QUARTERLY REPORT

Amendment No. 1.

For the Period Ended December 31, 2018

Pursuant to Rule 15c2-(11)(a)(5)

ITEM 9 LABS CORP.

Dated: February 22, 2019

All information contained in this Annual Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

<u>ITEM 9 LABS CORP.</u>
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This Amendment No. 1 Quarterly Report amends the Company's Quarterly Report for quarter ended December 31, 2018, as filed with OTC Markets Group on February 19, 2019 (the "Original Filing"). The purpose of this Amendment No. 1 is to correct disclosures made in Item 4, Issuance History.

ITEM 9 LABS CORP.

Quarterly Disclosure Statement

All information contained in this Quarterly Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Quarterly Report.

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

Item 9 Labs Corp. (hereinafter referred to as "Item 9 Labs," "Issuer" or the "Company")

The names and history of the Issuer's predecessors:

The Company was incorporated in the state of Delaware under the name Crown Dynamics Corp on June 15, 2010. On October 26, 2012, the Articles of Incorporation were amended to reflect a name change to Airware Labs Corp, and on April 2, 2018, they were amended again to reflect the name change to Item 9 Labs Corp.

ITEM 2. ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Item 9 Labs Corp.
16211 North Scottsdale Rd, Suite A6A-466
Scottsdale, AZ 85254
Phone: 877-876-4868
Website: www.item9labscorp.com

Investor Relations Firm:
None

ITEM 3. SECURITY INFORMATION

Trading symbol

The Company's trading symbol is INLB.

The Company's CUSIP

CUSIP for common stock is 46564C 203.

Par of Stated Value:

Common Stock – Par Value $0.0001

Shares Authorized:

The Company is authorized to issue Two Billion (2,000,000,000) shares of common stock.

Shares Outstanding:

Common Stock

(i)	Period End Date:	December 31, 2018*
(ii)	Number of shares authorized:	2,000,000,000
(iii)	Number of shares outstanding:	60,796,642
(iv)	Freely tradable shares (public float):	852,091
(v)	Total number of shareholders of record:	256

**On October 18, 2018, the Company completed a 1-for-20 reverse stock split. This period reported the post-split numbers.*

***As of February 22, 2019 there are 62,796,642 shares of common stock issued and outstanding held by 256 shareholders of record, and of which 1,060,129 of which are free trading.*

Transfer Agent

Nevada Agency and Transfer Company*
50 W. Liberty St., Suite 880
Reno, NV 89501
Phone: (775) 322-0626

*The transfer agent is registered under the Securities and Exchange Act of 1934 and is regulated by the Securities and Exchange Commission.

Restrictions on the transfer of any 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:

Effective October 18, 2018, the Company completed a 1-for-20 reverse split of its issued and outstanding common stock.

On March 20, 2018, the Company closed on an Agreement and Plan of Exchange to acquire all of the membership interests of BSSD Group, LLC ("BSSD"), an Arizona limited liability company formed on May 2, 2017, in exchange for newly issued restricted shares of the Company's common stock (the "Shares"), which represent approximately 75% of the issued and outstanding shares of the Company's common stock on a fully-diluted basis. The 40,355,771 Shares were distributed pro-rata to the BSSD members. As part of the agreement, the Company agreed to increase its authorized shares of common stock to two billion.

On November 26, 2018, the company's wholly owned subsidiary AZ DP Holdings, LLC (AZDP) performed an asset acquisition of the majority of the assets of Arizona DP Consulting, LLC (AZDPC), a consulting firm specializing in obtaining marijuana dispensary permits and cannabis related business plans. Information related to the acquisition can be found in Note 5 to our Notes to Financial Statements.

ITEM 4. ISSUANCE HISTORY

To the best knowledge of the present management of the Company, the list identified below identifies all events, in chronological order, that resulted in changes in total shares outstanding by the Company (1) within the two-year period ending on the last day of the Company's most recent fiscal year and (2) since the last day of the Company's most recent fiscal year.

Subsequent to the quarter ended December 31, 2018, a total of 2,000,000 shares of common stock were issued. The following is a breakdown of those issuances:

Viridis Group I9 Capital LLC, an entity associated with our director Mr. Bowden, was issued 2,000,000 shares pursuant to Securities Purchase Agreement dated October 17, 2018.

During the quarter ended December 31, 2018, a total of 6,030,000 shares of common stock were issued. The following is a breakdown of those issuances:

Viridis Group I9 Capital LLC, an entity associated with our director Mr. Bowden, was issued 3,000,000 shares pursuant to Securities Purchase Agreement dated October 17, 2018.

Sara Gullickson, the former President and current CEO of the Company was issued 3,000,000 shares pursuant to the Asset Acquisition Agreement dated November 26, 2018.

On November 26, 2018, the Company issued 15,000 shares of common stock for consulting services provided by Axiom Group.

On December 17, 2018, the Company issued 15,000 shares of common stock for consulting services provided by Axiom Group.

During the quarter ended September 30, 2018, the Company has issued 33,356 shares of common stock for consulting services in the amount of $100,000.

For the quarter ended June 30, 2018, a total of 1,511,600 shares of common stock were issued. The following is a breakdown of those issuances:

Between May 17, 2018 and June 26, 2018, the Company issued 1,511,600 shares of common stock per subscription agreements totaling $1,511,600.

For the quarter ended March 31, 2018, a total of 45,702,504 shares of common stock were issued. The following is a breakdown of those issuances:

On January 31, 2018, the Company issued 202,400 shares of common stock to our primary debt holder as payment for interest on loans for October 2017 through January 2018.

On March 20, 2018, the Company issued 5,144,333 shares of common stock to our primary debt holder for the conversion of $506,000 of note principal and $8,433 of interest.

