. The Company is also assess systems, processes and internal controls. The Company plans to elect certain practical expedients standard, which means the Company will not have to reassess the existence or classification of easements that commenced prior to adoption. The Company anticipates upon adoption to recognize a obligations of its existing long-term operating leases on its consolidated balance sheets and to utilize controls to properly identify, classify, measure and recognize new (or modified) leases after the d complete its evaluation during 2018 and will adopt Topic 842 on January 1, 2019, using a moc comparative periods presented.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805): Clarifyir new standard clarifies the definition of a business and provides a screen to determine when an integra a business. The screen requires that when substantially all of the fair value of the gross assets acquire a single identifiable asset or a group of similar identifiable assets, the set is not a business. This ne Company on January 1, 2018; however, early adoption is permitted with prospective application to an

In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350)* th calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, imp excess of a reporting unit's carrying amount over its fair value. The guidance is effective for the C 2023. Early adoption is permitted. The Company does not anticipate the adoption of this guidan consolidated financial statements, absent any goodwill impairment.

In August 2014, the FASB issued ASU 2014-15 requiring management to evaluate whether there ar the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern, external auditors. Management will be required to perform this assessment for both interim and annu certain disclosures if it concludes that substantial doubt exists. This ASU is effective for annual peric annual periods, beginning on or after December 15, 2016. The adoption of this guidance is not expe financial statements.

In October 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standarc Taxes: Intra-Entity Transfers of Assets Other Than Inventory. ASU 2016-16 will require the tax e other than sales of inventory, to be recognized currently, eliminating an exception under current GA entity asset transfer are deferred until the transferred asset is sold to a third party or otherwise recov 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 "Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"). ASU 2016-1 classification of certain items within the statement of cash flows. ASU 2016-15 is effective for annu 15, 2017 with early adoption permitted.

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

* ASU 2016-13 introduces a new impairment model for most financial assets and certain ot receivables, held-to-maturity debt securities, loans and other instruments, entities will be "expected loss" model that will replace the current "incurred loss" model and generally allowances for losses. The guidance will be effective for the first interim period of our 202 fiscal year 2020 permitted.

* ASU 2016-01 addresses certain aspect of recognition, measurement, presentation, and Among other provisions, the new guidance requires the fair value measurement of investm investments without readily determinable fair values, entities have the option to either meas at cost adjusted for changes in observable prices minus impairment. All changes in mea income. The guidance will be effective for the first interim period of our 2019 fiscal year. Ea for certain provisions relating to financial liabilities.

In April 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standar Revenue from Contract with Customers: identifying Performance Obligations and Licensing". The a two following aspects (a) contracts with customers to transfer goods and services in exchange fo whether an entity's promise to grant a license provides a customer with either a right to use the en satisfied at a point in time) or a right to access the entity's intellectual property (which is satisfied Update are intended to reduce the degree of judgment necessary to comply with Topic 606. This g The Company is currently evaluating the impact of adopting this guidance.

In March 2016, the Financial Accounting Standards Board (FASB) issued an Accounting Standar Improvements to Employee Share-Based Payment Accounting" which is intended to improve the a payments. The ASU simplifies several aspects of the accounting for share-based payment award tra consequences, classification of awards as either equity or liabilities, and the classification on the standard is effective for fiscal years and interim periods beginning after December 15, 2016, and u the amendments by means of a cumulative-effect adjustment to the balance sheet at the beginning the guidance is effective. Early adoption is permitted. The Company is currently evaluating the impac

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Stand amends the guidance in U.S. GAAP on accounting for operating leases, a lessee will be required t operating leases with lease terms of more than 12 months on the balance sheet. The new standard is periods beginning after December 15, 2018, and upon adoption, an entity should apply the amendm adjustment to the balance sheet at the beginning of the first reporting period in which the guidanc permitted. The Company is currently evaluating the impact of adopting this guidance.

In January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Stand amends the guidance in U.S. GAAP on the classification and measurement of financial instrumen primarily affect the accounting for equity investments, financial liabilities under the fair value option requirements for financial instruments. In addition, the ASU clarifies guidance related to the va recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securitie fiscal years and interim periods beginning after December 15, 2017, and upon adoption, an entity sho of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting perio Early adoption is not permitted except for the provision to record fair value changes for financial l resulting from instrument-specific credit risk in other comprehensive income. The Company is adopting this guidance.

