

**QUARTERLY REPORT OF**  
**CONNEXUS CORPORATION**  
**FOR THE QUARTER AND SIX MONTHS ENDED DECEMBER 31, 2015**

**A NEVADA CORPORATION**

**211 Greenwood Avenue, Bethel, CT 06801**

**(203) 702-1821**

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## **ITEM 1. EXACT NAME OF THE ISSUER AND ITS PREDECESSORS**

The exact name of the company is Connexus Corporation

The company was originally incorporated as Dynamic Alert Limited (“the Company”) in the State of Nevada, on June 17, 2004. On December 22, 2009, as amended February 25, 2010, pursuant to the provisions of Articles of Merger, Dynamic Alert Limited, and its wholly-owned subsidiary, Brazil Gold Corp., a Nevada Corporation which was incorporated on November 3, 2009, were merged, with Dynamic Alert Limited being the surviving entity. In connection with such merger, on March 15, 2010, the Company’s name was changed from Dynamic Alert Limited to Brazil Gold Corp.

We changed our corporate name to Conexus Cattle Corp. on June 10, 2014. On May 13, 2015, Conexus Cattle Corp., a Nevada corporation (the “Company”), Bitcoin Direct LLC, a Nevada limited liability company (“Bitcoin”) and all of the members of Bitcoin, entered into a Securities Exchange Agreement, pursuant to which the Company acquired memberships interests representing 51% of Bitcoin in exchange for 500 shares of the Company’s Series H Preferred (as defined below), with an aggregate stated value equal to \$500,000 (the “Exchange Agreement”).

## **ITEM 2. ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES**

### **A. Company Headquarters**

Our principal executive and administrative offices are located at 211 Greenwood Avenue, Bethel, CT 06801.

## **ITEM 3. SECURITY INFORMATION**

Trading symbol: CNXS

CUSIP: 105762207

Exact title and class of securities outstanding:

As of the quarter ended December 31, 2015, the capital stock of the company was as follows:

Class: Common stock, \$ 0.001 par value;

Number of shares authorized: 10,000,000,000 shares;

Number of shares outstanding: 34,264,557 issued and outstanding;

Transfer Agent: Empire Stock Transfer, Inc.  
1859 Whitney Mesa Drive  
Henderson, NV 89014

Telephone: (702) 818-5898

FAX: (718) 627-6341

Is the transfer agent registered under the Exchange Act?

Yes.

List any restrictions on the transfer of security:

None.

Describe any trading suspension orders issued by the SEC in the past 12 months:

None.

#### **ITEM 4. ISSUANCE HISTORY**

During the six months ended December 31, 2015, the following issuances of securities occurred

##### **Issuance of Common stock**

On August 6, 2015 the Company issued 500,000 shares of restricted common stock to a law firm pursuant to an agreement executed in July 2015. The issuance was valued at \$800 based on the grant date value of \$0.0016 per share

##### **Issuance of Convertible Debt**

- a) On July 1, 2015 the Company issued a convertible promissory note in the principal amount of \$1,000 to Southridge II, a related party as payment of consulting fees as per the terms of a consulting agreement entered into on May 1, 2015. The convertible note matures on January 31, 2016 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- b) On August 1, 2015 the Company issued a convertible promissory note in the principal amount of \$1,000 to Southridge II, a related party as payment of consulting fees as per the terms of a consulting agreement entered into on May 1, 2015. The convertible note matures on February 28, 2016 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- c) On August 17, 2015 the Company issued a convertible promissory note in the principal amount of \$40,000 to Southridge II, a related party. The convertible note matures on February 28, 2016 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30

trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.

- d) On September 10, 2015 the Company issued a convertible promissory note in the principal amount of \$6,500 to Southridge II, a related party. The convertible note matures on February 28, 2016 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- e) On September 23, 2015 (the "Effective Date"), the Company entered into a loan agreement ("credit facility") for the principal sum of \$250,000. The components of the credit facility are \$225,000 proceeds of the loan plus \$25,000 original issue discount. The maturity date is two years from the effective date of each draw made by the Company. The loan and accrued interest are to be paid on the maturity date. In addition after 90 days that the amount drawn is outstanding a one-time interest charge of 12% will be charged and added to the principal sum. The promissory note contains conversion clauses that allow the lender, at any time after the Effective Date, the option to convert the amount payable plus all accrued and unpaid interest due under the agreement into common stock at a conversion price per share of the lesser of \$0.0014 or 60% of the lowest trade price in the 25 trading days preceding the conversion.

The Company received net cash proceeds of \$25,000 upon entering the agreement on September 23, 2015 and recorded an original issue discount of \$2,778 in connection with this transaction. The original issue discount will be accreted through the maturity date of the loan.

### **Issuance of Preferred Stock**

On August 5, 2015, the Company issued to Southridge II, a related party, 25 shares of the Company's Series G convertible preferred stock for cash consideration of \$25,000.

### **Conversion of Convertible Notes into Shares of Common Stock**

From July 1, 2015 through December 31, 2015, two note holders requested to convert principal plus accrued interest and fees totaling \$5,020 into the Company's common stock. The Company issued an aggregate of 12,644,985 shares of common stock in connection with such conversions.

