Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

MedX Holdings, Inc.

A Wyoming Corporation

1621 Central Avenue
Cheyenne, WY 82001

(612) 615-9334
www.medxholdings.co
mark@medxholdings.co
1540 / 6519

Annual Report
For the Period Ending: December 31, 2018
(the “Reporting Period”)

As of 12/31/2018, the number of shares outstanding of our Common Stock was: 123,316,216

As of 09/30/2018, the number of shares outstanding of our Common Stock was: 112,316,216

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒ (Double-click and select “Default Value” to check)

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The Exact Name of The Issuer Is: MedX Holdings, Inc.
August 12, 2015 – Cantor Group
November 12, 2006 – Disaboom, Inc.
September 5, 2006 – Disaboo, Inc.

[1] “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated on September 5, 2006 as Disaboom, Inc. under the laws of the state of Colorado.
The Company was redomiciled to the State of Wyoming on December 28, 2015.

Current Active Status in Wyoming

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

Yes: ☐ No: ☒

2) Security Information

Trading symbol: MEDH
Exact title and class of securities outstanding: Common Stock
CUSIP: 58403T 107
Par or stated value: $0.001

Total shares authorized: 200,000,000 as of date: 12/31/2018
Total shares outstanding: 133,611,216 as of date: 12/31/2018
Number of shares in the Public Float[2]: 15,724,016 as of date: 12/31/2018
Total number of shareholders of record: 230 as of date: 12/31/2018

Additional class of securities (if any):

Trading symbol: MEDH
Exact title and class of securities outstanding: Preferred Stock
CUSIP: 58403T 107
Par or stated value: $0.001
Total shares authorized: 7,000,000 as of date: 12/31/2018
Total shares outstanding Preferred A: 400,000 as of date: 12/31/2018
Total shares outstanding Preferred B: 4,000,000 as of date: 12/31/2018

Transfer Agent

Name: Corporate Stock Transfer
Phone: (303) 282-4800
Email: knaughton@corporatestock.com

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

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

NONE

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

NONE

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

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

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of 12/31/2017	Opening Balance: Common: 112,611,216 Preferred A: 400,000	*Right-click the rows below and select "Insert" to add rows as needed.							
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
3/31/2017	New Issuance	72,917,200	Common	$0.0025	Yes	Kathleen Roberton	Accrued Salary and Expenses	Restricted	4(2)
01/15/2018	New Issuance	4,000,000	Preferred B	$ 0.25	No	Mark Miller	Acquisition	Restricted	4(2)
03/10/2018	Transfer of Shares	98,117,200	Common Stock	$0.0025	No	Mark Miller	Control Block	Restricted	4(2)
04/19/2018	New Issuance	10,000,000	Common Stock	$0.0003	Yes	PAG Group, LLC.	Debt Conversion	Unrestricted	4(2)
12/04/2018	New Issuance	11,000,000	Common Stock	$0.0003	Yes	PAG Group, LLC.	Debt Conversion	Unrestricted	Rule 144
Shares Outstanding on 12/31/2018:	Ending Balance: Common: 133,611,216 Preferred A: 400,000 Preferred B: 4,000,000								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

As of March 31, 2017, the Company and Kathleen Roberton agreed to exchange $165,000.00 in unpaid salary and $2,379.75 owed to Kathleen Roberton for 72,917,200 shares of common stock. The shares of common stock exchange at a price of $0.0025 which represents approximately 50% of the bid, par value $0.001.

January 15th, 2018 4,000,000 Series B Preferred shares were issued for the acquisition of (2) Wholly Owned Subsidiaries, MJ Builders of MN, LLC. And DDG Properties, LLC. The preferred shares exchange at a price of $0.25 per share.