The amendments also clarify that the guidance in Topic 275, Risks and Uncertainties, is applicable planned principal operations.

Other recent accounting pronouncements issued by the FASB and the SEC did not or are not believe impact on the Company's present or future consolidated financial statements.

NOTE 4: PREPAID EXPENSES

Prepaid expenses consist of the following as of December 31, 2017 and 2016:

		December 31, 2017
Prepaid insurance contract		40,986
	$	40,986

For the year ended December 31, 2017 and 2016 the Company recognized amortization of prepai respectively.

NOTE 5: RESERVATION FEE DEPOSIT

The Company entered into a reservation agreement with the Municipality of Almere in the Netherla paid the reservation fee in the amount of $65,170. The non-refundable reservation fee deposit gave purchase the land for a purchase price of €1,110,000 within 12 months. The Company did not exerci the reservation fee agreement. In October 2016 the reservation period was extended for an addit expiring September 2017 by paying a non-refundable fee of $76,155 for the extension, under the sar Company did not exercise its right to acquire the land under the extended reservation period and its and therefore during the year ended December 31, 2017, the Company fully wrote off this $76,155 de

NOTE 6: PROMISSORY NOTE - RELATED PARTY

On August 8, 2014 the Company entered into a Promissory Note Agreement with CanChew Biotechn (the owners of CCB also own a majority of the outstanding shares of the Company), under which it b capital. The original loan was a demand note bearing interest at the rate of 7% per annum, which payable upon demand. The demand note was amended effective January 1, 2015 to reduce the annua and conditions shall remain in full force and effect. The Company is in discussions to have the dema longer term, fixed maturity note.

The following table summarizes promissory note payable as of December 31, 2017 and 2016:

		Decem 20
Promissory note payable, due on demand, interest at 3%.	$	
Accrued interest		
	$	

For the year ended December 31, 2017 and 2016 the Company recognized interest expense of $25,56

NOTE 7: RELATED PARTY TRANSACTIONS

The Company has received working capital advances from CCB totaling $1,605,520 as of Decembe repaid during the year ended December 31, 2017. The advances currently bear no interest and are pay 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

On August 15, 2016, the Company issued 1,000,000 shares of its Series A Convertible Preferred Sto of its Undesignated Preferred Stock (see Footnote 12 - "Preferred Stock" for a discussion of th Undesignated Preferred Stock was held by Sanammad Foundation and MJNA Investment Holdings parties together own a majority of the common stock of the Company. Under the terms of the exchar Convertible Preferred received in the exchange were immediately converted into 5,000,0000 restricte stock (2,500,000 shares for each of Sanammad Foundation and MJNA Investment Holdings, LLC). Preferred Stock is retired and no longer available for future issuance. The three members of the San current three directors of the Company and Sanammad, along with MJNA Investment Holdings, LL stock of the Company.

On August 18, 2016 the Company issued all 500,000 shares of its newly designated Series B Conve Foundation in exchange for cash of $50,000. As the holders of the Series B Preferred Stock, Sanar 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 Co Investment Holdings, LLC in exchange for cash of $65,000. As the holders of the Series C Preferred LLC has designated Dr. Timothy R. Scott, John W. Huemoeller II, Robert Cunningham and Blal Directors.

NOTE 8: DUE TO FIRST INSURANCE FUNDING

During the year ended December 31, 2017 and 2016, the Company financed $85,000 and $85,00 financing of its D&O insurance policy. Under the terms of the insurance financing, payments of $7,7 of 5.5% per annum, are due each month for nine months commencing on July 25, 2017 and Ju outstanding due to First Insurance Funding as of December 31, 2017 and 2016 is $22,807 and $22,97

NOTE 9: CONVERTIBLE NOTES PAYABLE

The following table summarizes convertible note payable- shareholder as of December 31, 2017 and 2

		Dece
Convertible note payable, due on July 1, 2028, interest at 3.5%.	$	
Accrued interest		
	$	