On March 20, 2018, the Company issued 40,355,771 shares of common stock to the members of BSSD for their membership interests.

For the quarter ended December 31, 2017, the Company had no issuances of common stock.

For the quarter ended September 30, 2017, a total of 15,180 shares of common stock were issued. The following is a breakdown of those issuances:

On September 30, 2017, the Company issued 15,180 shares of common stock to our primary debt holder as payment for interest on loans to the Company for July through September 2017.

For the quarter ended June 30, 2017, a total of 25,300 shares of common stock were issued. The following is a breakdown of those issuances:

On June 30, 2017, the Company issued 25,300 shares of common stock to our primary debt holder as payment for interest on loans to the Company for February through June 2017.

For the quarter ended March 31, 2017, a total of 66,146 shares of common stock were issued. The following is a breakdown of those issuances:

On January 31, 2017, the Company issued 55,300 shares of common stock to our primary debt holder as payment for interest on loans to the Company for September 2016 through January 2017. The Company also issued 10,846 shares of common stock for the payment of consulting services rendered to the Company between October 1, 2015 and June 30, 2016.

For the quarter ended December 31, 2016, the Company had no issuances of common stock.

ITEM 5 FINANCIAL STATEMENTS

ITEM 9 LABS CORP. AND SUBSIDIARY
(FORMERLY AIRWARE LABS CORP.)
UNAUDITED CONSOLIDATED CONDENSED BALANCE SHEETS

		December 31, 2018		December 31, 2017
ASSETS				
Current Assets:				
Cash	$	2,494,639	$	22,645
Accounts receivable		335,536		22,100
Deferred costs		954,429		103,910
Notes and interest receivable		246,091		-
Receivable for sale of Airware assets		639,000		-
Prepaid expenses and other current assets		17,477		1,400
Total current assets		4,687,172		150,055
Property and equipment, net		1,231,002		954,357
Investment in Health Defense, LLC		100,000		-
Deposit on land purchase from related party		200,000		-
Receivable for sale of Airware assets, net of unamortized discount of $50,912		260,583		-
Intangible Assets		9,000,000		-
Total Assets	$	15,478,757	$	1,104,412
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Accounts payable	$	660,350	$	51,671
Accrued payroll		59,517		-
Accrued compensated absences		16,599		-
Accrued interest		11,755		-
Accrued expenses		73,605		-
Convertible notes payable		20,000		-
Total current liabilities		841,826		51,671
Long term dabt		1,500,000		-
Total liabilities		2,341,826		51,671
Commitments and Contingencies				
Stockholders' Equity:				
Common stock, par value $.0001 per share, 2,000,000,000 shares authorized; 60,796,642 and 375,959 shares issued and outstanding at December 31, 2018 and 2017, respectively		6,080		38
Additional paid-in capital		14,162,205		1,150,113
Accumulated deficit		(982,876)		(97,410)
Total Item 9 Labs Corp stockholders' equity		13,185,409		1,052,741
Noncontrolling Interest		(48,478)		-
Total Liabilities and Stockholders' Equity	$	15,478,757	$	1,104,412

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

ITEM 9 LABS CORP. AND SUBSIDIARY
(FORMERLY AIRWARE LABS CORP.)
UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

	Three months ended	
	December 31, 2018	**December 31, 2017**
Revenues, net	$ 1,017,097	$ 224,325
Cost of services	478,880	107,625
Gross profit	538,217	116,700
Operating expenses		
Professional fees and outside services	199,693	22,277
Payroll and employee related expenses	315,616	-
Sales and marketing	75,292	3,899
Other operating expenses	141,240	6,411
Total expenses	731,841	32,587
Loss from operations	(193,624)	84,113
Other income (expense)		
Interest income	32,513	-
Total other income, net	32,513	-
Net income (loss)	$ (161,111)	$ 84,113
Less: Net income (loss) attributable to noncontrolling interest	$ (48,478)	$ -
Net income attributable to Item 9 Labs Corp	$ (112,633)	$ 84,113
Basic and diluted net loss per common share	$ (0.00)	$ 0.22
Basic and diluted weighted average common shares outstanding	56,851,805	375,595

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

ITEM 9 LABS CORP. AND SUBSIDIARY
(FORMERLY AIRWARE LABS CORP.)
UNAUDITED CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

	Three months ended	
	December 31, 2018	**December 31, 2017**
Operating Activities:		
Net loss	$ (161,111)	$ 84,113
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	12,961	11,277
Interest accrued on notes receivable	(21,017)	
Common stock issued for services	30,000	-
Interest accretion from receivable	(11,495)	-
Changes in operating assets and liabilities:		
Accounts receivable	(271,402)	2,700
Deferred costs	(335,711)	(62,873)
Prepaid expenses	(11,370)	(1,400)
Accounts payable	(65,160)	(593)
Accrued payroll	22,784	-
Accrued compensated absences	(827)	-
Accrued interest	400	-
Accrued expenses	(7,758)	-
Net Cash Used in Operating Activities	(819,706)	33,224
Investing Activities:		
Purchases of property and equipment	(9,921)	(24,439)
Cash paid for purchase of AZ DP Counsulting LLC	(1,500,000)	-
Net Cash Used in Investing Activities	(1,509,921)	(24,439)
Financing Activities:		
Proceeds from the sale of common stock, net of issuance costs	3,150,000	-
Net Cash Provided by Financing Activities	3,150,000	-
Net (Decrease)/Increase in Cash	820,373	8,785
Cash - Beginning of Period	1,674,266	13,860
Cash - End of Period	$ 2,494,639	$ 22,645
Supplemental disclosure of cash flow information:		
Interest paid in cash	$ -	$ -
Income taxes paid in cash	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities:		
Stock issued for asset acquisition of Arizona DP Consulting, LLC	$ 7,500,000	$ -

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

Note 1 - Summary of Significant Accounting Policies

Basis of Presentation and Organization

Item 9 Labs Corp. ("Item 9 Labs" or the "Company"), formerly Airware Labs Corp., is a Delaware corporation. The Company was incorporated under the laws of the State of Delaware on June 15, 2010 as Crown Dynamics Corp. On October 26, 2012, the Articles of Incorporation were amended to reflect a name change to Airware Labs Corp, and on April 2, 2018, they were amended again to reflect the name change to Item 9 Labs Corp.