## ITEM 5. FINANCIAL STATEMENTS:

### Connexus Corporation Consolidated Balance Sheets

	(Unaudited) December 31, 2015	(Audited) June 30, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 36,826	\$ 85,687
Digital currencies	3,072	3,895
<b>Total Current Assets</b>	<b>39,898</b>	<b>89,582</b>
<b>NON-CURRENT ASSETS</b>		
Property and Equipment, net	38,965	41,970
License agreement	10,000	10,000
<b>Total Non-current assets</b>	<b>48,965</b>	<b>51,970</b>
<b>Total Assets</b>	<b>\$ 88,863</b>	<b>\$ 141,552</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 125,830	\$ 280,369
Accrued expenses	343,596	274,067
Advances payable	42,940	42,940
Due to officer	3,600	2,600
Derivative liability - current	1,226,226	559,900
Demand loans - related party	10,228	-
Notes payable- Non-convertible	117,145	116,852
Convertible debentures, net	362,738	518,573
<b>Total Current Liabilities</b>	<b>2,232,304</b>	<b>1,795,301</b>
<b>LONG-TERM LIABILITIES:</b>		
Convertible debentures, net -non-current		12,008
Derivative liability		-
<b>Total Long-Term Liabilities</b>	<b>-</b>	<b>12,008</b>
<b>Total Liabilities</b>	<b>2,232,304</b>	<b>1,807,309</b>

STOCKHOLDERS' DEFICIT:

Preferred stock Series B, \$0.001 par value, 8% dividend: 13,000 shares authorized; -0- shares outstanding at December 30, 2015 and June 30, 2015	-	-
Preferred stock Series C, \$0.001 par value, 8% dividend: 7,000 shares authorized; 7,000 shares outstanding at December 30, 2015 and June 30, 2015	7	7
Preferred stock Series D, \$0.001 par value, 8% dividend: 13,000 shares authorized; 13,000 shares issued and outstanding at September 30, 2015 and June 30, 2015	13	13
Preferred stock Series E, \$0.001 par value: 440 shares authorized; 440 and 432.5 shares issued and authorized at December 30, 2015 and June 30, 2015, respectively	-	-
Preferred stock Series F, \$0.001 par value: 51 shares authorized; 51 shares issued and outstanding at December 30, 2015 and June 30, 2015, respectively	-	-
Preferred stock Series G, \$0.001 par value, 8% dividend: 1,500 shares authorized; 277 and 242 shares issued and authorized at December 31, 2015 and June 30, 2015, respectively	-	-
Preferred stock Series H, \$0.001 par value, 8% dividend: 500 shares authorized and outstanding at December 30, 2015 and June 30, 2015	-	-
Common stock at \$0.001 par value: 10,000,000,000 shares authorized; 34,264,557 and 21,119,572 outstanding at December 31, 2015 and June 30, 2015, respectively	34,265	21,119
Additional paid-in capital	19,720,328	19,293,867
Treasury stock, at cost, 7.5 shares of Series E preferred stock	(7,500)	-
Accumulated deficit	(21,884,903)	(21,003,073)
Total Stockholders' Deficit	(2,137,790)	(1,688,066)
Non-controlling interests	(5,652)	22,309
Total Deficit	(2,143,442)	(1,665,757)
Total Liabilities and Stockholders' Deficit	\$ 88,863	\$ 141,552

Connexus Corporation  
Consolidated Statements of Operations  
(Unaudited)

	<u>For the Three Months Ended December 31, 2015</u>	<u>For the Three Months Ended December 31, 2014</u>
<b>DIGITAL CURRENCY ATM OPERATING REVENUES</b>		
Surcharge revenue	\$ 17,091	\$ -
Net digital currency gains (losses)	<u>                    </u>	<u>                    </u>
Net revenue	<u>17,091</u>	<u>                    </u>
<b>COST OF REVENUE</b>		
	<u>                    </u>	<u>                    </u>
<b>GROSS PROFIT (LOSS)</b>	<b>17,091</b>	<b>                    </b>
<b>OPERATING EXPENSES:</b>		
Consulting fees		<b>                    </b>
Rent Expense	3,000	
Professional fees	39,260	114,212
Compensation	30,000	105,417
Change in fair value of digital currencies		-
General and administrative expenses	<u>9,424</u>	<u>542</u>
Total operating expenses	<u>81,684</u>	<u>220,171</u>
<b>LOSS FROM OPERATIONS</b>	<b>(64,593)</b>	<b>(220,171)</b>
<b>OTHER INCOME (EXPENSE):</b>		
Derivative expense	(64,523)	(69,095)
Interest expense	(72,686)	
Gain/(Loss) on settlement of debt	(29,462)	
Loss on 3a10 program	<u>                    </u>	
Income Associated with Conversion feature of Preferred Stock	-	3,774,737
Change in fair value of derivative liability	<u>218,057</u>	<u>123,401</u>

Other income (expense), net	<u>51,387</u>	<u>3,829,043</u>
INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAX PROVISION	(13,206)	3,608,872
INCOME TAX PROVISION	<u>-</u>	<u>-</u>
NET (LOSS) BEFORE ALLOCATION TO NON- CONTROLLING INTEREST	(13,206)	3,608,872
NET INCOME ATTRIBUTABLE TO NON- CONTROLLING INTEREST	<u>(3,820)</u>	<u>-</u>
NET INCOME AFTER NON-CONTROLLING INTEREST	(17,026)	3,608,872
FORFEITURE OF ACCRUED DIVIDENDS TO PREFERRED HOLDERS	-	368,219
DIVIDEND ON PREFERRED STOCK	<u>(416,040)</u>	<u>-</u>
NET INCOME (LOSS) APPLICABLE TO COMMON STOCKHOLDERS	<u>\$ (433,066)</u>	<u>\$ 3,977,092</u>

Connexus Corporation  
Consolidated Statements of Operations  
(Unaudited)

