PERPETUAL INDUSTRIES INC.

QUARTERLY REPORT
(Reviewed)

THREE MONTHS ENDED
OCTOBER 31, 2019

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ITEM 1. FINANCIAL STATEMENTS

Perpetual Industries, Inc.

Financial Statements

PERPETUAL INDUSTRIES, INC.
Condensed Balance Sheets
(Unaudited)

	October 31, 2019	July 31, 2019
ASSETS		
Current assets		
Cash	$ 786,365	$ 951,507
Total current assets	786,365	951,507
Fixed Assets	84,130	84,130
Accumulated depreciation	(64,777)	(63,329)
	19,353	20,801
Note receivable and accrued interest, related party	153,945	150,953
Total non-current assets	173,298	171,754
Total assets	$ 959,663	$ 1,123,261
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	108,674	109,587
Accrued legal expenses	125,000	128,948
Accounts payable and accrued expenses - related parties	136,979	166,002
Convertible notes payable and accrued interest	11,966	58,166
Total current liabilities	382,619	462,703
Non-current liabilities:		
Notes payable and accrued interest	1,372,105	1,346,105
Total liabilities	1,754,723	1,808,808
Commitments and contingencies	-	-
STOCKHOLDERS' DEFICIT		
Common stock, $0.001 par value; 100,000,000 shares authorized 39,491,400 and 35,491,400 issued and outstanding at October 31, 2019 and July 31, 2019, respectively	39,491	35,491
Additional paid in capital	10,176,838	10,177,438
Other accumulated comprehensive loss	(15,085)	(15,233)
Accumulated deficit	(10,996,305)	(10,883,243)
Total stockholders' deficit	(795,061)	(685,547)
Total liabilities and stockholders' deficit	$ 959,663	$ 1,123,261

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

PERPETUAL INDUSTRIES, INC.
Condensed Statements of Operations
(Unaudited)

	Three Months Ended October 31, 2019	Three Months Ended October 31, 2018
Service revenue	$ -	$ -
Operating expenses		
Management service, related party	18,114	14,959
Stock-based compensation	3,400	-
General and administrative expenses, related party	2,790	3,439
General and administrative expenses	66,157	17,332
Outsource consulting fees	34,000	-
Total operating expenses	124,461	35,730
Net operating loss	(124,461)	(35,730)
Other income (expense)		
Interest expense, related party	-	(11,135)
Interest expense, non-related party	(26,200)	-
Gain on forgiveness of debt	34,667	-
Interest income - related party	2,992	-
Other income	48	-
Foreign currency adjustments	(108)	11
Total other income (expense)	11,399	(11,124)
Net income (loss)	$ (113,062)	$ (46,854)
Basic and diluted (loss) gain per share	$ (0.00)	$ (0.00)
Basic and diluted weighted average common shares outstanding	38,469,178	34,154,765

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

PERPETUAL INDUSTRIES, INC.
Condensed Statement of Changes in Stockholders' Deficit
Three Months Ended October 31, 2019

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance July 31, 2019	35,491,400	$ 35,491	$ 10,177,438	$ (15,233)	$ (10,883,243)	$ (685,547)
Issuance of common stock for cash	4,000,000	4,000	(4,000)			-
Stock options	-	-	3,400		-	3,400
Foreign currency translation adjustment				148		148
Net Loss	-	-	-	-	(113,062)	(113,062)
Balance October 31 2019	**39,491,400**	**$ 39,491**	**$ 10,176,838**	**$ (15,085)**	**$ (10,996,305)**	**(795,061)**

PERPETUAL INDUSTRIES, INC.
Condensed Statement of Changes in Stockholders' Deficit
Three Months Ended October 31, 2018

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance July 31, 2018	35,491,400	$ 35,491	$ 9,975,438	$ -	$ (11,355,190)	$ (1,344,261)
Net Loss	-	-	-	-	(46,854)	(46,854)
Balance October 31, 2018	**35,491,400**	**$ 35,491**	**$ 9,975,438**	**$ 0**	**$ (11,402,044)**	**(1,391,115)**

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

PERPETUAL INDUSTRIES, INC.
Condensed Statements of Cash Flows
(Unaudited)

	Three Months Ended October 31, 2019	Three Months Ended October 31, 2018
Cash Flows from Operating Activities		
Net Loss	$ (113,062)	$ (46,854)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	1,448	-
Stock-based compensation expense	3,400	-
Gain on forgiveness of debt	(34,667)	-
Interest income, related party	(2,992)	-
Changes in operating assets & liabilities		
Accounts payable	(21,787)	11,135
Accrued expenses	14,252	(43,695)
Net cash used in operating activities	(153,409)	(79,414)
Cash Flows from Financing Activities		
Proceeds from the issuance of notes payable	-	100,000
Payments of convertible notes payable	(11,733)	-
Net cash (used in) provided by financing activities	(11,733)	100,000
(Decrease) Increase in Cash	(165,142)	20,586
Cash at beginning of period	951,507	207,389
Cash at end of period	$ 786,365	$ 227,975
Supplemental Cash Flow Information		
Cash paid for interest	$ 1,733	$ -
Cash paid for income taxes	$ -	$ -

