UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year period ended: **May 31, 2017**

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from:___________________________

Commission file number: **000-54525**

ECOSCIENCES, INC.
(Exact name of registrant as specified in its charter)

Nevada	**27-2692640**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

420 Jericho Turnpike, Suite 110
Jericho, NY 11753
(Address of principal executive offices)

(516) 465-3964
(Issuer's telephone number)

Securities registered under Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	**N/A**

Securities registered under Section 12(g) of the Act:

Common Stock, $0.0001 par value
(Title of class)

With a copy to:
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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

[ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]
		Emerging growth company	[ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. $400,419.80 based on the closing price of $0.0055 per share of Common Stock and 72,803,600 shares of Common Stock of the Registrant held by non-affiliates on November 30, 2016, the last business day of the Registrant's mostly recently completed Fourth fiscal quarter.

As of September 13, 2017, there were 50,140,974 shares of Common Stock, $0.0001 par value per share, issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

None

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PART I

FORWARD LOOKING STATEMENTS

When used in this Report, the words or phrases "will likely result," "we expect," "will continue," "anticipate," "estimate," "project," "outlook," "could," "would," "may," or similar expressions are intended to identify forward-looking statements. We wish to caution readers not to place undue reliance on any such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. Such risks and uncertainties include, among others, success in reaching target markets for products in a highly competitive market and the ability to attract future customers, the size and timing of additional significant orders and their fulfillment, the success of our business emphasis, the ability to finance and sustain operations, the ability to raise equity capital in the future, and the size and timing of additional significant orders and their fulfillment. We have no obligation to publicly release the results of any revisions, which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements. Unless otherwise defined herein, as used in this Report, "Ecosciences," "Eco," the "Company," "we," "us," "our," and similar terms refer to Ecosciences, Inc., a Nevada corporation, and its wholly-owned subsidiary Eco-Logical Concepts, Inc., a Delaware corporation.

ITEM 1. BUSINESS.

General

Located in Jericho, New York, the Company, through its wholly-owned subsidiary, Eco-Logical Concepts Inc., sells its bioremediation products for the treatment of sewers, sludge ponds, septic tanks, lagoons, farms, car washes, portable sanitation facilities, grease tanks, lakes and ponds under the brands TRAP-EZE, SEPT-EZE, TANK-EZE and WASH-EZE to distributors who resell the Company's products to end user customers.

The active ingredients in our tablets oxygenate wastewater, remove hydrogen sulfide odors, prevent corrosion in wastewater systems and initiate aerobic biological breakdown of organic sludge including fats, oils and grease. The tablets are non-toxic to the environment, non-caustic and comprised of natural ingredients that do not require any special permitting for use and disposal. The product is simple to use directly by the end consumer.

The Company has formulated a business model that management believes can help it grow and achieve economies of scale over time. We have undertaken the necessary due diligence and prepared a business that will enable us to compete in the market for bio-remediation services.

The Company is focused on building, acquiring and investing in businesses around ecological and life sciences. From waste water remediation to healthcare and more, Ecosciences is committed to building a better living environment for all people.

Product Development

We have developed a variety of products to serve various market segments:

- *Tank-Eze Wastewater Tablets* . These are solid, sustained release tablets which provide active oxygen, nutrients, buffers and safe aerobic microorganisms to help clean, control odor and keep wastewater systems running efficiently with reduced downtime. These tablets can be used in pump and lift stations, septic tank systems and other waste-water treatment systems.

- *Trap-Eze Grease Trap Tablets* . These are solid, sustained release tablets which provide active oxygen, nutrients, buffers and safe aerobic microorganisms to help clean, deodorize and keep grease traps running efficiently with reduced downtime. These tablets can be used by a wide variety of food service industry customers.

- *Wash-Eze Car Wash Tablets* . These are solid, sustained release tablets that reduce noxious odors, spotting and other problems associated with the use of reclaimed (e.g., recycled) water. Environmentally safe, non-toxic, micro-fine components and aerobic and anaerobic microorganisms, help clean and mitigate odors, while providing nutrients, buffers and active oxygen to increase efficiency and reduce maintenance.

Growth Strategy of the Company

Our mission is to maximize stockholder value through expanding the scope of products offered. We intend to conduct research and development to bring new, improved products to market to ensure we are competitive in our market space. We intend to focus on growing our distribution channels using master-distributor relationships, full-line distributors and other similar sales channels. We intend to build product and brand awareness through a direct retail channel using online marketing and info-commercials, which we believe will provide a feedback benefit for the growth of our other distribution channels as well as to establish opportunities for indirect retail sales channels, such as through chain stores and small retailers.

We have been working to set up regional distributors in several different market segments, such as septic systems, grease traps, ponds, agricultural and wastewater. Sales this fiscal year have primarily been to Mexico, and we are currently finalizing more orders locally in New Jersey. All sales were completed in US dollars and have not been subject to any foreign taxes.

During the fiscal year ended May 31, 2016, we commenced developing additional eco-based products in order to expand our product line. During the quarter ended November 30, 2015, we successfully test marketed a liquid version of our Tank-Eze bioremediation product ("Liquid Tank-Eze"). Liquid-Eze is different than the regular Tank-Eze in that it does not have the oxygen feature and is designed to be primarily used in the treatment of drain lines prior to, or in conjunction with, Tank-Eze. As part of its test marketing, we sold the Liquid Tank-Eze product in a four ounce (4 oz.) concentrated size through our online channels. We intend to increase our marketing of Liquid Tank-Eze with a wider and more official launch in the near future. We also intend to sell a line of eco-friendly certified green cleaning solutions, including but not limited to, a multi-surface cleaner and a glass cleaner.

The following items are significant agreements entered during the past years to expand our business:

- In July 2015, the Company entered into a Master Distribution Agreement ("MDA") with Chem-tek Industries, Inc. ("Chem-tek"), a janitorial supply company based in Howell, New Jersey. The MDA gives Chem-tek the right to resell the Company's products in the south New Jersey counties of Atlantic, Bergen, Burlington, Camden, Cape May, Essex, Middlesex, Monmouth, Ocean, Salem and Somerset for one-year renewable terms.

- In August 2015, the Company entered into an exclusive International Master Distributor Agreement with Eco Logic Limited ("Eco Logic"), its current New Zealand and South African distributor of the Company's range of products for use in the biological treatment of wastewater. In the New Zealand market, Eco Logic Limited resells the Company's products under the Nova Tabs (www.novatabs.com) brand name. Past purchasers of the Nova Tabs in New Zealand have included McDonalds franchises as well as governmental body, the Tauranga City Council (www.tauranga.govt.nz). The International Master Distributor Agreement contractually formalizes the Company and Eco Logic's business relationship and is intended to increase product distribution and sales in New Zealand and other territories where Eco Logic has or is seeking customers. The term of the Agreement is for five years with successive five year terms if not otherwise terminated and the territory includes Africa, Australasia, Germany and The Netherlands.

- In November 2015, the Company announced that it had started preliminary discussions with several potential international distributors to establish sales channels for the Company's products and that it was developing sales programs to facilitate sales to government agencies for the treatment of waste water and grease build up issues. Those discussions with potential international distributors are still ongoing as of the date of this report.

- In February 2016, the Company commenced a focused marketing program targeting specific US-based industries, starting with janitorial supply companies and then restaurants and hotels. The Company had also previously launched a program to secure distributors by region. The Company's marketing program will include, but not be limited to, trade shows, trade associations and trade magazines. In the future, the Company plans to expand the marketing program to include farming and hospitals and food processing plants.

- In March 2016, the Company entered into a Master Distribution Agreement ("MDA") with Concepto Ecologicos Aplicados ("CONEAP"), a janitorial supply company based in Santo Domingo, Dominican Republic. The MDA gives CONEAP the right to resell the Company's products for the region of the Dominican Republic for one-year renewable terms.

- In March 2016, the Company entered into a Distribution Agreement with Everglades Supply Co, Inc., a maintenance, industrial and janitorial supply company based in Farmingdale, NY ("Everglades"). The Distribution Agreement gives Everglades the right to resell the Company's products in the Northeastern Tri-State area (New York-New Jersey-Connecticut), South Florida and the Middle East for successive one-year automatically renewable terms.

Revenue Model

We are in the process of establishing a network of master distributors, full-line distributors and sales representatives to service a diverse group of end users. Our target markets include municipalities, retail consumers, commercial and industrial users, food processors, hospitals, supermarkets, restaurants and the janitorial supply industry as follows:

1. Municipalities:

    a. Sewage treatment plants

    b. Pump and Lift Stations

    c. Ponds and small lakes (golf courses typically have odor and algae issues in their water hazards)

2. Commercial Foods Industry: Facilities with grease traps including restaurants, supermarkets and other facilities with commercial kitchens.

3. Hospitals and Medical Facilities: Our products are used in the breakdown of organic material such as blood and tissue which typically clogs hospital drains and causes odor problems.

4. Industrial Food Processing Plants: Facilities with grease traps and septic tanks.

5. Retail: A significant percentage of homes and other facilities throughout the country operate with septic tanks. Our tablets are designed to treat the waste material that builds up in the tanks and prevent the buildup of methane and sulfuric acid from compacted solids which leads to the degradation and potential collapse of the septic system.

We intend to target sales for municipalities, the commercial foods industry, hospital and medical facilities and industrial food processing plants using a network of master distributorships, full-line distributors and other sales representatives who will work with us on a commission basis. We intend to reach the retail market through info-commercials to build awareness of our products and brand, internet marketing and eventual placement in chain retail locations and small retailers directly or through distributors with traditional retailer/wholesaler relationships.

Competitive Analysis

Our competition does not come from other tablets as we are unique in the market. However, within this category there are other alternatives. They include pumping, which is costly, intrusive and has a negative impact on the environment. There are powders and liquids that contain bacteria. Neither contains any oxygenating elements nor do they resolve issues with accumulated and compacted solid material. Our tablets embed themselves into the compacted mass and effervesce disturbing the material and infusing oxygen into the area so aerobic bacteria can go to work. Grease traps, lift stations, septic systems are all designed to allow for the flow of liquid through the systems. Therefore, powders and liquids will simply flow through the system and not establish bacteria colonies.

The Company's primary competitors in the environmental bio-remediation services industry are Spartan Chemical, Zep, and Arrow Chemical. We consider the competition to be competent, experienced, and they have greater financial and marketing resources than we do at the present time. Our ability to compete may be adversely affected by the ability of these competitors to devote greater resources to the marketing of their services than are available to our Company. Some of the Company's competitors also offer a wider scope of services and have greater name recognition. Our competitors include large firms that also have extensive existing customer bases and established distribution channels.

Sources and Availability of Raw Materials and the Names of Principal Suppliers

We purchase our raw materials as bulk dry bacterial enzymes from Bio-cat Microbials ("Bio-cat"). We purchase our raw material by using purchase orders and do not have any contractual relationship with Biocat. Biocat ships the bulk biomaterial to Mid-Continent Packaging Inc. ("MCP") who presses and packages the tablets. Large orders of our finished product are then shipped directly from MCP to our major customers. Smaller orders are shipped to our office.

The loss of our current principal suppliers would not have a material adverse effect on our Company. Within our industry, there are a number of manufacturers and pressers, giving us flexibility and options.

Dependence on One or a Few Major Customers

The Company, through Eco-Logical Concepts, sells its products to distributors who then resell them to end user customers. The Company currently does business with up to five distributors in Mexico, the U.S. and New Zealand, one of which accounts for 40% of our revenues. The loss of this distributor or a group of distributors generating a majority of our revenues could have a material adverse effect on the Company.

The Company's revenues were concentrated among three customers for the year ended May 31, 2017, and four customers for the year ended May 31, 2016:

Customer	For the Year Ended May 31, 2017	For the Year Ended May 31, 2016
1	47%	40%
2	14%	20%
3	10%	14%
4	*%	11

* not greater than 10%

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts

We do not currently own any patents or trademarks nor are we a party to any licenses, franchises, concessions, royalty agreements or labor contracts.

Need for any Government Approval of Products or Services

There are no government regulations for our product or any powder or liquid enzyme products.

Effect of Existing or Probable Governmental Regulations on the Company

We will be subject to federal laws and regulations that relate directly or indirectly to our operations, including securities laws. We will also be subject to common business and tax rules and regulations pertaining to the operation of our business.

Research and Development Activities

We have not spent any money on research and development activities during the fiscal years ended May 31, 2017 and 2016.

Costs and Effect of Compliance with Environmental Laws

Since there are no government regulations for our product or any powder or liquid enzyme products. We believe there are no applicable costs or effects of compliance with environmental laws.

Employees

We have two full-time employees, Joel Falitz, our CEO and director, and Dan Cohen, our COO.

Dividend Policy

We have never paid or declared dividends on our securities. The payment of cash dividends, if any, in the future is within the discretion of our Board and will depend upon our earnings, our capital requirements, financial condition and other relevant factors. We intend, for the foreseeable future, to retain future earnings for use in our business.

Description of Properties

Our principal executive offices are located at 420 Jericho Turnpike, Suite 110, Jericho, NY, 11753. Our telephone number is (516) 465-3964. Our executive offices are currently provided to us for no charge by our President. In the future, as we expand, we expect to execute a lease agreement with our President or lease other office space. We also maintain a website located at www.ecosciences.company , the contents of which are not incorporated into this report.

Corporate History

We were formally known as On-Air Impact, Inc., a Nevada corporation ("On-Air Impact"). From the date of its inception on May 26, 2010 until the consummation of the reverse merger described below on May 9, 2014, On-Air Impact was a "shell company" (as such term is defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")).

On May 9, 2014, On-Air Impact and its wholly-owned subsidiary, Eco Merger Sub, Inc., a Delaware corporation ("Merger Sub"), consummated a reverse merger (the "Merger") with Eco-Logical Concepts, Inc., a Delaware corporation ("Eco-Logical"), pursuant to the terms and conditions of that certain Agreement and Plan of Merger, dated May 9, 2014 (the "Merger Agreement"), whereby Merger Sub merged with and into Eco-Logical with Eco-Logical being the surviving corporation and replacing Merger Sub as On-Air Impact's wholly-owned subsidiary. Since the Merger, the business and operations of Eco-Logical have been business and operations of On-Air Impact.

At the closing of the Merger:

- Every one hundred (100) shares of common stock, par value \$0.0001 per share, of Eco-Logical issued and outstanding immediately prior to the closing of the Merger was converted into one (1) share of common stock, par value \$0.0001 per share (the "Common Stock"), of On-Air Impact, rounding up to the nearest whole number for resulting fractional shares; and

- Each share of Series A Non-Convertible Preferred Stock, par value \$0.0001 per share, of Eco-Logical issued and outstanding immediately prior to the closing of the Merger was converted into one share of Series B Non-Convertible Preferred Stock, par value \$0.0001 per share (the "Series B Non-Convertible Preferred Stock"), of On-Air Impact.

In addition, pursuant to the Merger Agreement, on May 9, 2014, Joel Falitz, the President and Chief Executive Officer of Eco-Logical, was appointed to serve as the Chairman of our Board of Directors for a one-year period until the next annual stockholders' meeting or until his successor is elected and qualified and as the Chief Executive Officer, President, Secretary and Treasurer of the Company.

As a result of the Merger, On-Air Impact ceased to be a shell company. The information contained in our "Super Form 8-K" filed on May 15, 2014 constitutes the current "Form 10 information" necessary to satisfy the conditions contained in Rule 144(i)(2) under the Securities Act of 1933, as amended (the "Securities Act").

The Merger was intended to be treated as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended, and has been treated as a recapitalization of the Company for financial accounting purposes. Even though On-Air Impact was the legal acquirer, Eco-Logical is considered to be the acquirer for accounting purposes, and the Company's historical financial statements before the Merger were replaced with the historical financial statements of Eco-Logical before the Merger in this Report and all future filings with the SEC.

To better reflect our new operations as a result of the Merger, on June 23, 2014, the Company changed its name from "On-Air Impact" to "Ecosciences, Inc." On June 23, 2014, we also increased our authorized capital stock from 100 million shares of Common Stock to 500 million shares; and from 10 million shares of "blank check" Preferred Stock, par value $0.0001 per share ("Preferred Stock") to 50 million shares. We also effectuated a 500-for-1 forward stock split of our outstanding Common Stock on June 23, 2014 (the "Forward Stock Split").

Also, on June 23, 2014, the former directors each resigned as a member of our Board of Directors. Their resignations were not due to any disagreement with the Company nor were they related to our operations, policies or practices.

On July 21, 2014, the ticker symbol of our Common Stock on the OTCQB was changed from "OAIR" to "ECEZ" to better reflect our new name.

ITEM 1A. RISK FACTORS.

AN INVESTMENT IN OUR SECURITIES IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. WE FACE A VARIETY OF RISKS THAT MAY AFFECT OUR OPERATIONS OR FINANCIAL RESULTS AND MANY OF THOSE RISKS ARE DRIVEN BY FACTORS THAT WE CANNOT CONTROL OR PREDICT. BEFORE INVESTING IN THE SECURITIES YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISKS, TOGETHER WITH THE FINANCIAL AND OTHER INFORMATION CONTAINED IN THIS REPORT. IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCURS, OUR BUSINESS, PROSPECTS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS COULD BE MATERIALLY ADVERSELY AFFECTED. IN THAT CASE, THE TRADING PRICE OF OUR COMMON STOCK WOULD LIKELY DECLINE AND YOU MAY LOSE ALL OR A PART OF YOUR INVESTMENT. ONLY THOSE INVESTORS WHO CAN BEAR THE RISK OF LOSS OF THEIR ENTIRE INVESTMENT SHOULD CONSIDER AN INVESTMENT IN OUR SECURITIES.

This Report contains certain statements relating to future events or the future financial performance of our Company. Prospective investors are cautioned that such statements are only predictions and involve risks and uncertainties, and that actual events or results may differ materially. In evaluating such statements, prospective investors should specifically consider the various factors identified in this Report, including the matters set forth below, which could cause actual results to differ materially from those indicated by such forward-looking statements.

If any of the following or other risks materialize, the Company's business, financial condition, and results of operations could be materially adversely affected which, in turn, could adversely impact the value of our securities. In such a case, investors in our securities could lose all or part of their investment.

Prospective investors should consider carefully whether an investment in the Company is suitable for them in light of the information contained in this Report and the financial resources available to them. The risks described below do not purport to be all the risks to which the Company could be exposed. This section is a summary of certain risks and is not set out in any particular order of priority. They are the risks that we presently believe are material to the operations of the Company. Additional risks of which we are not presently aware or which we presently deem immaterial may also impair the Company's business, financial condition or results of operations.

Risks Associated with Our Business

We have limited cash on hand and there is substantial doubt as to our ability to continue as a going concern.

At May 31, 2017, we had $3,357 in cash on hand and working capital deficit of $1,739,953 and for the fiscal year ended May 31, 2017, we had $25,860 in revenues. In their reports for the fiscal years ended May 31, 2017 and 2016, our auditors have expressed that there is substantial doubt as to our ability to continue as a going concern. We have incurred operating losses since our formation and expect to incur losses and negative operating cash flows for the foreseeable future. We expect to incur substantial losses for the foreseeable future and may never become profitable. We also expect to continue to incur significant operating and capital expenditures for the next several years and anticipate that our expenses will increase substantially in the foreseeable future. We also expect to experience negative cash flow for the foreseeable future as we fund our operating losses and capital expenditures. As a result, we will need to generate significant revenues in order to achieve and maintain profitability. We may not be able to generate these revenues or achieve profitability in the future. Our failure to achieve or maintain profitability could negatively impact the value of our Common Stock.

We have a limited operating history upon which investors can evaluate our future prospects.

Our operating subsidiary, Eco-Logical Concepts, was incorporated in the State of Delaware on November 30, 2011. Therefore, we have limited operating history upon which an evaluation of our business plan or performance and prospects can be made. The business and prospects of the Company must be considered in the light of the potential problems, delays, uncertainties and complications encountered in connection with a newly established business. The risks include, but are not limited to, the possibility that we will not be able to develop functional and scalable products and services, or that although functional and scalable, our products and services will not be economical to market; that our competitors hold proprietary rights that preclude us from marketing such products; that our competitors market a superior or equivalent product; that we are not able to upgrade and enhance our technologies and products to accommodate new features and expanded service offerings; or the failure to receive necessary regulatory clearances for our products. To successfully introduce and market our products at a profit, we must establish brand name recognition and competitive advantages for our products. There are no assurances that the Company can successfully address these challenges. If it is unsuccessful, the Company and its business, financial condition and operating results could be materially and adversely affected.

Given the limited operating history, management has little basis on which to forecast future demand for our products from our existing customer base, much less new customers. The current and future expense levels of the Company are based largely on estimates of planned operations and future revenues rather than experience. It is difficult to accurately forecast future revenues because the business of the Company is new and its market has not been developed. If the forecasts for the Company prove incorrect, the business, operating results and financial condition of the Company will be materially and adversely affected. Moreover, the Company may be unable to adjust its spending in a timely manner to compensate for any unanticipated reduction in revenue. As a result, any significant reduction in revenues would immediately and adversely affect the business, financial condition and operating results of the Company.

Our success is highly dependent on Joel Falitz, our President and CEO and Dan Cohen, our COO.