	<u>For the Six Months Ended December 31, 2015</u>	<u>For the Six Months Ended December 31, 2014</u>
<b>DIGITAL CURRENCY ATM OPERATING REVENUES</b>		
Surcharge revenue	\$ 39,471	\$ -
Net digital currency gains (losses)	(32,976)	-
Net revenue	<u>6,495</u>	<u>-</u>
<b>COST OF REVENUE</b>	<u>-</u>	<u>-</u>
<b>GROSS PROFIT (LOSS)</b>	<b>6,495</b>	<b>-</b>
<b>OPERATING EXPENSES:</b>		
Consulting fees	2,000	-
Rent Expense	4,000	21,270
Professional fees	115,051	178,971
Compensation	104,360	238,833
Change in fair value of digital currencies	61	-
General and administrative expenses	<u>29,095</u>	<u>25,512</u>
Total operating expenses	<u>254,567</u>	<u>464,586</u>
<b>LOSS FROM OPERATIONS</b>	<b>(248,072)</b>	<b>(464,586)</b>
<b>OTHER INCOME (EXPENSE):</b>		
Derivative expense	(244,123)	-
Interest expense	(96,782)	(156,498)
Gain/(Loss) on settlement of debt	(29,462)	19,373
Loss on 3a10 program	-	(12,388)
Income Associated with Conversion feature of Preferred Stock	-	1,390,456
Change in fair value of derivative liability	<u>(316,643)</u>	<u>(312,308)</u>
Other income (expense), net	<u>(687,009)</u>	<u>928,635</u>
<b>INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAX PROVISION</b>	<b>(935,081)</b>	<b>464,048</b>
<b>INCOME TAX PROVISION</b>	<u>-</u>	<u>-</u>
<b>NET INCOME (LOSS)</b>	<b>(935,081)</b>	<b>464,048</b>
<b>NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTEREST</b>	<u>27,960</u>	<u>-</u>

NET INCOME AFTER NON- CONTROLLING INTEREST	(907,121)	464,048
FORFEITURE OF ACCRUED DIVIDENDS TO PREFERRED HOLDERS	-	-
DIVIDEND ON PREFERRED STOCK	<u>(832,080)</u>	<u>-</u>
NET INCOME (LOSS) APPLICABLE TO COMMON STOCKHOLDERS	\$ <u>(1,739,201)</u>	\$ <u>464,048</u>

Connexus Corporation  
Consolidated Statements of Cash Flows  
(Unaudited)

	For the Six Months Ended December 31, 2015	For the Six Months Ended December 31, 2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
NET (LOSS) BEFORE ALLOCATION TO NON-CONTROLLING INTEREST	\$ (935,081)	\$ 464,048
Adjustments to reconcile net loss to net cash used in		
operating activities:		
Depreciation expense	3,006	-
Stock-based compensation	800	-
Convertible notes issued for services	2,000	-
Amortization of discount on convertible debt	77,348	134,181
Accretion of original issue discount	1,244	6,414
(Gain)/Loss on settlement of debt	29,462	(19,373)
Loss on settlement of 3A(10) Program	-	12,388
(Income) Expenses Associated with Conversion feature of Preferred Stock	-	(1,390,456)
Derivative expense	244,123	-
Change in fair value of derivative liabilities	316,643	312,308
Change in fair value of digital currencies	61	-
Common stock issued for interest and expenses associated with interest	580	9,146
Changes in operating assets and liabilities:		
Digital currencies	762	-
Accounts payable	(4,538)	133,989
Accrued dividends payable	-	(368,219)
Accrued expenses	69,936	302,265
	(193,655)	(403,308)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>		
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from demand loans - related party	10,000	-
Proceeds from preferred stock	25,000	-
Repurchase of Series E Preferred Stock	(7,500)	-
Interest expense to related party	114	610
Accrued Dividends forfeited on Series B and Series C Preferred stock	-	368,219
Proceeds from convertible debentures	116,180	-
	144,794	368,829
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>		
<b>NET CHANGE IN CASH</b>	<b>(48,861)</b>	<b>(34,479)</b>
Cash at beginning of period	85,687	35,344

Cash at end of period	\$ <u>36,826</u>	\$ <u>865</u>
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**SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:**

Cash paid during the period for interest	\$ <u>-</u>	\$ <u>-</u>
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Cash paid during the period for income taxes	\$ <u>-</u>	\$ <u>-</u>
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**NON-CASH INVESTING AND FINANCING  
ACTIVITIES:**

Common stock issued for settlement of convertible debentures	\$ <u>3,935</u>	\$ <u>68,859</u>
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Reclassification of derivative liabilities to equity	\$ <u>11,700</u>	\$ <u>-</u>
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Retirements through 3a(10) program	\$ <u>-</u>	\$ <u>9,522</u>
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Debt discount recorded on convertible debentures accounted for as a derivative liability	\$ <u>118,180</u>	\$ <u>-</u>
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Debt discount recorded on convertible debentures - original issue discount	\$ <u>6,098</u>	\$ <u>-</u>
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Debt discount recorded on convertible debt accounted for as a derivative liability - original issue discount	\$ <u>-</u>	\$ <u>3,735</u>
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Forfeiture of dividends accrued on Series B and Series C Preferred stock	\$ <u>-</u>	\$ <u>(368,219)</u>
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**CONNEXUS CORPORATION**  
**DECEMBER 31, 2015**  
**NOTES TO FINANCIAL STATEMENTS**

**NOTE 1- NATURE OF OPERATIONS**

**Nature of Operations**

The company was originally incorporated as Dynamic Alert Limited ("the Company") in the State of Nevada, on June 17, 2004. The Company was incorporated in the state of Nevada February, 1999.