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

1. Nature of operations

Perpetual Industries Inc. (the "Company") was incorporated under the laws of Nevada in January 2005. The Company coordinates research and development activities aimed at bringing new technology to market. The Company's primary focus was researching and developing a proprietary technology known as The XYO Mechanical Balancing Technology ("XYO"). The Company developed and designed XYO to eliminate vibration on rotating equipment in numerous industries to create energy efficient, environmentally responsible products.

The Company's attempts to commercialize the XYO Technology through joint ventures and licensing arrangements did not materialize. During 2017, the Directors of Perpetual decided to re-evaluate the marketing and revenue models of the company and concluded that a new approach was necessary. A decision was made to diversify the company's revenue stream and allow for addition of new revenue streams.

At present, the company is expanding its expertise and knowledge of energy efficient technology into developing low cost, green energy powered solutions for a variety of industries including renewable energy, blockchain mining, artificial intelligence, graphic rendering, and cloud computing.

2. Summary of significant accounting policies

Basis of Presentation

The interim financial statements are condensed and should be read in conjunction with the Company's latest annual financial statements; interim disclosures generally do not repeat those in the annual statements. The interim unaudited financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

In the opinion of management, the unaudited interim consolidated financial statements reflect all adjustments of a normal recurring nature that are necessary for a fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of results for a full year.

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. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company maintains cash balances at a financial institution that at times may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant risks on cash.

Fixed Assets

Equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings.

Common Stock

Shares of common stock have the following rights and privileges:

Voting – The holder of each share of common stock is entitled to one vote per share held. The holders of common stock shall be entitled to elect both members of the Board of Directors.

Dividends – Common stockholders are entitled to receive dividends, if and when declared by the Board of Directors, subject to the rights of holders of all classes of stock outstanding having priority rights as to dividends.

Stock Based Compensation Expense

The Company applies the fair value method of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 718, "*Share Based Payment*", in accounting for its stock-based compensation. This standard states that compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period, which is usually the vesting period. The Company values stock-based compensation at the market price for the Company's common stock and other pertinent factors at the grant date.

Comprehensive Income (loss)

ASC Topic 220 (SFAS No. 130) establishes standards for reporting comprehensive income and its components. Comprehensive income or loss is defined as the change in equity during a period from transactions and other events from non-owner sources. The component of comprehensive income totaling $5,515 and $0 for the three months ended October 31, 2019 and 2018, respectively, related to foreign currency translation adjustment.

Convertible Debt

If the conversion features of conventional convertible debt provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 "Debt with Conversion and Other Options." In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to interest expense, over the life of the debt. As of October 31, 2019, and July 31, 2019 no BCF was applicable on convertible debt.

Fair Value of Financial Instruments

In September 2006, the Financial Accounting Standards Board (FASB) introduced a framework for measuring fair value and expanded required disclosure about fair value measurements of assets and liabilities. The Company adopted the standard for those financial assets and liabilities as of the beginning of the 2008 fiscal year and the impact of adoption was not significant. FASB Accounting Standards Codification (ASC) 820 " *Fair Value Measurements and Disclosures* " (ASC 820) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability; either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g. interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3—Inputs that are both significant to the fair value measurement and unobservable.

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include, accounts payable and accrued expenses, notes payable, notes payable to related parties and related parties payable. The Company has also applied ASC 820 for all non-financial assets and liabilities measured at fair value on a non-recurring basis. The adoption of ASC 820 for non-financial assets and liabilities did not have a significant impact on the Company's financial statements.

Foreign Currencies

The Company determined that its functional currency is the United States dollar since the U.S. dollar is the currency of the environment in which the Company primarily generates and expends cash. Foreign currency transaction gains and losses represent gains and losses resulting from transactions entered into in a currency other than the functional currency of the Company. These transaction gains and losses are included in results of operations. For the three months ended October 31, 2019, the Company had a foreign currency transaction loss of $108 versus foreign currency transaction income in the amount of $11 for the three months ended October 31, 2018. Translation gain or loss is included in other comprehensive loss.

Income Taxes

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our consolidated federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company has not filed any U.S. or Canadian income or other tax returns. Had the returns been filed there would be taxable losses and tax losses available to offset future taxable income. The Company has not determined the amount of the potential benefits for these tax losses, because at this time it is more likely than not that the benefits will not be realized. For more information, see *Note 11 - Income Taxes*.