As of March 10th, 2018, the previous CEO Kathleen Roberton surrendered to the New CEO Mark Miller 98,117,200 shares of restricted common stock. The shares of common stock exchange at a price of $.0025 which represents approximately 50% of the bid, par value $0.001

On March 26, 2018, the Company filed an amendment to its Articles of Incorporation reducing the authorized common stock to 200,000,000 shares.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
12/03/2018	$ 25,000	$ 25,000	$167	12/03/2020	50% of the Lowest PPS within the last 30 trading days.	PAG Group, LLC.	Services

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

4) Financial Statements

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

☒ U.S. GAAP
☐ IFRS

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

Name: Erwin Vahlsing, Jr.
Title:
Relationship to Issuer: Accountant

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

C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Financial notes; and
G. Audit letter, if audited

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

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

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

The Company's financial statements are incorporated herein.

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

5) Issuer's Business, Products and Services

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

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

Real Estate and Residential & Commercial Construction

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

The Company operates thought its subsidiaries MJ Builders of MN, LLC, a Minnesota limited liability corporation and DDG Properties, LLC, a Minnesota limited liability corporation. MJ Builders builds commercial and residential properties and is licensed in the state of Minnesota. DDG manages properties for rent. The Company has also created MJ Storage MN, LLC, a Minnesota limited liability corporation that will build and manage self-storage facilities. The Company has discontinued its previous operations and is focusing soley on its real estate subsidiaries.

The Company is not currently subject to any legal action or in default of any debt covenants.

A. The form of organization of the Issuer:

- MedX Holdings, Inc. is a Wyoming Corporation
  - MJ Builders of MN, LLC. Is a Minnesota Limited Liability Corporation and is a wholly-owned subsidiary of MedX Holdings, Inc.
  - DDG Properties, LLC. Is a Minnesota Limited Liability Corporation and is a wholly-owned subsidiary of MedX Holdings, Inc.

B. The Year that the Issuer (or predecessor was organized):

The Company was incorporated on September 5, 2006 as Disaboom, Inc. under the laws of the state of Colorado.
The Company was redomiciled to the State of Wyoming on December 28, 2015.

The Company's fiscal year end is 12/31

C. Describe the issuers' principal products or services, and their markets

The Company operates under SIC Code–1540 and 6519

6) Issuer's Facilities

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

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

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

Corporate Office: MedX Holdings, Inc.

1621 Central Avenue
Cheyenne, WY 82001

Alternate Address: MedX Holdings, Inc.

PO Box 194
Pequot Lakes, MN 56472

7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Mark Miller	Officer/ Director	Pequot Lakes, MN	93,117,200	Common Restricted	75.5%	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

   NONE

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

   NONE

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

   NONE

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

    NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

    NONE

9) Third Party Providers

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

Securities Counsel

Name: Jonathan Leinwand, Esq.
Firm:
Address 1: 20900 NE 30th Ave. 8th Floor
Address 2: Aventura, FL 33180
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: Erwin Vahlsing, Jr.
Firm: XBRL Associates, Inc.
Address 1: PO Box 19652
Address 2: Johnston, RI 02919
Phone: (401) 648-0802
Email: evahlsing@xbrlassociates.com

Investor Relations Consultant

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

Other Service Providers

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

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

MEDX Holdings, Inc.

Annual Report

For the Year ended

December 31, 2018

Item 3. Annual Financial Statements

MEDEX Holdings, Inc.
BALANCE SHEETS
(Unaudited)