The Company focuses on providing bitcoin solutions to consumers in the United States through Bitcoin Automated Teller Machines ("Bitcoin ATMs"). We currently own seven Bitcoin ATMs with four operating Bitcoin ATMs located in Las Vegas, Nevada at the LINQ Hotel and Casino, Sin City Vape, One Kicks Gym, and McFadden's Restaurant and Saloon. We recently installed three machines in New Jersey and hope to generate revenue there shortly. Through our Bitcoin ATMs we intend to generate revenue from transaction fees charged to consumers who purchase or sell bitcoin using our machine. We may also generate revenue from the margin between our cost of bitcoins and the selling price of bitcoins.

**NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

These financial statements are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States of America.

**NOTE 3- ACQUISITION OF BITCOIN DIRECT**

On May 13, 2015, Conexus Cattle Corp., a Nevada corporation (the "Company"), Bitcoin Direct LLC, a Nevada limited liability company ("Bitcoin") and all of the members of Bitcoin, entered into a Securities Exchange Agreement, pursuant to which the Company acquired memberships interests representing 51% of Bitcoin in exchange for 500 shares of the Company's Series H Preferred (as described herein), with an aggregate stated value equal to \$500,000 (the "Exchange Agreement"). In accordance with the terms of the Exchange Agreement, the Company has agreed to provide a working capital facility to Bitcoin in an amount up to \$300,000 to be utilized by Bitcoin as needed and to be repaid by Bitcoin from working capital generated from Bitcoin's operations. In addition, the Exchange Agreement provides an option to the members of Bitcoin

for a period of five years to repurchase from the Company 10% of the Bitcoin membership interests held by the Company for \$250,000.

#### NOTE 4 – DEMAND LOANS – RELATED PARTY

On August 10, 2015 a subsidiary of Barton PK, LLC advanced \$10,000 to the Company. The proceeds from the advance were used for general operating expenses. The Company is imputing interest on the loan at a rate of 8% per annum. The loan is unsecured and due on demand. As of December 31, 2015 aggregate principal and accrued interest on the loan is \$10,228.

#### NOTE 5 – ACCRUED EXPENSES

Accrued Expenses at December 31, 2015 and June 30, 2015 represent the following:

	<u>December 31, 2015</u>	<u>June 30, 2015</u>
Professional and legal Expenses	\$ 61,484	\$ 61,484
Accrued interest	52,040	34,038
Management comp.	88,226	39,700
Accrued rent	27,540	24,540
Legacy payables from predecessor entities	<u>114,305</u>	<u>114,305</u>
Total	<u>\$343,596</u>	<u>\$274,067</u>

#### NOTE 6- DERIVATIVE LIABILITIES

The Company uses the Binomial lattice model for determining derivative liability values. Derivative liabilities were calculated on all convertible securities not at fixed prices.

#### NOTE 7 – CONVERTIBLE DEBENTURES, NET

See *Issuance History*, Item 4. above, for Notes issued during the current fiscal year.

Balances of convertible debt are as follows:

	<u>December 31, 2015</u>	<u>June 30, 2015</u>
Total debt outstanding	\$ 373,122	\$ 549,216
Less: Unamortized discount	<u>10,354</u>	<u>18,635</u>
Total convertible debt	362,768	530,581
Less: Long-term debentures	-	<u>12,008</u>
Short term debentures, net	<u>\$ 362,768</u>	<u>\$ 518,573</u>

*Issuance of shares for common stock*

Subsequent to December 31, 2015, the Company has issued 385,455,481 shares for the retirement of \$242,000 of Series G Preferred Stock, \$92,949 of convertible debt, \$16,482 in accrued dividends and \$19,252 of accrued interest.

#### **NOTE 8- SERIES G PREFERRED STOCK**

During the year ended June 30, 2015, the Company exchanged \$242,000 of convertible debt for 242 shares of newly issued Series G Preferred stock. In August 2015, the Company issued 25 shares for cash. There are 277 shares outstanding.

#### **NOTE 9: SUBSEQUENT EVENTS**

##### *Issuance of Debt*

Subsequent to December 31, 2015, the Company has issued the following securities:

- a) On July 3, 2016 the Company issued a convertible promissory note in the principal amount of \$750 for proceeds to be used for general corporate purposes; the convertible note matures on December 31, 2016 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- b) On July 3, 2016 the Company issued a convertible promissory note in the principal amount of \$5,000 for proceeds to be used for general corporate purposes; the convertible note matures on January 31, 2017 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- c) On September 19, 2016 the Company issued a convertible promissory note in the principal amount of \$1,000 to be used for general corporate purposes. The convertible note matures on March 31, 2017 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- d) On March 1, 2017, the Company issued a convertible promissory note in the principal

amount of \$1,000 to be used for general corporate purposes. The convertible note matures on September 30, 2017 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.

- e) On March 3, 2017, the Company issued a convertible promissory note in the principal amount of \$1,000 to be used for general corporate purposes. The convertible note matures on September 30, 2017 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.
- f) On April 5, 2017, the Company issued a convertible promissory note in the principal amount of \$2,500 to be used for general corporate purposes. The convertible note matures on April 30, 2018 with the stated interest rate at 10%. The note is convertible into the Company's common stock at a 50% discount of the lowest closing bid price during the 30 trading days prior to conversion. The conversion price is subject to anti-dilution protection and down round provisions in the event that the Company issues additional equity securities at a price less than the conversion price. For interest that accrues pursuant to the terms of the note, the conversion price shall be at \$0.001, regardless of the trading price. The Company may prepay the note at 150% of the entire outstanding principal amount of the note plus any accrued but unpaid interest.