Net Income (loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share,* which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

Recent Accounting Pronouncements

In February 2016, FASB issued ASC 842 that requires lessees to recognize lease assets and corresponding lease liabilities on the balance sheet for all leases with terms of more than 12 months. The update, which supersedes existing lease guidance, will continue to classify leases as either finance or operating, with the classification determining the pattern of expense recognition in the income statement.

The ASU will be effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted, and is applicable on a modified retrospective basis with various optional practical expedients. The Company has assessed the impact of this standard. The company’s current leases as of the balance sheet date do not fall under this guidance as they are month-to-month leases. However, the Company entered into a new lease agreement in September 2019 which falls under this current guidance and will be implemented the quarter ended October 31, 2019.

The Company reviews new accounting standards as issued. No new standards had any material effect on these financial statements. The accounting pronouncements issued subsequent to the date of these financial statements that were considered significant by management were evaluated for the potential effect on these consolidated financial statements.

In August 2018, the FASB issued Accounting Standards Update 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement (“ASU 2018-13”), which modifies the disclosure requirements on fair value measurements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with partial early adoption permitted for eliminated disclosures. The method of adoption varies by the disclosure. The Company is currently evaluating the impact that adopting this guidance will have on the audited financial statements.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material on its audited financial statements.

On June 20, 2018, the FASB issued ASU 2018-07, *Compensation—Stock Compensation* (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 is intended to reduce cost and complexity and to improve financial reporting for share-based payments to nonemployees (for example, service providers, external legal counsel, suppliers, etc.). Under the new standard, companies will no longer be required to value non-employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant-date under ASC 718 and forgo revaluing the award after this date. The Company adopted ASU 2018-07 on April 1, 2019. The adoption of this standard did not have a material impact on the financial statements.

Comparative Figures

Certain comparative figures have been arranged to conform to current period presentation.

2. Fixed Assets

Fixed assets consisted of the following at October 31, 2019 and July 31, 2019:

		October 31, 2019		July 31, 2019
Computer hardware	$	33,862	$	33,862
Trailer & vehicles		23,244		23,244
Computer software		17,288		17,288
Computers and peripherals		9,736		9,736
		84,130		84,130
Less: accumulated depreciation		(64,777)		(63,329)
Fixed assets - net	$	19,353	$	20,801

Depreciation expense was $1,448 and $0 for the three months ended October 31, 2019 and 2018, respectively.

3. Notes receivable

On July 3, 2019, the Company entered into a non-binding letter of intent with Worldwide Group, LLC (“seller”) to acquire all of its outstanding units. The acquisition is contingent on the parties entering into a Purchase Agreement at a later date. In connection with the non-binding letter of intent, the Company agreed to loan Worldwide Group, LLC $150,000. The loan has a coupon rate of 8% and has a maturity date of January 3, 2021. For the three months ended October 31, 2019, the Company recorded interest income in the amount of $2,992.

4. Accrued expenses

Accrued expenses as of October 31, 2019 and July 31, 2019, consisted of the following:

		October 31, 2019		July 31, 2019
Accrued interest	$	15,621	$	15,621
Accrued legal fees		125,000		128,948
Accrued audit fees		59,067		59,067
Total	$	199,688	$	203,636

5. Convertible notes

As of October 31, 2019 and July 31, 2019 the total amounts outstanding with respect to the Convertible Notes was:

	October 31, 2019	July 31, 2019
Convertible principal	$ 10,000	$ 45,000
Convertible accrued interest	1,966	13,166
Total amount due	11,966	58,166

On August 1, 2019 the Company settled a convertible note balance in cash totaling $11,733 which included $10,000 principal and $1,733 in interest. On October 31, 2019 a convertible note balance totaling $34,667 was forgiven which included $25,000 principal and $9,667 in interest. During the three months ended October 31, 2019 the Company recorded $34,667 as a gain on forgiveness of debt. Interest expense of $200 was incurred in connection with the convertible notes during the three months ended October 31, 2019.

In July 2019, non-related parties agreed to forgive $709,628 of their convertible note debt to the Company consisting of $511,751 in convertible debt principal plus accrued interest of $197,877.

6. Long-term notes payable

On May 9, 2018, the Company borrowed $300,000 under a promissory note payable agreement. The interest rate is 8% and the maturity date is June 10, 2024. The balance of accrued interest for this loan was $35,447 and $29,447 as of October 31, 2019 and July 31, 2019, respectively. For the three months ended October 31, 2019, the Company recorded $6,000 in interest expense.

On October 3, 2019, the Company borrowed $100,000 under a promissory note payable agreement. The interest rate is 8% and the maturity date is October 3, 2022. The balance of accrued interest for this loan was $8,597 and $6,597 as of October 31, 2019 and July 31, 2019, respectively. For the three months ended October 31, 2019, the Company recorded $2,000 in interest expense.

