

APPIPHANY TECHNOLOGIES HOLDINGS CORP
Form 10-K/A
August 18, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A

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

For the Fiscal Year Ended April 30, 2016

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Nevada	000-54524	30-0678378
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)
	10 West Broadway, Suite 700 Salt Lake City UT 84101 (Address of principal executive offices)	
	(385) 212-3305 (Registrant's Telephone Number)	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

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

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

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

Large Accelerated Filer []

Accelerated Filer []

Non-Accelerated Filer []
Company [X]

Smaller Reporting

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of October 31, 2015 was \$15,735 based upon the price (\$0.01) at which the common stock was last sold as of the last business day of the most recently completed second fiscal quarter, multiplied by the approximate number of shares of common stock held by persons other than executive officers, directors and five percent stockholders of the registrant without conceding that any such person is an "affiliate" of the registrant for purposes of the federal securities laws.

As of August 11, 2016, there were 39,772,124 shares of the registrant's \$0.001 par value common stock issued and outstanding.

Documents incorporated by reference: None

Explanatory Note: This Form 10-K/A is being filed to amend the original Form 10-K filing for the period ended April 30, 2016 filed with the Securities and Exchange Commission on August 15, 2016 to update an item on the cover page and to include the XBRL to the financial statements.

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We may use words such as "anticipate," "expect," "intend," "plan," "believe," "foresee," "estimate" and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. These risks and uncertainties include the following:

- The availability and adequacy of our cash flow to meet our requirements;
- Economic, competitive, demographic, business and other conditions in our local and regional markets;
- Changes or developments in laws, regulations or taxes in our industry;
- Actions taken or omitted to be taken by third parties including our competitors, as well as legislative, regulatory, judicial and other governmental authorities;
- Competition in our industry;
- The loss of or failure to obtain any license or permit necessary or desirable in the operation of our business;
- Changes in our business strategy, capital improvements or development plans;
- The availability of additional capital to support capital improvements and development; and
- Other risks identified in this report and in our other filings with the Securities and Exchange Commission or the SEC.

This report should be read completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements included in this report are made as of the date of this report and should be evaluated with consideration of any changes occurring after the date of this Report. We will not update forward-looking statements even though our situation may change in the future and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Use of Term

Except as otherwise indicated by the context, references in this report to "Company", "we", "us" and "our" are references to Appiphany Technologies Holdings Corp. All references to "USD" or United States Dollars refer to the legal currency of the United States of America.

PART I

ITEM 1. BUSINESS

Corporate History

We were incorporated in the State of Nevada on February 24, 2010, under the name Appiphany Technologies Holdings Corp. On May 1, 2010, we entered into a Share Exchange Agreement (the "SEA") with Appiphany Technologies Corp. ("ATC"), a company incorporated in British Columbia, Canada in June 2009, pursuant to which we acquired all of the issued and outstanding shares of ATC in exchange for 1,500,000 shares of the Company's common stock. On January 14, 2016, we acquired certain assets and accounts from Media Convergence Group, LLC in exchange for 20,000,000 shares of the Company's common stock.

Our Business

ATC commenced operations as a diversified technology company in June of 2009. Our business model has refocused to a global brand protection company. This business model will encompass all areas of protecting "Intellectual

Property" of global brand owners through Risk Management, Technology Innovation and Strategic Supply Chain Strategies. With our combined expertise we will manage and deliver cost-effective, collaborative and creative strategies to protect the assets of global brands. We will also ensure client ROI through protection of markets, prevention of brand erosion and lost sales resulting in enhanced returns to the bottom line. Specifically, our core focus is online brand protection or internet monitoring. Our web-based platform allows us and our clients to search, identify and take action against illicit, counterfeit, and diverted sales of products purporting to be their product online. This ability to monitor dozens of auction sites worldwide and do product queries in real time is a very significant competitive advantage in the online brand protection market. Our other offerings include Risk Management Services, Custom App Software Development (Serialization / T & T) and Print Technology services (Forensics, labels and hangtags).

Our Clientele

Our current clientele is highly focused on the luxury goods industry as well as the footwear and apparel market. We have a background in the sport apparel market in North America and have created vertical-specific referral partners to expand this market rapidly. As well immediate plans are to focus on the health and beauty (cosmetics) industry, and electronics and imaging supplies companies.

The Global Landscape in Counterfeiting and Piracy

Counterfeit, diverted and gray-market products are flooding the marketplace due to globalization, brand promotion and the increased use of product licensing. It is estimated to be 1.7 Trillion Dollars in cross boarder trade according to the International Anti-Counterfeiting Coalition. This is the case with virtually any high-demand and highly-recognized product that is distributed beyond its primary market without a unified, global pricing structure.

Product diversion not only affects profitability in primary markets based on pricing, but it also erodes brand identity and value. When luxury goods turn up at unauthorized discounters or flea markets, and pharmaceuticals are being offered through the Internet, the perception of the value of the product is diminished in the consumers' eyes.

Global organizations in specific industries specialize in diverting products from emerging markets to primary markets. These "brokers" employ various means to obtain product including front companies, corruption or deception of internal sales staff and legitimate customers, and even theft. Since criminal remedies do not typically apply to diversion cases, it is critical to identify the "originating source" of products and shut them down. This usually involves complex investigative techniques designed to identify the wrongdoers by working both internally and externally in the client's operations, examining potential sources such as manufacturers, licensees, sales staff and accounts

Market Opportunity

We have created a business model that assembles companies that has a proven track record (performance, longevity and revenues) in their specific silo or portfolio. We have a well-designed integrated platform. It will maximize revenues in each separate portfolio, and create several new high-income streams that are only possible with globally positioned, full service Brand Management portfolio integration. The opportunity for an immediate and significant market share of this Brand Management/Brand Protection (BM/BP) sector is viable and highly profitable.

Cyber Security (Internet Monitoring)

Another critical component of our Company is Internet Monitoring. Through the use of our technology, companies will have the ability to monitor globally across the Internet – at both the brand and individual product level. They will have advanced monitoring capabilities, sophisticated protocols for processing the collected data. They will have dedicated data analyst support for each client implementation to provide the best solutions available for online brand protection. We have three primary monitoring platforms as follows:

Watchdogä Protect

(Full internet monitoring and auction removal platform)

Watchdog Protect online monitoring solution provides enhanced B2B and B2C auction site monitoring for the purpose of identifying and removing counterfeit, stolen or gray market goods and intellectual property infringements damaging to a company's brand. Integral to this platform is our "dynamic filtering system". This feature enables companies to refine their search results by geography, website, price, etc, in "real-time-and the "removals" section which intelligently automates the bulk of the removals process and correspondence with sellers. Companies can remove items infringing their intellectual property with a "click of a button". This fully integrated reporting feature allows complete oversight of monitoring and removals "activity". "Dynamic filter" database results in real-time can be also graded by relevance. This also allows you to delve deeper into seller profiles and items, as well as expedite the removals process.