In the early stages of development, the Company's business will be significantly dependent on the Company's Management team. The Company's success will be particularly dependent upon Joel Falitz, our CEO and director, and Dan Cohen, our COO, the loss of either or both would have a material adverse effect on the Company.

Three of our customers accounted for 71% of our revenues in the fiscal year ended May 31, 2017.

For the fiscal year ended May 31, 2017, three customers accounted for 71% of our revenues, one of which generated 47% of our revenues. Our inability to achieve more customers and the loss of any one of those customers could adversely affect our revenues and could materially adversely affect our business.

We may not be able to compete successfully with current and future competitors.

We have many potential competitors in the bio-remediation services industry. We will compete, in our current and proposed businesses, with other companies, most of which have far greater marketing and financial resources and experience than we do. We cannot guarantee that we will be able to penetrate our intended market and be able to compete profitably, if at all. In addition to established competitors, there is ease of market entry for other companies that choose to compete with us. Effective competition could result in price reductions, reduced margins or have other negative implications, any of which could adversely affect our business and chances for success. Competition is likely to increase significantly as new companies enter the market and current competitors expand their services. Many of these potential competitors are likely to enjoy substantial competitive advantages, including, but not limited to, larger staffs, greater name recognition, larger and established customer bases and substantially greater financial, marketing, technical and other resources. To be competitive, we must respond promptly and effectively to industry dynamics, evolving standards and competitors' innovations by continuing to enhance our services and sales and marketing channels. Any pricing pressures, reduced margins or loss of market share resulting from increased competition, or our failure to compete effectively, could fatally damage our business and chances for success.

If we do not continually update our services, they may become obsolete and we may not be able to compete with other companies.

We cannot assure you that we will be able to keep pace with advances or that our services will not become obsolete. We cannot assure you that competitors will not develop related or similar services and offer them before we do, or do so more successfully, or that they will not develop services and products more effective than any that we have or are developing. If that happens, our business, prospects, results of operations and financial condition will be materially adversely affected.

We may be required to borrow funds in the future.

If the Company incurs indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of members of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

Failure to establish or enhance our brand recognition could have a material adverse effect on our business and results of operations.

We believe we will need to expend significant time, effort and resources to enhance the recognition of our brands. We believe developing our brand will be important to our sales and marketing efforts. If we fail to establish or enhance the recognition of our brands, it could have a material adverse effect on our ability to sell our products and adversely affect our business and results of operations. If we fail to develop a positive public image and reputation, our business with our existing customers could decline and we may fail to develop additional business, which could adversely affect our results of operations.

Defects in our products or failures in quality control could impair our ability to sell our products or could result in product liability claims, litigation and other significant events involving substantial costs.

Detection of any significant defects in our products or failure in our quality control procedures may result in, among other things, delay in time-to-market, loss of sales and market acceptance of our products, diversion of development resources, and injury to our reputation. The costs we may incur in correcting any product defects may be substantial. Additionally, errors, defects or other performance problems could result in financial or other damages to our customers, which could result in litigation. Product liability litigation, even if we prevail, would be time consuming and costly to defend, and if we do not prevail, could result in the imposition of a damages award. We presently maintain product liability insurance; however, it may not be adequate to cover any claims.

We rely on indirect sales channels to market and sell our bioremediation product. A loss of or deterioration in our relationship with one or more of our resellers or distributors, or our inability to establish new indirect sales channels to drive growth of our products could negatively affect our operating results.

We sell the majority of our bioremediation products to resellers, who in turn sell our products to end users. In some cases, resellers integrate our products of other manufacturers and sell the combined products to their own customers. The success of these sales channels is hard to predict, particularly over time, and we have no purchase commitments or long-term orders from them that assure us of any baseline sales through these channels. Several of our resellers and distributors carry competing product lines that they may promote over our products, which may negatively impact our sales. A reseller or distributor might not continue to purchase our products or market them effectively, and each reseller or distributor determines the type and amount of our products that it will purchase from us and the pricing of the products that it sells to their customers. Establishing new indirect sales channels globally is an important part of our strategy to drive growth of our revenue.

Our operating results could be adversely affected by any number of factors including:

- A change in competitive strategy that adversely affects a reseller's or distributor's willingness or ability to distribute our products;
- Reaching fewer customers or losing sales due to ineffective efforts of resellers and distributors;
- Reduced margins and increased costs associated with channel sales;
- An inability to gain traction in developing new indirect sales channels for our branded products;
- Any financial difficulties of our resellers, authorized distributors or customers that result in their inability to pay amounts owed to us;
- Changes in requirements or programs that allow our products to be sold by third parties to government customers; or
- Changes in product requirements or certification programs that limit our ability for our products to be sold in our established current markets.

We may enter into exclusive agreements with our distributors who purchase our products on an individual purchase order basis. If we lose important distributors, or if they reduce their focus on our products or if we are unable to obtain additional distributors, our business could be negatively affected.

There can be no assurances of protection for proprietary rights or reliance on trade secrets.

In certain cases, the Company may rely on trade secrets to protect intellectual property, proprietary technology and processes, which the Company has acquired, developed or may develop in the future. There can be no assurances that secrecy obligations will be honored or that others will not independently develop similar or superior products or technology. The protection of intellectual property and/or proprietary technology through claims of trade secret status has been the subject of increasing claims and litigation by various companies both in order to protect proprietary rights as well as for competitive reasons even where proprietary claims are unsubstantiated. The prosecution of proprietary claims or the defense of such claims is costly and uncertain given the uncertainty and rapid development of the principles of law pertaining to this area. The Company, in common with other firms, may also be subject to claims by other parties with regard to the use of intellectual property, technology information and data, which may be deemed proprietary to others.

Our ability to become profitable and continue as a going concern will be dependent on our ability to attract, employ and retain highly skilled individuals to serve our clients.

The nature of our business requires that we employ skilled persons to perform highly skilled and specialized tasks for our Company. Our failure to retain such personnel could have a material adverse effect on our ability to offer services to clientele, and could potentially have a negative effect on our business. There is no guarantee that skilled persons will be available and willing to work for us in the future, nor is there any guarantee that we could afford to retain them if they are available at a future time.

Our projections and forward-looking information may prove to be incorrect.

Management has prepared projections regarding the Company's anticipated financial performance. The Company's projections are hypothetical and based upon a presumed financial performance of the Company, the addition of a sophisticated and well-funded marketing plan, and other factors influencing the business of the Company. The projections are based on Management's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by the Company's independent accountants. These projections are based on several assumptions, set forth therein, which Management believes are reasonable. Some assumptions upon which the projections are based, however, invariably will not materialize due to the inevitable occurrence of unanticipated events and circumstances beyond Management's control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into the Company's market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While Management believes that the projections accurately reflect possible future results of the Company's operations, those results cannot be guaranteed.

We may not be able to manage our growth effectively.

We must continually implement and improve our products and/or services, operations, operating procedures and quality controls on a timely basis, as well as expand, train, motivate and manage our work force in order to accommodate anticipated growth and compete effectively in our market segment. Successful implementation of our strategy also requires that we establish and manage a competent, dedicated work force and employ additional key employees in corporate management, product development, client service and sales. We can give no assurance that our personnel, systems, procedures and controls will be adequate to support our existing and future operations. If we fail to implement and improve these operations, there could be a material, adverse effect on our business, operating results and financial condition.

If we make any acquisitions or enter into a merger or similar transaction, our business may be negatively impacted.

We have no present plans for any specific acquisition. However, in the event that we make acquisitions in the future, we could have difficulty integrating the acquired companies' personnel and operations with our own. In addition, the key personnel of the acquired business may not be willing to work for us. We cannot predict the effect expansion may have on our core business. Regardless of whether we are successful in making an acquisition, the negotiations could disrupt our ongoing business, distract our management and employees and increase our expenses. In addition to the risks described above, acquisitions, mergers and other similar transactions are accompanied by a number of inherent risks, including, without limitation, the following:

- the difficulty of integrating acquired products, services or operations;
- the potential disruption of the ongoing businesses and distraction of our Management and the management of acquired companies;
- the difficulty of incorporating acquired rights or products into our existing business;
- difficulties in disposing of the excess or idle facilities of an acquired company or business and expenses in maintaining such facilities;
- difficulties in maintaining uniform standards, controls, procedures and policies;
- the potential impairment of relationships with employees and customers as a result of any integration of new management personnel;
- the potential inability or failure to achieve additional sales and enhance our customer base through cross-marketing of the products to new and existing customers;
- the effect of any government regulations which relate to the business acquired; and
- potential unknown liabilities associated with acquired businesses or product lines, or the need to spend significant amounts to retool, reposition or modify the marketing and sales of acquired products or the defense of any litigation, whether or not successful, resulting from actions of the acquired company prior to our acquisition.

Our business could be severely impaired if and to the extent that we are unable to succeed in addressing any of these risks or other problems encountered in connection with these acquisitions, many of which cannot be presently identified, these risks and problems could disrupt our ongoing business, distract our management and employees, increase our expenses and adversely affect our results of operations.

There might be unanticipated obstacles to the execution of our business plan.

The Company's business plans may change significantly. The Company's potential business endeavors are capital intensive. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

We may engage in transactions that present conflicts of interest.

The Company's officers and directors may enter into agreements with the Company from time to time which may not be equivalent to similar transactions entered into with an independent third party. A conflict of interest arises whenever a person has an interest on both sides of a transaction. While we believe that it will take prudent steps to ensure that all transactions between the Company and any officer or director are fair, reasonable, and no more than the amount it would otherwise pay to a third party in an "arms'-length" transaction, there can be no assurance that any transaction will meet these requirements in every instance.

We have agreed to indemnify our officers and directors against lawsuits to the fullest extent of the law.

Ecosciences is a Nevada corporation. Nevada law permits the indemnification of officers and directors against expenses incurred in successfully defending against a claim. Nevada law also authorizes Nevada corporations to indemnify their officers and directors against expenses and liabilities incurred because of their being or having been an officer or director. Our organizational documents provide for this indemnification to the fullest extent permitted by law.

We currently do not maintain any insurance coverage. In the event that we are found liable for damage or other losses, we would incur substantial and protracted losses in paying any such claims or judgments. Although we intend to acquire such coverage immediately upon resources becoming available, there is no guarantee that we can secure such coverage or that any insurance coverage would protect us from any damages or loss claims filed against it.

Risks Relating to Ownership of Our Common Stock

The shares of Common Stock issued to the former Eco-Logical stockholders pursuant to the Merger Agreement are "restricted securities" and, as such, may not be sold except in limited circumstances.

The shares of Common Stock of On-Air Impact, Inc. issued to the former stockholders of Eco-Logical in exchange for their shares of common stock of Eco-Logical pursuant to the Merger Agreement have not been registered under the Securities Act or any state securities law. As a result, the shares will be "restricted securities" under the Securities Act and they may not be sold, transferred, pledged or otherwise disposed of unless they are registered under the Securities Act and applicable state securities laws, except in a transaction which, to our satisfaction and that of our counsel, is exempt from such registration requirements. We are not currently required to register the resale of the shares of Common Stock to enable those shares to be freely tradable and even if we were, we cannot assure you that the SEC will declare the registration statement effective, or that once declared effective, that the SEC will not take action to suspend such effectiveness.

In addition, Rule 144 promulgated under the Securities Act, which permits the resale of the shares of Common Stock, subject to various terms and conditions, is not available until one year has elapsed since we filed our Super Form 8-K on May 15, 2014 containing "Form 10 information" and only if we are current in meeting our SEC filing requirements. As a result, your ability to sell your shares may be limited.

Because we became public by means of a reverse merger, we may not be able to attract the attention of major brokerage firms.

There may be risks associated with us becoming public through a "reverse merger." Securities analysts of major brokerage firms may not provide coverage of us since there is no incentive to brokerage firms to recommend the purchase of our common stock. No assurance can be given that brokerage firms will, in the future, want to conduct any offerings on behalf of our post-merger company.

A decline in the price of our common stock could affect our ability to raise further working capital and adversely impact our operations.

Although our common stock is quoted on the OTCPINK, we can have no assurances that a proper market will ever develop, and should a market develop we will have no control over the market price of our common stock. Any market price is likely to be highly volatile. Factors, including regulatory matters, concerns about our financial condition, operating results, litigation, government regulation, developments or disputes relating to current or future agreements or title to our claims or the success of our new business model may have a significant impact on the market price of our stock, causing the market price to decline. In addition, potential dilutive effects of future sales of shares of common stock by stockholders and by us could also have an adverse effect on the price of our securities. Such a decline would seriously hinder our ability to raise additional capital and prevent us from fully implementing our business plan and operations.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock.

There is currently a very limited trading market for our common stock, and we cannot ensure that one will ever develop or be sustained.

To date, there has been a very limited trading market for our common stock. We cannot predict how liquid the market for our common stock might become. We anticipate having our common stock continue to be quoted for trading on the OTC Market, however, we cannot be sure that such quotations will continue. We currently do not satisfy the initial listing standards of any national securities exchange and cannot ensure that we will be able to satisfy such listing standards or that our common stock will be accepted for listing on any such exchange in the future. Should we fail to satisfy the initial listing standards of such exchanges, or our common stock is otherwise rejected for listing and remain listed on the OTC Market or suspended from the OTC Market, the trading price of our common stock could suffer and the trading market for our common stock may be less liquid and our common stock price may be subject to increased volatility. Furthermore, for companies whose securities are traded in the OTC Market, it is more difficult (1) to obtain accurate quotations, (2) to obtain coverage for significant news events because major wire services generally do not publish press releases about such companies and (3) to obtain needed capital.

As a former shell company, resales of shares of our restricted common stock in reliance on Rule 144 of the Securities Act are subject to the requirements of Rule 144(i).

Rule 144 under the Securities Act, which generally permits the resale, subject to various terms and conditions, of restricted securities after they have been held for six months will not immediately apply to our common stock because we were at one time designated as a "shell company" under SEC regulations. Pursuant to Rule 144(i), securities issued by a current or former shell company that otherwise meet the holding period and other requirements of Rule 144 nevertheless cannot be sold in reliance on Rule 144 until one year after the date on which the issuer filed current "Form 10 information" (as defined in Rule 144(i)) with the SEC reflecting that it ceased being a shell company, and provided that at the time of a proposed sale pursuant to Rule 144, the issuer has satisfied certain reporting requirements under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The filing of our Current Report on Form 8-K dated May 15, 2014 started the running of such one-year period. Because, as a former shell company, the reporting requirements of Rule 144(i) will apply regardless of holding period, restrictive legends on certificates for shares of our common stock cannot be removed except in connection with an actual sale that is subject to an effective registration statement under, or an applicable exemption from the registration requirements of, the Securities Act.

We may, in the future, issue additional shares of our common stock and/or preferred stock, which would reduce investors' percent of ownership and may dilute our share value.

Our Articles of Incorporation, as amended, authorizes the issuance of up to 1,950,000,000 shares of common stock and 50,000,000 shares of preferred stock, of which 23,200,000 shares have been designated of the date of this Annual Report. The Articles of Incorporation authorize our Board to prescribe the series and the voting powers, designations, preferences, limitations, restrictions and relative rights of any undesignated shares of our preferred stock. The future issuance of common stock and preferred stock may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. We may value any common stock or preferred stock issued in the future on an arbitrary basis. The issuance of common stock for financing, future services or acquisitions or other corporate actions may have the effect of diluting the value of the shares held by our investors, and might have an adverse effect on any trading market for our common stock.

Offers or availability for sale of a substantial number of shares of our common stock may cause the price of our common stock to decline.

If our stockholders sell substantial amounts of their shares of our common stock, or shares of our common stock underlying any outstanding securities held by them, in the public market under Rule 144 or upon registration of such shares pursuant to an effective registration statement, or it could create a circumstance commonly referred to as an "overhang" and in anticipation of which the market price of our common stock could fall. The existence of an overhang, whether or not sales have occurred or are occurring, also could make more difficult our ability to raise additional financing through the sale of equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate.

Our Articles of Incorporation and Bylaws provide for indemnification of our officers and directors.

Our Articles of Incorporation provide for the indemnification of our officers and directors. We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

We do not expect to pay dividends in the foreseeable future.

We currently do not intend to pay any cash dividends in the foreseeable future and we intend to retain future earnings, if any, to finance the expansion of our business. Our future dividend policy will depend on the requirements of financing agreements to which we may be a party and applicable law. Any future determination to pay dividends will be at the discretion of our Board and will depend upon, among other factors, our results of operations, financial condition, capital requirements, contractual restrictions and applicable law.

There can be no assurances that an active trading market may develop for our Common Stock, or if developed, be maintained.

The average trading volume in our stock has been historically low, with little or no trading at all on some days. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations of the price of, our Common Stock. Accordingly, investors must assume they may have to bear the economic risk of an investment in our Common Stock for an indefinite period of time. There can be no assurance that a more active market for the Common Stock will develop, or if one should develop, there is no assurance that it will be maintained. This severely limits the liquidity of our Common Stock, and would likely have a material adverse effect on the market price of our Common Stock and on our ability to raise additional capital.

Our Common Stock is subject to the "penny stock" rules of the SEC and the trading market in the securities is limited, which makes transactions in the stock cumbersome and may reduce the value of an investment in the stock.

The SEC has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receives from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- Obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form sets forth:

- the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of common stock and cause a decline in the market value of stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

The price of our Common Stock may become volatile, which could lead to losses by investors and costly securities litigation.

The trading price of our Common Stock is likely to be highly volatile and could fluctuate in response to factors such as:

- actual or anticipated variations in our operating results;
- announcements of developments by us or our competitors;
- announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;
- adoption of new accounting standards affecting our Company's industry;
- additions or departures of key personnel;
- sales of our Common Stock or other securities in the open market; and
- other events or factors, many of which are beyond our control.

The stock market is subject to significant price and volume fluctuations. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been initiated against the company. Litigation initiated against us, whether or not successful, could result in substantial costs and diversion of our management's attention and resources, which could harm our business and financial condition.

We do not anticipate dividends to be paid on our Common Stock, and investors may lose the entire amount of their investment.

Cash dividends have never been declared or paid on the Common Stock, and we do not anticipate such a declaration or payment for the foreseeable future. We expect to use future earnings, if any, to fund business growth. Therefore, stockholders will not receive any funds absent a sale of their shares. We cannot assure stockholders of a positive return on their investment when they sell their shares, nor can we assure that stockholders will not lose the entire amount of their investment.

If securities analysts do not initiate coverage or continue to cover our Common Stock or publish unfavorable research or reports about our business, this may have a negative impact on the market price of our Common Stock.

The trading market for the Common Stock will depend on the research and reports that securities analysts publish about our business and the Company. We do not have any control over these analysts. There is no guarantee that securities analysts will cover the Common Stock. If securities analysts do not cover the Common Stock, the lack of research coverage may adversely affect its market price. If we are covered by securities analysts, and our stock is the subject of an unfavorable report, our stock price and trading volume would likely decline. If one or more of these analysts ceases to cover the Company or fails to publish regular reports on the Company, we could lose visibility in the financial markets, which could cause our stock price or trading volume to decline.

The outstanding Series B Non-Convertible Preferred Stock has 80% voting control and is owned by an affiliate, thereby giving it significant ability to influence the election of our directors and the outcome of matters submitted to our stockholders.

Generally, the outstanding shares of Series B Non-Convertible Preferred Stock shall vote together with the shares of Common Stock and other voting securities of the Company as a single class and, regardless of the number of shares of Series B Non-Convertible Preferred Stock outstanding and as long as at least one of such shares of Series B Non-Convertible Preferred Stock is outstanding, shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of stockholders of the Company or action by written consent of stockholders. Each outstanding share of the Series B Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series B Non-Convertible Preferred Stock. Joel Falitz, the Company's CEO and sole director owns 100% of the 200,000 issued and outstanding shares of Series B Non-Convertible Preferred Stock. As a result, Mr, Falitz has the ability to significantly influence the outcome of issues submitted to our stockholders. The interests of this stockholder may not always coincide with our interests or the interests of other stockholders, and this stockholder may act in a manner that advances his best interests and not necessarily those of our other stockholders. As a consequence, it may be difficult for investors to remove our management. The ownership of this stockholder could also deter unsolicited takeovers, including transactions in which stockholders might otherwise receive a premium for their shares over then current market prices.

Material weaknesses in our internal control over financial reporting may adversely affect our Common Stock.

We are subject to the reporting requirements of the Exchange Act, and the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). The Exchange Act requires that we file annual, quarterly and current reports with respect to our business and financial condition, proxy statement, and other information. The Sarbanes-Oxley Act requires, among other things, that we establish and maintain effective disclosure controls and procedures and internal controls and procedures for financial reporting. Section 404 of the Sarbanes-Oxley Act requires that we include a report of management on our internal control over financial reporting in our annual report on Form 10-K. That report must contain an assessment by management of the effectiveness of our internal control over financial reporting and must include disclosure of any material weaknesses in internal control over financial reporting that we have identified. Effective internal control is necessary for us to provide reliable financial reports and prevent fraud. If we cannot provide reliable financial reports or prevent fraud, we may not be able to manage our business as effectively as we would if an effective control environment existed, and our business and reputation with investors may be harmed. As a result, our small size and any current internal control deficiencies may adversely affect our financial condition, results of operation and access to capital. We have not performed an in-depth analysis to determine if historical un-discovered failures of internal controls exist, and may in the future discover areas of our internal control that need improvement. Any inability to report and file our financial results accurately and timely could harm our reputation and adversely impact the trading price of our Common Stock.