On June 10, 2019, the Company borrowed $300,000 under a promissory note payable agreement. The interest rate is 8% and the maturity date is June 10, 2024. The balance of accrued interest for this loan was $9,353 and $3,353 as of October 31, 2019 and July 31, 2019, respectively. For the three months ended October 31, 2019, the Company recorded $6,000 in interest expense.

On June 10, 2019, the Company borrowed $600,000 under a promissory note payable agreement. The interest rate is 8% and the maturity date is June 10, 2024. The balance of accrued interest for this loan was $18,707 and $6,707 as of October 31, 2019 and July 31, 2019, respectively. For the three months ended October 31, 2019, the Company recorded $12,000 in interest expense.

7. Lease obligation

Total rent expense for the three months ended October 31, 2019 and 2018, was $2,551 and $3,200, respectively. The rental is on a month to month basis.

8. Related party transactions and commitments

Management Service

During the three months ended October 31, 2019 and 2018, the Company accrued management fees owed to Brent Bedford, the Company's Chairman, President and CEO in the amount of $18,114 and $14,959, respectively. Brent Bedford has an oral agreement under which he provides management services through a private entity that he owns. The expenses are classified in the statement of operations as management service, related party.

General and Administrative Expenses

During the three months ended October 31, 2019 and 2018, general and administrative expense from related parties amounted to $2,790 and $3,439, respectively. During the three months ended October 31, 2019 and 2018, Brent Bedford, Chairman, President and CEO, provided office space, storage, and internet services to the Company totaling $2,551 and $3,200, respectively. During each of the three months ended October 31, 2019 and 2018, the Company obtained network and website maintenance services from a related party for $239. The owner of the entity is a small shareholder of the Company and a relative of the Company's president. The Company owed this small shareholder $1,504 and $3,405 at October 31 2019 and July 31, 2019, respectively.

Related party transactions comprised of the following:

	Three Months Ended October 31, 2019	Three Months Ended October 31, 2018
Management service – related party	$ 18,114	$ 14,959
General and Administrative Expense:		
Rent	2,551	3,200
Internet	-	-
Network and website maintenance	239	239
	2,790	3,439
Total Related Party Expenses	$ 20,904	$ 18,398

9. Equity

Common Stock

At October 31, 2019 and July 31, 2019, the total number of shares of the Company's common stock that were issued and outstanding was 39,491,400 and 35,491,400, respectively.

Stock Options Issuance

On September 12, 2014, the Board of Directors adopted the Company's "2014 Stock Option Plan" (the "Plan") effective immediately. The maximum number of options issuable under the Plan is 15% of the Company's issued and outstanding shares at the time of any grant. If any shares of common stock subject to an award under the Plan are forfeited, expire, are settled for cash or are tendered by the participant, or withheld by the Company to satisfy any tax withholding obligation, then, in each case, the shares subject to the award may be used again for awards under the Plan to the extent of the forfeiture, expiration, cash settlement, or withholding. The stock option awards issuable under the Plan can be made up of non-statutory stock options only; the Plan does not contemplate incentive options. The Plan dictates that stock options will be granted for terms, prices, and quantities determined at the Board's discretion, with quantities being in multiples of 1,000 shares. Non-statutory stock options are available to independent contractors and consultants as well as to employees.

Options to purchase an aggregate 4,900,000 shares of common stock were granted to directors and consultants on May 31, 2018. These stock options vest immediately upon grant date and have an expiration period of three years. The exercise price is fixed at $0.10 per share. The Company recorded $1,194,970 in non-cash expenses associated with these stock options at the time of issuance. Options to purchase an aggregate 450,000 shares of common stock were granted to consultants on October 31, 2019. These stock options vest immediately upon grant date and have an expiration periods of three years. The exercise price is fixed at $0.10 per share. The Company recorded $3,400 in non-cash expenses associated with these stock options at the time of issuance. The Company valuated these options using the black scholes model.

Per the terms of the Plan, options vest immediately upon grant. Optionees are precluded from selling, transferring or otherwise disposing of any Optioned Shares during the six months immediately following the grant of the Options, and shall be limited to a resale volume not exceeding 1% of the Company's issued and outstanding stock in any three-month period.

At October 31, 2019 and July 31, 2019, the Company had options outstanding to purchase a total of 5,350,000 (15% of 35,491,000 total shares issued and outstanding) shares of common stock under the Plan (the "Option Grant"). The options include options to purchase 1,400,000 shares granted to consultants and/or independent contractors of the Company that are not executive officers as defined in Rule 501(f) of Reg (D).

Warrants

As of October 31, 2019, and July 31, 2019, the Company had 21,000,000 and 21,000,000 warrants outstanding, respectively.