Watchdogä Locate

(Loss Prevention platform)

We have extracted local analysis functionality from our enterprise product, and now available as Watchdog "Locate". This service addresses demand in the retail and manufacturing sectors for loss prevention solutions, to automate detection of suspicious items online. This "intelligent" monitoring tool automates the identification of potentially stolen and fraudulently obtained items being listed by employees, vendors and contractors on online auction sties. This solution has the ability to automatically cross-reference sales of companies' products with staff postal code and address details.

Watchdog Webä

(Extends monitoring to multiple social media platforms)

Watchdog web takes the auction site monitoring capability of Watchdog Protect and applies it to the wider web. It will Identify and remove threats to organization and personnel online. Central to this solution, is our "webpage proximity scoring" feature which allows companies to grade web pages by unique combinations such as prevalence of a particular currency symbol, combination of words and serial numbers or IP registrant. Social media, blog and forum monitoring allows companies to target consumer and employee sentiment. This also allows them to detect phishing and affiliate scams, driving web traffic "away" from their site and potentially damaging their reputation.

Risk Management

This portfolio will be a crucial Portfolio to bring most elements of Risk Management and Brand Protection together to positively impact the collateral revenue opportunities. This critical pillar will be able to expand its product offerings and client base by delivering specialty niche services that complex international companies demand. This includes brand protection programs, Cyber Intelligence and due diligence in emerging markets. It will also offer unique approaches such as deployment of undercover operatives in corporate or industrial facilities or on the street, anywhere in the world, to acquire information not available by conventional means. We will employ industry "best practices", that are in use today and in development for tomorrow. We will have a complete line of consulting services, including on site security surveys, internal and external theft-prevention programs, threat analysis and protection of proprietary property.

Custom App Software Development

(Serialization / T & T)

Being the supplier to a company's supply chain allows us to create cradle to grave solutions, child to parent packaging controls and deal with Operations, Analytics, Finance and Marketing. This is critical to create major "prospect entry point" opportunities for supply chain product penetration. With a unique scalable product line, we will have the ability to react quickly to client needs and maximize available revenues.

Print Tech Services – Forensics, Labels & Hangtags

Our proprietary forensic products under Trade Secret, makes use of emerging technology to create and detect specific detailed signatures invisible to the eye. This is our "Digital Forensic Marker™" for "tagging" product. Tagging typically occurs by incorporating particles containing a "signature" into a target substrate or product. The process for doing this will vary from material to material. Location, detection, and signature match times can all be tailored to fit the application. We offer a unique and varied blend of forensic code applications to fit our clients' needs for encoding and detecting.

Advertising and Marketing

Our marketing strategy will begin with word of mouth, which will always be our most important means of promotion. We will rely on the quality of our products and services that we have completed for our existing customers to create positive customer feedback, which could resonate to potential clients. If we generate sufficient revenues, we intend to implement an advertising and marketing campaign to increase awareness of the Company and to acquire new customers through multiple channels, including traditional and online advertising. We believe that the use of multiple marketing channels reduces reliance on any one source of customers, maximizes brand awareness and promotes customer acquisition.

Plan of Operations

To date, the Company has begun implementing its business plan and is attempting to secure additional funding to continue expansion of our services and products. The Company has not had any significant revenues generated from its business operations since inception. Until the Company is able to generate any consistent and significant revenue, it may be required to raise additional funds by way of equity or debt financing.

Government Regulation

Our operations are subject to government regulation in many areas, including user privacy, telecommunications, and data protection. The application of these laws and regulations to our business is often unclear and sometimes may conflict. It may take years to determine whether and how existing laws such as those governing intellectual property, privacy, advertising, etc. will apply. Nonetheless, laws and regulations directly applicable to communications and intellectual property are becoming more prevalent. Due to the increasing popularity and use of communications technology, it is possible that laws and regulations may be adopted covering issues such as user privacy, content, and much more. Compliance with these regulations may involve significant costs or require changes in business practices that could result in reduced revenue. Noncompliance could result in penalties being imposed on us or orders that we stop the alleged noncompliant activity. At this time, however, we do not believe that compliance with these rules and regulations will have a material impact upon our business.

WHERE YOU CAN GET ADDITIONAL INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy our reports or other filings made with the SEC at the SEC's Public Reference Room, located at 100 F Street, N.E., Washington, DC 20549. You can obtain information on the operations of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You can also access these reports and other filings electronically on the SEC's web site, www.sec.gov.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our offices are currently located at 10 West Broadway, Salt Lake City UT, and our telephone number is (385) 212-3305. This is a new address since Mr. Sargent joined the company. We do not foresee any significant difficulties in obtaining any required additional space. We currently do not own any real property.

ITEM 3. LEGAL PROCEEDINGS

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE COMPANY'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock

Our common stock is currently quoted on the OTC Martkets. Our common stock has been quoted on the OTC Markets since October 20, 2011 under the symbol "APHD". Because we are quoted on the OTC Markets, our securities may be less liquid, receive less coverage by security analysts and news media and generate lower prices than might otherwise be obtained if they were listed on a national securities exchange.

We began trading on the OTC Markets in December 2012. The following table sets forth the high and low bid prices for our common stock per quarter as reported by the OTC Markets based on our fiscal year end April 30, 2016 and 2015. These prices represent quotations between dealers without adjustment for retail mark-up, markdown or commission and may not represent actual transactions.

Fiscal Year 2016	High	Low
First Quarter (May 1, 2015 – Jul. 31, 2015)	0.025	0.0041
Second Quarter (Aug. 1, 2015 – Oct. 31, 2015)	0.01	0.0031
Third Quarter (Nov. 1, 2015 – Jan. 31, 2016)	0.064	0.0035
Fourth Quarter (Feb. 1, 2016 – Apr. 30, 2016)	0.0351	0.009
Fiscal Year 2015	High	Low
First Quarter (May 1, 2014 – Jul. 31, 2014)	3.78	0.24
Second Quarter (Aug. 1, 2014 – Oct. 31, 2014)	0.96	0.22
Third Quarter (Nov. 1, 2014 – Jan. 31, 2015)	0.28	0.02
Fourth Quarter (Feb. 1, 2015 – Apr. 30, 2015)	0.25	0.0032

Record Holders

As of August 11, 2016, an aggregate of 39,772,124 shares of our common stock were issued and outstanding and were owned by approximately 36 holders of record, based on information provided by our transfer agent.

Recent Sales of Unregistered Securities

On September 8, 2015, the Company issued 91,831 common shares upon the conversion of \$188 of convertible note payable, \$19 of accrued interest payable, and derivative liability of \$348.

On November 17, 2015, the Company issued 10,000,000 common shares with a fair value of \$100,000 to the President and Director of the Company for management services. Fair value was based on the closing market price on the date of issuance.

On December 8, 2015, the Company issued 550,000 common shares upon the conversion of \$2,805 of convertible note payable and derivative liability of \$16,083.

On January 14, 2016, the Company issued 20,000,000 common shares to the President and Director of the Company for the acquisition of licenses.

On April 7, 2016, the Company issued 1,300,000 common shares upon the conversion of \$5,967 of convertible note payable and derivative liability of \$111,034.