The Financial Industry Regulatory Authority (FINRA) sales practice requirements may also limit a stockholder's ability to buy and sell our Common Stock.

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority, which we refer to as FINRA, has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Common Stock, which may limit your ability to buy and sell our Common Stock and have an adverse effect on the market for shares of our Common Stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable

ITEM 2. PROPERTIES.

Our principal executive offices are located at 420 Jericho Turnpike, Suite 110, Jericho, NY, 11753. Our telephone number is (516) 465-3964. Our executive offices are currently provided to us for no charge by our President. In the future, as we expand, we expect to execute a lease agreement with our President or lease other office space.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

We are currently not aware of any pending legal proceedings to which we are a party or of which any of our property is the subject, nor are we aware of any such proceedings that are contemplated by any governmental authority.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

From March 8, 2012 to July 21, 2014, our common stock was quoted on the OTCQB under the ticker symbol "OAIR." On March 8, 2012, 2,000 shares traded. From that date until September 3, 2014, there was no trading in the Company's Common Stock. In connection with the Merger on May 9, 2014 and subsequent name change of the Company from On-Air Impact, Inc. to Ecosciences, Inc. on June 23, 2014, the OTCQB ticker symbol for our Common Stock was changed "ECEZ" on July 21, 2014.

The following table sets forth, for the periods indicated, the reported high and low closing quotations for our Common Stock as reported on the OTCQB for the past two fiscal years. The closing quotations reflect inter-dealer prices, do not include retail markups, markdowns or commissions and do not necessarily reflect actual transactions.

	High	Low
2016 Fiscal Year		
1 st Quarter ended August 31, 2015	$ 5,350 .00	$ 3,001.00
2 nd Quarter ended November 30, 2015	$ 3,711 .00	$ 1,0 00.00
3 rd Quarter ended February 28, 2016	$ 1,350 .00	$ 40 1.00
4 th Quarter ended May 31, 2016	$ 1,283 .90	$ 260.00
2017 Fiscal Year		
1 st Quarter ended August 31, 2016	$ 301.00	$ 62.00
2 nd Quarter ended November 30, 2016	$ 102.00	$ 52.00
3 rd Quarter ended February 28, 2017	$ 120.00	$ 17.00
4 th Quarter ended May 31, 2017	$ 27.00	$ 0.95

The Securities and Exchange Commission (the "SEC") has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or quotation system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of securities' laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type, size and format, as the SEC shall require by rule or regulation. The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a suitably written statement.

Our Common Stock is a penny stock. The penny stock disclosure requirements could have the effect of reducing the trading activity in the secondary market for our common stock. Therefore, if our common stock becomes subject to the penny stock rules, stockholders may have difficulty selling those securities.

Description of Securities

General

In connection with the Merger, on June 23, 2014, we increased our authorized capital stock from 100 million shares of Common Stock to 500 million shares; and from 10 million shares of "blank check" Preferred Stock, par value $0.0001 per share ("Preferred Stock") to 50 million shares. We also effectuated a 500-for-1 forward stock split of our outstanding Common Stock on June 23, 2014 (the "Forward Stock Split"). We also effectuated a 1 for 10,000 reverse stock split of our outstanding Common Stock on May 19, 2017 (the "Reverse Stock Split").

Common Stock

As of May 31, 2017, there were 48,075,065 shares of our Common Stock outstanding.

Pursuant to our bylaws, our Common Stock is entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law or provided in any resolution adopted by our board of directors with respect to any series of preferred stock, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. Holders of our common stock representing at least a majority of our capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation does not provide for cumulative voting in the election of directors.

Subject to any preferential rights of any outstanding series of preferred stock created by our board of directors from time to time, the holders of shares of our common stock will be entitled to such cash dividends as may be declared from time to time by our board of directors from funds available therefore.

Subject to any preferential rights of any outstanding series of preferred stock created from time to time by our board of directors, upon liquidation, dissolution or winding up of our company, the holders of shares of our common stock will be entitled to receive, on a pro rata basis, all assets of our company available for distribution to such holders.

In the event of any merger or consolidation of our company with or into another company in connection with which shares of our common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of our common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash), on a pro rata basis.

Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions or sinking fund rights applicable to our common stock. There are also no provisions discriminating against any existing or prospective holders of our common stock as a result of such security holders owning a substantial amount of securities.

Preferred Stock

Our Articles of Incorporation authorizes our board of directors to issue up to 50,000,000 shares of "blank check" preferred stock in one or more designated series, each of which shall be so designated as to distinguish the shares of each series of preferred stock from the shares of all other series and classes. Our board of directors is authorized, without stockholders' approval, within any limitations prescribed by law and our Articles of Incorporation, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of preferred stock including but not limited to the following:

(a) the rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;

(b) whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;

(c) the amount payable upon shares of preferred stock in the event of voluntary or involuntary liquidation;

(d) sinking fund or other provisions, if any, for the redemption or purchase of shares of preferred stock;

(e) the terms and conditions on which shares of preferred stock may be converted, if the shares of any series are issued with the privilege of conversion;

(f) voting powers, if any, provided that if any of the preferred stock or series thereof shall have voting rights, such preferred stock or series shall vote only on a share for share basis with our Common Stock on any matter, including but not limited to the election of directors, for which such preferred stock or series has such rights; and

(g) subject to the above, such other terms, qualifications, privileges, limitations, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as our board of directors may, at the time so acting, lawfully fix and determine under the Nevada Revised Statutes.

The following table reflects the amount of shares of Preferred Stock designated, issued and outstanding as of the date of this Annual Report.

Series	Designated	Issued and Outstanding
A	3,000,000	1,593,630
B	200,000	200,000
C	10,000,000	4,700,000
D	10,000,000	710,000
Total:	**23,200,000**	**7,203,630**

Series A Convertible Preferred Stock

On May 7, 2014, our Board decided to amend and restate the Company's Series A Convertible Preferred Stock Certificate of Designation originally filed with the Secretary of State of the State of Nevada on May 10, 2012; and we filed an Amended and Restated Certificate of Designation with the Secretary of State of the State of Nevada on May 8, 2014, therein re-designating the class. Under the Amended and Restated Certificate of Designation, 3,000,000 shares of Preferred Stock have been designated as "Series A Convertible Preferred Stock" and each share has a stated value of $0.20 per share (the "Stated Value). On September 11, 2015, the Company amended the Series A Convertible Preferred Stock and filed an amendment with the Secretary of State of Nevada. A copy of the Amendment is filed as an exhibit to this Annual Report on Form 10-K and is incorporated by reference herein.

A summary of the designations, preferences, limitations, restrictions and relative rights of the Series A Preferred Stock, as amended are as follows:

Conversion

From the respective Commencement Date (as defined below), each holder of Series A Convertible Preferred Stock ("Holder") shall have the right to convert each share of Series A Convertible Preferred Stock into twenty (20) shares of Common Stock. For shares of Series A Convertible Preferred Stock issued prior to September 11, 2015, the Commencement Date shall be the first anniversary of the date of issuance. For shares of Series A Convertible Preferred Stock issued on or after September 11, 2015, the Commencement Date shall be October 1, 2016. Notwithstanding the foregoing, in connection with any conversion hereunder, each Holder of Series A Convertible Preferred Stock may not convert any part of the Series A Convertible Preferred Stock if such conversion would cause such Holder or any of its assignees to beneficially own more than 4.99% of the Common Stock of the Company.

Redemption

The Company may, at the Company's option, at any time or from time to time from and after the day immediately following the date the Series A Convertible Preferred Stock is first issued, redeem all or any portion of, on a pro rata basis, the outstanding shares of Series A Convertible Preferred Stock for $0.40 per share (the "Redemption Price"):

Rank

Generally, the Series A Convertible Preferred Stock shall, with respect to dividend rights, rights on liquidation, winding up and dissolution, rank senior to (i) all classes of Common Stock of the Company and (ii) any class or series of capital stock of the Company hereafter created (unless, with the consent of the Holder(s) of Series A Convertible Preferred Stock).

Liquidation Preference

Except as otherwise provided by the Nevada Business Corporation Act or elsewhere in the Certificate of Designation, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the Holders of shares of the Series A Convertible Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the Company available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to the Stated Value.

Dividends/Stock Splits

The Holders of shares of Series A Preferred Stock shall not be entitled to receive any dividends. The number of shares of Common Stock of the Company issuable pursuant to the conversion of outstanding shares of Series A Convertible Preferred Stock shall not be adjusted to reflect any forward to reverse stock splits by the Company of its outstanding shares of Common Stock.

Voting Rights

The Holders of the Series A Convertible Preferred Stock shall vote only on a share for share basis with our Common Stock on any matter, including but not limited to, the election of directors, name changes, increases in the authorized common shares and for which such preferred stock or series has such rights and as otherwise provided by the Nevada Business Corporation Act and below.

To the extent that under the Nevada Business Corporation Act the vote of the Holders of the Series A Convertible Preferred Stock, voting separately as a class or series, as applicable, is required to authorize a given action of the Company, the affirmative vote or consent of the Holders of at least a majority of the shares of the Series A Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series A Convertible Preferred Stock (except as otherwise may be required under the Nevada Business Corporation Act) shall constitute the approval of such action by the class. To the extent that under the Nevada Business Corporation Act Holders of the Series A Convertible Preferred Stock are entitled to vote on a matter with Holders of Common Stock, voting together as one class, each share of Series A Convertible Preferred Stock shall be entitled to one (1) vote.

Registration Rights

Piggyback registration rights for a self or underwritten offering pursuant to a registration statement (other than a registration effected solely to implement an employee benefit plan or a transaction to which Rule 145 of the Securities Act is applicable, or a Registration Statement on Form S-4, S-8 or any successor form thereto or another form not available for registering the Registrable Securities for sale to the public), whether the Company's own account or for the account of one or more stockholders of the Company, subject to pro rata reductions and customary market cutbacks.

Series B Non-Convertible Preferred Stock

On May 7, 2014, our Board designated 200,000 shares of Preferred Stock as "Series B Non-Convertible Preferred Stock" and we filed a Certificate of Designation with the Secretary of State of the State of Nevada on May 8, 2014, therein designating the class. Generally, the outstanding shares of Series B Non-Convertible Preferred Stock shall vote together with the shares of Common Stock and other voting securities of the Company as a single class and, regardless of the number of shares of Series B Non-Convertible Preferred Stock outstanding and as long as at least one of such shares of Series B Non-Convertible Preferred Stock is outstanding, shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of stockholders of the Company or action by written consent of stockholders. Each outstanding share of the Series B Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series B Non-Convertible Preferred Stock.

Series C Convertible Preferred Stock

On April 20, 2015, the Company filed a Certificate of Designation with the Nevada Secretary of State pursuant to which the Company established a new series of Preferred Stock, designated as the Series C Convertible Preferred Stock (the "Series C Preferred Stock"), consisting of ten million (10,000,000) shares of Preferred Stock, par value $0.0001 per share and having the rights, preferences, powers, restrictions and limitations as set forth in the Certificate of Designation. On June 4, 2015, the Company filed a Certificate of Amendment to its Certificate of Designation for the Company's Series C Preferred Stock. A summary of the designations, preferences, limitations, restrictions and relative rights of the Series C Preferred Stock are as follows:

Conversion

Each holder of Series C Preferred Stock ("Holder") shall have the right, at such Holder's option, at any time or from time to time from and after the first year anniversary of the date the Series C Preferred Stock is issued to such Holder, to convert each share ("Share") of Series C Preferred Stock into twelve (12) fully-paid and non-assessable shares of common stock, par value $0.0001 per share, of the Company (the "Common Stock"); *provided, however* , in connection with any conversion hereunder, each Holder of Series C Preferred Stock may not convert any part of the Series C Preferred Stock if such conversion would cause such Holder or any of its assignees to beneficially own more than 4.99% of the Common Stock of the Company.

Redemption

The Company may, at the Company's option, at any time or from time to time from and after the day immediately following the date the Series C Preferred Stock is first issued, redeem all or any portion of, on a pro rata basis, the outstanding shares of Series C Preferred Stock for $0.10 per share.

The Company shall deliver to the Holders of the outstanding Series C Preferred Stock a written irrevocable redemption notice (the "Redemption Notice") indicating the amount of shares of Series C Preferred Stock intended to be so redeemed and the date on which such redemption shall be made (the "Redemption Date"). Such Redemption Notice shall be delivered to the Holders of the Series C Preferred Stock at least fifteen (15) business days prior to the Redemption Date.

Upon receipt of any Redemption Notice, each Holder of the Series C Preferred Stock shall then have the option (by notifying the Company in writing within ten (10) business days of receipt of the Redemption Notice) to accept the Stated Value in cash or elect to convert not less than all of such Holder's shares of Series C Preferred Stock pursuant to the terms and conditions set forth herein.

Rank

Except as specifically provided below, the Series C Preferred Stock shall, with respect to dividend rights, rights on liquidation, winding up and dissolution, rank senior to (i) all classes of Common Stock of the Company and (ii) any class or series of capital stock of the Company hereafter created (unless, with the consent of the Holder(s) of Series C Preferred Stock).

Liquidation Preference

Except as otherwise provided by the Nevada Revised Statutes and subject to the Certificate of Designation, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the Holders of shares of the Series C Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the Company available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to the Stated Value.

Liquidation

Subject to the provisions of the Certificate of Designation, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the Holders of shares of the Series C Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the Company available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to the Stated Value per share.

Dividends/Stock Splits

If the Company declares or pays a dividend or distribution on the Common Stock, whether such dividend or distribution is payable in cash, securities or other property, including the purchase or redemption by the Company of shares of Common Stock for cash, securities or property, but excluding any repurchases of Common Stock held by employees or consultants of the Company upon termination of their employment or services pursuant to agreements providing for such repurchase, the Company shall simultaneously declare and pay a dividend on the Series C Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all outstanding shares of Series C Preferred Stock had been converted pursuant to Section 0 as of immediately prior to the record date of the applicable dividend (or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined).

The number of shares of Common Stock of the Company issuable pursuant to the conversion of outstanding shares of Series C Preferred Stock shall not be adjusted to reflect any forward to reverse stock splits by the Company of its outstanding shares of Common Stock.

Voting Rights

To the extent that under the Nevada Revised Statutes, the vote of the Holders of the Series C Preferred Stock, voting separately as a class or series, as applicable, is required to authorize a given action of the Company, the affirmative vote or consent of the Holders of at least a majority of the shares of the Series C Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series C Preferred Stock (except as otherwise may be required under the Nevada Revised Statutes) shall constitute the approval of such action by the class. To the extent that under the Nevada Revised Statutes Holders of the Series C Preferred Stock are entitled to vote on a matter with Holders of Common Stock, voting together as one class, each share of Series C Preferred Stock shall be entitled to twelve (12) vote(s).

Protection Provisions

So long as any shares of Series C Preferred Stock are outstanding, the Company shall not, without first obtaining the approval (by vote or written consent, as provided by the Nevada Revised Statutes) of the Holders of at least a majority of the then outstanding shares of Series C Preferred Stock:

- alter or change the rights, preferences or privileges of the Series C Preferred Stock;
- alter or change the rights, preferences or privileges of any capital stock of the Company so as to affect adversely the Series C Preferred Stock;
- create any new class or series of capital stock having a preference over the Series C Preferred Stock as to distribution of assets upon liquidation, dissolution or winding up of the Company (as previously defined, "Senior Securities");
- create any new class or series of capital stock ranking pari passu with the Series C Preferred Stock as to distribution of assets upon liquidation, dissolution or winding up of the Company (as previously defined, "Pari Passu Securities");
- increase the authorized number of shares of Series C Preferred Stock;
- issue any additional shares of Senior Securities; or
- redeem, or declare or pay any cash dividend or distribution on, any Junior Securities.

If Holders of at least a majority of the then outstanding shares of Series C Preferred Stock agree to allow the Company to alter or change the rights, preferences or privileges of the shares of Series C Preferred Stock pursuant to subsection (a) above, then the Company shall deliver notice of such approved change to the Holders of the Series C Preferred Stock that did not agree to such alteration or change (the "Dissenting Holders").

Merger, Consolidation, etc.

If at any time or from time to time there shall be (i) a merger, or consolidation of the Company with or into another corporation, (ii) the sale of all or substantially all of the Company's capital stock or assets to any other person, (iii) any other form of business combination or reorganization in which the Company shall not be the continuing or surviving entity of such business combination or reorganization, or (iv) any transaction or Series of transactions by the Company in which in excess of 50 percent of the Company's voting power is transferred (each, a "Reorganization"), then as a part of such Reorganization, provision shall be made so that the Holders of the Series C Preferred Stock shall thereafter be entitled to receive the same kind and amount of stock or other securities or property (including cash) of the Company, or of the successor corporation resulting from such Reorganization.

Series D Preferred Stock

On June 4, 2015, the Company filed a Certificate of Designation with the Secretary of State of Nevada thereby designating 10 million (10,000,000) shares of the Company's authorized "blank check" Preferred Stock as "Series D Convertible Preferred Stock" (the "Series D Preferred Stock"). A summary of the designations, preferences, limitations, restrictions and relative rights of the Series D Preferred Stock are as follows:

Conversion

At the option of the holder, at any time or from time to time from and after the first year anniversary of the issue date, into ten (10) shares of Common Stock but only to the extent such conversion would cause the holder to not beneficially own more than 4.99% of the Company's Common Stock.

Rank

With respect to dividend rights, rights on liquidation, winding up and dissolution, rank senior to (i) all classes of Common Stock of the Company and (ii) any class or series of capital stock of the Company hereafter created (unless, with the consent of the holders of Series D Preferred Stock).

Splits

The number of shares of Common Stock issuable upon the conversion the Series D Preferred Stock shall not be adjusted to reflect any forward to reverse stock splits by the Company of its outstanding shares of Common Stock.

Voting Rights

Generally, vote with the Common Stock as a single class and each share of Series D Preferred Stock shall have the voting equivalency of ten (10) shares of Common Stock.

Registration Rights

Piggyback registration rights for a self or underwritten offering pursuant to a registration statement (other than a registration effected solely to implement an employee benefit plan or a transaction to which Rule 145 of the Securities Act is applicable, or a Registration Statement on Form S-4, S-8 or any successor form thereto or another form not available for registering the Registrable Securities for sale to the public), whether the Company's own account or for the account of one or more stockholders of the Company, subject to pro rata reductions and customary market cutbacks.

Holders of Our Common Stock

As of May 31, 2017, we had 4 record holders of our Common Stock.

Stock Transfer Agent

Below is the name, mailing address, phone and fax numbers, website and email address of our transfer agent:

VStock Transfer, LLC
77 Spruce Street, Suite 201
Cedarhurst, NY 11516
Phone: 212-828-8436
Toll-Free: 855-9VSTOCK
Fax: 646-536-3179
info@vstocktransfer.com
www.VstockTransfer.com

Options

There are no outstanding options to purchase our securities. We may, however, grant such options and/or establish an incentive stock option plan for our directors, executive officers, employees and consultants in the future.

Convertible Securities

- On December 22, 2011, the Company entered into two Convertible Promissory Note agreements for an aggregate of $4,000. The notes bear interest at 10% per annum, and the principal amount and any interest thereon are due 60 days following demand. Pursuant to the agreements, the notes are convertible into shares of common stock of the Company's subsidiary, Eco-logical Concepts, Inc., at a conversion price equal to $0.01 per share. At May 31, 2017, and 2016, the Company owed accrued interest of $2,178 and $1,778, respectively. At May 31, 2017, and 2016, the balance owing on the two notes was $4,000.

- On December 22, 2011, the Company entered into a Convertible Promissory Note agreement for $10,000. The Note bears interest at 10% per annum, and the principal amount and any interest thereon are due 60 days following demand. Pursuant to the agreement, the note is convertible into shares of common stock of the Company's subsidiary, Eco-logical Concepts, Inc., at a conversion price equal to $0.01 per share. In addition, as a condition precedent to the right to convert the debt to common stock of the Company, the holder must purchase 3,000,000 shares of common stock of the Company's subsidiary at $0.01 per share. At May 31, 2017 and 2016, the Company owed accrued interest of $484 and $367, respectively. At May 31, 2017 and 2016, the balance owing on the note was $1,177.

- On December 28, 2011, the Company entered into a Convertible Promissory Note agreement for $1,000. The note bears interest at 10% per annum, and the principal amount and any interest thereon are due 60 days following demand. Pursuant to the agreement, the note is convertible into shares of common stock of the Company's subsidiary, Eco-logical Concepts, Inc., at a conversion price equal to $0.001 per share. At May 31, 2017 and 2016, the Company owed accrued interest of $543 and $443, respectively. At May 31, 2017 and 2016, the balance owing on the note was $1,000.