10. Going Concern

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. At October 31, 2019 and July 31, 2019, the Company had $786,365 and $951,507 in cash and $403,746 and $488,804 in working capital. For the three months ended October 31, 2019 and 2018, the Company had net losses of $113,062 and $46,854, respectively. Continued losses may adversely affect the liquidity of the Company in the future. In view of the matters described in the preceding paragraph, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has operating costs and expenses at the present time for development of its business activities. The Company, however, will be required to raise additional capital over the next twelve months to meet its current administrative expenses, and it may do so in connection with or in anticipation of possible acquisition transactions. This financing may take the form of additional sales of its equity securities loans from its directors and or convertible notes. There is no assurance that additional financing will be available, if required, or on terms favorable to the Company.

11. Commitments and Contingencies

The Company had no commitments and contingencies at October 31, 2019 and July 31, 2019.

12. Subsequent Events

Lease

On October 1, 2019, the Company entered into a lease agreement for office space located in Auburn, Indiana. The term of the lease is for a period of two years commencing on January 1, 2020 and ending on December 31, 2021. The rent is $3,500 per month. The Company will account for the lease under ASC 842 whereby the operating lease right-of-use assets and liabilities are recognized at the present value of the future lease payments at the lease commencement date.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Historical results may not indicate future performance. Our forward-looking statements reflect our current views about future events; are based on assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those contemplated by these statements. Factors that may cause differences between actual results and those contemplated by forward-looking statements include, but are not limited to, those discussed in the section titled "Risk Factors" of our July 31, 2019 annual report. We undertake no obligation to publicly update or revise any forward-looking statements, including any changes that might result from any facts, events, or circumstances after the date hereof that may bear upon forward-looking statements. Furthermore, we cannot guarantee future results, events, levels of activity, performance, or achievements.

Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Forward-Looking Statements

Some of the statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q constitute forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," and "would" or the negatives of these terms or other comparable terminology.

You should not place undue reliance on forward-looking statements. The cautionary statements set forth in this Quarterly Report on Form 10-Q identify important factors, which you should consider in evaluating our forward-looking statements. These factors include, among other things:

- The speculative nature of the business we intend to develop;
- Our reliance on suppliers and customers;
- Our dependence upon external sources for the financing of our operations, particularly given that there are concerns about our ability to continue as a "going concern;"
- Our ability to effectively execute our business plan;
- Our ability to manage our expansion, growth and operating expenses;
- Our ability to finance our businesses;
- Our ability to promote our businesses;
- Our ability to compete and succeed in highly competitive and evolving businesses;

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

Organization

Perpetual Industries Inc. ("Perpetual") is a Nevada corporation formed on January 25, 2005. It was previously located at #110, 5-8720 Macleod Trail South, Calgary Alberta until it's closure in January 2015.

Perpetual is currently establishing a new headquarters for its operations and research and development with a principal business address at Unit F, 5634 Opportunity Blvd., Auburn, Indiana, USA, 46706. Phone: 702-707-9811.

Perpetual has not been involved in any bankruptcy, receivership, or similar proceeding.

There has been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

Perpetual Industries is an incubator for the development of new and innovative energy efficient technologies. We are focused on the implementation of environmentally friendly solutions for numerous industries including the blockchain industry. Our goal is to advance and integrate green energy power sources such as solar, wind, and hydro in order to lessen the environmental impact of various industries as well as decentralized blockchain systems.

Business

We are an emerging growth company. Our business is in research and development of new and innovative energy efficient products.

Current research and development efforts are underway for the creation of our proprietary Green Energy Mining (GEM) System. Incorporation of Masternodes, Proof of Stake, Proof of Work, and DApps are all part of our GEM System. Our goal is to significantly reduce the cost of power consumed by miners in the fast emerging global Blockchain and Crypto mining industry.

The company was previously focused on the research and development of a technology known as The XYO Mechanical Balancing Technology. XYO is designed specifically to eliminate vibration in rotating equipment and create energy efficient, environmentally responsible products. The overall intellectual property surrounding the XYO technology is comprised of specialized know-how and specific design and testing procedures. The company continues to offer design and optimization services to manufacturers interested in implementing XYO into their products.

The XYO technology has been proven to work quite well in prototypes in a variety of applications. Fundamental research and development, and more recently technical marketing (including product design, testing, manufacturing planning, and sales support), are essential to the commercialization of the XYO technology. Perpetual is now pursuing a strategic partnership with a capable engineering firm to assist with the design and implementation of the XYO Balancing Technology for interested manufacturers worldwide.

Today, the company is expanding its expertise and knowledge of energy efficient technology into developing low cost, green energy powered solutions for a variety of industries including renewable energy, blockchain mining, artificial intelligence, graphic rendering, and cloud computing. We are engineering a new, revolutionary design for a crypto mining farm system that optimizes the collection of green energy to produce a powerful, self-sustaining mining farm. It is called the Green Energy Mining (GEM) System.