On November 26, 2012, the Company entered into an interest free $50,000 convertible loan payable r note was convertible into the Company's common stock at a conversion price of $0.10 per share. Th loan as of December 31, 2014, and obtained multiple extensions until December 31, 2015. The Co consideration in return for the extensions of the loan. Unable to obtain further extension of the n Company entered into a Debt Exchange Agreement with the note holder whereby the Company exc of $50,000 as of December 31, 2015, for a long-term convertible note in the amount of $50,000. bears interest at the rate of 3.5% per annum, payable annually beginning on July 1, 2017, and ma convertible, in whole or in part at any time at the option of the holder, into the Company's common provided however, the holder of the Note is not permitted to convert an amount of the Note that would owning more than 4.9% of the Company's outstanding common stock. The Company determined fa as result was recorded $1,385,000 as a loss on debt extinguishment at the fiscal year ended Decem holder of the Note converted $5,000 face value into 500,000 shares of the Company's common st December 31, 2017 is $47,384, including interest accrued thereon of $2,384.

The following table summarizes convertible note payable as of December 31, 2017 and 2016:

		De
Convertible note payable, due on April 21, 2025, interest at 4%.	$	
Convertible note payable, due on October 1, 2029, interest at 3.5%.		
Convertible note payable, due on October 1, 2029, interest at 3.5%.		
Convertible note payable, due on December 12, 2018, interest at 8%.		
Accrued interest		
Total		
Less unamortized debt discount		
Convertible note payable, net		
Less current portion		
Long term portion	$	

The Company has outstanding convertible note payable having a balance due of $16,847 and $216 December 31, 2016; respectively. The Note bears interest at the rate of 4% per annum which accrues Note was issued in April of 2015 to a third-party as a non-refundable payment for consultancy service a period of at least one year. The Note is convertible, in whole or in part at any time at the opti Company's common stock at a conversion price of $0.10, provided however, the holder of the Note is of the Note that would result in the holder and its affiliates owning more than 4.9% of the Compa September 30, 2016 the holder of the Note converted $154,000 due under the Note, including interest the Company's common stock. On December 29, 2016 the holder of the Note converted $29,900 due 20,100 into 500,000 shares of the Company's common stock. On August 18, 2017 the holder of the the Note, including interest of $0, into 1,995,000 shares of the Company's common stock. The bala 2017 is $16,847, including interest accrued thereon of $247.

On September 16, 2016, we entered into a convertible note purchase agreement (the "Convert "Agreement") with a third-party investor. Under the terms of the Convertible Note Purchase Agree $5,000,000 of convertible notes from the Company. With various closings, under terms acceptable to the time of each closing. Pursuant to the Agreement, on September 16, 2016 the investor provided t convertible note financing pursuant to four (4) Secured Convertible Promissory Notes (the "Notes"). I 1, 2029, and pay 3.5% compounded interest paid bi-annually. The Note are secured by the assets o without the consent of the holder, and are convertible at the option of the holder into shares of conversion price equal to (i) $0.2201 or (ii) 80% of closing price of the Company's common stock inception of the Convertible Promissory Note, the Company determined a fair value of $1,062,5 October 20, 2016, the terms of the above Convertible note was modified into convertible note with fi derivative liability balance on the Note as of modified date is $1,274,422 which was re-classed into a

On October 20, 2016, a third-party investor provided the Company with $1,000,000 secured convert (3) Secured Convertible Promissory Notes (the "Notes"). Each of the Notes mature on October 1 interest paid bi-annually. The Notes are secured by the assets of the Company, may not be pre-paid w are convertible at the option of the holder into shares of the Company's common stock at a fixed con (ii) 80% of closing price of the Company's common stock as of the date of conversion. The investor Notes and issued to the Company two (2) secured promissory notes of $250,000 each for two (2) C The two secured promissory notes issued by the investor (totaling $500,000) as payment for two mature on February 1, 2017 ($250,000) and March 1, 2017 ($250,000), bear interest at the rate of 1 additionally secured by 10,486,303 shares of Medical Marijuana, Inc. (Pink Sheets symbol: MJNA) upon the closing price of MJNA on October 20, 2016. On October 20, 2016, the terms of a above convertible note with fixed conversion price of $0.2201. Since the modification happened on the sa fixed conversion price and accordingly debt discount of $499,318 was recorded to be amortized ove is converted or repaid. The Company received $250,000 on February 1, 2017 and $250,000 on Marc of $500,000. As of December 31, 2017, this note has not been converted.