- On February 19, 2016, the Company entered into a Convertible Promissory Note agreement for $14,000. The note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder of the Convertible Promissory Note within 48 hours of the conversion request. At May 31, 2017 and 2016, the Company owed accrued interest of $883 and $304, respectively. During the year ended May 31, 2017, the Company issued 1,400 shares of common stock pursuant to the conversion of the $14,000 note. At May 31, 2017 and 2016, the balance owing on the note was $nil and $14,000, respectively.

- On May 12, 2016, the Company entered into a Convertible Promissory Note agreement for $10,000. The note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder of the Convertible Promissory Note within 48 hours of the conversion request. At May 31, 2017 and 2016, the Company owed accrued interest of $627 and $40, respectively. During the year ended May 31, 2017, the Company issued 800 shares of common stock pursuant to the conversion of the $10,000 note. At May 31, 2017 and 2016, the balance owing on the note was $nil, and $10,000, respectively.

- On July 19, 2016, the Company entered a Securities Purchase Agreement whereas the Company agreed to issue two Convertible Redeemable Notes for an aggregate of $121,000. The notes bear interest at 12% per annum and contain a 10% original issue discount, such that the purchase price of each $60,500 note is $55,000. The principal amount and any interest thereon are due one year following the borrowing date. During the first six months that the first Convertible Redeemable Note is in effect, the Company may redeem the Note at 140% of the par value plus accrued interest. The first of the two Convertible Redeemable Notes was paid to the Company on July 19, 2016. The second Convertible Redeemable Note ("Back-End Note") shall initially be paid for by an offsetting $55,000 promissory note issued to the Company by the lender, provided that prior to the conversion of the Back-End Note, the lender must have paid off the promissory note in cash. Payment to the Company under the promissory note must be no later than April 19, 2017. The promissory note was initially secured by the pledge of the Back-End Note. Pursuant to the agreements, the notes are convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty prior trading days including the day upon which a notice of conversion is received by the Company. In connection with the first note, the Company incurred financing costs of $3,000 and an original issue discount of $5,500, which have been recorded as debt discount. On March 16, 2017, the Back-End Note was funded. In connection with the Back-End Note, the Company incurred financing costs of $3,000 and an original issue discount of $5,500, which have been recorded as debt discount.

- On July 19, 2016, the Company entered into a Convertible Promissory Note agreement for $56,750. The principal amount and any interest thereon are due nine months following the borrowing date. The note bears interest at 12% per annum, increasing to 24% per annum if any principal or interest is not paid when due. For the first 180 days, the Company has the right to prepay the note of up to 150% of all amounts owed. Pursuant to the agreement, the Note is convertible into shares of common stock at a conversion price equal to the lesser of (i) a 50% discount to the lowest trading price of the common stock during the 25 trading days prior to the issue date and (ii) a 50% discount to the lowest trading price of the common stock during the 25 trading day period prior to conversion. The Company incurred financing costs of $6,750.

- On August 25, 2016, the Company entered into a Convertible Promissory Note agreement for $10,000. The Note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder of the Convertible Promissory Note within 48 hours of the conversion request. At May 31, 2017, the Company owed accrued interest of $612. At May 31, 2017, the balance owing on the Note was $10,000.

- On October 11, 2016, a lender of the Company assigned a total of $75,000 of promissory notes payable to two third-party lenders. On October 21, 2016, the Company entered into Debt Conversion Agreements with the lenders, whereby the loan amount became convertible to common stock of the Company. The Notes bear interest at 8% per annum. Pursuant to the Debt Conversion Agreements, the notes are convertible into shares of common stock at a conversion price equal to $10 per share. In March 2017, the conversion price was amended to $2.75 per share.

- On December 8, 2016, a lender of the Company assigned a $15,000 promissory note payable and accrued interest of $2,349 to a third-party lender. On February 3, 2017, the Company entered into a Debt Conversion Agreement with the lender, whereby the loan amount became convertible to common stock of the Company. The Note bears interest at 8% per annum. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $10 per share. In February 2017, the conversion price was amended to $2.75 per share.

- On January 31, 2017, the Company entered a Securities Purchase Agreement whereby the Company agreed to issue a Convertible Promissory Note of $120,000. The Convertible Promissory Note bears interest at 8% per annum and contains an original issue discount of $18,000, such that the purchase price of the $120,000 note is $102,000. The principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the Convertible Promissory Note is convertible into shares of common stock at any time at a conversion price equal to 50% of the lowest trading price of the common stock for the twenty-five prior trading days ending on the last complete trading day prior to the conversion date. If at any time while the note is outstanding the lowest trading price of the Company's common stock is equal to or lower than $30 per share, then an additional 10% discount shall be factored into the conversion price until the note is no longer outstanding. In addition, at any time the trading price of the Company's common stock is equal to or lower than $10 per share, additional $10,000 shall be immediately added to the balance of the note. The first tranche of the Convertible Promissory Note of $40,000 was paid to the Company on January 31, 2017. In connection with the first tranche, the Company incurred financing costs of $2,000 and an original issue discount of $6,000, which have been recorded as a discount. In April 2017, the Company's common stock price per share was lower than $10. Accordingly, the Company increased the principal amount and debt discount by $10,000.

- On February 10, 2017, the Company entered into a Convertible Promissory Note agreement for $59,500. The principal amount and any interest thereon are due on November 10, 2017. The note bears interest at 8% per annum, increasing to 18% per annum if any principal or interest is not paid when due. The note contains an original issue discount of $7,500 so the purchase price of the note is $52,000. Pursuant to the agreement, the note is convertible into shares of common stock at any time at a conversion price equal to 50% of the lowest trading price of the common stock for the twenty-five prior trading days to the date of the conversion notice. If at any time while the note is outstanding the lowest trading price of the Company's common stock is equal to or lower than $0.003, then an additional 10% discount shall be factored into the conversion price until the note is no longer outstanding. Additionally, if at any time while the note is outstanding, the lowest trading price of the Company's common stock is equal to or lower than $10 per share, then an additional $10,000 shall immediately be added to the balance of the note. The Company incurred financing costs of $7,000 and an original issue discount of $7,500, which have been recorded as a discount. In April 2017, the Company's common stock price per share was lower than $10. Accordingly, the Company increased the principal amount and debt discount by $10,000.

- On March 30, 2017, the Company entered a Securities Purchase Agreement with a lender whereas the Company agreed to issue nine convertible notes for an aggregate of $285,450 with the first note being in the amount of $52,250 and the rest of the eight notes being in the amount of $29,150. The notes bear interest at 12% per annum commencing on March 30, 2017, and contain a 10% original issue discount, such that the purchase price of the first note is $47,500 and the rest of the eight notes (or "Back-End Notes") is $26,500. The proceeds for the Back-End Notes will be funded one at a time in 30 day increments commencing April 30, 2017 through November 30, 2017. However, the Company must maintain a bid of $10 per common stock share over 5 consecutive trading days before the closing of each Back-End Notes.

  In March 2017, the first note was funded. The note bears interest at 12% per annum and matures on March 30, 2018. The note contains an original issue discount of $4,750 so the purchase price of the note is $47,500. Pursuant to the agreement, the note is convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty days, including the day upon which a notice of conversion is received by the Company, prior to conversion. During the first six months, the Company may redeem the first note at 140% of the par value plus accrued interest. The Company also incurred financing costs of $2,500 which has been recorded as a discount.

- On March 7, 2017, a lender of the Company issued a $20,000 promissory note payable to a third-party lender. On March 8, 2017, the lender issued a $7,000 portion of the $20,000 promissory note payable to another third-party lender. On March 20, 2017, the Company entered into a Debt Conversion Agreement with the lender, whereby $7,000 of the loan principal and unpaid interest of $2,758 became convertible to common stock of the Company. The note bears interest at 10% per annum. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $2.75 per share.

- On April 4, 2017, a lender of the Company assigned a $7,000 promissory note payable to a third-party lender. On April 5, 2017, the Company entered into a Debt Conversion Agreement with the third-party lender, whereby $7,000 of the loan principal became convertible to common stock of the Company. The note is non interest-bearing. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $2.75 per share.

- On April 20, 2017, a lender of the Company assigned a $7,000 promissory note payable to a third-party lender, and the Company entered into a Debt Conversion Agreement with the third-party lender, whereby $7,000 of the loan principal became convertible to common stock of the Company. The note is non-interest-bearing. Pursuant to the Debt Conversion Agreement, the Note is convertible into shares of common stock at a conversion price equal to $1.75 per share.

- On May 5, 2017, a lender of the Company assigned a $7,000 promissory note payable to a third-party lender, and the Company entered into a Debt Conversion Agreement with the third-party lender, whereby $7,000 of the loan principal became convertible to common stock of the Company. The note is non-interest-bearing. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $0.69 per share.

Change in Control

There are no provisions in our Articles of Incorporation or Bylaws that would delay, defer or prevent a change in control of our Company and that would operate only with respect to an extraordinary corporate transaction involving our Company or subsidiary, such as merger, reorganization, tender offer, sale or transfer of substantially all of our assets, or liquidation.

Dividend Policy

We have never paid any cash dividends on our capital stock and do not anticipate paying any cash dividends on our Common Stock in the foreseeable future. We intend to retain future earnings to fund ongoing operations and future capital requirements. Any future determination to pay cash dividends will be at the discretion of our Board of Directors and will be dependent upon financial condition, results of operations, capital requirements and such other factors as the Board of Directors deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

The Company had no equity compensation plans as of the end of the fiscal year ended May 31, 2017.

Recent Sales of Unregistered Securities

- On July 19, 2016, the Company entered a Securities Purchase Agreement whereas the Company agreed to issue two Convertible Redeemable Notes for an aggregate of $121,000. The Convertible Redeemable Notes bear interest at 12% per annum and contain a 10% original issue discount, such that the purchase price of each note is $55,000. The principal amount and any interest thereon are due one year following the borrowing date. On July 19, 2016, in consideration for the first Convertible Redeemable Note, the Company received cash proceeds of $55,000. During the first six months that the first Convertible Redeemable Note is in effect, the Company may redeem the Note at 140% of the par value plus accrued interest. On July 19, 2016, in consideration for the second Convertible Redeemable Note, the Company received a Promissory Note with a par value of $55,000. The Promissory Note bears interests at 12% per annum and is secured by the second Convertible Redeemable Note of the Company. The principal amount of the Promissory Note and any interest thereon are due eight months following the lending date. The principal amount of the Promissory Note must be paid in full prior to executing any conversions of the second Convertible Redeemable Note. Pursuant to the agreements, the Convertible Redeemable Notes are convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty prior trading days including the day upon which a notice of conversion is received by the Company.

- On July 19, 2016, the Company entered into a Securities Purchase Agreement whereas the Company agreed to issue a Convertible Promissory Note for $56,750. The Company will receive proceeds of $50,000 after deducting $6,750 of diligence and legal fees. The principal amount and any interest thereon are due nine months following the borrowing date. The Note bears interest at 12% per annum, increasing to 24% per annum if any principal or interest in not paid when due. For the first 180 days, the Company has the right to prepay the Note of up to 150% of all amounts owed. Pursuant to the agreement, the Note is convertible into shares of common stock at a conversion price equal to the lesser of (i) a 50% discount to the lowest trading price of the common stock during the 25 trading days prior to the issue date and (ii) a 50% discount to the lowest trading price of the common stock during the 25 trading day period prior to conversion.

- On August 25, 2016, the Company entered into a Convertible Promissory Note Agreement for $10,000 with a third party unaffiliated lender. The Note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the Note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder of the Convertible Promissory Note within 48 hours of the conversion request.

- During the year ended May 31, 2017, the Company issued 61,770 shares of common stock pursuant to the conversion of $303,595 of principal and accrued interest of notes payable and convertible notes payable.

- On March 10, 2017, the Company filed a Certificate of Amendment to its Articles of Incorporation with the Secretary of State of Nevada thereby increasing the authorized number of shares of Common Stock from Five Hundred Million (500,000,000) to One Billion Nine Hundred Fifty Million (1,950,000,000) without changing the $0.0001 par value of the Common Stock. The Amendment went into effect on March 13, 2017. The Amendment was approved, on February 9, 2017 by written consent, by the Board of Directors of the Company and the holder of 100% of the outstanding shares of the Company's outstanding Series B Preferred Stock having 80% majority voting control.

- On May 19, 2017, the Company issued 48,000,000 shares of common stock to the President of the Company pursuant to the conversion of 4,000,000 shares of Series C preferred stock, in which the notice of conversion was received on May 19, 2017.

- On May 19, 2017, the Company completed a reverse stock split of the Company's common stock on a 1-for-10,000 basis. All share and per share amounts included in this Annual Report have been retroactively restated for the reverse stock split.

The Company issued the foregoing securities pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended, available to the Company under Section 4(a)(2) promulgated thereunder due to the fact that such issuances did not involve a public offering of securities, the shares were issued to a small finite group of persons and no solicitation or advertisement was made in connection therewith. See also, "Liquidity & Capital Resources" and Item 9B. Other Information.

ITEM 6. SELECTED FINANCIAL DATA.

N/A

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion together with our consolidated financial statements and the related notes included elsewhere in this report. This discussion contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ materially from those we currently anticipate as a result of many factors, including the factors we describe under "Risk Factors" and elsewhere in this report.

Forward Looking Statements

Some of the information in this section contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. You should read statements that contain these words carefully because they:

- discuss our future expectations;
- contain projections of our future results of operations or of our financial condition; and
- state other "forward-looking" information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors," "Business" and elsewhere in this report.

Unless stated otherwise, the words "we," "us," "our," the "Company" or "Ecosciences" in this section collectively refer to Ecosciences, Inc. and its wholly-owned subsidiary, Eco-Logical Concepts, Inc.

Overview

The following discussion highlights the Company's results of operations and the principal factors that have affected our consolidated financial condition as well as our liquidity and capital resources for the periods described, and provides information that management believes is relevant for an assessment and understanding of our consolidated financial condition and results of operations presented herein. You should read the discussion and analysis together with such financial statements and the related notes thereto.

Located in Jericho, New York, the Company provides bio-remediation services for sewers, sludge ponds, septic tanks, lagoons, farms, car washes, portable sanitation facilities, grease tanks, lakes and ponds. We provide a suite of tablet-based products that can be added to waste systems. The active ingredients in our tablets oxygenate wastewater, remove hydrogen sulfide odors, prevent corrosion in wastewater systems and initiate aerobic biological breakdown of organic sludge including fats, oils and grease. The tablets are non-toxic to the environment, non-caustic and comprised of natural ingredients that do not require any special permitting for use and disposal. The product is simple to use directly by the end consumer.

The Company has formulated a business model that management believes can help it grow and achieve economies of scale over time. We have undertaken the necessary due diligence and prepared a business that will enable us to compete in the market for bio-remediation services.

The Company is focused on building, acquiring and investing in businesses around ecological and life sciences. From waste water remediation to healthcare and more, we are committed to building a better living environment for all people.

Growth Strategy of the Company

Our mission is to maximize stockholder value through expanding the scope of products offered. We intend to conduct research and development to bring new, improved products to market to ensure we are competitive in our market space. We intend to focus on growing our distribution channels using master-distributor relationships, full-line distributors and other similar sales channels. We intend to build product and brand awareness through a direct retail channel using online marketing and info-commercials, which we believe will provide a feedback benefit for the growth of our other distribution channels as well as to establish opportunities for indirect retail sales channels, such as through chain stores and small retailers.

We have been working to set up regional distributors in several different market segments, such as septic systems, grease traps, ponds, agricultural and wastewater. Sales have been growing rapidly overseas with business in Mexico, Costa Rica, New Zealand and South Africa.

Critical Accounting Policies, Estimates, and Judgments

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, 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. We continually evaluate our estimates and judgments, our commitments to strategic alliance partners and the timing of the achievement of collaboration milestones. We base our estimates and judgments on historical experience and other factors that we believe to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known. Besides the estimates identified above that are considered critical, we make many other accounting estimates in preparing our financial statements and related disclosures. All estimates, whether or not deemed critical, affect reported amounts of assets, liabilities, revenues and expenses, as well as disclosures of contingent assets and liabilities. These estimates and judgments are also based on historical experience and other factors that are believed to be reasonable under the circumstances. Materially different results can occur as circumstances change and additional information becomes known, even for estimates and judgments that are not deemed critical.

Results of Operations

The following tables present our revenue and expenses for the years ended May 31, 2017 and 2016:

Revenue

	2017	2016	% Change
Revenue	$ 25,860	$ 21,568	19.90%

Our Revenue increased by 19.90% for the fiscal year ended May 31, 2017 as compared to the fiscal year ended May 31, 2016. The increase is attributable to the higher sales for this period to one of our distributors in Mexico.

Cost of Revenues

	2017	2016	% Change
Cost of Revenues	$ 16,628	$ 8,074	105.95%

Our Costs of Revenues increased by 105.95% for the fiscal year ended May 31, 2017 as compared to the fiscal year ended May 31, 2016. The increase is attributable to higher gross sales as well as inventory adjustments.

Operating Expenses

	2017	2016	% Change
Operating Expenses	$ 914,654	$ 470,557	94.38%

Our Operating Expenses increased by 94.38% for the fiscal year ended May 31, 2017 as compared to the fiscal year ended May 31, 2016. The increase is attributable to an increase in consulting, management and marketing fees during the year ended May 31, 2017 to expand our business.

Interest Expense

	2017	2016	% Change
Interest Expense	$ 799,698	$ 38,047	2001.87%

Our Interest Expense increased by 2001.87% for the fiscal year ended May 31, 2017 as compared to the fiscal year ended May 31, 2016. The increase is attributable to increase in notes in 2016 as well as the compounding nature of interest.

Change in fair value of derivative liabilities

	2017	2016	% Change
Change in fair value of derivative liabilities	$ 87,409	$ -	

For the year ended May 31, 2017, the Company entered into several convertible notes payable. The embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 Derivatives and Hedging. Accordingly, the Company recognized derivative liabilities at its fair value and re-valued the derivative at each reporting date, with changes in the fair value reported as charges or credits to income (loss).

Liquidity& Capital Resources

Cash and Cash Equivalents

The following table summarizes the sources and uses of cash the years ended May 31, 2017 and 2016.

	2017	2016
Cash, beginning of year	$ 4,220	$ 381
Net cash used in operating activities	(396,036)	(68,582)
Net cash provided by financing activities	395,173	72,421
Cash, end of year	$ 3,357	$ 4,220

Working Capital

Since the Company's inception, we have incurred recurring net losses and negative cash flows from operations. As of May 31, 2017, we had an accumulated deficit of $2,563,361 and a stockholders' deficit of $1,739,953. We have incurred net losses of $1,623,311 and $495,110 for the fiscal years ended May 31, 2017 and 2016, respectively.

At May 31, 2017, we were indebted to our President and a company controlled by the President for approximately $83,098 for expenses paid by him on behalf of the Company. The amount was borrowed pursuant to a verbal agreement and is unsecured, non-interest bearing and due on demand.

We do not believe our cash resources are sufficient to implement our current business plan, support operations and meet current obligations for the next 12 months. We plan to raise additional capital to finance our operations. There can be no assurance that financing will be available when required in sufficient amounts, on acceptable terms or at all. In the event that the necessary additional financing is not obtained, we may be required to reduce our discretionary overhead costs substantially, including research and development, general and administrative and sales and marketing expenses or otherwise curtail operations.

At May 31, 2017, we had $3,357 in cash on hand and an accumulated deficit of $2,563,361 and had $25,860 in revenues for the year ending May 31, 2017. In their report for the fiscal year ended May 31, 2017 and 2016, our auditors have expressed that there is substantial doubt as to our ability to continue as a going concern. We have incurred operating losses since our formation and expect to incur losses and negative operating cash flows for the foreseeable future. We expect to incur substantial losses for the foreseeable future and may never become profitable. We also expect to continue to incur significant operating and capital expenditures for the next several years and anticipate that our expenses will increase substantially in the foreseeable future. We also expect to experience negative cash flow for the foreseeable future as we fund our operating losses and capital expenditures. As a result, we will need to generate significant revenues in order to achieve and maintain profitability. We may not be able to generate these revenues or achieve profitability in the future. Our failure to achieve or maintain profitability could negatively impact the value of our Common Stock.

We do not believe our cash resources are sufficient to implement our current business plan, support operations and meet current obligations for the next 12 months. We expect that our working capital requirements will be funded over this period by a combination of revenue, shareholder debt or equity private placements of our securities, convertible debt notes and if necessary, shareholder loans. Our business plan does anticipate increases in operating expenses and capital expenditures over the next twelve months in relation to: (i) product development; (ii) research and development to enhance existing products and innovate new ones (iii) employee salaries & professional fees; and (iv) marketing expenses. The company expects to continue to realize cash flow from financing activities until such time as it can increase revenue to the point at which it can maintain operations and fund business growth.

We plan to raise additional capital to finance our operations. There can be no assurance that financing will be available when required in sufficient amounts, on acceptable terms or at all. In the event that the necessary additional financing is not obtained, we may be required to reduce our discretionary overhead costs substantially, including research and development, general and administrative and sales and marketing expenses or otherwise curtail operations.