#### *Issuance of shares of Common stock*

Subsequent to December 31, 2015, the Company has issued 382,369,766 shares for the retirement of \$242,000 of Series G Preferred Stock, \$91,212 of convertible debt, \$16,482 in accrued dividends and \$19,252 of accrued interest.

## **ITEM 6. DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES.**

### **A. DESCRIPTION OF ISSUER'S BUSINESS OPERATIONS.**

#### *State of Operations*

The Company focuses on providing bitcoin solutions to consumers in the United States through Bitcoin Automated Teller Machines ("Bitcoin ATMs"). We currently own seven Bitcoin ATMs.

Four are located in the Las Vegas area and three are in New Jersey. Through our Bitcoin ATMs we intend to generate revenue from transaction fees charged to consumers who purchase or sell bitcoin using our machine. We may also generate revenue from the margin between our cost of bitcoins and the selling price of bitcoins. We are currently evaluating options to redeploy our machines into areas whereby we can get greater leverage for our assets.

### **Endorsement Agreement with Mike Tyson**

In March 2015, Bitcoin Brands Inc. ("Bitcoin Brands") and Tyrannic, LLC, owned and operated by Michael G. Tyson ("Tyson") entered into a License Agreement (the "License Agreement") for the exclusive license to use Tyson's name, image, likeness and endorsement solely in connection with the proposed advertisement, promotion and sale of branded Bitcoin ATM kiosks and machines throughout the world (the "License"). As consideration for the License, Bitcoin Brands shall pay to Tyson 50% of the aggregate of all sales of (i) bitcoin kiosks, automated machines and Bitcoin ATM's that bear Tyson's name, image, or likeness and/or endorsement of Tyson (the "Licensed Products") and (ii) the aggregate of all bitcoin kiosk, automated machine and Bitcoin ATM fees that Bitcoin Brands realizes by the use of the Licensed Products. The term of the License Agreement shall be five (5) years from March 15, 2015, and concluding on March 15, 2020. According to the terms and conditions of the License Agreement, in the event that Tyson has not received at least \$1,000,000 during the first two years of the term, Tyson shall have the right to terminate the License Agreement by notice to Bitcoin Brands, which termination shall take effect thirty days following the date of such notice.

On May 15, 2015, Bitcoin Brands Inc. and Bitcoin Direct LLC entered into an Assignment Agreement to assign the License Agreement with Tyson to our subsidiary Bitcoin Direct LLC.

### *Introduction to Bitcoins and the Bitcoin Network*

A bitcoin is a form of digital currency that is issued and transmitted through an open source math-based protocol platform using security that is cryptographic and known as the "Bitcoin Network." The Bitcoin Network is an online, peer-to-peer user network that hosts the "Blockchain" or public transaction ledger and the source code that comprises the basis for the cryptography and math-based protocols governing the Bitcoin Network. There is no single entity which owns or operates the Bitcoin Network. The Bitcoin Network is collectively maintained by a decentralized user base. Bitcoins may be used to pay for goods and services or can be converted to fiat currencies, such as the US Dollar, at rates determined on Bitcoin Exchanges or in individual end-user-to-end-user transactions under a barter system.

The Bitcoin Network is decentralized and does not rely on either governmental authorities or financial institutions to create, transmit or determine the value of bitcoins. Rather, bitcoins are created and allocated by the Bitcoin Network protocol through a "mining" process subject to a strict, well-known issuance schedule. The value of bitcoins is determined by the supply of and demand for bitcoins in the Bitcoin Exchange Market (and in private end-user-to-end-user transactions), as well as the number of merchants that accept them. As bitcoin transactions can be broadcast to the Bitcoin Network by any user's bitcoin software and bitcoins can be transferred without the involvement of intermediaries or third parties, there are little or no transaction costs in direct peer-to-peer transactions on the Bitcoin Network. Third party service providers such as Bitcoin Exchanges and bitcoin third party payment processing services may charge significant fees for processing transactions and for converting, or facilitating the conversion of, bitcoins to or from fiat currency.

In order to own, transfer or use bitcoins, a person generally must have Internet access to connect to the Bitcoin Network. Bitcoin transactions between parties occur very rapidly (within several seconds) and may be made directly between end-users without the need for a third-party intermediary, although there are entities that provide third-party intermediary services. To prevent the possibility of double-spending a single bitcoin, a user must notify the Bitcoin Network of the transaction by broadcasting the transaction data to its network peers.

### *The history of Bitcoin*

In November 2008, a paper was posted to a cryptography mailing list<sup>(10)</sup> under the name Satoshi Nakamoto titled *Bitcoin: A Peer-to-Peer Electronic Cash System*. This paper detailed methods of using a peer-to-peer network to generate what was described as "a system for electronic transactions without relying on trust". In January 2009, the bitcoin network came into existence with the release of the first open source bitcoin client and the issuance of the first bitcoins,

While there have been ebbs and flows in the history of Bitcoin pricing, at the date of this report, Bitcoin trades near its all-time of approximately \$2,925. The total value of Bitcoin in circulation is now almost \$50 billion. At its inception, each Bitcoin was pegged a price of \$1 so the increase in the currency has been substantial. While the change in pricing is due to supply and demand, some factors have clearly been instrumental in the movement of the currency:

- a. Fixed amount of currency- Worldwide budget deficits have grown at greater levels than GDP since the inception of Bitcoin, the amount of bitcoin has remained constant;
- b. Acceptance by countries and general population-Recently, large countries such as Russia, South Korea and China have accepted cryptocurrencies as legitimate tender for settling transactions which have increased the demand for Bitcoin;
- c. Currency controls- Recent moves, such as India's elimination of the 500 rupee and 1,000 rupee notes have resulted in increased demand for a digital currency

## **B. DATE AND STATE OF INCORPORATION**

The Company was incorporated in the State of Nevada on June 17, 2004

## **C. PRIMARY AND SECONDARY SIC CODES**

The Company's primary (and only) SIC code is 5063 (Holding Companies).