On March 20, 2018, the Company closed on an Agreement and Plan of Exchange to acquire all of the membership interests of BSSD Group, LLC ("BSSD"), an Arizona limited liability company formed on May 2, 2017, in exchange for newly issued restricted shares of the Company's common stock (the "Shares"), which represent approximately 75% of the issued and outstanding shares of the Company's common stock on a fully-diluted basis. The 807,115,416 Shares were distributed pro-rata to the BSSD members. As part of the agreement, the Company agreed to increase its authorized shares of common stock to two billion.

For accounting purposes the transaction is being recorded as a reverse recapitalization, with BSSD as the accounting acquirer. Consequently, the historical pre-merger financial statements of BSSD are now those of the Company. The accompanying consolidated financial statements reflect the consolidated operations of the Company from March 20, 2018.

Through a licensing agreement, the Company grows medical marijuana and produces cannabis related products at their facility in Pinal County, Arizona on behalf of licensed medical marijuana dispensaries in the state of Arizona. The major assets of the Company, consisting of five acres of land and a cultivation facility, were contributed by the members of BSSD in May 2017 and were recorded at the historical carrying value (original cost less any related accumulated depreciation) of the member as of the contribution date.

On September 12, 2018, the Company executed a $1,500,000 promissory note (see Note 7) which was used to make a capital contribution into of Strive Management, LLC, a Nevada limited liability company ("Strive Management"). In exchange for the contribution, the Company received a 20% membership interest in Strive Management. The remaining interests are held by three individuals one of which is the Company's current Chief Executive Officer. Through a management agreement with Strive Wellness of Nevada, LLC, a related party, Strive Management will facilitate the cultivation, processing and distribution of marijuana in Nevada. Strive Wellness of Nevada, LLC has been allocated cultivation, processing and distribution licenses from the State of Nevada. Additionally, the Company will acquire an additional 31% ownership of Strive Management upon the approval from the State of Nevada to operate the cultivation and processing facility.

Unaudited Interim Financial Statements

The interim condensed consolidated financial statements of the Company as of December 31, 2018 and 2017, and for the periods then ended, are prepared in accordance with the instructions to Form 10-Q. Accordingly, the accompanying condensed consolidated financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States (U.S. "GAAP"). However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of December 31, 2018 and the results of its operations and its cash flows for the periods ended December 31, 2018 and 2017. These results are not necessarily indicative of the results expected for the fiscal year ended September 30, 2019.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated.

Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could materially differ from those estimates. Significant estimates of the Company include accounting for depreciation and amortization, deferred income taxes, accruals and contingencies, goodwill, the fair value of common stock and the estimated fair value of stock options and warrants.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a remaining maturity of three months or less to be cash equivalents.

Deferred Costs

Deferred costs consist of the costs directly related to the production and cultivation of marijuana crops. Deferred costs are relieved to cost of services as products are delivered to dispensaries.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is provided for on the straight-line method, over the estimated useful lives of the assets. Maintenance and repairs that neither materially add to the value of the property nor appreciably prolong its life are charged to expense as incurred. Betterments or renewals are capitalized when incurred. Gains and losses on the disposition of property and equipment are recorded in the period incurred.

The estimated useful lives of property and equipment are:

• Cultivation equipment	2-5 years
• Office furniture and equipment	5-7 years
• Buildings	30 years

Income Taxes

The Company accounts for income taxes under FASB ASC 740, *Income Taxes*. Deferred income tax assets and liabilities are determined based upon differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Revenue Recognition

On October 1, 2017, the Company adopted ASC Topic 606, "Revenue from Contracts with Customers" ("ASC 606") and all the related amendments. The Company elected to adopt this guidance using the modified retrospective method. The adoption of this guidance did not have a material effect on the Company's financial position, results of operations or cash flows.

The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation.

All of the Company's revenue is associated with a customer contract that represents an obligation to perform services that are delivered at a single point in time. Any costs incurred prior to the period in which the services are performed to completion are deferred and recognized as cost of services in the period in which the performance obligations are completed. Since the Company's revenue is generated from one customer contract, the Company does not have material contract assets or liabilities that fall under ASC 606. For the periods presented, all revenues were generated for performance obligations completed in the State of Arizona.

The Company recognizes revenue as services are rendered. Services are considered complete upon successful delivery of the product to the dispensary as the Company has no further performance obligations at this point in time and collection is assured. Per the dispensary contract, the Company is paid 85% of the wholesale market price of the marijuana for the services rendered.

The Company's revenues accounted for under ASC 606, do not require significant estimates or judgments based on the nature of the Company's revenue stream. The sales price is generally fixed at the point of sale and all consideration from the contract is included in the transaction price. The Company's contracts do not include multiple performance obligations or variable consideration.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments, consisting of cash, accounts payable, accrued expenses and convertible notes payable, approximate fair value due to their short term to maturity.