<u>Use of Estimates</u>

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. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company maintains cash balances at a financial institution that at times may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant risks on cash.

Common Stock

Shares of common stock have the following rights and privileges:

Voting – The holder of each share of common stock is entitled to one vote per share held. The holders of common stock shall be entitled to elect both members of the Board of Directors.

Dividends – Common stockholders are entitled to receive dividends, if and when declared by the Board of Directors, subject to the rights of holders of all classes of stock outstanding having priority rights as to dividends.

Fixed Assets

Equipment are stated at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings.

Stock Based Compensation Expense

The Company applies the fair value method of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 718, "*Share Based Payment*", in accounting for its stock-based compensation. This standard states that compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period, which is usually the vesting period. The Company values stock-based compensation at the market price for the Company's common stock and other pertinent factors at the grant date.

Comprehensive Income (loss)

ASC Topic 220 (SFAS No. 130) establishes standards for reporting comprehensive income and its components. Comprehensive income or loss is defined as the change in equity during a period from transactions and other events from non-owner sources. The component of comprehensive income totaling $5,515 and $0 for the three months ended October 31, 2019 and 2018, respectively, related to foreign currency translation adjustment.

Convertible Debt

If the conversion features of conventional convertible debt provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 "Debt with Conversion and Other Options." In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to interest expense, over the life of the debt. As of October 31, 2019 and July 31, 2019 no BCF was applicable on convertible debt.

Fair Value of Financial Instruments

In September 2006, the Financial Accounting Standards Board (FASB) introduced a framework for measuring fair value and expanded required disclosure about fair value measurements of assets and liabilities. The Company adopted the standard for those financial assets and liabilities as of the beginning of the 2008 fiscal year and the impact of adoption was not significant. FASB Accounting Standards Codification (ASC) 820 " *Fair Value Measurements and Disclosures* " (ASC 820) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability; either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g. interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3—Inputs that are both significant to the fair value measurement and unobservable.

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include, accounts payable and accrued expenses, notes payable, notes payable to related parties and related parties payable. The Company has also applied ASC 820 for all non-financial assets and liabilities measured at fair value on a non-recurring basis. The adoption of ASC 820 for non-financial assets and liabilities did not have a significant impact on the Company's financial statements.

Foreign Currencies

The Company determined that its functional currency is the United States dollar since the U.S. dollar is the currency of the environment in which the Company primarily generates and expends cash. Foreign currency transaction gains and losses represent gains and losses resulting from transactions entered into in a currency other than the functional currency of the Company. These transaction gains and losses are included in results of operations. For the three months ended October 31, 2019, the Company had a foreign currency transaction gain of $108 versus foreign currency transaction income in the amount of $11 the three months ended October 31, 2018. Translation gain or loss is included in other comprehensive loss.

Income Taxes

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our consolidated federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company has not filed any U.S. or Canadian income or other tax returns. Had the returns been filed there would be taxable losses and tax losses available to offset future taxable income. The Company has not determined the amount of the potential benefits for these tax losses, because at this time it is more likely than not that the benefits will not be realized. For more information, see *Note 11 – Income Taxes*.

Net Income (loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share,* which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

Recent Accounting Pronouncements

In February 2016, FASB issued ASC 842 that requires lessees to recognize lease assets and corresponding lease liabilities on the balance sheet for all leases with terms of more than 12 months. The update, which supersedes existing lease guidance, will continue to classify leases as either finance or operating, with the classification determining the pattern of expense recognition in the income statement.

The ASU will be effective for annual and interim periods beginning after December 15, 2019, with early adoption permitted, and is applicable on a modified retrospective basis with various optional practical expedients. The Company has assessed the impact of this standard. The company's current leases as of the balance sheet date do not fall under this guidance as they are month-to-month leases. However, the Company entered into a new lease agreement in September 2019 which falls under this current guidance and will be implemented the quarter ended October 31, 2019.

The Company reviews new accounting standards as issued. No new standards had any material effect on these financial statements. The accounting pronouncements issued subsequent to the date of these financial statements that were considered significant by management were evaluated for the potential effect on these consolidated financial statements.

In August 2018, the FASB issued Accounting Standards Update 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13"), which modifies the disclosure requirements on fair value measurements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with partial early adoption permitted for eliminated disclosures. The method of adoption varies by the disclosure. The Company is currently evaluating the impact that adopting this guidance will have on the audited financial statements.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material on its audited financial statements.

Comparative Figures

Certain comparative figures have been arranged to conform to current period presentation.