## **D. THE COMPANY'S FISCAL YEAR END DATE**

The Company's fiscal year ends on June 30.

## **E. PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS**

The Company primarily places their machines in areas whereby the demand for bitcoin would be greatest. The Company's Las Vegas locations target the gaming sector where people can get ready access to cash to engage in a wide variety of gaming activities. The same holds true for its New Jersey locations due to the proximity to Atlantic City as well as greater acceptance of Bitcoin in the New York Metro Area where it is often used by the Financial sector.

## **F. RESULTS OF OPERATIONS FOR THE PERIOD ENDED DECEMBER 31, 2015 COMPARED TO THE PERIOD ENDED DECEMBER 31, 2014:**

### ***Material Changes in Financial Condition***

At December 31, 2015, we had a working capital deficit of (\$2,072,180), compared to a working capital deficit of (\$1,705,719), at June 30, 2015. At December 31, 2015, our assets consisted of cash of \$17,425, Digital currencies of \$1,803, Property and equipment net of \$40,467 and License agreement of \$10,000. Our assets as of June 30, 2015 consisted of cash of \$85,687, Digital currencies of \$3,895, Property and equipment net of \$41,970 and License agreement of \$10,000.

At December 31, 2015, our total current liabilities increased to \$2,091,408 (from \$1,795,301 at June 30, 2015) The increase was due to an increased derivative liability balance of \$652,500, offset by a reduced balance of accounts payable of \$164,541 (due to reversal of liabilities at the former cattle subsidiary) and a reduced convertible debt balance of \$234,664 due to the exchange of \$242,000 of debt to newly issued Series G Preferred stock.

Since our existing cash balance is \$36,826, we currently do not have sufficient funds to carry out normal operations over the next six (6) months. Our short and long-term survival is dependent on funding from sales of securities as necessary or from shareholder loans, and thus, to the extent that we require additional funds to support our operations or the expansion of our business, we may attempt to sell additional equity shares or issue debt. Any sale of additional equity securities will result in dilution to our stockholders. Recent events in worldwide capital markets may make it more difficult for us to raise additional equity or capital. There can be no assurance that additional financing, if required, will be available to us or on acceptable terms.

### ***Material Changes in Results of Operations***

#### ***Results of Operations for the three months ended December 31, 2015 and 2014***

##### ***Revenues***

On May 13, 2015, we acquired a 51% interest in Bitcoin Direct LLC. During the three months ended December 31, 2015 we recognized surcharge revenue of \$17,091. There was no revenue recognized during the three months ended December 31, 2014.

##### ***Operating Expenses***

For the three months ended December 31, 2015, operating expenses were \$81,684 compared to \$220,171 during the three months ended December 31, 2014. The overall \$138,487 decrease in operating expenses is primarily attributable to the following approximate net increase (decreases) in operating expenses:

- Rent expense was \$3,000 for the three months ended December 31, 2015 compared to \$-0-, for the three months ended December 31, 2014. The increase was due to the

Company no longer paying rent related to its cattle operations during the current period. In-addition the Company entered into a new lease agreement related to its bitcoin operations in September 2015.

- Professional fees were \$39,260 for the three months ended December 31, 2015 compared to \$114,212 for the three months ended December 31, 2014. The decrease of \$74,952 was primarily due to the lack of expenses incurred at Conexus Cattle during the quarter ended December 31, 2014. The Company terminated its cattle operations during the quarter ended December 31, 2015.
- Compensation expense was \$30,000 for the current year compared to \$105,417 for the prior year, a decrease of \$75,417. During the three months ended December 31, 2015 the Company incurred salaries of \$30,000 related to its Chief Executive Officer. During the three months ended December 31, 2014 the Company incurred salaries of \$105,417 related to its cattle operations which were not incurred during the current period.
- General and administrative expenses were \$9,424 for the three months ended December 31, 2015 compared to \$542 for the three months ended December 31, 2014, an increase of \$8,882. The company incurred approximately \$9,400 (including \$1,502 in depreciation expense on Bitcoin machines) during the three months ended December 31, 2015. The Company's Bitcoin operation was not in effect during the quarter ended December 31, 2014.

*Other Income (Expense) – net:* Other income (expenses) consist primarily of gains and losses on the change in fair value of derivative liabilities, derivative expense, gains and losses on extinguishment of debt and interest expense all primarily related to the Company's conventional and convertible promissory notes and convertible preferred stock.