Goodwill

Goodwill is not amortized but is instead tested for impairment if events or changes in circumstances indicate that an impairment loss may have occurred. In the impairment test, the carrying amount of the reporting unit, including goodwill, is compared to its fair value. When the carrying amount of the reporting unit exceeds its fair value, a goodwill impairment loss is recognized up to a maximum amount of the recorded goodwill related to the reporting unit. Goodwill impairment losses are not reversed.

Intangible Assets

Intangible assets consist of patents, intellectual property and customer base, and are amortized over the period that the Company believes best reflects the period in which the economic benefits will be consumed. The Company evaluates intangible assets with definite lives for recoverability when events or circumstances indicate that these assets might be impaired. The Company tests those assets for impairment by comparing their respective carrying values to estimates of the sum of the undiscounted future net cash flows expected to result from the assets. If the carrying amount of an asset exceeds the sum of the undiscounted net cash flows expected from that asset, the Company recognizes an impairment loss based on the amount by which the carrying value exceeds the fair value of the asset.

Net Loss Per Share

Basic earnings per share does not include dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution of securities that could share in the earnings of an entity. Dilutive securities are not included in the weighted average number of shares when inclusion would be anti-dilutive. At December 31, 2018, there were 608,509 shares underlying convertible notes payable, warrants and options.

Note 2 – Reverse Recapitalization

The Company accounted for the Agreement with BSSD as a reverse recapitalization, with BSSD being the accounting acquirer. In its determination that BSSD was the accounting acquirer, the Company considered pertinent facts and circumstances, including the following: (i) the BSSD owners received the largest portion of the voting rights of the combined entity; (ii) the management team of the combined entity is primarily comprised of owners or management of BSSD; (iii) the continuing business of the combined entity will be the business of BSSD.

Note 3 - Property and Equipment, Net

The following represents a summary of our property and equipment as of December 31, 2018 and 2017:

		2018		2017
Manufacturing Equipment	$	154,059	$	115,503
Construction in progress		243,689		-
Land and Building		913,314		843,007
		1,311,062		958,510
Accumulated Depreciation		(80,060)		(17,313)
	$	1,231,002	$	941,197

Depreciation expense was $12,961 for the three months ended December 31, 2018.

Note 4 – Sale of Airware Assets and Investment in Health Defense LLC

On May 3, 2018, the Company entered into an intellectual property sales agreement with Health Defense LLC. Pursuant to the terms of the agreement, the Company sold all of the assets related to the former business of the Company, nasal dilator sales.

In consideration for entering into the agreement, the Company received: (i) $300,000 in cash at execution, (ii) $700,000 in cash within one year of execution and (iii) an additional $300,000 by December 31, 2019. The $300,000 amount receivable by December 31, 2019, is contingent on the buyer generating sufficient revenue or the buyer's affiliate earning a profit, is unsecured, non-recourse, and presented at fair value.

The assets sold included:

Manufacturing equipment	$	6,150
Patents & intellectual property		23,800
Customer base		38,000
Goodwill		1,232,050
Total assets sold	$	1,300,000

As additional consideration, the Company was also given a 10% ownership interest in Health Defense LLC. This ownership is valued at $100,000 and is reflected on the balance sheet. The Company recognized a gain on the sale in the amount of $29,930.

Note 5 – Asset Acquisition

On November 26, 2018, the company's wholly owned subsidiary AZ DP Holdings, LLC (AZDP) performed an asset acquisition of the majority of the assets of Arizona DP Consulting, LLC (AZDPC), a consulting firm specializing in obtaining marijuana dispensary permits and cannabis related business plans. The purchase price was $1,500,000 in cash and 3,000,000 shares of restricted common stock having an aggregate value of $7,5000,000 or $2.50 per share based on current market price of the Company shares at time asset purchase agreement was executed. Pursuant to the agreement, Sara Gullickson transitioned from President to CEO and became a member of the board of directors of the company. Additionally, AZDP agreed to hire the employees of AZDPC and lease its existing office space which requires $3,200 of monthly rent through May 2019. This acquisition effectively terminates the contract dated June 26, 2018 described in Note 11. An asset allocation for the purchase has not been completed though is in process. As such, the entire purchase price has been allocated to Intangible Assets. The purchase included the websites dispensarypermits.com and dispensarytemplates.com.

Note 6 – Notes Receivable

On May 11, 2018, the Company entered into a Promissory Note Agreement with borrower in principal amount of $150,000. This is a one year note with 20% non-compounded annual interest payable at maturity. It is convertible at the discretion of the Company into a unit offering of the borrower at a 15% discount. The note is personally guaranteed by the borrower.

On May 15, 2018, the Company entered into a Promissory Note Agreement with borrower in principal amount of $60,000. This is a one year note with 15% non-compounded annual interest payable at maturity. It is convertible at the discretion of the Company into an interest in a strategic partnership of ownership and operations of a certain dispensary license. The note is personally guaranteed by the borrower.

For the three months ended December 31, 2018, the Company has accrued $9,616 of interest receivable related to these notes.

Note 7 – Unsecured Convertible Notes Payable

The Company has one convertible note payable with principal balances totaling $20,000 which were due in August 2012, are unsecured, carry an interest rate of 8% and are convertible to common stock at $.50 per share.

Note 8 – Long Term Debt

On September 13, 2018, the Company entered into a Loan and Revenue Participation Agreement with Viridis Group I9 Capital LLC ("Viridis") in which Viridis has agreed to loan the Company up to $2.7 million for the expansion of the Company's Arizona and Nevada properties (see Note 11). As of September 30, 2018, the Company has received $1,500,000 of proceeds from Viridis in the form of a promissory note. The $1,500,000 proceeds were utilized to acquire a 20% ownership in Strive Management, LLC as described in Notes 1 and 8. In exchange for the loan, Viridis will be repaid in the form of waterfall revenue participation schedules. Viridis shall receive 5% of the Company's gross revenues from Nevada operations, until the loan is repaid, 2% until repaid 200% of the amount loaned, and 1% of gross revenues in perpetuity or until a change in control. Payments on the loan will commence 90 days after the Nevada operation begins earning revenue. Parties acknowledge that the Company is expected to own only 51% of the Nevada operations and therefore Viridis' revenue participation is limited to the Company's interest.

