



AXM Pharma Inc

AXM PHARMA, INC.
QUARTERLY REPORT
For the period ended March 31, 2018

ITEM 1 - NAME OF ISSUER AND ITS PREDECESSORS (if any):

AXM Pharma, Inc. – 10/2003 to present
Formerly - Axiom Pharmaceuticals, Inc. – 3/2003 to 10/2003
Formerly - Wickliffe International Corp. – 4/2001 to 3/2003
Incorporated as Wholesale On the Net, Inc. – 6/1999 to 4/2001

ITEM 2 - ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES:

3651 Lindell Road
Suite D344
Las Vegas, NV 89103
Tel: (702) 932-7980
Website: www.axmpharmainc.com

ITEM 3 - SECURITY INFORMATION:

Trading symbol: AXMP
Exact title and class of securities outstanding: Common Stock
CUSIP: 002457109
Par or Stated Value: \$0.001
Total shares authorized: 790,000,000 as of March 31, 2018
Total shares outstanding: 408,602,838 as of March 31, 2018

Additional Classes:

Trading symbol: None
Exact title and class of securities outstanding: Preferred Stock
CUSIP: None
Par or Stated Value: \$0.001
Total shares authorized: 10,000,000 as of March 31, 2018
Total shares outstanding: 3,000,000 Series C Preferred Stock as of March 31, 2018

Transfer Agent

Empire Stock Transfer Inc.
1859 Whitney Mesa Dr.
Henderson, NV 89014
702-818-5898
www.empirestock.com

Is the Transfer Agent registered under the Exchange Act? Yes No

List any restrictions on the transfer of security: None.

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

ITEM 4 ISSUANCE HISTORY

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period:

- During the year ended December 31, 2017 and December 31, 2016, the Company issued no shares of capital stock.
- During the quarter ended March 31, 2018, the Company issued 250,000,000 shares of common stock of which 154,020,000 shares were issued for repayment of related party debt totaling \$15,402 and 95,980,000 shares were issued for consulting services totaling \$9,598.

ITEM 5 FINANCIAL STATEMENTS

**AXM PHARMA, INC.
Financial Statements**

**For the Quarter Ended
March 31, 2018**

AXM PHARMA, INC.
BALANCE SHEETS
March 31, 2018 and December 31, 2017
(Unaudited)

	<u>March 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
Assets:		
Current Assets:		
Cash and Cash Equivalents	\$ -	\$ -
Total Current Assets	<u>-</u>	<u>-</u>
Total Assets	<u>\$ -</u>	<u>\$ -</u>
 Liabilities:		
Current Liabilities:		
Accounts Payable	\$ 2,705	\$ 4,157
Accrued Interest Payable	912	812
Due to Related Party	-	6,000
Notes Payable	<u>18,340</u>	<u>18,340</u>
Total Current Liabilities	<u>29,309</u>	<u>29,309</u>
Total Liabilities	<u>\$ 29,309</u>	<u>\$ 29,309</u>
 Stockholder's Deficit:		
Preferred Stock, par value \$0.001, 10,000,000 shares authorized, 3,000,000 and 0 Series C shares issued and outstanding as of March 31, 2018 and December 31, 2017, respectively	\$ 3,000	\$ 3,000
Common Stock, par value \$0.001 authorized 790,000,000 shares, 158,602,838 and 408,602,838 shares issued and outstanding as of March 31, 2018 and December 31, 2107, respectively	408,602	158,602
Additional Paid in Capital	34,372,913	34,597,913
Accumulated Deficit	(34,806,472)	(34,788,824)
Total Stockholders' Deficit	<u>(21,957)</u>	<u>(29,309)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ -</u>	<u>\$ -</u>

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

AXM PHARMA, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended March 31, 2018
Revenues	\$ -
Costs of Services	-
Gross Margin	-
Expenses:	
Stock based compensation	9,598
Professional Services	7,950
Total Expenses	<u>17,548</u>
Income (Loss) From Operations	(17,548)
Other Income (Expense)	
Interest Expense	(100)
Total Other Income (Expense)	<u>\$ (100)</u>
Net Income (Loss)	<u>\$ (17,648)</u>
Gain (Loss) per Share, Basic & Diluted	<u>\$ (0.00)</u>
Weighted Average Shares Outstanding	<u>158,602,838</u>