	December 31, 2018	December 31, 2017
ASSETS		
Current assets:		
Cash	$ 218,388	$ 11,312
Deposits on orders	-	10,942
Accounts receivable (net of reserve for bad debts of $0 and $0, respectively)	48,120	26,076
Loans receivable (net of reserve for bad debts of $450,000 and $0, respectively)	744,223	-
Prepaid expenses - current	28,550	9,753
Total current assets	1,039,281	58,083
Fixed and intangible assets:		
Capital assets	146,000	146,000
Rental properties	230,209	234,907
Equipment	30,000	37,500
Intangible assets	200	200
Fixed and intangible assets, net	406,409	418,607
Other assets:		
Investment in subsidiaries	1,000,000	-
Capitalized Re-Organization costs	13,000	13,000
Total other assets	1,013,000	13,000
Total assets	$ 2,458,690	$ 489,690
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 3,219	$ 10,483
Notes payable	271,439	235,041
Convertible promissory notes (net of debt discount of $22,222 and $0, respectively)	2,778	12,241
Derivative instrument liability	40,532	-
Total current liabilities	317,968	257,765
Total long-term liabilities	-	-
Total liabilities	317,968	257,765
Commitments and contingencies	-	-
Stockholders’ deficit		
Preferred stock Series A - $0.001 par value, authorized - 3,000,000 shares; issued and outstanding 400,000 and 400,000 respectively	400	400
Preferred stock Series B - $0.001 par value, authorized - 4,000,000 shares; 4,000,000 and -0- shares issued and outstanding, respectively	4,000	-
Common Stock - $0.001 par value; 200,000,000 shares authorize; issued and outstanding 133,611,216 and 112,611,216 shares, respectively	133,611	112,611
Additional paid-in capital	1,601,011	611,170
Accumulated retained earnings	401,700	(494,856)
Total stockholders' deficit	2,140,722	229,325
Total liabilities and stockholders' deficit	$ 2,458,690	$ 487,090

See accompanying notes to the financial statements

MEDX Holdings, Inc.

STATEMENTS OF OPERATIONS

(Unaudited)

	For the years ended	
	December 31, 2018	December 31, 2017
Rental income	$ 886,758	$ 51,947
Project income	1,289,170	672,876
Total Revenues	2,175,928	724,823
Cost of Sales		
Cost of goods sold	525,077	235,555
Insurance	11,756	4,341
Depreciation	12,198	-
Cost of sales	549,031	239,896
Gross profit	1,626,897	484,926
Operating expenses:		
General and administrative	711,807	57,087
Total operating expenses	711,807	57,087
Profit from operations	915,090	427,839
Other Income / (Expense):		
Interest expense	(225)	(1,780)
Loss on change in value of derivative liability	(15,532)	-
Amortization of debt discount	(2,778)	-
Total other income / (expense)	(18,535)	(1,780)
Net profit (loss) applicable to common stock holders	$ 896,555	$ 426,059
Per share data		
Net Profit per share - basic and diluted	$ 0.01	$ 0.00
Weighted average number of shares outstanding- basic and diluted	115,981,179	112,611,216

See accompanying notes to the financial statements

MEDX Holdings, Inc.

STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Preferred A Series Stock ($0.001 par value)		Preferred B Series Stock ($0.001 par value)		Common Stock ($.001 par value)		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, January 1, 2017	400,000	$ 400	-	$ -	41,724,016	$ 41,724	$ 1,038,629	$ (1,122,177)	$ (41,424)
Compensation				-	72,917,200	72,917	(72,917)	41,754	41,754
Correcting adj. – O/S Shares					(2,030,000)	(2,030)	-		(2,030)
Correcting adj. - equity							(353,972)	438,939	84,967
Net Income (Loss)		-		-	-	-		146,628	146,628
Balance, December 31, 2017	400,000	400	-	-	112,611,216	112,611	611,170	(494,856)	229,895
Conversion of debentures					21,000,000	21,000	(6,729)		14,271
Correction – rounding error								1	1
Acquisition of MJ Builders of MN & DDG Properties, LLC			4,000,000	4,000			996,000		1,000,000
Net Income (Loss)		-		-				896,555	896,555
Balance, December 31, 2018	400,000	$ 400	4,000,000	$ 4,000	133,611,216	$ 133,611	$ 1,601,011	$ 401,700	$ 2,140,722