Subsequent Issuances:

On May 17, 2016, the Company issued a convertible promissory note to an unrelated party for \$33,000. Pursuant to the agreement, the note was issued with a 10% original issue discount and as such the purchase price was \$30,000. The note is convertible into common stock of the Company at a price equal to 50% of the lowest trading price of the Company's common stock of either (i) the twenty-five prior trading days immediately preceding the issuance of the note or (ii) the twenty-five prior trading days including the day upon which a notice of conversion is received by the Company. The promissory note shall bear interest at 10% per annum and is due on May 17, 2017.

On June 13, 2016, the Company issued 3,217,352 shares of common stock for the conversion of \$8,368 of convertible debentures.

On June 28, 2016, the Company issued 1,176,470 shares of common stock for the conversion of \$3,000 of convertible debentures.

On July 27, 2016, the Company issued 1,579,800 shares of common stock for the conversion of \$4,000 of convertible debentures and \$28 of accrued interest.

Re-Purchase of Equity Securities

None.

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Dividends

We have not paid any cash dividends on our common stock since inception and presently anticipate that all earnings, if any, will be retained for development of our business and that no dividends on our common stock will be declared in the foreseeable future. Any future dividends will be subject to the discretion of our Board of Directors and will depend upon, among other things, future earnings, operating and financial conditions, capital requirements, general business conditions and other pertinent facts. Therefore, there can be no assurance that any dividends on our common stock will be paid in the future.

ITEM 6. SELECTED FINANCIAL DATA

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We may use words such as "anticipate," "expect," "intend," "plan," "believe," "foresee," "estimate" and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. You should read this report completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements included in this report are made as of the date of this report and should be evaluated with consideration of any changes occurring after the date of this Report. We will not update forward-looking statements even though our situation may change in the future and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

RESULTS OF OPERATIONS

Working Capital

	M	
	April 30, 2016	April 30, 2015
	\$	\$
Current Assets	1,327	126
Current Liabilities	477,202	586,807
Working Capital (Deficit)	(475,875)	(586,681)

Cash Flows

	April	
	30, 2016	April 30, 2015
	\$	\$
Cash Flows used in Operating Activities	(9,377)	(61,645)

Cash Flows used in Investing Activities	-	-
Cash Flows from Financing Activities	9,700	56,443
Net increase (decrease) in Cash During Period	323	(5,202)

Operating Revenues

During the years ended April 30, 2016 and 2015, the Company recorded revenues of \$904 and \$258, respectively.

Operating Expenses and Net Loss

During the year ended April 30, 2016, the Company recorded operating expenses of \$197,211 compared with \$233,774 for the year ended April 30, 2015. The decrease in operating expenses of \$36,563 was attributed to a decrease of \$24,565 for management fees, and \$39,838 in general and administrative expense due to a decrease in the overall operating activity of the Company during the fiscal year offset by increases in professional fees of \$27,840 for legal fees incurred for SEC filing services.

Net loss for the year ended April 30, 2016 was \$125,638 compared with \$797,865 during the year ended April 30, 2015. In addition to the decrease in operating expenses, the Company recorded a \$90,324 gain on the change in fair value of derivative liability, and interest and accretion expense of \$19,655 related to the outstanding convertible notes payable. During the year ended April 30, 2015, the Company recorded a \$431,203 loss on the change in fair value of derivative liability, and \$133,146 of interest and accretion expense. The decrease in interest and accretion expense is due to the fact that a significant amount of convertible notes were fully accreted in fiscal 2015 resulting in lower accretion costs in fiscal 2016. The decrease in the change in the fair value of derivate liabilities is due to the fact that the Company's share price had a lower volatility in fiscal 2016 resulting in a lower overall change in derivative liability.

For the year ended April 30, 2016, the Company recorded a loss per share of \$0.01 per share compared with a loss per share of \$1.00 per share for the year ended April 30, 2015.

Liquidity and Capital Resources

As of April 30, 2016, the Company's total asset balance was \$1,327, compared to \$126 for the year ended April 30, 2015. The increase in total assets is largely due to an overall increase in accounts receivable for amounts receivable from clients for operating activities.

As of April 30, 2016, the Company had total liabilities of \$477,202 compared with total liabilities of \$586,807 as at April 30, 2015. The decrease in total liabilities was attributed to a decrease of \$217,789 in derivative liability, which was offset by an increase of \$71,344 in accounts payable and accrued liabilities, \$34,202 in amounts due to related parties, and \$4,616 in notes payable.

As of April 30, 2016, the Company had a working capital deficit of \$475,875 compared with \$586,681 as of April 30, 2015. The decrease in working capital deficit was largely attributed to a decrease in the derivative liability relating to the fair value of the conversion feature of the convertible debenture which was offset by an increase in accounts payable due to the limited cash available within the Company to repay outstanding obligations as they became due.

Cashflows from Operating Activities

During the year ended April 30, 2016, the Company used \$9,377 of cash for operating activities compared with \$61,645 of cash for operating activities during the year ended April 30, 2015. The decrease in cash used for operating activities was based on the fact that the Company only had limited cash flows from financing activities during the year and had only commenced operating activity on its Watchdog license near the end of fiscal 2016.

Cashflows from Investing Activities

During the years ended April 30, 2016 and 2016, the Company did not have any investing activities.

Cashflows from Financing Activities

During the year ended April 30, 2016, the Company received \$9,700 of cash from financing activities, which was comprised of \$5,084 received from related parties and the issuance of \$4,616 of notes payable. During the year ended April 30, 2015, the Company received \$56,443 in proceeds from financing activities comprised of \$77,500 from the issuance of convertible debentures offset by repayment of \$29,850 to related parties, and additional proceeds of \$8,793 from related parties.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Future Financings

We will continue to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund planned acquisitions and exploration activities.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Contractual Obligations

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Consolidated Financial Statements

For the Years Ended April 30, 2016 and 2015

Report of Independent Registered Public Accounting Firm	F-2
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Appiphany Technologies Holdings Corp.

We have audited the accompanying consolidated balance sheets of Appiphany Technologies Holdings Corp. as of April 30, 2016 and 2015, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years in the two year period ended April 30, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Appiphany Technologies Holdings Corp. as of April 30, 2016 and 2015, and the results of its operations and its cash flows for each of the years in the two year period ended April 30, 2016, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered net losses since inception and has accumulated an accumulated deficit of \$1,791,491 as of April 30, 2016. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Sadler, Gibb & Associates, LLC

Salt Lake City, UT
August 15, 2016

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APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Consolidated Balance Sheets

(Expressed in US dollars)

	April 30, 2016 \$	April 30, 2015 \$
ASSETS		
Current Assets		
Cash	323	—
Accounts receivable	1,004	—
Prepaid expense	—	126
Total Assets	1,327	126
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	195,999	124,655
Due to related parties	62,486	28,284
Convertible debenture, net of unamortized discount of \$nil and \$6,982, respectively	73,905	75,883
Notes payable	4,616	—
Derivative liability	140,196	357,985
Total Liabilities	477,202	586,807
STOCKHOLDERS' DEFICIT		
Preferred stock		
Authorized: 10,000,000 preferred shares with a par value of \$0.001 per share		
Issued and outstanding: nil preferred shares	—	—
Common stock		
Authorized: 250,000,000 common shares with a par value of \$0.001 per share		
Issued and outstanding: 33,798,502 and 1,856,671 common shares, respectively	33,799	1,857
Additional paid-in capital	1,281,817	1,077,315
Accumulated deficit	(1,791,491)	(1,665,853)
Total Stockholders' Deficit	(475,875)	(586,681)
Total Liabilities and Stockholders' Deficit	1,327	126