On June 12, 2017 (the "Closing Date"), the Company entered into a Securities Purchase Agree accredited investor ("Investor") pursuant to which Investor invested $4,000,000 (the "Financing").

On the Closing Date, the Company issued to Investor an unsecured Convertible Promissory Note (th $4,210,000, in exchange for payment by Investor of $4,000,000. The principal sum of the Note i $200,000 "Original Issue Discount" ("OID") and a $10,000 reimbursement of Investor's legal fees. fee of $60,000 to a third-party broker-dealer. The SPA and the Note are collectively referred to here The Note matures in 18 months. So long as the Company is not in receipt of redemption notice prepaid at any time, in whole or in part in minimum increments of $50,000, by making payment to In 125% of the amount being prepaid, plus accrued and unpaid interest.

There are no payments of principal or interest due under the Note for the first six months following it that is six (6) months from the issuance of the Note, Investor may redeem a portion of the Note $350,000 in any calendar month. Provided the Company has not suffered an "Event of Default" and i Conditions" (unless waived by Investor in either case), the Company, in its sole discretion, may mak the issuance of common stock. If the Company chooses to make redemption payment in cash, th premium. If the Company chooses to make the redemption payment in stock, the number of shares is if the conversion shares are not DTC eligible for a period of at least 5 days) multiplied by the avera prices in the previous twenty (20) trading days. Payments may be made in a combination of cash and

Events of Default include the events set forth in Section 4.1 of the Note, and include, but are no payments, failure to deliver conversion shares, bankruptcy, receivership, insolvency, failure to rese conversion, and failure to be DTC eligible.

Upon an Event of Default under the Note, Investor may accelerate the outstanding principal amount interest, and other amounts owing through the date of acceleration. In the event of such acceleratio accrue at the lesser of 22% per annum or the maximum rate permitted under applicable law.

Pursuant to the terms of the SPA the Company is required to reserve and keep available out of it common stock, a minimum of 2,250,000 shares of common stock. The company has recorded the liability and is amortizing it over the term of the note utilizing the effective interest method. $1,052,500. It is recorded contra convertible note payable and the unamortized balance as of Decemb

On December 13, 2017 the Company made a payment of $100,000 to the third party in cash toward and recorded additional $25,000 in interest expenses.

During the year ended December 31, 2017 and 2016 the Company amortized the debt discount on al respectively to operations as expense.

NOTE 10: DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity's Own Equity (' convertible instruments, which contain terms that protect holders from declines in the stock price (r from derivative accounting treatment. As a result, embedded conversion options in convertible det revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of th as change in fair value in operations on the issuance date.

The Company identified embedded derivatives related to the Convertible Promissory Notes. These er conversion features. The accounting treatment of derivative financial instruments requires that the C derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value date. On September 23, 2016 of the Convertible Promissory Note, the Company determined a fair v derivative. At inceptions, the fair value of the embedded derivative was determined using the] following assumptions:

Dividend yield:
Volatility
Risk free rate:

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

On October 20, 2016, the Company modified the terms of the note to remove the reset provision for modification the fair value of the embedded derivative on above convertible note payable was determined using the Black Scholes Model with the following assumptions:

Dividend yield:
Volatility
Risk free rate:

The Company recorded change in fair value of the derivative liability on debt to market resulting $211,922 for the year ended December 31, 2016. During the year ended December 31, 2016 the liability of $1,274,422 to additional paid in capital on modification of convertible note payable. The the year ended December 31, 2017.