To date, we have financed our operations primarily through the sale of notes payable and convertible debt to our president and other non-affiliated third parties and the issuance and sale of equity securities for cash consideration. We have no agreements to obtain funds through bank loans, lines of credit or any other traditional sources. Since we have no financing committed, our inability to realize financing to maintain operations and grow our business would materially restrict our business operations. Previous convertible debt financing the Company has accepted have not been on favorable terms and has been significantly dilutive to our existing common equity and as a result the Company executed a consolidation of its common stock on May 19, 2017 to attract financing and maintain is business. Future financing may not be available upon acceptable terms, or at all. Should we be successful in securing future financing new issuances of equity or convertible debt would dilute our current shareholders, possibly significantly and might have rights, preferences or privileges senior to our common or preferred stock. If financing is not available to us on favorable terms, such severe limitation might cause us to consider another consolidation of existing common equity at any time as a means to attract financing and maintain our business.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet transactions.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

None

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Ecosciences, Inc.

Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Ecosciences, Inc.

We have audited the accompanying consolidated balance sheet of Ecosciences, Inc. (the "Company") as of May 31, 2016 and the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for the year then ended. Ecosciences, Inc.'s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of May 31, 2016 and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has recurring losses and a working capital deficiency. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

/s/ Friedman LLP
East Hanover, New Jersey
September 19, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Ecosciences, Inc.
Jericho, New York

We have audited the accompanying consolidated balance sheet of Ecosciences, Inc. as of May 31, 2017, and the related consolidated statements of operations, changes in stockholders' deficit and cash flows for the year then ended. Ecosciences, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Ecosciences, Inc. as of May 31, 2017, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that Ecosciences, Inc. will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, Ecosciences, Inc. has not generated significant revenue since inception and has not generated significant earnings that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ GBH CPAs, PC

GBH CPAs, PC
www.gbhcpas.com
Houston, Texas
September 13, 2017

Ecosciences, Inc.
Consolidated Balance Sheets

	May 31, 2017	May 31, 2016
ASSETS		
Current Assets		
Cash	$ 3,357	$ 4,220
Accounts receivable, net	6,967	–
Inventory	3,256	5,169
Prepaid expenses	29,700	771
Total Assets	$ 43,280	$ 10,160
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 258,949	$ 165,483
Accrued liabilities	447,140	331,505
Due to related parties	93,598	42,046
Notes payable	300,666	261,157
Convertible notes payable, net of discount	86,137	30,177
Derivative liabilities	596,743	–
Total Liabilities	1,783,233	830,368
Contingencies and Commitments		
Stockholders' Deficit		
Preferred Stock 50,000,000 shares authorized, $0.0001 par value;		
Series A Redeemable and Convertible Preferred Stock 3,000,000 shares authorized; 1,593,630 shares issued and outstanding	160	160
Series B Preferred Stock 200,000 shares authorized, issued and outstanding	20	20
Series C Redeemable and Convertible Preferred Stock 10,000,000 shares authorized; 4,700,000 shares issued and outstanding	470	470
Series D Convertible Preferred Stock 10,000,000 shares authorized;710,000 and 610,000 shares issued and outstanding, respectively	71	61
Common Stock 1,950,000,000 shares authorized, $0.0001 par value;48,075,065 shares and 10,175 issued and outstanding, respectively	4,808	1
Additional paid-in capital	817,879	119,130
Accumulated deficit	(2,563,361)	(940,050)
Total Stockholders' Deficit	(1,739,953)	(820,208)
Total Liabilities and Stockholders' Deficit	$ 43,280	$ 10,160

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

Ecosciences, Inc.
Consolidated Statements of Operations

	Year Ended May 31, 2017	Year Ended May 31, 2016
Revenues	$ 25,860	$ 21,568
Cost of revenues	(16,628)	(8,074)
Gross Profit	9,232	13,494
Operating Expenses:		
General and administrative	423,931	117,530
Professional fees	490,723	353,027
Total Operating Expenses	914,654	470,557
Loss from Operations	(905,422)	(457,063)
Other Income (Expenses):		
Interest expense	(799,698)	(38,047)
Loss from settlement of amounts due to related parties	(5,600)	–
Change in fair value of derivative liabilities	87,409	–
Net Loss	$ (1,623,311)	$ (495,110)
Net Loss Per Common Share – Basic and Diluted	$ (1.01)	$ (48.66)
Weighted-average Common Shares Outstanding – Basic and Diluted	1,601,245	10,175

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

Ecosciences, Inc.
Consolidated Statements of Changes in Stockholders' Deficit

	Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Series D Preferred Stock		Common Stock		Additional Paid-in		
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance – May 31, 2015	1,468,630	$ 147	200,000	$ 20	4,700,000	$ 470	–	$ –	10,175	$ 1	$ 33,204	$ (444,940)	$ (411,098)
Series A preferred stock issued for cash	125,000	13	–	–	–	–	–	–	–	–	24,987	–	25,000
Series D preferred stock issued for services	–	–	–	–	–	–	610,000	61	–	–	60,939	–	61,000
Net loss	–	–	–	–	–	–	–	–	–	–	–	(495,110)	(495,110)
Balance – May 31, 2016	1,593,630	$ 160	200,000	$ 20	4,700,000	$ 470	610,000	$ 61	10,175	$ 1	$ 119,130	$ (940,050)	$ (820,208)
Common stock issued for services	–	–	–	–	–	–	–	–	3,120	–	243,360	–	243,360
Common stock issued upon conversion of convertible notes payable and accrued interest	–	–	–	–	–	–	–	–	61,770	7	303,588	–	303,595
Series C preferred stock issued to settle related party debt	–	–	–	–	4,000,000	400	–	–	–	–	9,200	–	9,600
Conversion of Series C preferred stock into common stock	–	–	–	–	(4,000,000)	(400)	–	–	48,000,000	4,800	(4,400)	–	–
Series D preferred stock issued for services	–	–	–	–	–	–	100,000	10	–	–	8,890	–	8,900
Beneficial conversion feature upon issuance of convertible notes payable	–	–	–	–	–	–	–	–	–	–	138,111	–	138,111
Net loss	–	–	–	–	–	–	–	–	–	–	–	(1,623,311)	(1,623,311)
Balance – May 31, 2017	1,593,630	$ 160	200,000	$ 20	4,700,000	$ 470	710,000	$ 71	48,075,065	$ 4,808	$ 817,879	$ (2,563,361)	$ (1,739,953)

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

Ecosciences, Inc.
Consolidated Statements of Cash Flows

	Year Ended May 31, 2017	Year Ended May 31, 2016
Cash Flows from Operating Activities		
Net loss	$ (1,623,311)	$ (495,110)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	252,260	61,000
Amortization of debt discount	360,604	–
Interest expense on derivative liability that exceeds face value	383,152	–
Loss from settlement of amounts due to related parties	5,600	–
Change in fair value of derivative liabilities	(87,409)	–
Changes in operating assets and liabilities:		
Accounts receivable	(6,967)	3,371
Inventory	1,913	(2,397)
Prepaid expenses	(28,929)	766
Accounts payable	231,415	23,772
Accrued liabilities	115,636	309,066
Due to related party	–	30,950
Net Cash Used in Operating Activities	(396,036)	(68,582)
Cash Flows from Financing Activities		
Advances from related party	55,552	496
Proceeds from notes payable	80,250	48,096
Payment of notes payable	(51,629)	(25,171)
Proceeds from convertible notes payable	311,000	24,000
Proceeds from issuance of Series A redeemable preferred stock	–	25,000
Net Cash Provided by Financing Activities	395,173	72,421
Change in Cash	(863)	3,839
Cash - Beginning of Year	4,220	381
Cash - End of Year	$ 3,357	$ 4,220
Supplemental Disclosures of Cash Flow Information:		
Interest paid	$ 360	$ 1,379
Income taxes paid	$ –	$ –
Non-Cash Investing and Financing Activities:		
Shares issued to settle convertible debt and accrued interest	$ 303,595	$ –
Issuances of notes payable for settlements of accounts payable	$ 128,888	$ –
Issuance of Series C preferred stock for settlement of due to related parties	$ 4,000	$ –
Conversion of preferred stock to common stock	$ 400	$ –
Additional discount from beneficial conversion feature	$ 138,111	$ –

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

Ecosciences, Inc.
Notes to the Consolidated Financial Statements

1. Nature of Operations

Ecosciences, Inc. (the "Company") was incorporated in the State of Nevada on May 26, 2010. The Company's principal business is focused on the development, production and sale of environmentally focused wastewater products. It currently produces organic tablets and powders to be used regularly and in lieu of harmful chemical cleaning products in grease trap and septic tank systems. The Company intends to generate revenue through the sale of tablets and powders to domestic and international customers in the food and sanitation industries as well as residential consumers.

2. Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated significant revenue since inception and has not generated significant earnings. As of May 31, 2017, the Company has accumulated losses of $2,563,361 and a working capital deficit of $1,739,953. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Summary of Significant Accounting Policies

a) Basis of Presentation and Consolidation

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Ecological Concepts, Inc., a company incorporated in the State of Delaware. All inter-company accounts and transactions have been eliminated. The Company's fiscal year-end is May 31.

b) Use of Estimates

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

c) Cash

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

d) Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount billed to customers and are ordinarily due upon receipt. The Company provides an allowance for doubtful accounts, which is based upon a review of outstanding receivables, historical collection information and existing economic conditions. Provisions for doubtful accounts are recorded when it is deemed probable that the customer will not make the required payments at either the contractual due dates or in the future. At May 31, 2017 and 2016, the Company's accounts receivable are offset by a provision for doubtful accounts of $379 and $1,338, respectively.

e) Inventories

Inventories are stated at the lower of cost or market. Cost is determined on a first-in, first-out (FIFO) basis. Market is determined based on net realizable value. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. At May 31, 2017 and 2016, the Company does not need a reserve for any obsolescence due to the current nature of the inventory items. Inventory consisted of water purification tablets and ingredients required to manufacture water purification tablets.

f) Shipping and Handling Costs

The Company expenses shipping and handling costs as incurred and includes in general and administrative expenses. Such costs totaled approximately $972 and $15 for the years ended May 31, 2017 and 2016, respectively.

3. Summary of Significant Accounting Policies (continued)

g) Fair Value of Financial Instruments

The Company measures and discloses the estimated fair value of financial assets and liabilities using the fair value hierarchy prescribed by US generally accepted accounting principles. The fair value hierarchy has three levels, which are based on reliable available inputs of observable data. The hierarchy requires the use of observable market data when available. The three-level hierarchy is defined as follows:

Level 1 – quoted prices for identical instruments in active markets.

Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations in which significant inputs and significant value drivers are observable in active markets.

Level 3 – fair value measurements derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Financial instruments consist principally of cash, accounts receivable, accounts payable and accrued liabilities, due to related parties, loans payable, convertible notes payable, and derivative liabilities. There were no transfers into or out of "Level 3" during the years ended May 31, 2017 and 2016. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective relatively short maturity dates or durations.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial statement. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

h) Embedded Conversion Features

The Company evaluates embedded conversion features within convertible debt under ASC 815, *Derivatives and Hedging* , to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in income (loss). If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20, *Debt with Conversion and Other Options* , for consideration of any beneficial conversion feature.

i) Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including convertible debentures, stock purchase warrants and stock options, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives.

For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income (loss). For option-based simple derivative financial instruments, the Company uses the Black-Scholes option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

j) Beneficial Conversion Feature

For conventional convertible debt where the rate of conversion is below market value, the Company records a Beneficial Conversion Feature (the "BCF") and related debt discount.

When the Company records a BCF, the intrinsic value of the BCF is recorded as a debt discount against the face amount of the respective debt instrument (offset to additional paid-in capital) and amortized to interest expense over the life of the debt.

k) Debt Issue Costs and Debt Discount

The Company may record debt issue costs and/or debt discounts in connection with raising funds through the issuance of debt. These costs may be paid in the form of cash, or equity (such as warrants). These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

3. Summary of Significant Accounting Policies (continued)

l) Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured which is typically when title transfers upon shipment.

m) Stock-Based Compensation

The measurement and recognition of compensation expense is based on estimated fair values for all share-based awards made to employees and directors, including stock options.

The Company estimates the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in income (loss) over the requisite service period. Options granted to consultants are valued at the fair value of the equity instruments issued, or the fair value of the services received, whichever is more reliably measureable.

n) Income Taxes

The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

o) Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing net profit attributable to common stockholders by the weighted average number of outstanding common shares during the year. The calculation of basic earnings (loss) per share excludes any dilutive effects of options, warrants and other stock-based compensation, which are included in diluted earnings per share. When a company is in a loss situation, all outstanding dilutive shares are excluded from the calculation of diluted earnings because their inclusion would be antidilutive; and the basic and fully diluted common shares outstanding are stated to be the same. At May 31, 2017, the Company had approximately 95,821,000 potential dilutive shares outstanding.

p) Recent Accounting Pronouncements

In May 2014, the FASB issued guidance that requires companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. It also requires enhanced disclosures about revenue, provides guidance for transactions that were not previously addressed comprehensively, and improves guidance for multiple-element arrangements. The guidance applies to any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. In July 2015, the FASB delayed the effective date of this guidance by one year. The guidance is now effective for public companies for annual periods beginning after December 15, 2017, as well as interim periods within those annual periods using either the full retrospective approach or modified retrospective approach. The Company is currently evaluating the impacts of the new guidance on its consolidated financial statements.

In February 2016, Topic 842, *Leases* was issued to replace the leases requirements in Topic 840, *Leases* . The main difference between previous GAAP and Topic 842 is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous GAAP. A lessee should recognize in the balance sheet a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. The accounting applied by a lessor is largely unchanged from that applied under previous GAAP. Topic 842 will be effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual periods and is to be retrospectively applied. Earlier application is permitted. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

3. Summary of Significant Accounting Policies (continued)

p) Recent Accounting Pronouncements (continued)

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* , to reduce complexity in the accounting for employee share-based payment transactions. One of the simplifications relates to forfeitures of awards. Under current GAAP, an entity estimates the number of awards for which the requisite service period is expected to be rendered and base the accruals of compensation cost on the estimated number of awards that will vest. This ASU permits an entity to make an entity-wide accounting policy election either to estimate the number of forfeitures expected to occur or to account for forfeitures in compensation cost when they occur. This ASU is effective for annual periods beginning after December 15, 2016, including interim periods within those annual periods. Earlier application is permitted. The Company has adopted the standard and does not expect this standard to have a material impact on its consolidated financial statements and disclosures.

In August 2014, the FASB issued ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (ASU 2014-15)* , which amends Accounting Standards Codification (ASC) Subtopic 205-40 to provide guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related disclosures. Specifically, the amendments (1) provide a definition of the term "substantial doubt," (2) require an evaluation every reporting period, (3) provide principles for considering the mitigating effect of management's plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated and (6) require an assessment for a period of one year after the date that financial statements are issued. ASU 2014-15 is effective for fiscal years ending after December 15, 2016, and for annual periods and interim periods thereafter. The Company has adopted the standard and does not expect this standard to have a material impact on its consolidated financial statements and disclosures.

4. Inventory

Inventory consists of the following:

	May 31, 2017	May 31, 2016
Raw Materials	$ 22	$ 1,353
Finished Goods	3,187	2,213
Packaging Supplies	47	1,603
Total	$ 3,256	$ 5,169

5. Related Party Transactions

a) During the year ended May 31, 2017, the Company incurred management services fees of $305,360 (2016 - $41,200) to the President of the Company, of which $243,360 was paid by issuing 3,120 shares of the Company's common stock at $78 per share upon execution of the Amended and Restated Management Services Agreement (Note 11(g)).

b) During the year ended May 31, 2017, the Company incurred management services fees of $57,900 (2016 - $nil) to the Chief Operating Officer of the Company, of which $8,900 was paid by for issuing 100,000 shares of the Company's Series D preferred stock at $0.089 per share upon execution of the Management Services Agreement (Note 11(f)).

c) During the year ended May 31, 2017, the Company incurred rent fees of $5,250 (2016 - $nil) to a company controlled by the President of the Company.

d) On May 18, 2017, the Company issued 4,000,000 shares of Series C preferred stock valued at $9,600 to the President of the Company to settle amounts owing to him of $4,000 (Note 10(i)). The Company recognized a loss of $5,600 related to this settlement.

e) At May 31, 2017 and 2016, the Company was indebted to the President of the Company and a company controlled by the President of the Company for $83,098 and $42,046, respectively. The amount is unsecured, non-interest bearing and due on demand.

f) At May 31, 2017 and 2016, the Company was indebted to the Chief Operating Officer of the Company for $10,500 and $nil, respectively. The amount is unsecured, non-interest bearing and due on demand.

6. Notes Payable

Notes payable consist of the following:	May 31, 2017	May 31, 2016
a) Notes payable that are unsecured, non-guaranteed, non-interest bearing and due on demand.	$ 5,528	$ 5,528
b) Note payable which is unsecured, non-guaranteed, and non-interest bearing. The note was due on February 12, 2014.	8,000	8,000
c) Note payable which is unsecured, non-guaranteed, and bears interest at 10% per annum. The note		

	is due 60 days following demand. At May 31, 2017 and 2016, the Company owed accrued interest of $5,378 and $6,274, respectively.	13,000(i)	20,000
d)	Notes payable which are unsecured, non-guaranteed, and bear interest at 8% per annum. The notes were due from May 2015 to August 2015. At May 31, 2017 and 2016, the Company owed accrued interest of $21,948 and $27,848, respectively.	65,000(ii)	170,000*
e)	Note payable which is unsecured, non-guaranteed, and bears interest at 8% per annum. The note was due on August 26, 2015. At May 31, 2017 and 2016, the Company owed accrued interest of $593 and $364, respectively.	2,500	2,500
f)	Note payable which is unsecured, non-guaranteed, and bears interest at 8% per annum. The note was due on March 16, 2016. At May 31, 2017 and 2016, the Company owed accrued interest of $nil and $1,465, respectively.	–(iii)	15,000
g)	Note payable which is unsecured, non-guaranteed, and bears interest at 8% per annum. The note was due on August 19, 2016. At May 31, 2017 and 2016, the Company owed accrued interest of $nil and $5, respectively	–	1,229
h)	Notes payable which are unsecured, non-guaranteed, and bear interest at 8% per annum. $12,000 and $20,000 of the notes were due in May and October 2016, respectively. $14,000 of the notes is due on March 16, 2018. At May 31, 2017 and 2016, the Company owed accrued interest of $4,422 and $1,514, respectively.	46,000	32,000
i)	Note payable which is unsecured, non-guaranteed, and bears interest at 10% per annum. The note was due on July 15, 2016. At May 31, 2017 and 2016, the Company owed accrued interest of $235 and $176, respectively.	1,300	4,700
j)	Note payable which is unsecured, non-guaranteed, and bears interest at 10% per annum. The note was due on August 1, 2016. At May 31, 2017 and 2016, the Company owed accrued interest of $133 and $33, respectively.	1,000	1,000
k)	Note payable which is unsecured, non-guaranteed, and bears interest at 10% per annum. The note was due on August 12, 2016. At May 31, 2017 and 2016, the Company owed accrued interest of $156 and $36, respectively.	1,200	1,200
l)	Notes payable which are unsecured, non-guaranteed, and bear interest at 8% per annum. The notes is due from November 2017 to April 2018. At May 31, 2017 and 2016, the Company owed accrued interest of $1,249 and $nil, respectively.	42,750	–
m)	Notes payable which are unsecured, non-guaranteed, and bear interest at 8% per annum. The note is due on January 2018. At May 31, 2017 and 2016, the Company owed accrued interest of $146 and $nil, respectively.	5,000	–
n)	Notes payable which are unsecured, non-guaranteed, and non-interest bearing. The notes are due on demand.	98,388(iv)	–
o)	Note payable which is unsecured, non-guaranteed, and bears interest at 8% per annum. The note is due on May 8, 2018. At May 31, 2017 and 2016, the Company owed accrued interest of $55 and $nil, respectively.	11,000	–
		$ 300,666	$ 261,157

As of May 31, 2017, $124,000 of notes payable was in default.

i) On March 7, 2017, the lender assigned a total of $20,000 of promissory notes payable to a third-party lender in which $7,000 became a convertible debt (Note 7(n)).

ii) On May 9, 2014, the Company entered into a Master Loan Agreement (the "Loan Agreement"), whereby the lender agreed, from time to time, to purchase from the Company one or more Promissory Notes for the account of the Company, provided, however, that the aggregate principal amount of all Promissory Notes then outstanding shall not exceed $500,000 and that no Event of Default has occurred and remains uncured. Amounts borrowed under the Loan Agreement are evidenced by an unsecured, non-recourse Promissory Note, bearing interest at a rate of 8% per annum, maturing on the first anniversary date thereof, and may be prepaid by the Company before the maturity date. Amounts borrowed under the Loan Agreement and repaid or prepaid may not be re-borrowed. The Loan Agreement will automatically terminate and be of no further force and effect upon the earlier to occur of (i) the satisfaction of all indebtedness, including the promissory notes and any additional indebtedness issued thereafter, between the Company and the lender and (ii) written termination notice is delivered by the Company or the lender to the other party. Several notes matured in 2015 and were not repaid. Therefore, under the default terms of the Loan Agreement, all remaining promissory notes immediately become due and payable. On October 11, 2016, the lender assigned a total of $75,000 of promissory notes payable to two third-party lenders (Note 7(i)).

iii) On December 8, 2016, the lender assigned a total of $15,000 of promissory notes payable and $2,349 of accrued interest to a third-party lender (Note 7(j)).

iv) During the year ended May 31, 2017, the lender assigned a total of $21,000 of promissory notes payable and to a third-party lender (Notes 7(o)), (p), and (q)).