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

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Consolidated Statements of Operations

(Expressed in US dollars)

	Year ended April 30, 2016 \$	Year ended April 30, 2015 \$
Revenues	904	258
Operating Expenses		
General and administrative	16,722	56,560
Management fees	100,000	124,565
Professional fees	80,489	52,649
Total Operating Expenses	197,211	233,774
Net loss before other income (expenses)	(196,307)	(233,516)
Other Income (Expenses)		
Interest expense	(19,655)	(133,146)
Gain (Loss) on change in fair value of derivative liability	90,324	(431,203)
Total Other Income (Expenses)	70,669	(564,349)
Net Loss	(125,638)	(797,865)
Net Loss Per Share, Basic and Diluted	(0.01)	(1.00)
Weighted Average Shares Outstanding – Basic and Diluted	12,604,626	802,446

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

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APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Consolidated Statement of Stockholder's Deficit

(Expressed in US dollars)

	Common Stock	Par	Additional	Accumulated	
	Shares	Value	Capital	Deficit	Total
	#	\$	\$	\$	\$
Balance – April 30, 2014	111,145	111	598,557	(867,988)	(269,320)
Shares issued upon conversion of notes payable	1,370,526	1,371	302,798	–	304,169
Shares issued for management fees	375,000	375	97,125	–	97,500
Forgiveness of debt	–	–	78,835	–	78,835
Net loss for the year	–	–	–	(797,865)	(797,865)
Balance – April 30, 2015	1,856,671	1,857	1,077,315	(1,665,853)	(586,681)
Shares issued upon conversion of notes	1,941,831	1,942	134,502	–	136,444
Shares issued for management fees	10,000,000	10,000	90,000	–	100,000
Shares issued for acquisition of licenses	20,000,000	20,000	(20,000)	–	–
Net loss for the year	–	–	–	(125,638)	(125,638)
Balance – April 30, 2016	33,798,502	33,799	1,281,817	(1,791,491)	(475,875)

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

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APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Consolidated Statements of Cashflows

(Expressed in US dollars)

	Year ended April 30, 2016 \$	Year ended April 30, 2015 \$
Operating Activities		
Net loss	(125,638)	(797,865)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Accretion of discount on convertible debt payable	6,982	92,793
Expenses paid by related party	29,118	19,515
Financing costs	126	4,374
Loss (gain) on change in fair value of derivative liability	(90,324)	431,203
Shares issued for default penalty	—	25,750
Shares issued for management fees	100,000	97,500
Changes in operating assets and liabilities:		
Accounts receivable	(1,004)	91
Other current assets	—	(4,500)
Accounts payable and accrued liabilities	71,363	42,429
Accrued compensation	—	27,065
Net Cash Used In Operating Activities	(9,377)	(61,645)
Financing Activities		
Proceeds from convertible debenture	—	77,500
Proceeds from notes payable	4,616	—
Proceeds from related party payable	15,084	8,793
Repayment on related party payable	(10,000)	(29,850)
Net Cash Provided by Financing Activities	9,700	56,443
Increase (Decrease) in Cash	323	(5,202)
Cash – Beginning of Period	—	5,202
Cash – End of Period	323	—
Supplemental Disclosures		
Interest paid	—	—
Income tax paid	—	—

Non-cash investing and financing activities

Common stock issued in exchange for license agreements	20,000	—
Common stock issued for conversion of convertible debentures	136,444	304,169
Common stock issued for forgiveness of debt	—	78,835
Common stock issued for management fees	—	97,500

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

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APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Notes to the Consolidated Financial Statements

NOTE 1. Nature of Operations and Continuance of Business

Appiphany Technologies Holdings Corp. ("The Company") was incorporated in the State of Nevada on February 24, 2010. On May 1, 2010, the Company entered into a share exchange agreement with Appiphany Technologies Corporation ("ATC") to acquire all of the outstanding common shares of ATC in exchange for 1,500,000 common shares of the Company. As the acquisition involved companies under common control, the acquisition was accounted for in accordance with ASC 805-50, Business Combinations – Related Issues, and the consolidated financial statements reflect the accounts of the Company and ATC since inception. On November 18, 2015, ATC was dissolved.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As at April 30, 2016, the Company has not recognized significant revenue, has a working capital deficit of \$475,875, and has an accumulated deficit of \$1,791,491. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2. Summary of Significant Accounting Policies

a) Basis of Presentation and Principles of Consolidation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP") and are expressed in U.S. dollars. The consolidated financial statements are comprised of the records of the Company and its wholly owned subsidiary, Appiphany Technologies Corp., a company incorporated in British Columbia, Canada. All intercompany transactions have been eliminated on consolidation. The Company's fiscal year end is April 30.

b) Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the fair value and estimated useful life of long-lived assets, fair value of convertible debentures, derivative liabilities, stock-based compensation, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

c) Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at April 30, 2016 and 2015, the Company had no items representing cash equivalents.

d) Basic and Diluted Net Loss per Share

The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. As of April 30, 2016, the Company had 20,292,620 (2015 – 8,713,784) potentially dilutive common shares outstanding.

e) Financial Instruments

Pursuant to ASC 820, Fair Value Measurements and Disclosures, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

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Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, amounts receivable, accounts payable and accrued liabilities, accrued compensation, and amounts due to related parties. Pursuant to ASC 820, the fair value of our cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The fair value of our derivative liability is determined to be a "Level 2" input. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

f) Comprehensive Loss

ASC 220, Comprehensive Income, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at April 30, 2016 and 2015, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

g) Revenue Recognition

The Company recognizes revenue from online fraud protection services. Revenue will be recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service has been provided, and collectability is assured. The Company is not exposed to any credit risks as amounts are prepaid prior to performance of services.

Revenue is recorded on an agency basis in accordance with Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers. The Company acts as an agent for the principal on the basis that the Company does not provide direct service to its customers, has no authority to determine the price of the products or services provided, and is not responsible for inventory risk.

h) Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, Compensation – Stock Compensation and ASC 505, Equity Based Payments to Non-Employees, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires company to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviours. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statement of operations over the

requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

i) Recent Accounting Pronouncements

The Company has limited operations and is considered to be in the development stage. For the year ended April 30, 2016, the Company has elected to early adopt Accounting Standards Update No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. The adoption of this ASU allows the Company to remove the inception to date information and all references to exploration stage.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3. Acquisition of License Agreements

a) On January 14, 2016, the Company entered into a purchase agreement with a company controlled by the President and Director of the Company. Pursuant to the agreement, the Company agreed to purchase two licenses including the accounts receivable generated by the two licenses, in exchange for 20,000,000 common shares of the Company.