See accompanying notes to the financial statements

MEDX Holdings, Inc.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the years ended	
	December 31, 2018	December 31, 2017
Cash flows from operating activities:		
Net profit (loss)	$ 896,555	$ 146,628
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	12,198	-
Preferred stock issued for services	14,271	-
Amortization of debt discount	2,778	-
Change in fair value of derivative liability	15,532	-
Changes in operating asset and liability account balances:		
Accounts receivable	(22,044)	(26,076)
Deposits	10,942	(10,942)
Prepaid expenses	(18,797)	(9,753)
Accounts payable and accrued expenses	(21,634)	10,483
Total adjustments	(6,754)	(36,288)
Net cash used in operating activities	889,801	110,340
Cash flows from investing activities		
Property purchases	-	(234,907)
Purchase of equipment	-	(37,500)
Investment in short term loans	(744,223)	-
Net cash used in investing activities	(744,223)	(272,407)
Cash flows from financing activities:		
Proceeds from notes payable	36,498	173,379
Proceeds from convertible notes	25,000	-
Net cash provided by financing activities	61,498	173,379
Net increase (decrease) in cash	207,076	11,312
Cash at beginning of period	11,312	-
Cash at end of period	$ 218,388	$ 11,312
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
Supplemental Schedules of Noncash Investing and Financing Activities:		
Preferred A shares issued for acquisition of subsidiaries	$ -	$ 2,600
Common stock issued for services	$ 4,000	$ -
Conversion of debt to common stock	$ 14,271	$ 72,917

See accompanying notes to the financial statements

MEDX Holdings, Inc.
Note to the Unaudited Financial Statements for the Year ended December 31, 2018

NOTE 1 - ORGANIZATION AND OPERATIONS

MedX Holdings is a Wyoming corporation originally incorporated under on September 5, 2005 in the state of Colorado, and was redomiciled to Wyoming effective December 28, 2015. Originally a developmental business, the Company has now become a holding company focused on acquiring businesses throughout the United States with proven track records to maximize the return on investment. Through its subsidiaries, MedX Holdings can acquire real estate, develop, and build residential or commercial properties for long term cash flow or for immediate sale. MedX Holdings will continue expanding its operations to increase its net worth and corporate value.

The Company has never been classified as a "Shell" by any governmental agency, and in light of its history and continued growth does not foresee its status changing.

The Company is not currently subject to any legal action or in default of any debt covenants.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. On January 15, 2018, the Company acquired MJ Builders of MN, LLC ("MJ") as the Company's wholly-owned subsidiary. On January 15, 2018, the Company acquired DDG Properties, LLC ("DDG") as the Company's wholly-owned subsidiary. For purposes of theses financial statements, all financial amounts, including the income, expenses, assets, liabilities, shareholders' equity/(deficit), cash flows and stock shares, are presented on a consolidated basis as though MJ and DDG were wholly-owned subsidiaries of the Company as of the date indicated including the financial amounts for dates prior to the merger on January 15, 2018.

Use of Estimates

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

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash equivalents include all highly liquid investments with original maturities of three months or less which are not securing any corporate obligations. The Company maintains its cash in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Accounts receivable as of December 31, 2018 and 2017 are $48,120 and $26,076 respectively.

Prepaid Expenses

Prepaid expenses consist primarily of short-term prepaid expenditures or contractor deposits that will amortize within one year.

Revenue Recognition

The Company recognizes Construction and Rental revenues from its interests in the Construction Company and Properties Company, respectively which was produced from Labor, Projects, and Rental Billing when ultimate collection was reasonably assured.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of December 31, 2018 and 2017.

Stock-Based Compensation

The Company records stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model. The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Net Profit per Common Share

Basic earnings per share are calculated by dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share are based on the assumption that all dilutive convertible shares and stock options and warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, warrants and options are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Related Party Transactions

Parties are considered to be related to the Company if the parties that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as a distribution to the related party.

The Company considers all officers, directors, senior management personnel, and senior level consultants to be related parties to the Company.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 31, 2016, which consist of convertible instruments and rights to shares of the Company's common stock and determined that such derivatives meet the criteria for liability classification under ASC 815.

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

o) Convertible Instruments

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

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

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

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

Recently Adopted Accounting Pronouncements

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

NOTE 3 – ASSET RETIREMENT OBLIGATIONS

The Company recognizes the present value of obligations associated with the retirement of tangible long-lived assets in the period in which it is incurred. The liability is capitalized as part of the related asset's carrying amount. Over time, accretion of the liability is recognized as an operating expense and the capitalized cost is depreciated over the expected useful life of the related asset. Currently all rental properties are depreciated on an amortized schedule of 50 years. There is no foreseeable depreciative action that would require the retirement or operating expenses to the business for any of the owned properties.