7. Convertible Notes Payable

a) On December 22, 2011, the Company entered into two Convertible Promissory Note agreements for an aggregate of $4,000. The Notes bear interest at 10% per annum, and the principal amount and any interest thereon are due 60 days following demand. Pursuant to the agreements, the notes are convertible into shares of common stock of the Company's subsidiary, Eco-logical Concepts, Inc., at $0.01 per share. At May 31, 2017 and 2016, the Company owed accrued interest of $2,178 and $1,778, respectively. At May 31, 2017 and 2016, the balance owing on the two notes was $4,000.

b) On December 22, 2011, the Company entered into a Convertible Promissory Note agreement for $10,000. The note bears interest at 10% per annum, and the principal amount and any interest thereon are due 60 days following demand. Pursuant to the agreement, the note is convertible into shares of common stock of the Company's subsidiary, Eco-logical Concepts, Inc., at $0.01 per share. In addition, as a condition precedent to the right to convert the debt to common stock of the Company, the holder must purchase 3,000,000 shares of common stock of the Company's subsidiary at $0.01 per share. At May 31, 2017 and 2016, the Company owed accrued interest of $484 and $367, respectively. At May 31, 2017 and 2016, the balance owing on the note was $1,177.

c) On December 28, 2011, the Company entered into a Convertible Promissory Note agreement for $1,000. The Note bears interest at 10% per annum, and the principal amount and any interest thereon are due 60 days following demand. Pursuant to the agreement, the note is convertible into shares of common stock of the Company's subsidiary, Eco-logical Concepts, Inc., at $0.001 per share. At May 31, 2017 and 2016, the Company owed accrued interest of $543 and $443, respectively. At May 31, 2017 and 2016, the balance owing on the note was $1,000.

d) On February 19, 2016, the Company entered into a Convertible Promissory Note agreement for $14,000. The note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder within 48 hours of the conversion request. At May 31, 2017 and 2016, the Company owed accrued interest of $883 and $304, respectively. During the year ended May 31, 2017, the Company issued 1,400 shares of common stock pursuant to the conversion of the $14,000 note. At May 31, 2017 and 2016, the balance owing on the note was $nil and $14,000, respectively.

e) On May 12, 2016, the Company entered into a Convertible Promissory Note agreement for $10,000. The note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder within 48 hours of the conversion request. At May 31, 2017 and 2016, the Company owed accrued interest of $627 and $40, respectively. During the year ended May 31, 2017, the Company issued 800 shares of common stock pursuant to the conversion of the $10,000 note. At May 31, 2017 and 2016, the balance owing on the note was $nil, and $10,000, respectively.

f) On July 19, 2016, the Company entered a Securities Purchase Agreement whereas the Company agreed to issue two Convertible Redeemable Notes for an aggregate of $121,000. The notes bear interest at 12% per annum and contain a 10% original issue discount, such that the purchase price of each $60,500 note is $55,000. The principal amount and any interest thereon are due one year following the borrowing date. During the first six months that the first Convertible Redeemable Note is in effect, the Company may redeem the Note at 140% of the par value plus accrued interest. The first of the two Convertible Redeemable Notes was paid to the Company on July 19, 2016. The second Convertible Redeemable Note ("Back-End Note") shall initially be paid for by an offsetting $55,000 promissory note issued to the Company by the lender, provided that prior to the conversion of the Back-End Note, the lender must have paid off the promissory note in cash. Payment to the Company under the promissory note must be no later than April 19, 2017. The promissory note was initially secured by the pledge of the Back-End Note. Pursuant to the agreements, the notes are convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty prior trading days including the day upon which a notice of conversion is received by the Company. In connection with the first note, the Company incurred financing costs of $3,000 and an original issue discount of $5,500, which have been recorded as debt discount. On March 16, 2017, the Back-End Note was funded. In connection with the Back-End Note, the Company incurred financing costs of $3,000 and an original issue discount of $5,500, which have been recorded as debt discount.

In relation to the first note, the embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 *Derivatives and Hedging* . The initial fair value of the conversion feature of $89,744 resulted in an additional discount to the note payable of $52,000 and the remaining $37,744 was recognized as additional interest expense. During the year ended May 31, 2017, the Company recorded accretion of $60,500 increasing the carrying value of the note to $60,500. During the year ended May 31, 2017, the Company issued 7,399 shares of common stock pursuant to the conversion of $60,500 of the principal of the note. At May 31, 2017, the Company owed accrued interest of $nil.

In relation to the Back-End Note, which was funded on March 16, 2017, the embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 *Derivatives and Hedging* . The initial fair value of the conversion feature of $146,969 resulted in an additional discount to the note payable of $52,000 and the remaining $94,969 was recognized as additional interest expense. During the year ended May 31, 2017, the Company recorded accretion of $60,500 increasing the carrying value of the note to $60,500. During the year ended May 31, 2017, the Company issued 10,705 shares of common stock pursuant to the conversion of $60,500 of the principal of the note and accrued interest of $4,484. At May 31, 2017, the Company owed principal and accrued interest of $nil.

g) On July 19, 2016, the Company entered into a Convertible Promissory Note agreement for $56,750. The principal amount and any interest thereon are due nine months following the borrowing date. The note bears interest at 12% per annum, increasing to 24% per annum if any principal or interest is not paid when due. From 151 days following the issuance date of the note to the180 days, the Company has the right to prepay the Note of up to 150% of all amounts owed. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price equal to the lesser of (i) a 50% discount to the lowest trading price of the common stock during the 25 trading days prior to the issuance date and (ii) a 50% discount to the lowest trading price of the common stock during the 25 trading-day period prior to conversion. The Company incurred financing costs of $6,750 which has been recorded as a discount.

The embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 *Derivatives and Hedging* . The initial fair value of the conversion feature of $79,631 resulted in an additional discount to the note payable of $50,000 and the remaining $29,631 was recognized as additional interest expense. During the year ended May 31, 2017, the Company issued 21,071 shares of common stock pursuant to the conversion of $51,484 of the principal of the Note and $4,577 of accrued interest. During the year ended May 31, 2017, the Company recorded accretion of $5,267 increasing the carrying value of the note to $5,267. At May 31, 2017, the Company owed accrued interest of $130.

h) On August 25, 2016, the Company entered into a Convertible Promissory Note agreement for $10,000. The note bears interest at 8% per annum, and the principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized between the Company and the holder within 48 hours of the conversion request. At May 31, 2017, the Company owed accrued interest of $612. At May 31, 2017, the balance owing on the note was $10,000.

7. Convertible Notes Payable (continued)

i) On October 11, 2016, a lender of the Company issued at total of $75,000 of promissory notes payable to two third-party lenders (Note 6(ii)). On October 21, 2016, the Company entered into Debt Conversion Agreements with the lenders, whereby the loan amount became convertible to common stock of the Company. The Notes bear interest at 8% per annum. Pursuant to the Debt Conversion Agreements, the notes are convertible into shares of common stock at a conversion price equal to $10 per share. In March 2017, the conversion price was amended to $2.75 per share. Upon entering into the Debt Conversion Agreements, the terms of the notes were determined to be substantially different and debt extinguishment accounting under ASC 470-50 *Modifications and Extinguishments* was required. There was no difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt. As a result, there was no gain or loss on extinguishment of debt recognized.

   The embedded conversion option was in the money and subject to recognition of debt discount from the beneficial conversion feature at issuance date. The Company recorded an additional discount of $90,004 to the note payable. Since the notes were due on demand, the discount was fully accreted upon issuance. During the year ended May 31, 2017, the Company issued 8,050 shares of common stock pursuant to the conversion of $68,175 of principal of the Notes. At May 31, 2017, the Company owed accrued interest of $19,994. At May 31, 2017, the balance owing on the two notes was $6,825.

j) On December 8, 2016, a lender of the Company issued a $15,000 promissory note payable and accrued interest of $2,349 to a third-party lender (Note 6(iii)). On February 3, 2017, the Company entered into a Debt Conversion Agreement with the lender, whereby the loan amount became convertible to common stock of the Company. The Note bears interest at 8% per annum. Pursuant to the Debt Conversion Agreement, the Note is convertible into shares of common stock at a conversion price equal to $10 per share. In February 2017, the conversion price was amended to $2.75 per share. Upon entering into the Debt Conversion Agreement, the terms of the note were determined to be substantially different and debt extinguishment accounting under ASC 470-50 *Modifications and Extinguishments* was required. There was no difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt. As a result, there was no gain or loss on extinguishment of debt recognized.

   The embedded conversion option was in the money and subject to recognition of debt discount from the beneficial conversion feature at issuance date. The Company recorded an additional discount of $17,349 to the note payable. Since the note was due on demand, the discount was fully accreted upon issuance. During the year ended May 31, 2017, the Company issued 2,600 shares of common stock pursuant to the conversion of $13,675 of principal of the Notes. At May 31, 2017, the Company owed accrued interest of $2,529. At May31, 2017, the balance owing on the note was $1,325.

k) On January 31, 2017, the Company entered a Securities Purchase Agreement whereby the Company agreed to issue a Convertible Promissory Note of $120,000. The Convertible Promissory Note bears interest at 8% per annum and contains an original issue discount of $18,000, such that the purchase price of the $120,000 note is $102,000. The principal amount and any interest thereon are due one year following the borrowing date. Pursuant to the agreement, the Convertible Promissory Note is convertible into shares of common stock at any time at a conversion price equal to 50% of the lowest trading price of the common stock for the twenty-five prior trading days ending on the last complete trading day prior to the conversion date. If at any time while the note is outstanding the lowest trading price of the Company's common stock is equal to or lower than $30 per share, then an additional 10% discount shall be factored into the conversion price until the note is no longer outstanding. In addition, at any time the trading price of the Company's common stock is equal to or lower than $10 per share, an additional $10,000 shall be immediately added to the balance of the note. The first tranche of the Convertible Promissory Note of $40,000 was paid to the Company on January 31, 2017. In connection with the first tranche, the Company incurred financing costs of $2,000 and an original issue discount of $6,000, which have been recorded as a discount. In April 2017, the Company's common stock price per share was lower than $10. Accordingly, the Company increased the principal amount and debt discount by $10,000.

   The embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 *Derivatives and Hedging* . The initial fair value of the conversion feature of $93,615 resulted in an additional discount to the note payable of $32,000 and the remaining $61,615 was recognized as additional interest expense. In April 2017, the Company recorded additional derivative liabilities and interest expense of $22,776 because of the increase in principal of $10,000. During the year ended May 31, 2017, the Company recorded accretion of $12,544 increasing the carrying value of the note to $12,544. At May 31, 2017, the Company owed accrued interest of $1,052.

7. Convertible Notes Payable (continued)

l) On February 10, 2017, the Company entered into a Convertible Promissory Note agreement for $59,500. The principal amount and any interest thereon are due on November 10, 2017. The note bears interest at 8% per annum, increasing to 18% per annum if any principal or interest is not paid when due. The note contains an original issue discount of $7,500 so the purchase price of the note is $52,000. Pursuant to the agreement, the note is convertible into shares of common stock at any time at a conversion price equal to 50% of the lowest trading price of the common stock for the twenty-five prior trading days to the date of the conversion notice. If at any time while the note is outstanding the lowest trading price of the Company's common stock is equal to or lower than $0.003, then an additional 10% discount shall be factored into the conversion price until the note is no longer outstanding. Additionally, if at any time while the note is outstanding, the lowest trading price of the Company's common stock is equal to or lower than $10 per share, then an additional $10,000 shall immediately be added to the balance of the note. The Company incurred financing costs of $7,000 and an original issue discount of $7,500, which have been recorded as a discount. In April 2017, the Company's common stock price per share was lower than $10. Accordingly, the Company increased the principal amount and debt discount by $10,000.

   The embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 *Derivatives and Hedging* . The initial fair value of the conversion feature of $95,335 resulted in an additional discount to the note payable of $45,000 and the remaining $50,335 was recognized as additional interest expense. In April 2017, the Company recorded additional derivative liabilities and interest expense of $22,207 because of the increase in principal of $10,000. During the year ended May 31, 2017, the Company recorded accretion of $18,605 increasing the carrying value of the note to $18,605. At May 31, 2017, the Company owed accrued interest of $1,435.

m) On March 30, 2017, the Company entered a Securities Purchase Agreement with a lender whereby the Company agreed to issue nine convertible notes for an aggregate of $285,450 with the first note being in the amount of $52,250 and the rest of the eight notes being in the amount of $29,150. The notes bear interest at 12% per annum commencing on March 30, 2017, and contain a 10% original issue discount, such that the purchase price of the first note is $47,500 and the rest of the eight notes (or "Back-End Notes") is $26,500. The proceeds for the Back-End Notes will be funded one at a time in 30 day increments commencing April 30, 2017 through November 30, 2017. However, the Company must maintain a bid of $10 per common stock share over 5 consecutive trading days before the closing of each Back-End Note.

   In March 2017, the first note was funded. The note bears interest at 12% per annum and matures on March 30, 2018. The note contains an original issue discount of $4,750 so the purchase price of the note is $47,500. Pursuant to the agreement, the note is convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty days, including the day upon which a notice of conversion is received by the Company, prior to conversion. During the first six months, the Company may redeem the first note at 140% of the par value plus accrued interest. The Company also incurred financing costs of $2,500 which has been recorded as a discount.

   In relation to the first note, the embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 Derivatives and Hedging. The initial fair value of the conversion feature of $81,812 resulted in an additional discount to the note payable of $45,000 and the remaining $36,812 was recognized as a loss on changes in fair value of derivative liability. During the year ended May 31, 2017, the Company recorded accretion of $7,610 increasing the carrying value of the note to $7,610. At May 31, 2017, the Company owed accrued interest of $1,065.

   On May 1, 2017, the first Back-End Note was funded. In connection with the first Back-End Note, the Company incurred financing costs of $1,500 and an original issue discount of $2,650, which have been recorded as a discount. The Back-End Note bears interest at 12% per annum and matures on March 30, 2018.Pursuant to the agreement, the note is convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty days, including the day upon which a notice of conversion is received by the Company, prior to conversion.

   In relation to the Back-End Note, which was funded on May 1, 2017, the embedded conversion option qualifies for derivative accounting and bifurcation under ASC 815-15 *Derivatives and Hedging* . The initial fair value of the conversion feature of $52,063 resulted in an additional discount to the note payable of $25,000 and the remaining $27,063 was recognized as a loss on changes in fair value of derivative liability. During the year ended May 31, 2017, the Company recorded accretion of $5,984 increasing the carrying value of the note to $5,984. At May 31, 2017, the Company owed accrued interest of $288.

7. Convertible Notes Payable (continued)

n) On March 7, 2017, a lender of the Company assigned a $20,000 promissory note payable to a third-party lender. On March 8, 2017, the lender issued a $7,000 portion of the $20,000 promissory note payable to another third-party lender. On March 20, 2017, the Company entered into a Debt Conversion Agreement with the lender, whereby $7,000 of the loan principal and unpaid interest of $2,758 became convertible to common stock of the Company. The note bears interest at 10% per annum. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $2.75 per share. Upon entering into the Debt Conversion Agreement, the terms of the note were determined to be substantially different and debt extinguishment accounting under ASC 470-50 Modifications and Extinguishments was required. There was no difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt. As a result, there was no gain or loss on extinguishment of debt recognized.

The embedded conversion option was in the money and subject to recognition of debt discount from the beneficial conversion feature at issuance date. The Company recorded an additional discount of $9,758 to the note. Since the Note is due on demand, the discount was fully accreted upon issuance. At May 31, 2017, the Company owed accrued interest of $2,896. At May 31, 2017, the balance owing on the note was $7,000.

o) On April 4, 2017, a lender of the Company assigned a $7,000 promissory note payable to a third-party lender. On April 5, 2017, the Company entered into a Debt Conversion Agreement with the third-party lender, whereby $7,000 of the loan principal became convertible to common stock of the Company. The note is non interest-bearing. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $2.75 per share. Upon entering into the Debt Conversion Agreement, the terms of the note were determined to be substantially different and debt extinguishment accounting under ASC 470-50 *Modifications and Extinguishments* was required. There was no difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt. As a result, there was no gain or loss on extinguishment of debt recognized.

The embedded conversion option was in the money and subject to recognition of debt discount from the beneficial conversion feature at issuance date. The Company recorded an additional discount of $7,000 to the note payable. Since the note is due on demand, the discount was fully accreted upon issuance. During the year ended May 31, 2017, the Company issued 2,545 shares of common stock pursuant to the conversion of $7,000 of principal of the notes. At May 31, 2017, the balance owing on the mote was $nil.

p) On April 20, 2017, a lender of the Company assigned a $7,000 promissory note payable to a third-party lender, and the Company entered into a Debt Conversion Agreement with the third-party lender, whereby $7,000 of the loan principal became convertible to common stock of the Company. The note is non interest-bearing. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $1.75 per share. Upon entering into the Debt Conversion Agreement, the terms of the note were determined to be substantially different and debt extinguishment accounting under ASC 470-50 *Modifications and Extinguishments* was required. There was no difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt. As a result, there was no gain or loss on extinguishment of debt recognized.

The embedded conversion option was in the money and subject to recognition of debt discount from the beneficial conversion feature at issuance date. The Company recorded an additional discount of $7,000 to the note payable. Since the note is due on demand, the discount was fully accreted upon issuance. During the year ended May 31, 2017, the Company issued 4,000 shares of common stock pursuant to the conversion of $7,000 of principal of the Notes. At May 31, 2017, the balance owing on the note was $nil.

q) On May 5, 2017, a lender of the Company assigned a $7,000 promissory note payable to a third-party lender, and the Company entered into a Debt Conversion Agreement with the third-party lender, whereby $7,000 of the loan principal became convertible to common stock of the Company. The note is non interest-bearing. Pursuant to the Debt Conversion Agreement, the note is convertible into shares of common stock at a conversion price equal to $0.69 per share. Upon entering into the Debt Conversion Agreement, the terms of the note were determined to be substantially different and debt extinguishment accounting under ASC 470-50 *Modifications and Extinguishments* was required. There was no difference between the reacquisition price of the debt and the net carrying amount of the extinguished debt. As a result, there was no gain or loss on extinguishment of debt recognized.

The embedded conversion option was in the money and subject to recognition of debt discount from the beneficial conversion feature at issuance date. The Company recorded an additional discount of $7,000 to the note payable. Since the note is due on demand, the discount was fully accreted upon issuance. During the year ended May 31, 2017, the Company issued 3,200 shares of common stock pursuant to the conversion of $2,200 of principal of the notes. At May 31, 2017, the balance owing on the note was $4,800.

8. Derivative Liabilities

The embedded conversion options of the Company's convertible debentures described in Note 7 contain conversion features that qualify for embedded derivative classification. The fair value of these liabilities will be re-measured at the end of every reporting period and the change in fair value will be reported in the statement of operations as a gain or loss on derivative financial instruments.