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In accordance with ASC 805-50, "Business Combinations: Related Issues", the purchase agreement was deemed an acquisition of assets between entities under common control for accounting purposes as the transaction was non arms-length. The licenses and accounts receivable acquired were recorded at their carrying value of \$nil.

b) On January 18, 2016, the Company entered into a license agreement (the "Agreement") with Comsec Solutions Limited ("Comsec") where the Company acquired the right to market and distribute Watchdog, a market leading web-monitoring tool owned by Comsec, in North and South America. In exchange for the rights, the Company agreed to pay a monthly base fee of up to £4,750, depending on the service provided, and 15% commission fee for all revenues including a minimum revenue base of £140,000 in the first year and £100,000 in subsequent years.

NOTE 4. Related Party Transactions

a) During the year ended April 31, 2016, the Company incurred \$nil (2015 - \$27,065) of management fees to the former President and Director of the Company. During the year ended April 30, 2015, the amount owing of \$78,835 owing for accrued management fees and financing of day-to-day expenditures incurred on behalf of the Company was forgiven and included in additional paid-in capital.

b) During the year ended April 30, 2016, the Company issued 10,000,000 (2015 – 375,000) common shares with a fair value of \$100,000 (2015 - \$97,500) to the President and Director of the Company.

c) As at April 30, 2016, the Company owed \$nil (2014 - \$499) of professional fees paid on its behalf by the former Secretary and Treasurer of the Company, which is included in accounts payable and accrued liabilities.

d) As at April 30, 2016, the Company owed \$41,197 (2015 - \$19,155) and \$21,289 (Cdn\$ - \$26,715) (2015 - \$8,769; Cdn\$10,625) to the President and Director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amount owing is unsecured, non-interest bearing, and due on demand.

e) As at April 30, 2016, the Company owed \$nil (2015 - \$9,000) to the former Secretary and Treasurer of the Company in accrued compensation.

NOTE 5. Convertible Debentures

a) On December 17, 2013, the Company issued a convertible debenture to a non-related party for proceeds of \$32,500. Under the terms of the debenture, the amount is unsecured, bears interest at 8% per annum, and is due on September 19, 2014. Interest on overdue principal after default accrues at an annual rate of 22%. After 180 days or June 15, 2014, the debenture is convertible into common shares of the Company at a conversion price equal to 51% of the lowest two trading prices of the Company's common shares for the past 30 trading days prior to notice of conversion. On September 19, 2014, as the amount of the convertible debenture had not been repaid or converted by maturity, the Company incurred a penalty of 50% of the principal balance owing resulting in the Company recording \$16,250 which had been included in interest expense.

Due to this provision, the embedded conversion option qualifies for derivative accounting under ASC 815-15 "Derivatives and Hedging". The fair value of the derivative liability resulted in a full discount to the note payable of \$32,500. The carrying value of the convertible note will be accreted over the term of the convertible note up to the face value of \$32,500. During the year ended April 30, 2015, the Company issued 595,667 shares of common stock for the conversion of \$39,130. As at April 30, 2016, the carrying value of the note was \$9,620 (2015 - \$9,620).

b) On May 21, 2014, the Company issued a convertible debenture, to a non-related party, for proceeds of \$37,500. Under the terms of the debenture, the amount is unsecured, bears interest at 8% per annum, and is due on February 23, 2015. After 180 days or November 17, 2014, the debenture is convertible into common shares of the Company at a conversion price equal to 51% of the lowest two trading prices of the Company's common shares for the past 30 trading days prior to notice of conversion.

Due to this provision, the embedded conversion option qualifies for derivative accounting under ASC 815-15 "Derivatives and Hedging". The fair value of the derivative liability resulted in a full discount to the note payable of \$37,500. The carrying value of the convertible note will be accreted over the term of the convertible note up to the face value of \$37,500. During the year ended April 30, 2015, the Company issued 360,000 shares of common stock for the conversion of \$2,920. During the year ended April 30, 2016, the Company issued 1,850,000 shares of common stock for the conversion of \$8,772 of the note. As at April 30, 2016, the carrying value of the note was \$25,808 (2015 - \$34,580).

c) On May 23, 2014, the Company issued a convertible debenture, to a non-related party, for proceeds of \$40,000. Under the terms of the debenture, the amount is unsecured, bears interest at 8% per annum, and is due on May 23, 2015. After 180 days or November 19, 2014, the debenture is convertible into common shares of the Company at a conversion price equal to 55% of the lowest trading price of the Company's common shares for the past 15 trading days prior to notice of conversion.

Due to this provision, the embedded conversion option qualifies for derivative accounting under ASC 815-15 "Derivatives and Hedging". The fair value of the derivative liability resulted in a discount to the note payable of \$25,215. The carrying value of the convertible note will be accreted over the term of the convertible note up to the face value of \$40,000. During the year ended April 30, 2015, the Company issued 127,655 shares of common stock for the conversion of \$1,335 of the note and \$69 of accrued interest. During the year ended April 30, 2016, the Company issued 91,831 shares of common stock for the conversion of \$188 of the note and \$19 of accrued interest. As at April 30, 2016, the carrying value of the note was \$38,477 (2015 - \$31,683).

NOTE 6. Derivative Liability

The Company records the fair value of the of the conversion price of the convertible debentures disclosed in Note 6 in accordance with ASC 815, Derivatives and Hedging. The fair value of the derivative was calculated using a Black-Scholes model. The fair value of the derivative liability is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of operations. During the year ended April 30, 2016, the Company recorded a gain on the change in fair value of derivative liability of \$90,324 (2015 – loss of \$431,203). As at April 30, 2016, the Company recorded a derivative liability of \$140,196 (2015 - \$357,985).

The following inputs and assumptions were used to value the convertible debentures outstanding during the period ended April 30, 2016 and 2015:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend Yield	Expected Life (in years)
<u>December 17, 2013 convertible debenture:</u>				
As at June 15, 2014 (date note became convertible)	433	% 0.03	% 0	% 0.26
As at July 31, 2014 (mark to market)	362	% 0.01	% 0	% 0.14
As at September 19, 2014 (date of default penalty)	426	% 0.04	% 0	% 0.50
As at October 30, 2014 (date of conversion)	335	% 0.06	% 0	% 0.39

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As at October 31, 2014 (mark to market)	336	%	0.05	%	0	%	0.38
As at November 3, 2014 (date of conversion)	348	%	0.07	%	0	%	0.38
As at November 7, 2014 (date of conversion)	352	%	0.05	%	0	%	0.37
As at November 10, 2014 (date of conversion)	355	%	0.02	%	0	%	0.36
As at November 18, 2014 (date of conversion)	370	%	0.02	%	0	%	0.34
As at January 31, 2015 (mark to market)	528	%	0.01	%	0	%	0.13
As at March 5, 2015 (date of conversion)	693	%	0.25	%	0	%	1.00
As at April 16, 2015 (date of conversion)	736	%	0.22	%	0	%	0.88
As at April 22, 2015 (date of conversion)	742	%	0.23	%	0	%	0.87
As at April 30, 2015 (mark to market)	747	%	0.24	%	0	%	0.85
As at April 30, 2016 (mark to market)	366	%	0.56	%	0	%	1.00

May 21, 2014 convertible debenture:

As at November 17, 2014 (date note became convertible)	301 %	0.03 %	0 %	0.27
As at January 9, 2015 (date of conversion)	597 %	0.02 %	0 %	0.12
As at January 15, 2015 (date of conversion)	577 %	0.03 %	0 %	0.11
As at January 21, 2015 (date of conversion)	650 %	0.01 %	0 %	0.09
As at January 22, 2015 (date of conversion)	635 %	0.02 %	0 %	0.09
As at January 30, 2015 (date of conversion)	496 %	0.01 %	0 %	0.07
As at January 31, 2015 (mark to market)	528 %	0.01 %	0 %	0.06
As at April 16, 2015 (date of conversion)	512 %	0.22 %	0 %	0.86
As at April 30, 2015 (mark to market)	520 %	0.24 %	0 %	0.82
As at December 7, 2015 (date of conversion)	251 %	0.29 %	0 %	0.21
As at April 5, 2016 (date of conversion)	371 %	0.56 %	0 %	0.90
As at April 30, 2016 (mark to market)	312 %	0.56 %	0 %	0.83

May 23, 2014 convertible debenture:

As at November 19, 2014 (date note became convertible)	444 %	0.07 %	0 %	0.51
As at January 14, 2015 (mark to market)	462 %	0.04 %	0 %	0.35
As at January 26, 2015 (mark to market)	494 %	0.03 %	0 %	0.32
As at January 31, 2015 (mark to market)	505 %	0.02 %	0 %	0.31
As at April 30, 2015 (mark to market)	576 %	0.00 %	0 %	0.06
As at April 30, 2016 (mark to market)	111 %	0.56 %	0 %	0.06

A summary of the activity of the derivative liability is shown below:

	\$
Balance, April 30, 2014	47,706
Derivative loss due to new issuances	38,016
Debt discount	95,215
Adjustment for conversion	(216,139)
Mark to market adjustment at April 30, 2015	393,187
Balance, April 30, 2015	357,985
Adjustment for conversion	(127,465)
Mark to market adjustment at April 30, 2016	(90,324)
Balance, April 30, 2016	140,196

NOTE 7. Notes Payable

As at April 30, 2016, the Company owed \$4,616 (2015 - \$nil) in notes payable to non-related parties. Under the terms of the notes, the amounts are unsecured, bears interest at 6% per annum, and due on July 31, 2016.

NOTE 8. Common Shares

Share Transactions for the Year Ended April 30, 2016

a) On September 8, 2015, the Company issued 91,831 common shares upon the conversion of \$188 of convertible note payable, \$19 of accrued interest payable as described in Note 5(c), and derivative liability of \$348.

b) On November 17, 2015, the Company issued 10,000,000 common shares with a fair value of \$100,000 to the President and Director of the Company for management services. Fair value was based on the closing market price on the date of issuance.

c) On December 8, 2015, the Company issued 550,000 common shares upon the conversion of \$2,805 of convertible note payable as described in Note 5(b), and derivative liability of \$16,083.

d) On January 14, 2016, the Company issued 20,000,000 common shares to the President and Director of the Company for the acquisition of licenses. Refer to Note 3.

e) On April 7, 2016, the Company issued 1,300,000 common shares upon the conversion of \$5,967 of convertible note payable as described in Note 5(b), and derivative liability of \$111,034.

Share Transactions for the Year Ended April 30, 2015

a) On January 31, 2015, the Company issued 375,000 common shares with a fair value of \$97,500 to the President and Director of the Company for management services. Fair value was based on the closing market price on the date of Board approval.

b) On February 3, 2015, the Company effected a 1-for-200 reverse split of its issued and outstanding common shares, which has been applied on a retroactive basis.

c) During the year ended April 30, 2015, the Company issued 73,169 common shares upon the conversion of \$11,900 of convertible notes payable and \$2,185 of accrued interest payable.

d) During the year ended April 30, 2015, the Company issued 214,035 common shares upon the conversion of \$28,500 of convertible notes payable and \$760 of accrued interest payable.

e) During the year ended April 30, 2015, the Company issued 595,667 common shares upon the conversion of \$39,130 of convertible notes payable as described in Note 5(a).

f) During the year ended April 30, 2015, the Company issued 360,000 common shares upon the conversion of \$2,920 of convertible notes payable as described in Note 5(b).

g) During the year ended April 30, 2015, the Company issued 127,655 common shares upon the conversion of \$1,335 of convertible notes payable and \$69 of accrued interest payable as described in Note 5(c).

NOTE 9. Income Taxes

The Company has \$1,039,212 of net operating losses carried forward to offset taxable income in future years which expire commencing in fiscal 2030. The income tax benefit differs from the amount computed by applying the US federal income tax rate of 34% and the Canada federal and provincial tax rate of 26% to net loss before income taxes for the year ended April 30, 2016 and 2015 as a result of the following:

	2016	2015
	\$	\$
Net loss before taxes	(125,638)	(797,865)
Statutory rate	34 %	34 %
Computed expected tax recovery	(42,717)	(271,274)
Permanent differences and other	2,343	178,159
Change in valuation allowance	40,374	93,115
Income tax provision	—	—

The significant components of deferred income tax assets and liabilities as at April 30, 2016 and 2015 after applying enacted corporate income tax rates are as follows:

	2016 \$	2015 \$
Net operating losses carried forward	353,332	312,958
Total gross deferred income tax assets	353,332	312,958
Valuation allowance	(353,332)	(312,958)
Net deferred tax asset	—	—

NOTE 10. Subsequent Events

a) On May 17, 2016, the Company issued a convertible promissory note to an unrelated party for \$33,000. Pursuant to the agreement, the note was issued with a 10% original issue discount and as such the purchase price was \$30,000. The note is convertible into common stock of the Company at a price equal to 50% of the lowest trading price of the Company's common stock of either (i) the twenty-five prior trading days immediately preceding the issuance of the note or (ii) the twenty-five prior trading days including the day upon which a notice of conversion is received by the Company. The promissory note shall bear interest at 10% per annum and is due on May 17, 2017.

b) On June 13, 2016, the Company issued 3,217,352 shares of common stock for the conversion of \$8,368 of convertible debentures, as noted in Note 5(b).

c) On June 28, 2016, the Company issued 1,176,470 shares of common stock for the conversion of \$3,000 of convertible debentures, as noted in Note 5(a).

d) On July 27, 2016, the Company issued 1,579,800 shares of common stock for the conversion of \$4,000 of convertible debentures and \$28 of accrued interest, as noted in Note 5(a).

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of April 30, 2016. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of April 30, 2016 using the criteria established in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of April 30, 2016, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

We do not have an Audit Committee – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity

1. level control over the Company's financial statement. Currently the Board of Directors acts in the capacity of the Audit Committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.

We did not maintain appropriate cash controls – As of April 30, 2016, the Company has not maintained sufficient internal controls over financial reporting for the cash process, including failure to segregate cash handling and

2. accounting functions, and did not require dual signature on the Company's bank accounts. Alternatively, the effects of poor cash controls were mitigated by the fact that the Company had limited transactions in their bank accounts.