NOTE4 – EQUITY

a) Authorized

Authorized capital stock consists of:

- 200,000,000 common shares with a par value of $0.001 per share; and
- Preferred shares with a par value of $0.001 per share;
  - The Company has designated 3,000,000 shares as Series A Convertible Preferred Series Stock. Each share of Series A Preferred Stock is convertible into fifty (50) shares of Common Stock.
  - The Company has designated 4,000,000 shares as Series B Convertible Preferred Series Stock. Each share of Series B Preferred Stock is convertible into one (1) share of Common Stock.

Share issuances

On January 25, 2018 the Company issued 4,000,000 Series B Preferred Shares for acquisition purposes at a price of $0.25 per share (see NOTE 5).

On April 19, 2018 the Company issued 10,000,000 Common shares to an accredited investor on the conversion of $7,250 of convertible debt at a price of $0.0003 per share.

On December 4, 2018 the Company issued 11,000,000 Common shares to an accredited investor on the conversion of $7,021 of convertible debt at a price of $0.0003 per share.

NOTE 5 – MERGER WITH MJ BUILDERS OF MN, LLC AND DDG PROPERTIES, LLC

On January 15th, 2018, the Company acquired MJ Builders of MN, LLC and DDG Properties, LLC as wholly owned subsidiaries of MedX Holdings, Inc., which exchanged 4,000,000 Preferred B Series Shares for the Companies. The State of Wyoming has recognized the issuance of these shares.

NOTE 6 - CONVERTIBLE DEBT

At December 31, 2018 and 2017 convertible notes and debentures consisted of the following:

	December 31, 2018	December 31, 2017
Convertible notes payable	$ 25,000	$ -
Unamortized debt discount	(22,222)	-
Carrying amount	$ 2,778	$ -
Less: current portion	(2,778)	-
Long-term convertible notes, net	$ -	$ -

In December 2018, the Company entered into a Convertible Promissory Note. The note is convertible at a discount of seventy five percent (75%) of the market price of the Company's Common Stock determined based on the lowest trading price in a thirty (30) day period prior to the date of conversion

The following table summarizes the debt discounts recorded on convertible debt in connection with the above convertible debentures.

	December 31, 2018	December 31, 2017
Debt Discount beginning balance	$ -	$ -
Additions	25,000	-
Amortization	(2,778)	-
Warrant adjustments	-	-
Ending Balance	$ 22,222	$ -

The Company identified embedded derivatives related to the Convertible Promissory Notes entered into in the years ended December 31, 2018 and 2017. These embedded derivatives included certain conversion features as described in the preceding paragraph. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Notes, the Company determined a fair value of the embedded derivative. The fair value of the embedded derivative was determined using the Black-Scholes Model based on the assumptions outlined in the following table:

				Black-Scholes Assumptions December 31. 2018			Derivative Liability
Date	Original Amount	Term (Months)	Full Conv. Y/N	Dividend Yield	Volatility	Risk Free Rate	12/31/18
12/3/2018	$ 25,000	9	N	0.00%	231.4%	2.63%	$ 40,532

NOTE 7 – FAIR VALUE OF FINANCIAL INSTRUMENTS

ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement.