NOTE 11: STOCK INCENTIVE PLAN

On May 29, 2015 the Company adopted its 2015 Stock Incentive Plan. Under the Plan the Compa shares to officers, employees, directors or consultants for services rendered to the Company or its af to continue to render services. S-8 shares are registered immediately upon the filing of the Plan and trading upon issuance. There were 9,856,000 shares available for issuance under the Plan as of Decen

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 preferred shares, 4,000,000 are undesignated "blank check" preferred stock. The Company may issue the rights, privileges and preferences of such shares at the time of designation and issuance. As of De -0- and -0- shares of Series A Preferred Stock outstanding and 500,000 and 500,000 shares of Series 500,000 shares of Series C Preferred Stock issued and outstanding, respectively.

Series A Convertible Preferred Stock

The Company also has authorized 1,000,000 shares of Series A Convertible Preferred Stock, w Sanammad Foundation and subsequently assigned and transferred by Sanammad to Treo Holdings, I Company, Sanammad and Treo agreed that the issuance of the Series A Convertible Preferred be re be cancelled. The Company accounted for this cancelation of preferred stock as equity transactio 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 Com the discretion of the holder. The Series A Convertible Preferred Stock provides for a liquidation prefe liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liqui available for distribution to its shareholders shall be distributed as follows. The holders of the Series be entitled to receive, prior to the holders of the other series of preferred stock, if any, and prior anc the assets or surplus funds of the Company to the holders of any other shares of stock of the Comp such stock: (i) all shares of common stock of any subsidiary of the Company which are held by the C $1.00 per share with respect to each share of Series A Convertible Preferred stock, plus all declared such share. The Series A Convertible Preferred Stock also contains super-majority voting rights and a of December 31, 2017 and 2016 there are -0- and -0- Series A Convertible Preferred shares issued anc

On August 15, 2016 the Company issued 1,000,000 shares of its Series A Convertible Preferred Stock its Undesignated Preferred Stock. The Undesignated Preferred Stock was held by Sanammad Holdings, LLC (500,000 shares each), which parties together own a majority of the common stock the exchange, the 1,000,000 shares of Series A Convertible Preferred received in the exchange 5,000,0000 restricted shares of the Company's common stock (2,500,000 shares for each of Sanamma Holdings, LLC). As a result, the Series A Convertible Preferred Stock is retired and no longer ava members of the Sanammad Foundation also serve as the current three directors of the Company Investment Holdings, LLC, hold a majority of the outstanding stock of the Company. During the 2016, the Company recorded preferred dividend of $1,475,000; there were not recorded dividends du

Series B Convertible Preferred Stock

On August 17, 2016 the Company designated up to 500,000 shares of a new Series B Convertible Stock). The holders of the Series B Preferred Stock are entitled to elect three members to the Co entitled to cast 100 votes per share on all other matters presented to the shareholders for a vote. Preferred Stock is convertible into one share of the Company's common stock. The Series B Convert number of protective and restrictive covenants that restrict the Company from taking a number of acti 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 Foundation(The Netherlands) in exchange for cash of $50,000. As the holders of the Series B Preferr Dr. George E. Anastassov, Dr. Phillip A. Van Damme and Mr. Lekhram Changoer as their three Series

Series C Convertible Preferred Stock

On August 17, 2016 the Company designated up to 500,000 shares of a new Series C Convertible Stock). The holders of the Series C Preferred Stock are entitled to elect four members to the Compan to cast 100 votes per share on all other matters presented to the shareholders for a vote. Each shar Stock is convertible into one share of the Company's common stock. The Series C Convertible Pr number of protective and restrictive covenants that restrict the Company from taking a number of acti holders of the Series C Preferred Stock or the unanimous vote of all four Series C Directors. If Directors, one such director must be independent as that term is defined in the Series C designation. A a Series C Director is a right conferred only upon the holders of the Series B Convertible Preferred 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 Pr Holdings, LLC in exchange for cash of $65,000. As the holder of the Series C Preferred Stock, c Holdings, LLC designated Dr. Timothy R. Scott, John W. Huemoeller II, Robert Cunningham and Bl Directors.