Other income (expenses) - net decreased by \$3,757,583 to \$75,460 during the three months ended December 31, 2015 as compared to other income (expenses) - net of \$3,829,043 during the three months ended December 31, 2014. For the three months ended December 31, 2015 other income (expenses) consisted of \$(64,523) in derivative expense, \$(73,902) in interest expense, \$(4,172) in loss on extinguishment of debt and a gain on change in fair value of derivative liabilities of \$218,057. For the three months ended December 31, 2014 other income (expenses) consisted of \$(69,095) in interest expense, a gain on settlement of debt of \$19,373, a loss on the 3a10 program of \$(12,388), expenses associated with the conversion feature of preferred stock of \$3,774,737 and a gain on change in fair value of derivative liabilities of \$123,401.

### ***Results of Operations for the six months ended December 31, 2015 and 2014***

#### ***Revenues***

On May 13, 2015, we acquired a 51% interest in Bitcoin Direct LLC. During the six months ended December 31, 2015 we recognized surcharge revenue of \$39,471 and net digital currency gains (losses) of \$(32,976). There was no revenue recognized during the six months ended December 31, 2014.

## *Operating Expenses*

For the six months ended December 31, 2015, operating expenses were \$254,567 compared to \$464,586 during the six months ended December 31, 2014. The overall \$210,019 decrease in operating expenses is primarily attributable to the following approximate net increase (decreases) in operating expenses:

- Consulting expenses were \$2,000 for the six months ended December 31, 2015 compared to the \$0 for the six months ended December 31, 2014. The Company had a consulting agreement during the current period which was not in effect during the prior comparable period.
- Rent expense was \$4,000 for the six months ended December 31, 2015 compared to \$21,270, for the six months ended December 31, 2014. The decrease of \$17,270 was primarily due to the Company no longer paying rent related to its cattle operations during the current period. In-addition the Company entered into a new lease agreement related to its bitcoin operations in September 2015.
- Professional fees were \$115,051 for the six months ended December 31, 2015 compared to \$178,971 for the six months ended December 31, 2014. The decrease of \$63,920 was primarily due to the lack of expenses incurred at Conexus Cattle during the quarter ended December 31, 2014. The Company terminated its cattle operations during the quarter ended December 31, 2015.
- Compensation expense was \$104,360 for the current year compared to \$238,833 for the prior year, a decrease of \$134,473. During the six months ended December 31, 2014 the Company incurred salaries of \$238,833 related to its cattle operations which were not incurred during the current period.
- General and administrative expenses were \$29,095 for the six months ended December 31, 2015 compared to \$25,512 for the six months ended December 31, 2014, an increase of \$3,583. The company incurred approximately \$17,500 (including \$3,004 in depreciation expense on Bitcoin machines) during the six months ended December 31, 2015. The Company's Bitcoin operation was not in effect during the quarter ended December 31, 2014. This increase was partially offset by \$15,000 in employee relocation expenses during the six months ended December 31, 2014 which were not incurred during the current period.

*Other Income (Expense) – net:* Other income (expenses) consist primarily of gains and losses on the change in fair value of derivative liabilities, derivative expense, gains and losses on extinguishment of debt and interest expense all primarily related to the Company's conventional and convertible promissory notes and convertible preferred stock.

Other income (expenses) - net decreased by \$1,591,571 to \$(662,936) during the six months ended December 31, 2015 as compared to other income (expenses) - net of \$928,635 during the six months ended December 31, 2014. For the six months ended December 31, 2015 other income (expenses) consisted of \$(244,123) in derivative expense, \$(97,998) in interest expense, \$(4,172) in loss on extinguishment of debt and a loss on change in fair value of derivative liabilities of \$(316,643). For the six months ended December 31, 2014 other income (expenses) consisted of \$(87,403) in interest expense, a gain on settlement of debt of \$19,373, a loss on the 3a10 program of \$(12,388), income associated with the conversion feature of preferred stock of \$1,390,456 and a loss on change in fair value of derivative liabilities of \$(312,308).

## **Net loss applicable to common stockholders**

The net loss applicable to common stockholders for the three months ended December 31, 2015 was \$407,523 compared to a net loss applicable to common stockholders of \$3,977,092 for the three months ended December 31, 2014.

The net loss applicable to common stockholders for the six months ended December 31, 2015 was \$1,713,658 compared to a net gain applicable to common stockholders of \$464,048 for the six months ended December 31, 2014.

## **Liquidity and Capital Resources**

As of December 31, 2015, our cash balance was \$36,628. We may attempt to sell additional equity shares or issue debt to support our operations. Any sale of additional equity securities will result in dilution to our stockholders. There can be no assurance that additional financing will be available to us or, if available to us, on acceptable terms.

At December 31, 2015, we had a working capital deficit of \$2,585,626, compared to a working capital deficit of \$1,705,719, at June 30, 2015. At December 31, 2015, our current assets consisted of cash of \$36,826 and digital currencies of \$3,072. Our current assets as of June 30, 2015 consisted of cash of \$85,687, and digital currencies of \$3,895

At December 31, 2015, our total current liabilities increased to \$2,625,524 from \$1,795,301 at June 30, 2015. The increase was mainly attributable to an increase of \$663,326 in the derivative liability balance to \$1,226,226 and an increase in accrued expenses of \$69,936. These increases were partially offset by a decrease of \$4,538 in accounts payable.

Our principal source of liquidity is our cash. We believe our existing available cash is insufficient to enable the Company to meet the working capital requirements for at least the next month. We estimate that we will require approximately \$1,200,000 over the next 12 months in order to sustain our operations and implement our business strategy. Consequently, we will be required to raise additional capital to further our business plan. However, there can be no assurance that we will be able to raise additional capital on terms acceptable to us, or at all. We will incur increased costs as a result of being a public company, which could affect our profitability and operating results.