RESULTS OF OPERATIONS

The following information represents our results of operations for the three months ended October 31, 2019 compared to the three months ended October 31, 2018:

Three Months Ended October 31, 2019 compared to Three Months Ended October 31, 2018

Increase/(Decrease)	2019	2018	2019 vs. 2018 $	2019 vs. 2018 %
Operating expenses:				
Management services, related party	$ 18,114	$ 14,959	$ 3,155	21%
Stock-based compensation	3,400	-	3,400	100%
General and administrative expenses, related party	2,790	3,439	(649)	-19%
General and administrative expenses	66,157	17,332	48,825	282%
Outsource consulting fees	34,000	-	34,000	100%
Total operating expenses	124,461	35,730	88,731	248%
Net operating loss	(124,461)	(35,730)	(88,731)	248%
Other income (expense):				
Interest expense, related party	-	(11,135)	11,135	-100%
Interest expense, non-related party	(26,200)	-	(26,200)	100%
Forgiveness of debt	34,667	-	34,667	100%
Interest income - related party	2,992	-	2,992	200%
Other income	48	-	48	100%
Foreign currency adjustments	(108)	11	(119)	-1082%
Total other income (expense)	11,399	(11,124)	22,523	-202%
Net income (loss)	$ (113,062)	$ (46,854)	$ (66,208)	141%

Operating Expenses

Management services, related party

We incurred accrued management fees in the amount of $18,114 for the three months ended October 31, 2019 versus $14,959 for the three months ended October 31, 2018. The increase of $3,155 relates to an increase in operations.

Stock-based compensation

For the three months ended October 31, 2019, we issued 450,000 options to consultants resulting in the recording of $3,400 in stock-based compensation expense. There was no stock-based compensation expense recorded for the three months ended October 31, 2018.

General and administrative expenses, related party

General and administrative expenses include all related party costs associated with rent, internet, network and website maintenance. We incurred general and administrative expenses, related party of $2,790 for the three months ended October 31, 2019 versus $3,439 for the three months ended October 31, 2018.

General and administrative expenses

General and administrative expenses include all costs associated with professional, legal fees, insurance, rent, dues, subscriptions. We incurred general and administrative expenses of $66,157 for the for the three months ended October 31, 2019 versus $17,332 for the three months ended October 31, 2018. The increase of $48,825 was primarily related to increased legal, accounting and travel expenses due to increasing activity in our operations.

Outsource Consulting Fees

Outsource consulting fees include fees paid to outside consultants. We incurred outsource consulting fees of $34,000 for the for the three months ended October 31, 2019 versus $0 for the three months ended October 31, 2018. The increase of $34,000 was primarily related to increasing activity in our operations.

Other Income (Expense)

Interest expense – related parties

We incurred interest expense from related parties in the amount of $0 for the for the three months ended October 31, 2019 versus $11,135 for the three months ended October 31, 2018. The decrease of $11,135 was due to debt principal on the books being forgiven in total.

Interest expense – non-related parties

We incurred interest expense from non-related parties in the amount of $26,200 for the three months ended October 31, 2019 versus $0 for the three months ended October 31, 2018.

Gain on forgiveness of debt

During the three months ended October 31, 2019 the Company settled a convertible note balance in cash totaling $11,733 which included $10,000 principle and $1,733 in interest. During the three months ended October 31, 2019 a convertible note balance totaling $34,667 was forgiven which included $25,000 principle and $9,667 in interest. During the three months ended October 31, 2019 the Company recorded $34,667 as a gain on forgiveness of debt.

Interest income related party

In May 2019 we issued a $150,000 note receivable. For the three months ended October 31, 2019, we recorded $2,992 in interest income from this note.

Foreign currency adjustments

During the three months ended October 31, 2019 we had foreign currency expense in the amount of $108 versus a gain in the amount of $11 for the three months ended October 31, 2018.

Net Income (Losses)

The Company had a net loss of $113,062 for the three months ended October 31, 2019 versus $46,854 for the three months ended October 31, 2018.

Current Liquidity and Capital Resources for the Three Months Ended October 31, 2019 compared to Three Months Ended October 31, 2018

	2019	2018
Summary of Cash Flows:		
Net cash (used) by operating activities	$ (159,409)	$ (79,414)
Net cash provided by financing activities	(11,733)	100,000
Net increase in cash and cash equivalents	(165,142)	20,586
Beginning cash and cash equivalents	951,507	207,389
Ending cash and cash equivalents	$ 786,365	$ 227,975

Operating Activities

Cash used in operations of $159,073 during the three months ended October 31, 2019 was primarily a result of our $113,062 net loss reconciled with our net non-cash expenses relating to depreciation expense, inventory, foreign currency adjustments, stock-based compensation, accounts payable and accrued liabilities. Cash used in operations of $79,414 during the three months ended October 31, 2018 was primarily a result of our $46,854 net loss reconciled with our net non-cash expenses relating to depreciation, interest expense stock issued for services, accounts payable and accrued liabilities.