Amended and Restated Bylaws

On August 17, 2016 the Company amended its Bylaws to achieve the following: (i) to fix the numbe comprised of three (3) seats authorized for Series B Directors and four (4) seats authorized for Seri upon there being four Series C Directors, one such director shall be independent as such term is def for the Series C Convertible Preferred Stock and to set forth that the term, conditions and proce challenging such director independence are governed by the certificate of designation for the Series C set forth that the holders of the Series B Convertible Preferred Stock and the holders of the Series C right at any time without a meeting and without prior notice to elect their respective Series B and Se of two-thirds (2/3) of the Series B or Series C Convertible Preferred Stock have the right at any time notice to remove their respective Series B and Series C Directors, (v) to reduce the number of directo majority of the directors then in office, (vi) to subject the right of the board of directors to form a con the Series B and Series C Convertible Preferred Stock (and to eliminate any committee related pr rights of the Series B and Series C holders), and (vii) to clarify and set forth that neither the shareh Series B and Series C Convertible Preferred Stock) nor the board of directors has the right to repeal, prior consent of the holders of both the Series B Convertible Preferred Stock and the holders of the Se

Common Stock

The Company has authorized 300,000,000 shares of common stock, with a par value of $0.0001 per 2016, the Company had 54,564,441 and 52,506,441 shares of common stock issued and outstanding,

On June 13, 2014, the Company entered into an employment agreement with Dr. George Anastasso Financial Officer and Secretary. On September 13, 2015 following fifteen (15) months of contir months thereafter, the Company was obligated to issue 125,000 restricted shares of the Company's co ten (10) day closing price immediately preceding the grant date, as quoted on Yahoo.com. During th Company issued 125,000 shares of common stock towards common stock to be issued against expe year. On March 13, 2016 and June 13, 2016, the Company was obligated to issue 125,000 re Company's common stock based upon the average ten (10) day closing price immediately prec Yahoo.com. As of December 31, 2016, the Company has issued these 250,000 shares of the Common

On September 1, 2016, the Company entered into an amended and restated employment agreement w Executive Officer. The agreement does not have a set term and may be terminated at any time by t proper notice. Under the agreement, Dr. Anastassov receives an annual base agreement. Upon the on the Company has the direction to grant additional equity awards to Dr. Anastassov. On September 1, issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the Septen with Dr. Anastassov. The shares were issued in the 4th quarter 2016. At the year ended Decembe recorded $0 and $600,000 compensation expense, respectively, in the accompanying consolidated fi required issuance of the incentive shares.

On July 1, 2016 the Company was obligated to issue 240,000 restricted shares of the Company's coı the employment agreement with Mr. Changoer. The shares were issued in the 4^{th} quarter 2016. At th Company recorded $58,200 of compensation expenses in the accompanying consolidated financial sı issuance of the incentive shares. There were no additional issuances during year ended December 31,

On September 1, 2016, the Company entered into an amended and restated employment agreement w Technology Officer. The agreement does not have a set term and may be terminated at any time by proper notice. Under the agreement Mr. Changoer receives an annual base compensation of $24 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the on the Company has the discretion to grant additional equity awards to Mr. Changoer. On September 1, issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the Septen with Mr. Changoer. The shares were issued in the 4^{th} quarter 2016. At the year ended Decemb $600,000 of compensation expense in the accompanying consolidated financial statements to acco incentive shares. There were no additional issuances during year ended December 31, 2017.

On September 15, 2016, the Company entered into an employment agreement with Dr., Philip Van A The agreement does not have a set term and may be terminated at any time by the Company or Dr. Under the agreement Dr. Van A. Damme receives an annual base compensation of $24,000 and an inc the Company's common stock due upon execution of the agreement. Upon the one year anniversary the discretion to grant additional equity awards to Dr. Van A. Damme. On September 15, 2016, t 200,000 restricted shares of the Company's common stock pursuant to the terms of the September 1 Dr. Van A. Damme. The shares were issued in the 4^{th} quarter 2016. At the year ended December 31, of compensation expense in the accompanying consolidated financial statements to account for th shares. The ongoing base compensation was rescinded by mutual consent of the Company and Dr. Ph 2016.

2017 Issuances:

On March 17, 2017 the Company issued 60,000 shares of common stock valued $20,064, which stock to be issued.