Items recorded or measured at fair value on a recurring basis in the accompanying consolidated financial statements consisted of the following items as of December 31, 2018:

		Fair Value Measurements at December 31, 2016 using:		
	December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Derivative Liabilities	$ 40,532	-	-	$ 40,532

		Fair Value Measurements at December 31, 2015 using:		
	December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Derivative Liabilities	$ -	-	-	$ -

The debt and warrant derivative liabilities are measured at fair value using quoted market prices and estimated volatility factors based on historical prices for the Company's common stock and are classified within Level 3 of the valuation hierarchy.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of December 31, 2018:

		Derivative Liability
Balance, December 31, 2017	$	-
Additions		(33,032)
Change in fair value of derivative liabilities		(7,500)
Balance, December 31, 2018	$	(40,532)

NOTE 8 – PROPERTY VALUATION

On March 22nd, 2018 a private CMA was paid for by the company to appraise the current asset value of the Single Family Residences, Commercial Properties, and Raw Land owned by the wholly owned subsidiary DDG Properties, LLC. which confirmed a $6.7 Million USD Valuation. The appraisal cost was $2,500, this expense was acknowledged under COGS in the financial statements and was paid in full at the time of completion.

NOTE 9 – SUBSEQUENT EVENTS

The Company management has evaluated events occurring subsequent to December 31, 2018 through the date that these consolidated financial statements were issued, and there are no material subsequent events that have taken place.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements." These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Corporate History

MedX Holdings is a Wyoming corporation originally incorporated under on September 5, 2005 in the state of Colorado and was redomiciled to Wyoming effective December 28, 2015. Originally a developmental business, the Company has now become a holding company focused on acquiring businesses throughout the United States with proven track records to maximize the return on investment.

In January 15, 2018, the Company acquired two new subsidiaries. These subsidiaries are in the business of acquiring real estate, property development, and construction of residential and commercial properties which are held for long term cash flow, or immediately sold for profit.

The Company has never been classified as a "Shell" by any governmental agency, and in light of its history and continued growth does not foresee its status changing.

Acquisition and Change in Control

On January 15th, 2018, the Company acquired MJ Builders of MN, LLC and DDG Properties, LLC as wholly owned subsidiaries of MedX Holdings, Inc., which exchanged 4,000,000 Preferred B Series Shares for the Companies. The State of Wyoming has recognized the issuance of these shares.

Simultaneous with the acquisition, Kathleen Roberton appointed Mark Miller as CEO, President, Secretary Treasurer, and Director, and resigned from those offices and as a director of the Company.

Name Change and other Corporate Actions

The Company is currently working with FINRA to change the name of the Company to MJ Miller Holdings, Inc., and to receive a new ticker symbol. The Company is also requesting a change in its SIC code to recognize its strategic shift in direction to Real Estate and Construction.

In the coming months, Mark Miller, CEO, will cancel and return to treasury 295,000 common shares.

The Company is also in the process of raising approximately $750,000, preferably though equity, for the completion of a construction project that is projected to add significant recurring revenue to the Company's income statement.

Operating Revenues

In the years ended December 31, 2018 and 2017 we generated total revenue of $2,175,928 and $724,823 respectively. For the year ended December 31, 2018 and 2017 we generated rental income of $886,758 and $51,947, respectively, and revenue from construction projects of $1,289,170 and $672,876, respectively. The increases is due to the Company being awarded more projects, as well as an increase in rental income from projects completed during the prior year.

In spite of the seasonality of construction, we expect the shift in our business model will provide the Company with an opportunity for greater long-term growth and profitability.

Cost of Goods Sold

In the years ended December 31, 2018 and 2017, we incurred cost of sales of $549,031 and $239,896, respectively. Economies of scale have permitted the Company to acquire materials in bulk, and the Company has negotiated long-term contracts with various subcontractors at favorable rates.

Gross profit

For the years ended, December 31, 2018 and 2017, our gross profit was $1,626,897 and $484,926, respectively. The increase in gross profit in 2018, is due to significantly more revenue from rental income as well as significantly increased project revenue. As can be seen, there is a significant cyclicality to the construction work that is able to be performed in the spring, summer, and fall periods versus winter.

Operating Expenses

Our operating expenses for the years ended December 31, 2018 and 2017 are outlined in the table below:

	Years Ended December 31,	
	2018	**2017**
General and administrative	$ 711,807	$ 57,087
Total	**$ 711,807**	**$ 57,087**

Operating expenses for the years ended December 31, 2018 and 2017, were $711,807 and $57,087 respectively. The increase in operating expense during the years ended December 31, 2018 versus 2017 is predominantly due to increased overhead consisting of part-time employees and their associated payroll, professional fees for legal, and accounting services required for the Company to meet filing requirements, and other general and administrative costs such as $450,000 reserve for bad debts, due to the additional workload brought about by the increase in business, offset by some reductions in 2018 due to less overhead required for the work.