The table below sets forth a summary of changes in the fair value of the Company's Level 3 financial liabilities:

	Year Ended May 31, 2017
Balance at the beginning of the year	$ –
Addition of new derivative liabilities	684,152
Change in fair value of embedded conversion option	(87,409)
Balance at the end of the year	$ 596,743

The Company uses Level 3 inputs for its valuation methodology for the warrant derivative liabilities and embedded conversion option liabilities as their fair values were determined by using the Black-Scholes option pricing model based on various assumptions. The model incorporates the price of a share of the Company's common stock (as quoted on the Over the Counter Bulletin Board), volatility, risk free rate, dividend rate and estimated life. Significant changes in any of these inputs in isolation would result in a significant change in the fair value measurement. As required, these are classified based on the lowest level of input that is significant to the fair value measurement. The following table shows the assumptions used in the calculations:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend Yield	Expected Life (in years)
At issuance	188% - 232%	0.56% - 1.09%	0%	0.34-1.00
At May 31, 2017	237% - 278%	1.08% - 1.17%	0%	0.45-1.00

9. Common Stock

a) On November 2, 2016, the Company issued 3,120 shares of common stock with a fair value of $243,360 to the President of the Company pursuant to the Amended and Restated Management Services Agreement (Note 11(g)).

b) On November 7, 2016, the Company issued 500 shares of common stock pursuant to the conversion of $5,000 of a convertible note payable (Note 7(d)).

c) On November 17, 2016, the Company issued 606 shares of common stock pursuant to the conversion of $6,054 of notes payable (Note 7(i)).

d) On December 13, 2016, the Company issued 394 shares of common stock pursuant to the conversion of $3,946 of convertible notes payable (Note 7(i)).

e) On December 20, 2016, the Company issued 500 shares of common stock pursuant to the conversion of $5,000 of convertible notes payable (Note 7(d)).

f) On December 27, 2016, the Company issued 1,000 shares of common stock pursuant to the conversion of $10,000 of convertible notes payable (Note 7(i)).

g) On December 28, 2016, the Company issued 400 shares of common stock pursuant to the conversion of $4,000 of convertible notes payable (Note 7(d)).

h) On January 9, 2017, the Company issued 800 shares of common stock pursuant to the conversion of $8,000 of convertible notes payable (Note 7(i)).

i) On January 9, 2017, the Company issued 400 shares of common stock pursuant to the conversion of $5,000 of convertible notes payable (Note 7(e)).

j) On January 11, 2017, the Company issued 800 shares of common stock pursuant to the conversion of $8,000 of convertible notes payable (Note 7(i)).

k) On February 7, 2017, the Company issued 214 shares of common stock pursuant to the conversion of $5,000 of convertible notes payable (Note 7(f)).

l) On February 10, 2017, the Company issued 930 shares of common stock pursuant to the conversion of $9,363 of convertible notes payable and $3,657 of accrued interest (Note 7(g)).

m) On February 13, 2017, the Company issued 257 shares of common stock pursuant to the conversion of $6,000 of convertible notes payable (Note 7(f)).

n) On February 15, 2017, the Company issued 900 shares of common stock pursuant to the conversion of $9,000 of convertible notes payable (Note 7(i)).

o) On February 17, 2017, the Company issued 700 shares of common stock pursuant to the conversion of $7,000 of convertible notes payable (Note 7(i)).

p) On February 22, 2017, the Company issued 433 shares of common stock pursuant to the conversion of $7,000 of convertible notes payable (Note 7(f)).

q) On February 22, 2017, the Company issued 1,040 shares of common stock pursuant to the conversion of $9,246 of convertible notes payable and $218 of accrued interest (Note 7(g)).

r) On February 23, 2017, the Company issued 791 shares of common stock pursuant to the conversion of $12,000 of convertible notes payable (Note 7(f)).

s) On March 10, 2017, the Company filed a Certificate of Amendment to its Articles of Incorporation with the Secretary of State of Nevada thereby increasing the authorized number of shares of Common Stock from Five Hundred Million (500,000,000) to One Billion Nine Hundred Fifty Million (1,950,000,000) without changing the $0.0001 par value of the Common Stock. The amendment went into effect on March 13, 2017. The amendment was approved, on February 9, 2017 by written consent, by the Board of Directors of the Company and the holder of 100% of the outstanding shares of the Company's outstanding Series B Preferred Stock having 80% majority voting control.

t) On March 6, 2017, the Company issued 1,196 shares of common stock pursuant to the conversion of $3,886 of convertible notes payable (Note 7(g)).

u) On March 6, 2017 the Company issued 977 shares of common stock pursuant to the conversion of $7,000 of convertible notes payable (Note 7(f)).

v) On March 8, 2017, the Company issued 400 shares of common stock pursuant to the conversion of $5,000 of convertible notes payable (Note 7(e)).

w) On March 10, 2017, the Company issued 900 shares of common stock pursuant to the conversion of $9,000 of convertible notes payable (Note 7(j)).

x) On March 10, 2017, the Company issued 1,362 shares of common stock pursuant to the conversion of $8,400 of convertible notes payable (Note 7(f)).

y) On March 13, 2017, the Company issued 1,150 shares of common stock pursuant to the conversion of $11,500 of convertible notes payable (Note 7(i)).

z) On March 16, 2017, the Company issued 1,435 shares of common stock pursuant to the conversion of $3,946 of convertible notes payable (Note 7(g)).

aa) On March 16, 2017, the Company issued 1,492 shares of common stock pursuant to the conversion of $8,900 of convertible notes payable (Note 7(f)).

bb) On March 17, 2017, the Company issued 1,399 shares of common stock pursuant to the conversion of $5,200 of convertible notes payable and $2,730 of accrued interest (Note 7(f)).

cc) On March 22, 2017, the Company issued 1,006 shares of common stock pursuant to the conversion of $5,700 of convertible notes payable (Note 7(f)).

dd) On March 22, 2017, the Company issued 1,710 shares of common stock pursuant to the conversion of $9,690 of convertible notes payable (Note 7(f)).

ee) On March 22, 2017, the Company issued 1,708 shares of common stock pursuant to the conversion of $9,680 of convertible notes payable (Note 7(f)).

ff) On March 27, 2017, the Company issued 473 shares of common stock pursuant to the conversion of $1,000 of convertible notes payable and $1,754 of accrued interest (Note 7(f)).

gg) On March 28, 2017, the Company issued 1,931 shares of common stock pursuant to the conversion of $10,942 of convertible notes payable (Note 7(f)).

hh) On March 28, 2017, the Company issued 1,924 shares of common stock pursuant to the conversion of $10,900 of convertible notes payable (Note 7(f)).

ii) On March 28, 2017, the Company issued 1,700 shares of common stock pursuant to the conversion of $4,675 of convertible notes payable (Note 7(i)).

jj) On March 28, 2017, the Company issued 1,930 shares of common stock pursuant to the conversion of $5,308 of convertible notes payable (Note 7(g)).

kk) On April 4, 2017, the Company issued 2,325 shares of common stock pursuant to the conversion of $6,394 of convertible notes payable (Note 7(g)).

ll) On April 4, 2017, the Company issued 2,221 shares of common stock pursuant to the conversion of $12,588 of convertible notes payable (Note 7(f)).

mm) On April 5, 2017, the Company issued 206 shares of common stock pursuant to the conversion of $1,000 of convertible notes payable (Note 7(f)).

nn) On April 6, 2017, the Company issued 1,700 shares of common stock pursuant to the conversion of $4,675 of convertible notes payable (Note 7(j)).

oo) On April 13, 2017, the Company issued 2,545 shares of common stock pursuant to the conversion of $7,000 of convertible notes payable (Note 7(o)).

pp) On April 18, 2017, the Company issued 2,645 shares of common stock pursuant to the conversion of $7,192 of convertible notes payable and $81 of accrued interest (Note 7(g)).

qq) On April 24, 2017, the Company issued 2,900 shares of common stock pursuant to the conversion of $5,075 of convertible notes payable (Note 7(p)).

rr) On May 1, 2017, the Company issued 3,050 shares of common stock pursuant to the conversion of $2,201 of convertible notes payable and $86 of accrued interest (Note 7(g)).

ss) On May 1, 2017, the Company issued 1,100 shares of common stock pursuant to the conversion of $1,925 of convertible notes payable (Note 7(p)).

tt) On May 8, 2017, the Company issued 3,260 shares of common stock pursuant to the conversion of $2,400 of convertible notes payable and $45 of accrued interest (Note 7(g)).

uu) On May 11, 2017, the Company issued 3,200 shares of common stock pursuant to the conversion of $2,200 of convertible notes payable (Note 7(q)).

vv) On May 12, 2017, the Company issued 3,260 shares of common stock pursuant to the conversion of $2,004 of convertible notes payable and $34 of accrued interest (Note 7(g)).

ww) On May 19, 2017, the Company issued 48,000,000 shares of common stock to the President of the Company pursuant to the conversion of 4,000,000 shares of Series C preferred stock.

xx) On May 19, 2017, the Company completed a reverse stock split of the Company's common stock on a 1-for-10,000 basis. All share and per share amounts included in these consolidated financial statements have been retroactively restated for the reverse stock split.

10. Preferred Stock

a) On June 4, 2015, the Company filed a Certificate of Amendment to its Certificate of Designation for the Company's Series C convertible preferred stock originally filed with the Secretary of State of Nevada on April 20, 2015. Pursuant to the amendment, the Company increased the number of shares of common stock issuable upon the conversion of each share of Series C preferred stock from 10 shares to 12 shares but also added the restriction that the holder has to wait until the one year anniversary date of issuance before the holder can elect to convert. Also, the Company removed the right of the holder to elect to have any portion of the shares be repurchased by the Company at $0.10 per share, and amended the voting rights to increase the voting equivalency of each share of Series C preferred stock from 10 shares to 12 shares of common stock.

b) On June 4, 2015, the Company designated 10,000,000 shares of preferred stock as Series D convertible preferred stock. The holders of the Series D convertible preferred stock may elect to convert their shares at any time and from time to time and after the first year anniversary of the issue date. Each share of Series D convertible preferred stock is convertible into 10 shares of common stock of the Company; provided, however, that the holder is prohibited from converting such number of shares of Series D convertible preferred stock that would result in the stockholder beneficially owning more than 4.99% of the common stock of the Company. The holders of the Series D convertible preferred stock shall be entitled to a number of votes equal to the number of shares of common stock into which the Series D shares held are convertible.

c) On June 4, 2015, upon execution of the Management Services Agreement referred to in Note 11(a), the Company issued 100,000 shares of the Series D convertible preferred stock to the President of the Company at $0.10 per share in exchange for management services.

d) On June 4, 2015, upon execution of the Services Agreements referred to in Note 11(b), the Company issued 400,000 shares of the Series D convertible preferred stock to persons or companies at $0.10 per share in exchange for services.

e) On June 11, 2015, upon execution of the Services Agreements referred to in Notes 11(d) and (e), the Company issued 110,000 shares of the Series D convertible preferred stock to persons or companies at $0.10 per share in exchange for services.

f) On September 11, 2015, the Company filed a Certificate of Amendment to amend the provisions of the Company's Amended and Restated Certificate of Designation for the Company's Series A convertible preferred stock originally filed with the Secretary of State of Nevada on May 8, 2014. Pursuant to the amendment, the Company restated the conversion and redemption terms of the Series A convertible preferred stock. For shares of Series A convertible preferred stock issued prior to September 11, 2015, the holders shall have the right to convert the shares from the first anniversary date of issuance. For shares of Series A convertible preferred stock issued on or after September 11, 2015, the holders shall have the right to convert the shares from October 1, 2016. The Company may also redeem all, or any portion of, the outstanding shares of Series A convertible preferred stock for $0.40 per share.

g) On September 11, 2015, the Company entered into a Stock Purchase Agreement, whereby the Company issued 125,000 shares of Series A preferred stock at $0.20 per share for proceeds of $25,000.

h) On November 1, 2016, upon execution of the Management Services Agreement referred to in Note 11 (f), the Company issued 100,000 shares of the Series D convertible preferred stock to the Chief Operating Officer. Each Series D convertible preferred stock is convertible into 10 shares of the Company's common stock. Fair value of preferred stock issued to Chief Operating Officer was $8,900 at issuance date.

i) On May 18, 2017, the Company issued 4,000,000 shares of Series C preferred stock to the President of the Company to settle amounts owing to him of $4,000. Fair value of preferred stock issued was $9,600. The Company recognized a loss of $5,600 from the settlement.

j) On May 19, 2017, the Company received a notice of conversion from the President of the Company, whereby 4,000,0000 shares of Series C preferred stock were converted to 48,000,000 shares of common stock.

11. Contingencies and Commitments

a) On June 4, 2015, the Company entered into a Management Services Agreement with the President, CEO, Secretary and Treasurer of the Company. In consideration for his services, the Company agreed to pay $31,200 per year and to issue an aggregate of 1,000,000 shares of the Company's Series D convertible preferred stock, of which 100,000 shares were issued upon the execution of the Management Services Agreement, and the remaining 900,000 shares of which shall vest in increments upon the achievement by the Company of the milestones set forth in the Management Services Agreement, including the completion of product line expansion, and signing distributors nationally and internationally. The term of the Management Services Agreement is for one year, commencing on the date of the agreement, and is automatically renewable for successive one year terms unless mutually agreed to in writing.

   On November 2, 2016, the Company and the President amended the Management Service Agreement. As amended, the Company agreed to pay $84,000 per year and to issue an aggregate of 900,000 shares of the Company's Series D convertible preferred stock, which shall vest in increments upon the achievement by the Company of the milestones set forth in the Amended and Restated Management Services Agreement, including the completion of product line expansion, and signing distributors nationally and internationally. In addition, the Company agreed to pay a signing bonus of $31,200, convertible or payable into shares of common stock at $0.001 per share. The Company also agreed to determine a commission structure within 90 days of the agreement, and shall reimburse the President for a health insurance plan beginning January 1, 2017. The term of the amendment agreement is for one year, commencing on the date of the agreement, and is automatically renewable for successive one year terms unless mutually agreed to in writing. As of May 31, 2017, the Company had issued 100,000 shares of the Company's Series D convertible preferred stock. The executive continues to work on achieving milestones.

b) On June 4, 2015, the Company entered into service agreements with four third parties. In consideration for services rendered, the Company agreed to pay an aggregate $96,000 per year and issue an aggregate 4,000,000 shares of the Company's Series D convertible preferred stock, of which 400,000 shares were issued upon the execution of the agreements and the remaining 3,600,000 shares shall vest in increments upon the achievement by the Company of the milestones set forth in the agreements, including the completion of product line expansion, and signing distributors nationally and internationally. The terms of the agreements are for one year, commencing on the date of the agreements, and are automatically renewable for successive one year terms unless mutually agreed to in writing. As of May 31, 2017, the Company had issued 400,000 shares of the Company's Series D convertible preferred stock. The third parties continue to work on achieving milestones.

c) On June 11, 2015, the Company entered into a Services Agreement with a third party. In consideration for services rendered, the Company agreed to pay $60,000 annual fee and issue 500,000 shares of the Company's Series D convertible preferred stock, of which 50,000 shares were issued upon the execution of the Services Agreement, and the remaining 450,000 shares of which shall vest in increments upon the achievement by the Company of the milestones set forth in the Services Agreement, including the completion of product line expansion, and signing distributors nationally and internationally. The terms of the Services Agreement is for one year, commencing on the date of the agreement, and is automatically renewable for successive one year terms unless mutually agreed to in writing. As of May 31, 2017, the Company had issued 50,000 shares of the Company's Series D convertible preferred stock. The third party continues to work on achieving milestones.

d) On June 11, 2015, the Company entered into Services Agreements with two third parties. In consideration for these services, the Company agreed to issue an aggregate 600,000 shares of the Company's Series D convertible preferred stock, of which 60,000 shares were issued upon the execution of the Services Agreements, and the remaining 540,000 shares of which shall vest in increments upon the achievement by the Company of the milestones set forth in the Services Agreements, including the completion of product line expansion, and signing distributors nationally and internationally. The terms of the Services Agreements are for one year, commencing on the date of the agreements, and are automatically renewable for successive one year terms unless mutually agreed to in writing. As of May 31, 2017, the Company had issued 60,000 shares of the Company's Series D convertible preferred stock. The third parties continue to work on achieving milestones.

   On November 1, 2016, the Company entered into a Management Services Agreement with the Chief Operating Officer of the Company. In consideration for his services, the Company agreed to pay $84,000 per year and commission of 3% of all gross sales and issue an aggregate of 1,000,000 shares of the Company's Series D convertible preferred stock, of which 100,000 shares were issued upon the execution of the Management Services Agreement, and the remaining 900,000 shares of which shall vest in increments upon the achievement by the Company of the milestones set forth in the Management Services Agreement, including the completion of product line expansion, and signing distributors nationally and internationally. The Company also agreed to reimburse the Chief Operating Officer for a health insurance plan beginning January 1, 2017. The term of the Management Services Agreement is for six months, commencing on the date of the agreement, and is automatically renewable for successive one year terms unless mutually agreed to in writing. As of May 31, 2017, the Company had issued 100,000 shares of the Company's Series D convertible preferred stock. The executive continues to work on achieving milestones.

12. Concentrations

The Company's revenues were concentrated among three customers for the year ended May 31, 2017, and four customers for the year ended May 31, 2016:

Customer	Revenue for the Year Ended May 31, 2017	Revenue for the Year Ended May 31, 2016
1	47%	40%
2	14%	20%
3	10%	14%
4	*	11%

The Company's receivables were concentrated among two customers as at May 31, 2017, and four customers as at May 31, 2016:

Customer	Receivables as at May 31, 2017	Receivables as at May 31, 2016
1	67%	37%
2	11%	35%
3	*	35%
4	*	16%

* not greater than 10%

13. Income Taxes

The potential benefit of net operating losses have not been recognized in the consolidated financial statements because the Company cannot be assured that it is more likely than not that it will utilize the net operating losses carried forward in future years. The Company did not incur any income tax expense for the years ended May 31, 2017 and 2016. At May 31, 2017, approximately $2.5 million of federal and state net operating losses were available to the Company to offset future taxable income, which will expire commencing in 2032. Given the short history of the Company and the uncertainty as to the likelihood of future taxable income, the Company has recorded a 100% valuation reserve against the anticipated recovery from the use of the net operating losses created at the inception or generated thereafter. The Company will evaluate the appropriateness of the valuation allowance on an annual basis and adjust the allowance as considered necessary.

The items accounting for the difference between income taxes computed at the statutory rate and the provision for income taxes consist of the following:

	Year Ended May 31, 2017	Year Ended May 31, 2016
Computed income tax benefit at statutory tax rate	35%	35%
Changes in allowance on deferred tax assets	(35)%	(35)%
Total income tax expense	-	-

14. Subsequent Events

a) Issuances of notes payable

From June to August 2017, the Company issued promissory notes to unaffiliated lenders for the aggregate principal amount of $47,500. The notes bear interest at 8% per annum and mature the first year anniversary of the date of issuance. The notes are convertible into shares of common stock at a conversion price to be mutually finalized within 48 hours of the conversion request.

b) Issuance of convertible notes payable

On July 26, 2017, the Company entered a Securities Purchase Agreement whereby the Company agreed to issue three Convertible Redeemable Back End Notes of $29,150 for an aggregate of $87,450. The principal amount and any interest thereon are due on July 26, 2018. The notes bear interest at 12% per annum and contain a 10% original issue discount, such that each note is $26,500. On July 26, 2017, in consideration for the first note, the Company received cash proceeds of $25,000. The proceeds for the two remaining notes will be funded on April 26, 2018 and May 26, 2018. The closing of the two remaining notes shall be contingent on the following condition: (i) the Company must maintain a bid of $0.001 per share over 5 consecutive trading days. Pursuant to the agreements, the notes are convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty prior trading days including the day upon which a notice of conversion is received by the Company. During the first six months that the first note is in effect, the Company may redeem the first note at 140% of the par value plus accrued interest. The notes may not be prepaid except if the first note is redeemed by the Company.

c) Conversions of convertible notes payable

From June to August 2017, the Company issued 278,958 shares of common stock to convert $75,604 of convertible notes payable in aggregate.

d) Conversions of Series A Convertible Preferred Stock

From July to August 2017, the Company issued 1,785,000 shares of common stock pursuant conversions of 89,250 shares of Series A Convertible Preferred Stock.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Controls and Procedures.

In accordance with Exchange Act Rules 13a-15 and 15d-15, our management is required to perform an evaluation under the supervision and with the participation of the Company's management, including the Company's principal executive and principal financial officers, or persons performing similar functions, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period.

Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of May 31, 2016, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were not effective.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended, as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that: pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of May 31, 2017, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control-Integrated Framework of 1992 issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation under this framework, our management concluded that as of May 31, 2017, our internal control over financial reporting was not effective because of the following material weaknesses:

- Due to our small number of employees and resources, we have limited segregation of duties, as a result of which there is insufficient independent review of duties performed.

- As a result of the limited number of accounting personnel, we rely on outside consultants for the preparation of our financial reports, including financial statements and management discussion and analysis, which could lead to overlooking items requiring disclosure.

- The Company's Board of Directors has only one director and does not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is the management's view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over the Company's financial statements.

A “material weakness” is a deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) auditing standard 5) 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 will not be prevented or detected on a timely basis. Management has determined that a material weakness exists due to the items stated above, resulting from the Company’s limited resources and personnel.

Management’s Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, if and when the Company obtains sufficient capital resources, management intends to hire personnel with sufficient U.S. GAAP knowledge and experience and to segregate appropriate duties among them. We also intend to appoint one or more independent members to our Board of Directors who shall also be appointed to a standing audit committee which will undertake the oversight in the establishment and monitoring of required internal controls and procedures such as reviewing and approving estimates and assumptions made by management. While we are actively seeking outside members, including candidates with accounting experience, we cannot provide any assurance that we will be successful. Given the size of our Company, lack of revenues and current lack of financing to continue with our business, it is unlikely that we will be able to hire any additional personnel or that anyone will agree to join our Board until general economic conditions and our own business prospects improve significantly.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management’s report in this annual report.

Changes in Internal Controls

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fourth quarter ended May 31, 2016 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

Subsequent Events:

Issuance of notes payable

On June 2, 2017, the Company sold a Promissory Note to an unaffiliated lender for the aggregate principal amount of $25,000, bearing interest at a rate of 8% per annum and maturing the first year anniversary of the date of issuance. The Company may prepay the principal and accrued interest at any time without penalty. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized within 48 hours of the conversion request.

On July 3, 2017, the Company sold a Promissory Note to an unaffiliated lender for the aggregate principal amount of $7,500, bearing interest at a rate of 8% per annum and maturing the first year anniversary of the date of issuance. The Company may prepay the principal and accrued interest at any time without penalty. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized within 48 hours of the conversion request.

On August 22, 2017, the Company sold a Promissory Note to an unaffiliated lender for the aggregate principal amount of $5,000, bearing interest at a rate of 8% per annum and maturing the first year anniversary of the date of issuance. The Company may prepay the principal and accrued interest at any time without penalty. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized within 48 hours of the conversion request.