Note 9 – Variable Interest Entity

As of September 30, 2018, the Company has determined that it holds a variable interest in Strive Management due to the Company being its sole source of capital. Further, the Company has agreed to raise $4,000,000 on Strive Management's behalf through promissory note agreements that the Company will guarantee. No funds have been raised as of the date of these financial statements. If the funds are not raised, the additional 31% interest due to the Company upon operational approval from the State of Nevada as discussed in Note 1 would be subject to reclamation by the other members of Strive Management. The Company has been determined to be the primary beneficiary of Strive Management has the Company has the power to direct the activities that significantly impact Strive Management's economic performance and the obligation to absorb losses. Strive Managements financial statements as of September 30, 2018 have been consolidated with the Company. The only transaction that has occurred in Strive Management as of September 30, 2018 is the Company's $1,500,000 contribution. Upon consolidation, the asset of Strive Management was recorded at its carrying amounts. The effects of consolidating Strive Management resulted in an increase in assets of $1,500,000.

Note 10 - Concentrations

For the three months ended December 31, 2018, 100% of the Company's revenue was generated from a single customer.

Note 11 - Commitments and Contingencies

The production and possession of marijuana is prohibited by the United States of America, though the state of Arizona allows these activities to be performed at licensed facilities such as BSSD. The Company does not believe the federal prohibition of these activities will negatively impact the business. As such, the Company has not elected to record a related accrual contingency.

The Company is in default on a convertible note payable totaling $20,000. The Company has attempted to communicate with the note holder to request extensions or conversion, but has been unsuccessful in doing so. The full balance on this note is included in current liabilities.

On April 20, 2018, the Company entered into an agreement for the purchase of approximately 44 acres of land from an affiliate of a founding member of BSSD. The purchase price of the property is $3,000,000, payable as follows; (i) $200,000 deposited with escrow agent as an initial earnest money deposit, (ii) on or before February 1, 2019, the Company will deposit an additional $800,000 into escrow as additional earnest money deposit and (iii) the balance of the purchase price shall be paid via a promissory note. The earnest money amounts are non-refundable.

On June 26, 2018, the Company entered into a contractor agreement with Chase Herschman pursuant to which he will provide services in exchange for $120,000 annually, payable each month; up to $420,000 in common stock options which shall vest upon the occurrence of certain benchmarks and a commission of 1% of the gross profits of the Company. The term of the agreement is a period of three years.

On September 13, 2018, the Company entered into a Loan and Revenue Participation Agreement with Viridis Group I9 Capital LLC ("Viridis"). Viridis agreed to make secured loans of up to $2.7 million to the Company which is represented by two separate notes, one for the construction and enhancement of the Company's Arizona property and one for the Company's proposed ventures in Nevada. In exchange for the loans, Viridis will be repaid in the form of waterfall revenue participation schedules. Viridis shall receive 5% of the Company's gross revenues from each of the Company's Arizona and Nevada operations, respectively, until the loan is repaid, 2% until repaid 200% of the amount loaned, and 1% of gross revenues in perpetuity or until a change in control.

Under the terms of the Loan and Revenue Participation Agreement, upon a change in control of the Company, Viridis will be entitled to receive 200% of the principal amount of the loans to the Company computed after considering previous revenue participation payments through the date of change of control and 1% of the aggregate sales price or consideration received in the change in control transaction.

As of September 30, 2018, the Company received the $1,500,000 and invested the funds in Strive Management (see Notes 7 and 8). The remaining $1,200,000 has been provided by Viridis directly to contractors of the Arizona property from an account owned and controlled by Viridis. The Company will record the $1,200,000 as a long-term debt upon the completion of the Arizona facility expansion, as agreed upon in the terms of the note which is expected to occur in February or March 2019.

As part of the agreement to invest in Strive Management, the Company has committed to raise funding of approximately $4,000,000 through promissory notes that the Company will guarantee so that Strive Management can develop the property in Nevada through promissory notes that the Company will guarantee.

In October 2018, the Company entered into a cancellable agreement with an unrelated company to provide ongoing professional and marketing services. The agreement calls for cash payments of $15,000 monthly and issuance of common stock of 15,000 shares each month.

Note 12 – Related Party Transactions

As discussed in Note 1, on March 20, 2018, the Company issued 40,355,771 shares of common stock to the members of BSSD for their membership interests.

As discussed in Note 8, the Company has entered into an agreement as of April 20, 2018 for the purchase of land. The land owner is one of the original members of BSSD and a current employee of the Company.

As discussed in Note 8, on May 8, 2018, the Company issued 450,000 options for the purchase of common stock to three board members.

As discussed in Note 13, on May 8, 2018, the Company issued 22,500 options for the purchase of common stock to three board members.

As discussed in Notes 7 and 11, the Company has entered into a Loan and Revenue Participation Agreement and Promissory Note with Viridis. The member of Viridis was elected to the Company's board of directors on December 21, 2018

On August 7, 2018, the Company issued our Company president 33,356 shares of common stock valued at $100,000 as required under a contractor agreement (see Note 11).

Note 13 - Stockholders' Deficit

Common Stock

During the three months ended December 31, 2018, the Company raised $3,000,000, via private placement from a related party, Viridis I9 Capital, LLC. The selling price was $1 per share for a total of 3,000,000 shares of common stock issued. Viridis committed to an additional $2,000,000 for another 2,000,000 which was completed February 2019.