On May 9, 2017 the Company issued 3,000 shares of common stock valued $31,800 in exchange for

On August 23, 2017 the Company issued 1,995,000 shares of common stock valued $199,500 in excl of a convertible note.

During the year ended December 31, 2017, the Company is obligated to issue 2,832 shares of com were shown as stock to be issued for consultancy service.

2016 Issuances:

On March 17, 2016, the Company issued 3,953 restricted shares of common stock as payment for c Company valued at $3,123.

During the year ended December 31, 2016, the Company issued 500,000 restricted shares of its conversion of $5,000 of a convertible note payable.

During the year ended December 31, 2016, the Company issued 2,040,000 unrestricted shares in excl of a convertible note payable and $24,940 of accrued interest.

During the year ended December 31, 2016, the Company issued 175,000 shares of common stock valued at $70,001.

During the year ended December 31, 2016, the Company issued 331,920 shares of common stock valued at $132,768.

During the year ended December 31, 2016, the Company issued 6,862 shares of common stock performed for the Company valued at $2,998.

During the year ended December 31, 2016, the Company is committed to issue 60,000 shares of com services performed for the Company valued at $20,064.

NOTE 13: COMMITMENT AND CONTINGENCIES

On June 13, 2014, the Company entered into an employment agreement with Dr. George Anastas: September 13, 2015 following fifteen (15) months of continuous employment, and every three m obligated to issue 125,000 restricted shares of the Company's common stock based upon the immediately preceding the grant date, as quoted on Yahoo.com. During the period ended March 31, shares of common stock towards common stock to be issued against expenses incurred worth $52,5 and June 13, 2016, the Company was obligated to issue 125,000 restricted shares; respectively, of t upon the average ten (10) day closing price immediately preceding the grant date, as quoted on Yahoo Company has issued these shares. At the year ended December 31, 2016 the Company recorded $115 accompanying consolidated financial statements, to record for the required issuance of the incentive s

On March 17, 2017 the Company issued 60,000 restricted shares of its stock under the terms of S partners, which rescinded the July 8, 2016 letter of engagement for consulting services.

On September 1, 2016, the Company entered into an amended and restated employment agreement w Executive Officer, Chief Financial Officer and Secretary. The agreement does not have a set term ar the Company or Dr. Anastassov with proper notice. Under the agreement, Dr. Anastassov receiv $240,000 and an incentive payment of 2,000,000 shares of the Company's common stock due upon e one year anniversary of the agreement, the Company has the direction to grant additional equity aw 2016 the Company was obligated to issue 120,000 restricted shares of the Company's common stock 2014, employment agreement. On September 1, 2016, the Company was obligated to issue 2,000,00 common stock pursuant to the terms of the September 1, 2016, employment agreement with Dr. Anas 4th quarter 2016. At the year ended December 31, 2016 the Company recorded $600,000 of compen consolidated financial statements to account for the required issuance of the incentive shares.

On April 1, 2016 the Company was obligated to issue 240,000 restricted shares of the Company's co the employment agreement with Mr. Changoer. The shares were issued in the 4th quarter 2016. At th Company recorded $58,200 of compensation expense in the accompanying the consolidated fina required issuance of the incentive shares.

On September 1, 2016, the Company entered into an amended and restated employment agreement w Technology Officer. The agreement does not have a set term and may be terminated at any time by proper notice. Under the agreement Mr. Changoer receives an annual base compensation of $24 2,000,000 shares of the Company's common stock due upon execution of the agreement. Upon the on the Company has the discretion to grant additional equity awards to Mr. Changoer. On September 1, issue 2,000,000 restricted shares of the Company's common stock pursuant to the terms of the Septem with Mr. Changoer. The shares were issued in the 4th quarter 2016. At the year ended Decemb $600,000 of compensation expense in the accompanying consolidated financial statements to acco incentive shares.

On September 15, 2016, the Company entered into an employment agreement with Philip A. Van Da agreement does not have a set term and may be terminated at any time by the Company or D. Van A the agreement Dr. Van A. Damme. The shares were issued in the 4th quarter 2016. At the year ende recorded $48,000 of compensation expense in the accompanying consolidated financial statements to the incentive shares. This agreement was mutually terminated on December 15, 2016.