## ***Operating Activities***

The Company used net cash of \$193,655 in operating activities during the three months ended December 31, 2015, as compared to \$403,308 during the six months ended December 31, 2014. The Company recognized a net loss during the six months ended December 31, 2015 of \$911,008 as compared to net income of \$464,048 for the six months ended December 31, 2014. For the six months ended December 31, 2015, the adjustments for significant non-cash items included the amortization of discount on convertible debt of \$78,565, derivative expense of \$244,123 and the loss on change in fair value of derivative liabilities of \$316,643. In addition, net cash from changes in working capital activities primarily consisted of a decrease in digital currencies and accounts payable and was partially offset by an increase in accrued expenses.

For the six months ended December 31, 2014, the adjustments for significant non-cash items included the amortization of discount on convertible debt of \$134,181, a gain on settlement of

debt of \$19,373, a loss on settlement of the 3a10 program of \$12,388, expenses associated with the conversion feature of preferred stock of \$1,390,456 and the loss on change in fair value of derivative liabilities of \$302,265. In addition, net cash from changes in working capital activities primarily consisted of an increase in accounts payable and an increase in accrued expenses.

### ***Financing Activities***

Cash provided by or used in financing activities consists primarily of net proceeds from issuance or repayments of conventional notes, convertible promissory notes and net proceeds from issuance or repurchase of preferred stock.

Cash provided by financing activities decreased from \$368,829 to \$144,794 principally due to the reversal of previously accrued dividends on preferred stock and the repurchase of series E preferred stock. This was offset by cash provided by financing activities primarily driven by an increase in related party loans, an increase in the issuance of convertible promissory notes, and an increase in proceeds from the issuance of preferred stock.

### **G. OFF-BALANCE SHEET ARRANGEMENTS**

The Company did not engage in any off-balance sheet arrangements during the fiscal quarter ended December 31, 2015.

## **ITEM 7. DESCRIBE THE ISSUER'S FACILITIES**

At this time the Company does not have any significant tangible assets and is in the process of identifying suitable targets for acquisition. The Company does not own any real estate and leases office space on a month-to-month basis.

## **ITEM 8. OFFICERS, DIRECTORS AND CONTROL PERSONS**

### **A. NAMES OF OFFICERS, DIRECTORS AND CONTROL PERSONS**

The following table and biographical summaries set forth information, including principal occupation and business experience, about our directors and executive officers as of December 31, 2015. There is no familial relationship between or among the nominees, directors or executive officers of the Company.

<u>NAME(1)</u>	<u>AGE</u>	<u>POSITION</u>	<u>OFFICER AND/OR DIRECTOR SINCE</u>
Conrad Huss	66	President, Director	May 2013

(1)On May 11, 2015, Stephen Price and Gerard Daignault resigned from all positions as officers and directors of the Company.

The Company's directors serve in such capacity until the first annual meeting of the Company's shareholders and until their successors have been elected and qualified. The Company's officers serve at the discretion of the Company's board of directors, until their death, or until they resign

or have been removed from office.

There are no agreements or understandings for any director or officer to resign at the request of another person and none of the directors or officers is acting on behalf of or will act at the direction of any other person. The activities of each director and officer are material to the operation of the Company. No other person's activities are material to the operation of the Company.

***Mr. Conrad Huss, President, Director***

Mr. Huss, 67, serves as the sole officer and director of the Company. Mr. Huss is a financial professional with over 25 years of investment banking and operating experience. Most recently, he was with Ocean Cross Capital Markets, as Senior Managing Director from 2011 to 2013. Previously, Mr. Huss served as the Senior Managing Director at Southridge Investment Group from 2006 to 2011. Mr. Huss is currently a member on the board of directors of Harrison Vickers and Waterman Inc. We believe Mr. Huss is qualified to serve as a director of the Company due to his financial and operational experience.

**B. LEGAL/DISCIPLINARY HISTORY**

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses):

NO.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities:

NO.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated:

NO.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities:

On December 8, 2014, our sole officer and director Mr. Conrad Huss was named a respondent in a FINRA complaint alleging that in 2006 he made certain misrepresentations in connection with the solicitation and sale of promissory notes ("Notes") issued by a real estate development company in a private offering. Mr. Huss

vehemently denied the allegations and vigorously defended himself against the claims. On October 14, 2015, without admitting or denying the allegations in the complaint, Mr. Huss consented to an Offer of Settlement with FINRA and was suspended from associating with any FINRA member for a period of two years, and a fine in the amount of \$20,000.

Except as set forth above, no director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it during the past five years. No director or executive officer has been convicted of a criminal offense or is the subject of a pending criminal proceeding during the past five years. No director or executive officer has been the subject of any order, judgment or decree of any court permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities during the past five years. No director or officer has been found by a court to have violated a federal or state securities or commodities law during the past five years.

## **ITEM 9. THIRD PARTY PROVIDERS**

### **A. Legal Counsel**

Joseph M. Lucosky  
Lucosky Brookman  
101 Wood Avenue South  
Woodbridge, NJ 08830

732-395-4400

### **B. Accountant or Auditor**

None

### **C. Investor Relations Consultant**

None

### **D. Other Advisor(s)**

None

## **ITEM 10. OTHER INFORMATION**

N/A

## **ITEM 11. EXHIBITS**

N/A

## **ITEM 12. CERTIFICATIONS**

I, Conrad Huss, certify that:

1. I have reviewed this amended quarterly disclosure statement of Connexus Corporation
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present, in all material respects, the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

/s/Conrad Huss

Conrad Huss, President

Dated: June 5, 2017