As discussed in Note 5, the Company issued 3,000,000 shares of common stock to it's president for the asset acquisition of substantially all the assets of Arizona DP Consulting, LLC.

During the three months ended December 31, 2018, the Company issued 30,000 shares of common stock as payment for services rendered.

Warrants

As of December 31, 2018, there are 311,017 warrants for purchase of the Company's common stock outstanding. The Company had no warrant activity during the three months ended December 31, 2018.

Stock Options

On May 8, 2018, the Company granted 22,500 stock options to board members. The options are exercisable at $2.40 per share with a ten year term. The options will vest equally over three years unless there is a change of control of the Company. As of December 31, 2018, there are 294,991 stock options outstanding.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain statements in this analysis are not statements of historical facts but are instead statements of management's opinions of the current financial position of the Company, its historical results of operations, and expectations of future operating results. These opinions, expectations and forward-looking statements should be considered as such as future results may differ from management's expectations due to a variety of different factors.

Item 9 Labs Corp and its subsidiaries is a publicly traded company quoted on the OTC Markets under the symbol "INLB". We are based in Southern Arizona and operate a cannabis grow and production operation on one of the largest properties zoned for cannabis operations in the United States.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to assist the readers of the financial statements to better understand Item 9 Labs Corp, financially, operationally and the business environment in which we operate. The MD&A is provided as a supplement to our consolidated financial statements and notes to the financial statements and should be read in conjunction with those financial statements. The MD&A includes the following sections:

Our Business - a general description of our business and the cannabis industry, including our objectives to accomplish our plans

Critical Accounting Policies and Estimates - a summary of significant or challenging accounting policies

Review of Operations – an analysis of the operating results of our Company

Liquidity – an analysis of the cash flows of the Company

Future Activities – a summary of the strategy of the business going forward

Our Business

Item 9 Labs produces premium cannabis and cannabis related products in a rapidly growing market. We currently offer more than 300 products that we group in the following categories: flower; concentrates; distillates; and hardware. Our product offerings will continue to grow as we develop new products to meet the needs of the end-users. We make our products available to consumers through licensed dispensaries in Arizona. In just over 13 months from our first product delivery, Item 9 Labs products are now carried in more than 40 dispensaries throughout the state of Arizona.

We believe our past and future success is dependent on our ongoing ability to understand the needs and desires of the consumers; and we develop and offer products that meet their needs.

The objective of Item 9 Labs is to leverage our assets (tangible and intangible) to fuel the growth of our share of the Arizona cannabis market, as well as expand the geographical reach of our products into markets outside of Arizona, with the ultimate goal of providing comfortable cannabis health solutions to a larger population in a manner that will create value for our shareholders.

We will expand into other markets through various methods but will utilize strategic partnerships as necessary to provide the synergies to assist in our growth. As part of this expansion plan, we acquired land in Pahrump, Nevada to build our second production facility. Through partnerships, we obtained cultivation, production and distribution licenses in the state of Nevada. Additionally, we have plans to expand to an additional 6-8 markets by December 2019.

Critical Accounting Policies and Estimates

The Consolidated Financial Statements attached hereto are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). As such, all significant accounting policies are described in Note 1 of the Notes to Consolidated Financial Statements which should be read alongside the Consolidated Financial Statements. The following accounting policies are critical in that it is imperative that the financial statement reader understand these policies to understand how the financial statements were prepared:

Deferred Costs

Revenue Recognition

There were no significant estimates in the financial statements presented.

Review of Operations

The following table represents the results of the operating company (Left Side) of Item 9 Labs Corp and the results of the Corporation and its remaining subsidiaries for the three months ended December 31, 2018 and 2017:

ITEM 9 LABS CORP. AND SUBSIDIARY
(FORMERLY AIRWARE LABS CORP.)
CONDENSED UNAUDITED SCHEDULE OF OPERATIONS

	Operating Company Three months ended		Non-Operating Companies Three months ended	
	December 31, 2018	**December 31, 2017**	**December 31, 2018**	**December 31, 2017**
Revenues, net	$ 1,017,097	$ 224,325	$ -	$ -
Cost of services	478,880	107,625	-	-
Gross profit	538,217	116,700	-	-
Operating expenses	297,183	32,587	434,658	-
Loss from operations	241,034	84,113	(434,658)	-
Other income	-	-	32,513	-
Noncontrolling interest	-	-	(48,478)	
Net Income (Loss)	$ 241,034	$ 84,113	$ (353,667)	$ -

Revenues

Total Revenues for the quarter ended December 31, 2018 were $1,017,097 compared to the quarter ended December 31, 2017 of $224,325, an increase of $792,772 or 353%. This increase was primarily due to an overall increase in monthly sales as production and demand for our products grew.

Costs of Revenues and Gross Profit

Costs of revenues consist primarily of labor, materials, supplies and utilities. Profit margin was 53% for the quarter ended December 31, 2018 compared to quarter ended December 31, 2017 of 52% as the Company is growing into Management believes these costs will increase at a much lower rate than revenues and production in future periods, which will lead to higher profit margins than these historical figures illustrate.

Operating Expenses

Operating Company - Total operating expenses for the quarter ended December 31, 2018 were $297,183 compared to $32,587 the quarter ending December 31, 2017, an increase of $264,596. This increase was expected as BSSD was just beginning operations in the quarter in 2017. Management believes the current operating expenses will support the continued revenue growth.

Non-Operating Companies – The $434,658 ($353,667 attributable to Item 9 Labs Corp) in expenses is predominately wages and professional services as the Item 9 Labs Corp and its non-operating subsidiaries are in ramp up mode for various projects that will begin generating revenues as early as January for some entities, while others will not generate revenue until the fall.