Other Expenses

In addition to operating expenses, we incurred interest expenses of $225 and $1,780 during the year ended December 31, 2018 and 2017, respectively. The decrease in interest expense during the year ended December 31, 2018 is primarily attributable to the conversion of several convertible debentures being converted into equity during the year.

Net Profit

We had a net profit of $896,555 and $426,059 for the years ended December 31, 2018 and 2017, respectively.

Liquidity and Capital Resources

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. Significant factors in the management of liquidity are funds generated by operations, levels of accounts receivable and accounts payable and capital expenditures.

To date we have financed our operations through sales of common stock and the issuance of debt.

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. The Company has, with several new projects on the books, and over $200,000 of cash, sufficient funds to cover its overhead and operating expenses for the coming year.

Working Capital

	December 31, 2018	December 31, 2017	Percentage Increase (Decrease)
Current Assets	$ 1,039,281	$ 58,083	1,689.3%
Current Liabilities	$ 317,968	$ 257,765	23.4%
Working Capital Surplus (Deficit)	$ 721,313	$ (199,682)	461.2%

At December 31, 2018, our cash balance was $218,388 compared to $11,312 at December 31, 2017. The increase in cash is attributed to completion of construction projects and rental income, all of which are available to pay operating expenses, and reduce accounts payable.

At December 31, 2018, we had total current liabilities of $317,968, compared with total current liabilities of $257,765 at December 31, 2017. The increase in total liabilities is attributed to a seasonal increase in accounts payable, and additional notes and accrued interest for short term construction needs.

At December 31, 2018, we had a working capital surplus of $721,313 compared with a working capital deficit of $199,682 at December 31, 2017. The increase in working capital surplus is primarily due to an increase in profitable revenue, an increase in prepaid expenses, and decreases in accounts payable and accrued expenses offset with cash obtained from proceeds of notes.

Cash Flows

	For the Years Ended		Percentage
	December 31 2018	December 31, 2017	Increase (Decrease)
Cash provided by Operating Activities	$ 889,801	$ 110,340	706.4%
Cash Used in Investing Activities	(744,223)	(272,407)	173.2%
Cash Provided by Financing Activities	61,498	173,379	64.5%
Net Increase in Cash	$ 207,076	$ 11,312	1,730.5%

Cash flow from Operating Activities

During the years ended December 31, 2018, we provided $207,076 of cash in operating activities compared to $11,312 of cash from operating activities during the period ended December 31, 2017. The increase in cash provided from operating activities was mainly attributed to our net profit of $896,555 offset mainly by an increase in accounts receivable, prepaid expenses, and accounts payable and accrued expenses.

Cash flow from Investing Activities

During the years ended December 31, 2018 and 2017, we used $744,223 and $272,407, respectively, in investing activities. In the year ended December 31, 2018, we used $744,223 to invest in the short-term promissory notes with certain subcontractors and vendors.

Cash flow from Financing Activities

During the years ended December 31, 2018 and 2017, we received net proceeds of $61,498 and $173,379, respectively from financing activities. The proceeds from financing activities for the period ended December 31, 2018 are attributed to $36,498 from the net issuances of short-term notes payable, and $25,000 from the issuance of a convertible debenture. For the period ended December 31, 2017, proceeds from financing activities were 173,379 for short-term construction notes.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Mark A. Miller certify that:

1. I have reviewed this Annual Report of MedX Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

05/04/2019

Date

/s/ Mark A. Miller

CEO's Signature

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

Principal Financial Officer:

I, Mark A. Miller certify that:

1. I have reviewed this Annual Report of MedX Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

05/04/2019

Date

/s/ Mark A. Miller

CFO's Signature

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