Operating lease

The Company leased space at 45 Rockefeller Plaza, New York, NY on a month to month basis starti is $3,720. The company also leases storage space in the Netherlands on a Month to Month basis as ne

Litigation

As of December 31, 2017 and this report issuing date, the Company is not a party to any pendir knowledge of management, no federal, state or local governmental agency is presently contem Company. To the knowledge of management, no director, executive officer or affiliate of the beneficially of more than five percent of the Company's Common Stock is a party adverse to the adverse to the Company in any proceeding.

NOTE 14: GOING CONCERN

The Company's consolidated financial statements have been presented assuming that the Company shown in the consolidated financial statements, the Company has negative working capital of $5,592 22,237,839 has cash used in operating activities of $3,081,956 and presently does not have the re during the next twelve months. These conditions raise substantial doubt about the ability of the Com The audited consolidated financial statements do not include any adjustments related to the recover 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 secu that these funds will be available on terms acceptable to the Company, or will be sufficient to enabl development activities or sustain operations. If the Company is unable to raise sufficient additiona implement a plan to further extend payables, reduce overhead, or scale back its current business pla raised to support further operations. There can be no assurance that such a plan will be successful.

NOTE 15: INCOME TAXES

The Company utilizes ASC 740 "Income Taxes", which requires the recognition of deferred tax li future tax consequences of events that have been included in the financial statement or tax retur liabilities and assets are determined based on the difference between financial statements and tax enacted tax rates in effect for the year in which the differences are expected to reverse.

The U.S. tax reform bill that Congress voted to approve Dec. 20, 2017, also known as the "Tax modifications to the Internal Revenue Code, including a much lower corporate tax rate, changes to c a territorial system for corporations that have overseas earnings.

The act replaced the prior-law graduated corporate tax rate, which taxed income over $10 million at 3

For the year ended December 31, 2016, the Company had available for U.S federal income tax purp approximately $4,300,000, which will expire on various dates in the next twenty (20) years. The n subject to limitations under Internal Revenue Code section 382, due to significant changes in t purposes, the Company has not completed its evaluation of NOL utilization limitations under Inter "Code") Section 382, change of ownership rules. If the Company has had a change in ownership, t amount that could be utilized each year, based on the Code.

The provision for income taxes differ from the amount of income tax determined by applying the a before income tax expense for the period ended December 31, 2017 and 2016 as follows:

Statutory federal income tax rate
Statutory state and local income tax rate (8.25%), net of federal benefit
Change in valuation allowance
Effective tax rate

Deferred income taxes result from temporary differences in the recognition of income and expenses for tax purposes. The tax effect of these temporary differences representing deferred tax asset result p

		2017
Deferred tax assets :		
Net operating loss carry forward	$	2,485
Less: valuation allowance		(2,485,
Net deferred tax asset	$	

The valuation allowance for deferred tax assets as of December 31, 2017 and 2016 was $2,485,6 assessing the recovery of the deferred tax assets, management considers whether it is more likely tha deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent u income in the periods in which those temporary differences become deductible. Management consid deferred tax liabilities, projected future taxable income, and tax planning strategies in making t continue to monitor the potential utilization of this asset. Should factors and evidence change to adjustment to the valuation allowance in future periods may occur. Management believes it is more asset will not be realized, so a 100% Valuation Reserve has been established at December 31, 2017.

NOTE 16: SUBSEQUENT EVENTS

On January 3, 2018 the Company made a second payment of $100,000 in cash to the third party towa its convertible note and recorded an additional $25,000 in interest expenses.

On February 12, 2018 the Company made a third payment of $100,000 in cash to the third party towa its convertible note and recorded an additional $25,000 in interest expenses.

On March 8, 2018, the Company issued 956,030 restricted shares of its common stock in exchange fo convertible note payable, which included $10,422 in interest.

On March 12, 2018, the Company issued 169,800 restricted shares of its common stock in exchange f convertible note payable, which included $380 in interest.

On March 13, 2018, the Company issued 800,000 restricted shares of its common stock in exchange convertible note payable, which included $10,558 in interest.