Liquidity

As of December 31, 2018, and 2017, our primary sources of liquidity were cash and cash equivalents, accounts receivable, deferred costs, which totaled $3,784,604 and $148,655 respectively.

Operating Activities

For the quarter ended December 31, 2018 operations used cash of $819,706 compared to $33,224 provided by operations for the same period in 2017. The increased use of cash is primarily due to the increase in accounts receivable and investments in deferred costs.

Investing Activities

For the quarter ended December 31, 2018, the company used $1,509,921 in its investing activities. The majority of this was used in the asset acquisition of Arizona DP Holdings LLC.

Financing Activities

The Company's sole financing activities presented were for the issuance of equity securities in the quarter ended December 31, 2018 and had no activity in the same quarter in 2017. The total cash provided by financing activities for the quarter ending December 31, 2018 was $3,150,000.

Future Activities

As mentioned earlier, the future activities of Item 9 Labs Corp include rapid growth and brand expansion throughout markets outside of our current geographic area. We will utilize various methods including strategic partnerships to accomplish these goals.

As part of the overall expansion plan of Item 9 Labs Corp, the Company acquired substantially all the non-real estate assets of Arizona Dispensary Permits, a premier cannabis consulting firm located in Arizona. In the acquisition, we obtained 2 websites, dispensarypermits.com and dispensarytemplates.com, the Intellectual Property associated with the websites, the Strive Dispensary Franchise Model and the Cannabis License Consulting Division of Arizona Dispensary Permits. Management believes the assets and expertise we received in this acquisition will allow us to grow more rapidly by obtaining dispensary permits and other cannabis related licenses in more locations in a much shorter period.

ITEM 6. ISSUER'S BUSINESS, PRODUCTS, AND SERVICES

Date and State of Incorporation

The Issuer was incorporated in the State of Delaware as Crown Dynamics Corp, on June 15, 2010.

Primary and Secondary SIC Codes

Primary: 3843

Issuers Fiscal Year End Date

The Issuer's fiscal year end is September 30.

Business Operations

Business Summary

Item 9 Labs Corp. creates comfortable cannabis health solutions for the modern consumer by developing innovative products and proprietary delivery platforms. The Company is focused on the development of technology and products that administer high-quality medical marijuana through novel and proprietary delivery devices including an intra-nasal delivery system to deliver significant health benefits. The Company is headquartered in Southern Arizona where it owns and operates 50 acres, one of the largest properties in the U.S. zoned to grow and cultivate medical marijuana flower.

Currently, Item 9 is utilizing five acres and intends to implement the remaining 45 acres in accordance with its three-year strategic plan. The property includes a 10,000 square foot, state-of-the-art indoor manufacturing facility with 10,000 square feet of additional capacity under construction. The additional capacity will include a commercial kitchen for infused co-branded products. As part of its growth strategy, the Company is in the process of opening additional cultivation and extraction locations with Nevada underway. Item 9 has a proven track record of providing consumers with high-quality medical marijuana flower and products focused on organic, cost-effective solutions for whole body health. By combining high-quality, medical-grade product with the Company's proprietary nasal mucus-membrane delivery system, Item 9 plans to produce the industry's first market medicated nasal delivery device that administers specific cannabinoid dosing to meet the growing demand of today's modern cannabis consumer.

In late 2018, the Company completed the acquisition of Arizona Dispensary Permits (ADP/Dispensarypermits.com, Dispensarytemplates.com) and all associated assets which include the Strive Dispensary Franchise Model and the Cannabis Licensing Consulting Division of ADP located in Phoenix, Arizona.

Business Plan

Item 9 Labs has a proven track record in administering high-grade medical marijuana and is currently developing an innovative, proprietary intra-nasal delivery system. This progressive approach offers significant health benefits, setting a new benchmark in medicinal marijuana products.

Harnessing breakthrough distillation technology of Delta 8 THC and CBD cannabinoids, Item 9 maintains plant derived natural soil media and nutrient regiments. The Company believes this natural approach generates a superior product through enhanced taste, smell, and effect increasing distinction and customer demand. As a direct result of these organic farming techniques, Item 9's medicinal products currently sell at a price that is 5-10% higher than its local competitors.

The Company is working to gain market leadership in Nevada after receiving cultivation, production and distribution licenses in June of 2018 through a Joint Venture and Operating Agreement with Strive Wellness of Nevada, LLC. Strive Wellness received its Special Use Permit in December 2018. Strive Wellness and the Company are partnering to construct and manage a 20,000 square-foot medical marijuana cultivation and processing facility in Pahrump Nevada. The facility will implement sustainable construction practices suggested by Bowden Investment Group, a company specializing in real estate and environmentally friendly development. Strive Wellness is expected to be operational and to be producing legal medical marijuana products by the end of 2019.

Item 9 Labs will grow through replicating the Nevada expansion operation nationally with discussions underway in several key states with similar medical marijuana legislation.

Business Opportunity

Cannabis is one of the fastest growing industries in the United States. Currently, forty-seven (47) states and the District of Columbia (D.C.) have some form of legal marijuana program. Alaska, Colorado, California, Oregon, Washington, Nevada, Maine, Massachusetts and D.C. have legalized marijuana for adult recreational use. Each jurisdiction's marijuana laws differ to some extent and vary on how to legally access cannabis.

The total economic output from legal cannabis will grow 150% from $16 billion in 2017 to $40 billion by 2021, according to the "US Legal Cannabis: Driving $40 Billion Economic Output" report released by Arcview Market Research, in partnership with BDS Analytics.

US consumer spending on legal cannabis in 2021 of an estimated $20.8 billion will generate $39.6 billion in overall economic impact, 414,000 jobs, and more than $4 billion in tax receipts.