We did not implement appropriate information technology controls – As at April 30, 2016, the Company retains copies of all financial data and material agreements; however there is no formal procedure or evidence of normal

3. backup of the Company's data or off-site storage of the data in the event of theft, misplacement, or loss due to unmitigated factors.

Accordingly, the Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

As a result of the material weaknesses described above, management has concluded that the Company's internal control over financial reporting were not effective as of April 30, 2016 based on criteria established in Internal Control—Integrated Framework issued by COSO.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting identified in connection with our evaluation we conducted of the effectiveness of our internal control over financial reporting as of April 30, 2016, that occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Managements report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

Continuing Remediation Efforts to address deficiencies in Company's Internal Control over Financial Reporting

Once the Company is engaged in a business of merit and has sufficient personnel available, then our Board of Directors, in particular and in connection with the aforementioned deficiencies, will establish the following remediation measures:

1. Our Board of Directors will nominate an audit committee or a financial expert on our Board of Directors in the next fiscal year.
2. We will appoint additional personnel to assist with the preparation of the Company's monthly financial reporting, including preparation of the monthly bank reconciliations.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS.

Identification of Directors and Executive Officers

The following table sets forth the names and ages of our current directors and executive officers:

Name	Age	Position with the Company	Since
Rob Sargent	58	President, CEO, CFO, Treasurer & Secretary and Director	(1)

(1) Mr. Sargent was appointed as President, CEO, CFO and a director of the Company on October 13, 2014

The board of directors has no nominating, audit or compensation committee at this time.

Term of Office

Each of our directors is appointed to hold office until the next annual meeting of our shareholders or until his respective successor is elected and qualified, or until he resigns or is removed in accordance with the provisions of the Nevada Revised Statutes. Our officers are appointed by our Board of Directors and hold office until removed by the Board or until their resignation.

Background and Business Experience

The business experience during the past five years of the person presently listed above as an Officer or Director of the Company is as follows:

ROB SARGENT. Mr. Sargent is a seasoned software professional excelling in database/application interaction and extensible data modeling. In 1995, he co-founded, with four partners, Cimarron Software, a software company supplying Laboratory Information Management Systems in the bio-technology sphere. Currently, he is the Vice President and a board member and advisor to Sampleminded, Inc., a follow-on enterprise to Cimarron. Mr. Sargent possesses a broad perspective over software organization, implementation, testing and deployment with a solid grounding in system integration. Mr. Sargent has a keen ability to sift out what is needed from what is desired.

Identification of Significant Employees

Our President is our only full-time employee. We use consultants and independent contractors on a case-to-case basis. We use developers on a contract or limited basis to develop code for the Apps. As such developers are hired on an "as-needed" basis, we do not have agreements in place with the developers, nor do we plan on entering into agreements with the developers. In the future, we intend on having a team of in-house developers who are employees of the Company.

Family Relationship

We currently do not have any officers or directors of our Company who are related to each other.

Involvement in Certain Legal Proceedings

During the past ten years no director, executive officer, promoter or control person of the Company has been involved in the following:

A petition under the Federal bankruptcy laws or any state insolvency law which was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any (1) partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

(2) Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of (3) any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

ii. Engaging in any type of business practice; or

iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of (4) any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated (5) any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

(7) Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. Any Federal or State securities or commodities law or regulation; or

Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a
ii. temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity.

Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. (8)78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Audit Committee and Audit Committee Financial Expert

The Company does not have an audit committee or an audit committee financial expert (as defined in Item 407 of Regulation S-K) serving on its Board of Directors. All current members of the Board of Directors lack sufficient financial expertise for overseeing financial reporting responsibilities. The Company has not yet employed an audit committee financial expert on its Board due to the inability to attract such a person.

The Company intends to establish an audit committee of the board of directors, which will consist of independent directors. The audit committee's duties will be to recommend to the Company's board of directors the engagement of an independent registered public accounting firm to audit the Company's financial statements and to review the Company's accounting and auditing principles. The audit committee will review the scope, timing and fees for the annual audit and the results of audit examinations performed by the internal auditors and independent registered public accounting firm, including their recommendations to improve the system of accounting and internal controls. The audit committee will at all times be composed exclusively of directors who are, in the opinion of the Company's board of directors, free from any relationship which would interfere with the exercise of independent judgment as a committee member and who possess an understanding of financial statements and generally accepted accounting principles.

Code of Ethics

Our Board of Directors has not adopted a code of ethics due to the fact that we presently only have one director who also serves as the sole executive officer of the Company and the Board of Directors chose not to reduce to writing standards designed to deter wrongdoing and promote honest and ethical conduct. The Board of Directors believes that the Company's small size and the limited number of personnel who are responsible for its operations make a formal Code of Ethics unnecessary. We anticipate that we will adopt a code of ethics when we increase either the number of our directors and officers or the number of our employees.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of change in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to us under Rule 16a-3(e) during the year ended April 30, 2016, Forms 5 and any amendments thereto furnished to us with respect to the year ended April 30, 2016 and the representations made by the reporting persons to us, we believe that during the year ended April 30, 2016, our executive officers and directors and all persons who own more than ten percent of a registered class of our equity securities complied with all Section 16(a) filing requirements.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth the compensation paid to our executive officers during the twelve-month periods ended April 30, 2016 and 2015:

Summary Compensation Table

Name and Principal Position	Fiscal Year Ended 4/30	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
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		(\$)			(\$)		(\$)	
Jesse Keller (1)								
Former President, CEO,	2015	27,065	-0-	-0-	-0-	-0-	-0-	27,065
CFO, Director,								
Secretary and Treasurer	2016	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Rob Sargent (2)								
President, CEO, CFO,	2015	-0-	-0-	97,500	-0-	-0-	-0-	97,500
Director,								
Secretary and Treasurer	2016	-0-	-0-	100,000	-0-	-0-	-0-	97,500

Notes to Summary Compensation Table:

(1) Mr. Keller was appointed as President, CEO, CFO and a director of the Company on February 23, 2010 and was appointed as Secretary and Treasurer on December 19, 2013.

Mr. Sargent was appointed as President, CEO, CFO, and a director of the Company on October 13, 2014. During (2) the year ended April 30, 2016, Mr. Sargent received \$100,000 of stock-based compensation. During the year ended April 30, 2015, Mr. Sargent received \$97,500 of stock-based compensation.

Narrative Disclosure to Summary Compensation Table

There are no employment contracts, compensatory plans or arrangements, including payments to be received from the Company with respect to any executive officer, that would result in payments to such person because of his or her resignation, retirement or other termination of employment with the Company, or its subsidiaries, any change in control, or a change in the person's responsibilities following a change in control of the Company.

Outstanding Equity Awards at Fiscal Year-End

No executive officer received any equity awards, or holds exercisable or unexercisable options, as of the year ended April 30, 2016.

Long-Term Incentive Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers.

Compensation Committee

We currently do not have a compensation committee of the Board of Directors. The Board of Directors as a whole determines executive compensation.