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

AXM PHARMA, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

		For the three months ended March 31, 2018
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Income (Loss) for the Period	\$	(17,648)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock-based compensation		9,598
Changes in operating assets and liabilities:		
Increase (Decrease) in accounts payable		(1,452)
Increase (Decrease) in accrued interest		100
Net Cash Used in Operating Activities		8,246
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from related party debt		9,402
Net Cash Provided by Financing Activities		9,402
Net (Decrease) Increase in Cash		-
Cash at Beginning of Period		-
Cash at End of Period	\$	-
<u>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</u>		
Cash paid during the year for:		
Interest	\$	-
Franchise and Income Taxes	\$	-
<u>NON-CASH FINANCING DISCLOSURE:</u>		
Common Stock Issued for Conversion of Related Party Debt	\$	15,402

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

AXM PHARMA, INC.
NOTES TO FINANCIAL STATEMENTS
March 31, 2018
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

AXM Pharma, Inc. was originally incorporated in the State of Nevada on June 24, 1999 as Wholesale On the Net, Inc. In April 2001 the Company changed its name to Wickliffe International Corp., in March 2003 the Company changed its name to Axiom Pharmaceuticals, Inc. and in October 2003 the Company changed its name to AXM Pharma, Inc. its current name.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). 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.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At March 31, 2018, cash equivalents amounted to \$0.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at March 31, 2018 of \$34,806,472 and its liabilities exceeded its assets. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – STOCKHOLDERS' DEFICIT

Shares authorized

The Company is authorized to issue 790,000,000 shares of common stock with a par value of \$0.001 per share. As of March 31, 2018, 408,602,838 shares were issued and outstanding, respectively.

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value \$.001 per share. As of March 31, 2018, 3,000,000 Series C preferred shares were issued and outstanding, respectively.

Capital Stock Issued

During the quarter ended March 31, 2018, the Company issued 250,000,000 shares of common stock of which 154,020,000 shares were issued for repayment of related party debt totaling \$15,402 and 95,980,000 shares were issued for consulting services totaling \$9,598.

ITEM 6 DESCRIBE THE ISSUER’S BUSINESS, PRODUCTS AND SERVICES

Description of the issuer’s business operations:

AXP Pharma Inc. manufactures and distributes a diverse group of over the counter and prescription pharmaceutical and nutraceutical products.

Date and State (or Jurisdiction) of Incorporation: June 24, 1999 – Nevada

The issuer’s primary and secondary SIC Codes: 2834

The issuer’s fiscal year end date: 12/31

ITEM 7 DESCRIBE THE ISSUER’S FACILITIES

The Company has no facilities to list.

ITEM 8 OFFICER, DIRECTORS AND CONTROL PERSONS

A. Names of Officers, Directors, and Control Persons.

Full Name: Joseph Arcaro

Title: Chief Executive Officer / Chief Financial Officer / Secretary / Chairman of the Board of Directors

Business Address: 3651 Lindell Road, Unit D-344, Las Vegas, NV 89103

Compensation: None

Biography – Mr. Arcaro is an experience entrepreneur. He has over 15 years of experience in the brokerage and venture capital business.

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);

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.

C. Beneficial Shareholders. The following table sets forth, as of May 14, 2018, the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of AXM Pharma, Inc.'s equity securities.

<u>Name</u>	<u>Number of Shares Beneficially Owned</u>	<u>Class</u>	<u>Percentage of Class ^{(1) (2)}</u>
Algonquin Partners, Inc. 22837 Pacific Coast Highway #632 Malibu, CA 90265	350,000,000 ⁽³⁾	Common	85.7%
	3,000,000 ⁽⁴⁾	Series C Preferred Stock	100%

- (1) The above percentages are based on 408,602,838 shares of common stock outstanding as of May 14, 2018.
- (2) The above percentages are based on 3,000,000 shares of Series C preferred stock outstanding as of May 14, 2018.
- (3) 100,000,000 shares of common stock held by Algonquin Partners, Inc. of which Joseph Arcaro is Chief Executive Officer.
- (4) 3,000,000 shares of Series C preferred shares held by Algonquin Partners, Inc. of which Joseph Arcaro is Chief Executive Officer.

ITEM 9 THIRD PARTY PROVIDERS:

Legal Counsel

Bauman & Associates Law Firm
Frederick C. Bauman
6228 Dartle Street
Las Vegas, NV 89130
Phone: (702) 533-8372

Accountant or Auditor

None.

Investor Relations Consultant

None.

Other Advisor.

None.

ITEM 10 ISSUER CERTIFICATION

I, Joseph Arcaro, certify that:

1. I have reviewed this quarterly report of AXM PHARMA, 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.

Date: May 14, 2018

/s/ Joseph Arcaro

Joseph Arcaro

Chief Executive Officer and Chief Financial Officer

(Principal Executive Officer and Principal Financial Officer)