ITEM 7. ISSUER'S FACILITIES

The Issuer's principal offices are located at 16211 N Scottsdale Road, Suite A6A-466, Scottsdale, AZ.

ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS

A. Officers and Directors

Bryce Skalla	President* and Director
Sara Gullickson	Chief Executive Officer** and Director
Robert Mikkelsen	Chief Financial Officer, Secretary and Treasurer
Christopher Wolven	Chief Operating Officer
Jeffrey Rassas	Director
Ronald L. Miller Jr.	Director
Andrew Bowden	Director***

*On November 26, 2018, pursuant to the acquisition of Arizona DP Consulting LLC, Mr. Skalla resigned as CEO and was appointed as President.
** On November 26, 2018, pursuant to the acquisition of Arizona DP Consulting LLC, Ms. Gullickson resigned as President and was appointed as CEO and a member of the Board of Directors.
***Mr. Bowden was appointed a member of the Board of Directors on September 11, 2018

B. Involvement in Certain Legal Proceedings

None of the officers, directors, promoters or control persons of the Issuer have been involved in the past five (5) years in any of the following:

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

(2) The entry of an order, judgment, or decree, not subsequently reverse, 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 bank activities;

(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

(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.

C. Beneficial Shareholders

Security Ownership of Certain Beneficial Owners and Management

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Beneficial Ownership (1)
Directors and Officers:		
Bryce Skalla (2)(9) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	5,632,212	8.95%
Sara Gullickson (3) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	2,305,000	3.66%

Robert Mikkelsen(4) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	0	0%
Jeffrey Rassas ICO (5) Hayjour Family Limited Partnership 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	1,571,903	2.5%
Ronald L. Miller, Jr. (6) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	32,501	0.05%
Andrew Bowden (7) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	3,200,000	5.08%
All directors and officers as a group (6 people)	**12,741,616**	**20.24%**
Beneficial Shareholders greater than 5%		
Stockbridge Enterprises LP (8) 7377 E Doubletree Ranch Rd Suite 200 Scottsdale, AZ 85258	8,774,039	13.94%
Sean Dugan (9) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	8,474,712	13.46%
Mark Murro III (9) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	8,113,712	12.89%
Andrew Poirier (9) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	8,474,712	13.46%
Carlos Curiel (9) 7600 E. Redfield Rd, Suite 100 Scottsdale, AZ 85260	6,456,924	10.26%

(1) Applicable percentage of ownership is based on 62,946,642 shares of common stock outstanding on February 19, 2019. Percentage ownership is determined based on shares owned together with securities exercisable or convertible into shares of common stock within 60 days of February 19, 2019, for each stockholder. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to securities exercisable or convertible into shares of common stock that are currently exercisable or exercisable within 60 days of February 19, 2018, are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Our common stock is our only issued and outstanding class of securities eligible to vote.

(2) Bryce Skalla is the Company's President and Director. Mr. Skalla's beneficial ownership consists of 5,132,212 shares of restricted common stock held in his name and 500,000 shares held by a minor

(3) Sara Gullickson is the Company's CEO and member of the board of directors, and former President. Ms. Gullickson's beneficial ownership consists of 2,305,000 shares which were acquired as consideration for the sale and purchase of Dispensary Permits assets on November 26, 2018.

(4) Robert Mikkelsen is the Company's CFO, Secretary and Treasurer. His beneficial ownership includes 0 shares of restricted common stock.

(5) Jeffrey Rassas is and Director of the Company. Mr. Rassas' beneficial ownership includes: 1,471,903 shares of restricted common stock and 100,000 shares issuable upon the exercise of stock options which have vested as of the date of this report.

(6) Ronald L. Miller, Jr. is a Director of the Company. Mr. Miller's beneficial ownership includes 30,000 shares issuable upon exercise of stock options which have vested as of the day of this report and 2,501 total shares purchased in May 2014, some of which were purchased by Windsor Westfield Management, LLC and some by Chickamauga Enterprises, L.P. Both companies are indirectly controlled by Mr. Miller. The remaining 376 shares are held directly by Mr. Miller.

(7) Andrew Bowden is a Director of the Company as of September 11, 2018. Mr. Bowden's beneficial ownership consists of 200,000 shares purchased via private placement in March 2018 by EBAB, LLC, which is controlled by Mr. Bowden, and 3,000,000 shares purchased by Viridis Group I9 Capital LLC, an entity controlled by Mr. Bowden pursuant to the Purchase Agreement dated October 17, 2018,

(8) Stockbridge Enterprises LP is an Arizona limited partnership controlled by Mitchell A. Saltz, Chairman and Managing Partner.

(9) Skalla, Dugan, Murro, Poirier and Curiel were members of BSSD. On March 20, 2018, the Company closed on an Agreement and Plan of Exchange to acquire all of the membership interests of BSSD in exchange for newly issued restricted shares of the Company's common which were distributed pro-rata to the BSSD members.

ITEM 9. THIRD PARTY PROVIDERS

Counsel:
Horwitz & Armstrong
14 Orchard, Suite 200
Lake Forest, CA 92630

Accountant or Auditor:
D, Brooks & Associates CPA's, P.A.
319 Clematis Street, Suite 318
West Palm Beach, FL 33401

ITEM 10. ISSUER CERTIFICATION

I, Robert Mikkelsen, certify that:

1. I have reviewed this Quarterly disclosure statement of Item 9 Labs Corp.
2. Based on my knowledge, this Quarterly disclosure Report 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 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 represent in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in the disclosure statement.

Date: February 22, 2019
Signature: /s/ Robert Mikkelsen
Chief Financial Officer, Secretary and Treasurer