Compensation of Directors

Our directors receive no extra compensation for their service on our Board of Directors.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of August 11, 2016 by: (i) each of our directors; (ii) each of our named executive officers; and (iii) each person or group known by us to beneficially own more than 5% of our outstanding shares of common stock. Unless otherwise indicated, the shareholders listed below possess sole voting and investment power with respect to the shares they own. As of August 12, 2015, we had 39,772,124 shares of common stock issued and outstanding.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership (1) (#)	Percent of Class (2) (%)
Media Convergence Group, LLC (3) 1951 Logan Ave Salt Lake City UT	Common	20,000,000	50.29 %
All Officers and Directors as a Group (1 Person)	Common	20,000,000	50.29 %

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial	Percent of Class
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Ownership (2)
(1) (%)
(#)

Rob Sargent (4)			
1951 Logan Ave	Common	10,375,000	26.09 %
Salt Lake City UT			
All Officers and Directors as a Group (1 Person)	Common	10,375,000	26.09 %

The number and percentage of shares beneficially owned is determined under rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any (1) shares which the individual has the right to acquire within 60 days through the exercise of any stock option or other right. The persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes to this table.

(2) Based on 39,772,124 issued and outstanding shares of common stock as of August 11, 2016.

Rob Sargent, the Company's President CEO, CFO, Secretary, Treasurer, and Director, is the sole owner of Media (3) Convergence Group, LLC.

(4) Rob Sargent is the Company's President CEO, CFO, Secretary, Treasurer, and Director. His beneficial ownership includes 10,375,000 common shares.

Changes in Control

There are no present arrangements or pledges of the Company's securities which may result in a change in control of the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Related Party Transactions

During the year ended April 31, 2016, the Company incurred \$nil (2015 - \$27,065) of management fees to the former President and Director of the Company. During the year ended April 30, 2015, the amount owing of \$78,835 owing for accrued management fees and financing of day-to-day expenditures incurred on behalf of the Company was forgiven and included in additional paid-in capital.

During the year ended April 30, 2016, the Company issued 10,000,000 (2015 - 375,000) common shares with a fair value of \$100,000 (2015 - \$97,500) to the President and Director of the Company.

As at April 30, 2016, the Company owed \$nil (2014 - \$499) of professional fees paid on its behalf by the former Secretary and Treasurer of the Company, which is included in accounts payable and accrued liabilities.

As at April 30, 2016, the Company owed \$41,197 (2015 - \$19,155) and \$21,289 (Cdn\$ - \$26,715) (2015 - \$8,769; Cdn\$10,625) to the President and Director of the Company for financing of day-to-day expenditures incurred on behalf of the Company. The amount owing is unsecured, non-interest bearing, and due on demand.

As at April 30, 2016, the Company owed \$nil (2015 - \$9,000) to the former Secretary and Treasurer of the Company in accrued compensation.

Other than the foregoing, none of the directors or executive officers of the Company, nor any person who owned of record or was known to own beneficially more than 5% of the Company's outstanding shares of its Common Stock, nor any associate or affiliate of such persons or companies, has any material interest, direct or indirect, in any transaction that has occurred during the past fiscal year, or in any proposed transaction, which has materially affected or will affect the Company.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions in the following manner:

- Disclosing such transactions in reports where required;
- Disclosing in any and all filings with the SEC, where required;
- Obtaining disinterested directors consent; and
- Obtaining shareholder consent where required.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

	Year Ended April 30, 2016	Year Ended April 30, 2015
Audit fees	\$ 19,000	\$ 11,500
Audit-related fees	\$ 0	\$ 0
Tax fees	\$ 0	\$ 0
All other fees	\$ 0	\$ 0
Total	\$ 19,000	\$ 11,500

Audit Fees

During the fiscal year ended April 30, 2016, we incurred approximately \$19,000 in fees to our principal independent accountants for professional services rendered in connection with the audit and reviews of our financial statements for the fiscal year ended April 30, 2016.

During the fiscal year ended April 30, 2015, we incurred approximately \$11,500 in fees to our principal independent accountants for professional services rendered in connection with the audit and reviews of our financial statements for the fiscal year ended April 30, 2015.

Audit-Related Fees

The aggregate fees billed during the fiscal years ended April 30, 2016 and 2015 for assurance and related services by our principal independent accountants that are reasonably related to the performance of the audit or review of our financial statements (and are not reported under Item 9(e)(1) of Schedule 14A was \$0 and \$0, respectively.

Tax Fees

The aggregate fees billed during the fiscal years ended April 30, 2016 and 2015 for professional services rendered by our principal accountant tax compliance, tax advice and tax planning were \$0 and \$0, respectively.

All Other Fees

The aggregate fees billed during the fiscal year ended April 30, 2016 and 2015 for products and services provided by our principal independent accountants (other than the services reported in Items 9(e)(1) through 9(e)(3) of Schedule 14A was \$0 and \$0, respectively.

PART IV

ITEM 15. EXHIBITS.

(a) Exhibits

Exhibit

Number	Description of Exhibit	Filing
3.01	Articles of Incorporation	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
3.02	Bylaws	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
4.01	2012 Equity Incentive Plan	Filed with the SEC on November 9, 2012 as part of our Registration Statement on Form S-8.
10.01	Share Exchange Agreement between Appiphany Technologies Holdings Corp. and Appiphany Technologies Corp. dated May 1, 2010	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.
10.02	Contract license agreement between Appiphany Technologies Corp. and Apple, Inc. dated September, 2009	Filed with the SEC on June 11, 2010 as part of our Registration Statement on Form S-1.

10.03	Promissory Note between the Company and Scott Osborne dated July 22, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.04	Promissory Note between the Company and Fraser Polmie dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.05	Promissory Note between the Company and Darren Wright dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.06	Promissory Note between the Company and Joshua Kostyniuk dated October 28, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
10.07	Consulting Agreement between the Company and Voltaire Gomez dated September 23, 2010	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.

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10.08	Consulting Agreement between the Company and Garth Roy dated January 16, 2012	Filed with the SEC on January 18, 2012 as part of our Current Report on Form 8-K.
10.09	Consulting Agreement between the Company and Brian D. Jones dated November 9, 2012	Filed with the SEC on November 12, 2012 as part of our Current Report on Form 8-K.
10.10	Consulting Agreement between the Company and Jon Trump dated November 27, 2012	Filed with the SEC on November 29, 2012 as part of our Current Report on Form 8-K.
10.11	Consulting Agreement between the Company and Jon Trump dated March 1, 2013.	Filed with the SEC on March 5, 2013 as part of our Current Report on Form 8-K.
16.01	Letter from M&K CPAS, PLLC dated September 19, 2011	Filed with the SEC on September 19, 2011 as part of our Current Report on Form 8-K.
21.01	List of Subsidiaries	Filed with the SEC on November 4, 2010 as part of our Amended Registration Statement on Form S-1/A.
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.01	CEO and CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
101.INS*	XBRL Instance Document	Filed herewith.
101.SCH*	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

APPIPHANY TECHNOLOGIES HOLDINGS CORP.

Dated: August 17, 2016 /s/ Rob Sargent

By: Rob Sargent

Its: President, Principal Executive Officer & Principal

Financial Officer (Principal Accounting Officer)

Pursuant to the requirement of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

Dated: August 17, 2016 /s/ Rob Sargent

Rob Sargent - Director