Financing Activities

Net cash used by financing activities was $11,733 for the three months ended October 31, 2019 versus $100,000 provided by financing activities for the three months ended October 31, 2018. The net cash used by financing activities for the three months ended October 31, 2019 included a repayment of $11,733 in convertible debt. The net cash provided by financing activities for the three months ended October 31, 2018 $100,000 from proceeds from the issuance of notes payable.

Future Capital Requirements

Our current available cash and cash equivalents are insufficient to satisfy our liquidity requirements. Our capital requirements for 2019 will depend on numerous factors, including management's evaluation of the timing of projects to pursue. Subject to our ability to generate revenues and cash flow from operations and our ability to raise additional capital (including through possible joint ventures and/or partnerships), we expect to incur substantial expenditures to carry out our business plan, as well as costs associated with our capital raising efforts and being a public company.

Our plans to finance our operations include seeking equity and debt financing, alliances or other partnership agreements, or other business transactions, that would generate sufficient resources to ensure continuation of our operations.

The sale of additional equity or debt securities may result in additional dilution to our shareholders. If we raise additional funds through the issuance of debt securities or preferred stock, these securities could have rights senior to those of our common stock and could contain covenants that would restrict our operations. Any such required additional capital may not be available on reasonable terms, if at all. If we were unable to obtain additional financing, we may be required to reduce the scope of, delay or eliminate some or all of our planned activities and limit our operations which could have a material adverse effect on our business, financial condition and results of operations.

Seasonality

Our results and operations are not affected by seasonality.

Inflation

The amounts presented in our consolidated financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

Off-Balance Sheet Arrangements

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

Going Concern

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. At October 31, 2019 and July 31, 2019, the Company had $786,365 and $951,507 in cash and $403,746 and $488,804 in working capital. For the three months ended October 31, 2019 and 2018, the Company had net losses of $113,062 and $46,854, respectively. Continued losses may adversely affect the liquidity of the Company in the future. In view of the matters described in the preceding paragraph, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has operating costs and expenses at the present time for development of its business activities. The Company, however, will be required to raise additional capital over the next twelve months to meet its current administrative expenses, and it may do so in connection with or in anticipation of possible acquisition transactions. This financing may take the form of additional sales of its equity securities loans from its directors and or convertible notes. There is no assurance that additional financing will be available, if required, or on terms favorable to the Company.

Future Financings

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

Critical Accounting Policies

We have identified certain accounting policies, described below, that are most important to the portrayal of our current financial condition and results of operations. Our significant accounting policies are disclosed in the notes to the audited financial statements included in this Annual Report.

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. The estimates and judgments will also affect the reported amounts for certain revenues and expenses during the reporting period. Actual results could differ from these good faith estimates and judgments.

Recently Issued Accounting Pronouncements

Refer to Note 2 - Significant Accounting Policies in the financial statements that are included in this Report.

Contractual Obligations

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of October 31, 2019. Based on that evaluation, our management concluded that our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms as a result of the following material weaknesses:

The specific material weakness identified by our management was ineffective controls over certain aspects of the financial reporting process because of a lack of a sufficient complement of personnel with a level of accounting expertise and an adequate supervisory review structure that is commensurate with our financial reporting requirements and inadequate segregation of duties. A "material weakness" is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements would not be prevented or detected on a timely basis.

We expect to be materially dependent upon a third party to provide us with accounting consulting services for the foreseeable future. Until such time as we have a chief financial officer with the requisite expertise in U.S. GAAP, there are no assurances that the material weaknesses in our disclosure controls and procedures and internal control over financial reporting will not result in errors in our financial statements which could lead to a restatement of those financial statements.

Changes in Internal Controls

There have been no changes in our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Securities Exchange Act Rule 13a-15 or Rule 15d-15 that occurred in the year ended July 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

See Item 8 for Financial Statements.
All other Exhibits called for by Rule 601 of Regulation SK are not applicable to this filing.

SIGNATURES

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

Perpetual Industries Inc.
Registrant

February 10, 2020	/s/ Brent W. Bedford
Date	Brent W. Bedford, Chairman of the Board, CEO, Principal Executive Officer, Principal Accounting Officer and Principal Financial Officer
February 10, 2020	/s/ Carl Dilley
Date	Carl Dilley, Chief Operations Officer & Director
February 10, 2020	/s/ William Griffin Thomas, III (“Trip”)
Date	Trip Thomas, Chief Financial Officer
February 10, 2020	/s/ Craig Dansereau
Date	Craig Dansereau, Director
February 10, 2020	/s/ Rod Egan
Date	Rod Egan, Director
February 10, 2020	/s/ Thomas Ristow
Date	Thomas Ristow, Director

Supplemental Information to be Furnished With Reports Filed Pursuant to Section 15(d) of the Act by Registrants Which Have Not Registered Securities Pursuant to Section 12 of the Act

No annual report or proxy material has been sent to security holders.