On August 31, 2017, the Company sold a Promissory Note to an unaffiliated lender for the aggregate principal amount of $10,000, bearing interest at a rate of 8% per annum and maturing the first year anniversary of the date of issuance. The Company may prepay the principal and accrued interest at any time without penalty. Pursuant to the agreement, the note is convertible into shares of common stock at a conversion price to be mutually finalized within 48 hours of the conversion request.

Issuances of convertible notes payable

On July 26, 2017, the Company entered a Securities Purchase Agreement whereby the Company agreed to issue three Convertible Redeemable Back End Notes for an aggregate of $87,450. The principal amount and any interest thereon are due on July 26, 2018. The notes bear interest at 12% per annum and contain a 10% original issue discount, such that the purchase price of each note is $26,500. On July 26, 2017, in consideration for the first note, the Company received cash proceeds of $25,000. The proceeds for the two remaining notes will be funded on April 26, 2018 and May 26, 2018. The closing of the two remaining notes shall be contingent on the following condition: (i) the Company must maintain a bid of $0.001 per share over 5 consecutive trading days. Pursuant to the agreements, the notes are convertible into shares of common stock at any time at a conversion price equal to 50% of the average of the three lowest trading prices of the common stock for the twenty prior trading days including the day upon which a notice of conversion is received by the Company. During the first six months that the first note is in effect, the Company may redeem the first note at 140% of the par value plus accrued interest. The notes may not be prepaid except if the first note is redeemed by the Company.

Conversion of convertible notes payable

During June through August 2017, the Company issued 278,959 shares of common stock pursuant to the conversion of $75,604 of convertible notes payable.

Conversion of Series A Convertible Preferred Stock

In July and August 2017, the Company issued 1,785,000 shares of common stock pursuant to the conversion of 89,250 shares of Series A Convertible Preferred Stock.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Directors and Executive Officers

Below are the names of and certain information regarding the Company's current executive officers and directors who were appointed effective as of the closing of the Merger:

Name:	Age:	Position:	Director Since:
Joel Falitz	69	Chief Executive Officer, Chairman, President, Secretary and Treasurer (Principal Executive Officer) (Principal Financial and Accounting Officer)	May 9, 2014
Dan Cohen	57	Chief Operating Officer	November 1, 2016

Directors are elected to serve until the next annual meeting of stockholders and until their successors are elected and qualified. Directors are elected by a plurality of the votes cast at the annual meeting of stockholders and hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified.

A majority of the authorized number of directors constitutes a quorum of the Board of Directors for the transaction of business. The directors must be present at the meeting to constitute a quorum. However, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to the action.

Executive officers are appointed by, and serve at the pleasure of, the Board of Directors of the Company, subject to any contractual arrangements.

Business Experience

Joel Falitz - Chief Executive, President, Secretary, Treasurer and Chairman of the Board of Directors

Since the closing of the reverse merger pursuant to the Merger Agreement, on May 9, 2014, Joel Falitz, the President and Chief Executive Officer of Eco-Logical, has been serving as the Chairman of our Board of Directors and as the Chief Executive Officer, President, Secretary and Treasurer of the Company.

Joel Falitz founded Eco-Logical on November 30, 2011 and has been serving as its Chief Executive Officer since inception. Under his leadership, Eco-Logical has developed and introduced its first line of bacterial tablets and powders, including Trap-Eze and Tank-Eze.

Prior to founding Eco-Logical Concepts Inc. in November 2011, Joel was the director of purchasing and the VP of marketing for APO Health, Inc., a health products company, from 2001 to 2006 and from 2006 to 2011, the President of Preferred Distribution, Inc., a medical and dental supply company.

Mr. Falitz's combination of management, procurement and distribution skills have been central to Eco's growth in the United States' and international markets. Mr. Falitz has emphasized strong product development and highly controlled use of financial resources as the Company continues the ongoing domestic and international launch of Eco-Logical's new product lines.

Dan Cohen - Chief Operating Officer

Since November 1, 2016, Mr. Cohen (57 years old), has been serving as Chief Operating Officer of the Company.

Since 2009, Mr. Cohen has been serving as Partner, Vice President and Director of Sales & Marketing for Newco Marketing, Inc., marketing consultants, and manufacturer/distributor of an innovative home shower spa system, as well as service provider of a remote computer support service. From 1988 to 2009, Mr. Cohen was a Partner and held the positions of Vice President and Director of Marketing for Back To Nature Products Co., manufacturers of safer paint removers, lead abatement products and green cleaners. Mr. Cohen has over 28 years of experience running the day-to-day operations of a company, including hiring personnel and negotiating contracts. Mr. Cohen has proven success in the areas of marketing, sales, digital, direct response infomercials, advertising, new product launches, and establishing both retail and commercial distribution. He is also a published author in various trade publications and award winner of the QVC Hobby and Craft Recognition Awards.

Director Independence

We are not currently subject to listing requirements of any national securities exchange or inter-dealer quotation system which has requirements that a majority of the Board of Directors be "independent" and, as a result, we are not at this time required to have our Board of Directors comprised of a majority of "independent directors." Nevertheless, Joel Falitz, our only director, does not qualify as independent under the applicable standards of the SEC and the NASDAQ stock market.

Family Relationships

None

Involvement in Certain Legal Proceedings

None of our directors or executive officers has been involved in any of the following events during the past ten years:

- any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences);
- being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; or
- being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Audit Committee

We currently do not have a separately standing Audit Committee due to our limited size and our Board performs the functions that would otherwise be performed by an Audit Committee.

Compensation Committee

The Company does not have a Compensation Committee due to our limited size and our Board performs the functions that would otherwise be performed by a Compensation Committee. Our Board intends to form a Compensation Committee when needed.

Other Committees

We do not currently have a separately-designated standing nominating committee. Further, we do not have a policy with regard to the consideration of any director candidates recommended by security holders. To date, no security holders have made any such recommendations. The entire Board of Directors performs all functions that would otherwise be performed by committees. Given the present size of our Board, it is not practical for us to have committees other than those described above, or to have more than two directors on such committees. If we are able to grow our business and increase our operations, we intend to expand the size of our board and our committees and allocate responsibilities accordingly.

Significant Employees

We do not have any significant employees other than our current executive officers and directors named in this Report.

Code of Ethics

On June 1, 2016, our Board of Directors adopted a Code of Ethics and Business Conduct that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Company posted the Code under the "Investors" tab on its website at www.ecosciences.company .

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities (each, a " **Reporting Person** ") to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of our common stock and other equity securities, on Forms 3, 4 and 5 respectively. Executive officers, directors and greater than 10% shareholders are required by the SEC regulations to furnish us with copies of all Section 16(a) reports that they file. For each Reporting Person, set forth below is a description of the transactions that were not reported on a timely basis:

- As previously reported by the Company, on September 12, 2014, Edward Whitehouse, a former officer and director of the Company, filed Form 4 to report the Second Series A Redemption Agreement, June 9, 2014, pursuant to which the Company redeemed an aggregate of 100,000 shares of Series A Preferred Stock from Mr. Whitehouse for $0.20 per share, or an aggregate of $20,000.

- On September 12, 2014, Dorothy Whitehouse, a former officer and director of the Company and spouse of Edward Whitehouse, filed a Form 4 to report the Company's First Series A Redemption Agreement, dated May 20, 2014, and Second Series A Redemption Agreement, dated June 9, 2014, with Edward Whitehouse. Under the Exchange Act, a person is generally regarded as beneficially owning securities held in the name of immediate family members sharing the same household. As a result, if a Section 16 insider's spouse or household family member buys or sell company stock, the Section 16 insider is considered to have an interest in those shares and the purchase must be reported under Section 16(a).

- Edward and Dorothy Whitehouse both resigned as officers of the Company on May 9, 2014 and as members of the Board of the Directors of the Company on June 23, 2014, and are no long obligated to file Section 16 reports pertaining to the changes in their beneficial ownership of the Company.

- On April 20, 2015, the Company entered into a Share Exchange Agreement with Joel Falitz, the Chief Executive Officer, President, Treasurer, Secretary and Chairman of the Company, pursuant to which the Company exchanged Series C Preferred Stock for Common Stock held by Mr. Falitz on a 1-for-50 basis. Pursuant to the Share Exchange Agreement, the Company issued to Mr. Falitz an aggregate of 4.7 million (4,700,000) shares of Series C Preferred Stock in exchange for 235 million (235,000,000) of Common Stock held by Mr. Falitz. Mr. Falitz reported this change in beneficial ownership on a Form 4 filed with the SEC on September 21, 2015.

- On May 8, 2014, Eco-Logical sold a one-year promissory note to Maverick, LLC ("Maverick") for the principal amount of $25,000 and bearing interest at rate of 8% per annum. Pursuant to the terms of the promissory note, simultaneously with the sale of all or substantially all of the assets of Eco-Logical, upon the merger or combination of Eco-Logical with another entity (other than for changing domicile), or change of control of Eco-Logical, the outstanding principal and accrued interest thereon under the promissory note automatically converted, without any action being taken by Eco-Logical or Maverick, into a number of shares of common stock and/or preferred stock of Eco-Logical which would enable Maverick to have voting and dispositive control of Eco-Logical. On May 9, 2014, the promissory note issued to Maverick was converted into 5,000,000 shares of Eco-Logical's common stock and 200,000 shares of Eco-Logical's Series A Preferred Stock. Pursuant to Eco-Logical's Series A Certificate of Designation filed with the Secretary of State of the State of Delaware, the outstanding shares of Series A Non-Convertible Preferred Stock voted together with the shares of Common Stock and other voting securities of Eco-Logical as a single class and, regardless of the number of shares of Series A Non-Convertible Preferred Stock outstanding and as long as at least one of such shares of Series A Non-Convertible Preferred Stock is outstanding, represented eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of stockholders of Eco-Logical or action by written consent of stockholders. Each outstanding share of the Series A Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series A Non-Convertible Preferred Stock. Upon the consummation of the Merger, Maverick's 5,000,000 shares of Eco-Logical common stock and 200,000 shares of Eco-Logical Series A Non-Convertible Preferred Stock converted into 50,000 shares of our Common Stock and 200,000 shares of our Series B Non-Convertible Preferred Stock, respectively. The voting rights of shares of our Series B Non-Convertible Preferred Stock are identical to the voting rights Eco-Logical's Series A Non-Convertible Preferred Stock. Therefore, as a result of the Merger, Maverick has voting control over the Company. As a result of the 500-for-1 Forward Stock Split of the Company's outstanding Common Stock on June 23, 2014, the 50,000 shares of Common Stock held by Maverick resulted in Maverick owning 25,000,000 shares of the Company's Common Stock.

- On June 4, 2015, upon execution of a Management Services Agreement, dated June 4, 2015, with Joel Falitz, the President, CEO, Secretary and Treasurer, of the Company issued 100,000 shares of the Series D convertible preferred stock to the President of the Company at $0.10 per share in exchange for management services.

- On November 1, 2016, the Board of Directors of the Company appointed Dan Cohen as the Chief Operating Officer of the Company.

- On November 1, 2016, upon execution of a Management Services Agreement, dated November 1, 2016, with Dan Cohen, the COO of the Company issued 100,000 shares of the Series D convertible preferred stock to the COO of the Company at $0.10 per share in exchange for management services.

- On May 18, 2017, the Company, issued Joel Falitz, the Chief Executive Officer, President and Chairman of the Board of the Company, an aggregate of 4,000,000 shares of Series C Convertible Preferred Stock, par value $0.0001 per share, pursuant to certain Debt Conversion Agreement dated May 18, 2017 in exchange for Mr. Falitz's forgiveness of $4,000 of indebtedness owed him by the Company. On May 19, 2017, the Company issued Mr. Falitz an aggregate of 48,000,000 shares of Common Stock to which Mr. Falitz converted 4 million (4,000,000) shares of Series C Preferred Stock into 48 million (48,000,000) shares of Common Stock.

Other than the foregoing, based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that all filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with under Section 16 of the Exchange Act during the fiscal year ended May 31, 2017.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth information concerning the total compensation paid or accrued by the Company during the last two fiscal years indicated to (i) all individuals that served as the Company's principal executive officer or acted in a similar capacity for the Company at any time during the fiscal year ended May 31, 2017; (ii) the two most highly compensated executive officers who were serving as executive officers of the Company at the end of the fiscal year ended May 31, 2017; and (iii) up to two additional individuals for whom disclosure would have been provided pursuant to clause (ii) above but for the fact that the individual was not serving as an executive officer of the Company at the end of the fiscal year ended May 31, 2017.

Name & Principal Position	Fiscal Year ended May 31,	Salary ($)	Bonus ($)	Stock Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Joel Falitz — *Chief Executive Officer, President, Secretary and Treasurer* (1)	2017	$ 62,000(2)	$ 31,200-(3)	$ 243,360 (3)	—	—	—	$336,560
	2016	$ 31,200(2)	—	$ 10,000(4)	—	—	—	$44,200
Dan Cohen —Chief Operating Officer, (5)	2017	$ 49,000(6)	—	$8,900(7)	—	—	—	$57,900
	2016	—	—		—	—	—	—

(1) Joel Falitz was appointed as the Chief Executive Officer, President, Secretary and Treasurer of the Company on May 9, 2014. Includes amounts from Eco-Logical Concepts, Inc., a wholly-owned subsidiary of the Company.

(2) Accrued under that certain Management Services Agreement, dated June 4, 2015 Amended and Restated on November 2, 2016, between the Company and Joel Falitz.

(3) Consists of $31,200 signing bonus pursuant to that certain Amended and Restated Management Services Ageeement, dated November 2, 2016, between the Company and Joel Falitz. In satisfaction of the $31,200 signing bonus. In addition, the Company issued 3,120 shares of common stock with fair value of $243,360 for service rendered.

(4) Consists of 100,000 shares of Company's Series D Convertible Preferred Stock issued pursuant to that certain Management Services Agreement, dated June 4, 2015, between the Company and Joel Falitz and valued at $0.10 per share.

(5) Dan Cohen was appointed as the Chief Operating Officer, of the Company on November 1, 2016.

(6) Accrued under that certain Management Services Agreement, dated November 1, 2016, between the Company and Dan Cohen.

(7) Consists of 100,000 shares of Company's Series D Convertible Preferred Stock issued and valued at $8,900 pursuant to that certain Management Services Agreement, dated November 1, 2016, between the Company and Dan Cohen.

We have no plans in place and have never maintained any plans that provide for the payment of retirement benefits or benefits that will be paid primarily following retirement including, but not limited to, tax qualified deferred benefit plans, supplemental executive retirement plans, tax-qualified deferred contribution plans and nonqualified deferred contribution plans.

<u>Outstanding Equity Awards at Fiscal Year-End</u>

There were no outstanding equity awards as of May 31, 2017. The Company does not currently have an equity incentive plan but intends to adopt one in the future.

<u>Employment Agreements</u>

On November 1, 2016, the Company entered into a Management Services Agreement with Dan Cohen. In consideration for Mr. Cohen serving as the Company's Chief Operating Officer, the Company has agreed to pay Mr. Cohen $84,000 a year, accruing in equal monthly increments of $7,000, plus 3% commission on gross sales, and to issue to Mr. Cohen an aggregate of one million (1,000,000) shares of the Company's Series D Preferred Stock, of which 100,000 shares were issued upon the execution the Management Services Agreement and a Purchase Agreement (as defined below), with the remaining 900,000 incrementally vesting upon the achievement by the Company of the milestones set forth below:

1.	Execution of this Agreement	100,000
2.	Complete product line expansion with the development and introduction of "green line" products that complement our existing line for use in commercial kitchens, the food service industry and other industries and produce Green Seal approved Eco-Logical market ready inventory	45,000
3.	Sign Northeast, USA Master Distributor	75,000
4.	Sign Midwest, USA Master Distributor	75,000
5.	Sign West Coast, USA Master Distributor	75,000
6.	Sign Southern, USA Master Distributor	75,000
7.	Sign Retail Distributor - Design and produce a retail package for in-store shelf and clip strip displays and place product in minimum of five (5) retail outlets	60,000
8.	Sign Regional Distributor for expansion into South America	75,000
9.	Sign Regional Distributor for expansion into Europe	75,000
10.	Sign Regional Distributor for expansion into the Middle East	75,000
11.	Sign Regional Distributor for expansion into India	75,000
12.	Sign Regional Distributor for expansion into Asia	75,000
13.	Redesign the product for expansion into the municipal wastewater service industry and sign minimum of two (2) contracts with municipalities within the industry	60,000
14.	Sign contract with Infomercial production company for consumer products and launch the infomercial campaign with the first TV infomercial broadcast	60,000
TOTAL		**1,000,000**

The term of Mr. Cohen's Management Services Agreement with the Company is for six months, commencing on the date of the agreement, and automatically renewfor successive one year terms unless terminated pursuant to the terms thereto.

On November 2, 2016, the Company entered into an Amended and Restated Management Services Agreement with Joel Falitz. In consideration for Mr. Falitz serving as the Company's Chief Executive Officer, President, Secretary and Treasurer, the Company has agreed to pay Mr. Falitz a $31,200 signing bonus and a salary of $84,000 per year, accruing at $7,000 per month. In satisfaction of the $31,200 signing bonus, the Company issued Mr. Falitz an aggregate of 3,120 shares of Common Stock. Pursuant to the Amended and Restated Management Services Agreement, the Company also agreed to issue to Mr. Falitz an aggregate of 900,000 shares of the Company's Series D Preferred Stock, all of which vest in increments upon the achievement by the Company of the milestones set forth below:

1.	Complete product line expansion with the development and introduction of "green line" products that complement our existing line for use in commercial kitchens, the food service industry and other industries and produce Green Seal approved Eco-Logical market ready inventory	45,000
2.	Sign Northeast, USA Master Distributor	75,000
3.	Sign Midwest, USA Master Distributor	75,000
4.	Sign West Coast, USA Master Distributor	75,000
5.	Sign Southern, USA Master Distributor	75,000
6.	Sign Retail Distributor - Design and produce a retail package for in-store shelf and clip strip displays and place product in minimum of five (5) retail outlets	60,000
7.	Sign Regional Distributor for expansion into South America	75,000
8.	Sign Regional Distributor for expansion into Europe	75,000
9.	Sign Regional Distributor for expansion into the Middle East	75,000
10.	Sign Regional Distributor for expansion into India	75,000
11.	Sign Regional Distributor for expansion into Asia	75,000
12.	Redesign the product for expansion into the municipal wastewater service industry and sign minimum of two (2) contracts with municipalities within the industry	60,000
13.	Sign contract with Infomercial production company for consumer products and launch the infomercial campaign with the first TV infomercial broadcast	60,000
TOTAL		**900,000**

The term of Mr. Falitz's Amended and Restated Management Agreement with the Company is for one year, commencing on the date of the agreement, and automatically renews for successive one year terms unless terminated pursuant thereto.

Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide retirement or similar benefits for our directors or executive officers.

Resignation, Retirement, Other Termination, or Change in Control Arrangements

We have no contract, agreement, plan or arrangement, whether written or unwritten, that provides for payments to our directors or executive officers at, following, or in connection with the resignation, retirement or other termination of our directors or executive officers, or a change in control of our company or a change in our directors' or executive officers' responsibilities following a change in control.

Director Compensation

No director received or accrued any compensation for his or her services as a director since our inception.

We have no formal plan for compensating our directors for their services in their capacity as directors. Our directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of our Board of Directors. Our Board of Directors may award special remuneration to any director undertaking any special services on our behalf other than services ordinarily required of a director.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. In accordance with Securities and Exchange Commission rules, shares of our Common Stock which may be acquired upon exercise of stock options or warrants which are currently exercisable or which become exercisable within 60 days of the date of the applicable table below are deemed beneficially owned by the holders of such options and warrants and are deemed outstanding 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 of ownership of any other person. Subject to community property laws, where applicable, the persons or entities named in the tables below have sole voting and investment power with respect to all shares of our Common Stock indicated as beneficially owned by them.

The following table sets forth information with respect to the beneficial ownership of our Common Stock as of September 13, 2017, by (i) each stockholder known by us to be the beneficial owner of more than 5% of our outstanding voting capital stock, (ii) each of our directors and executive officers, and (iii) all of our directors and executive officers as a group. To the best of our knowledge, except as otherwise indicated, each of the persons named in the table has sole voting and investment power with respect to the shares of our capital stock beneficially owned by such person, except to the extent such power may be shared with a spouse. To our knowledge, none of the shares listed below are held under a voting trust or similar agreement, except as noted. To our knowledge, there is no arrangement, including any pledge by any person of securities of the Company or any of its parents, the operation of which may at a subsequent date result in a change in control of the Company.

Unless otherwise indicated in the following table, the address for each person named in the table is c/o Ecosciences, Inc., 420 Jericho Turnpike, Suite 110, Jericho, NY 17753.

Name and Address of Beneficial Owner	Common Stock Amount	Common Stock Percent of Class(1)
Joel Falitz -CEO, Pres., Sec, Treas. & Chairman	48,004,621 (2) (4)	95.74%
Dan Cohen -COO	0 (3)	0.00%
All Directors and Officers as a group (1 person)	48,004,621	95.74%

(1) Based on 50,140,974 shares of Common Stock outstanding as of September 13, 2017.

(2) Excludes shares of Common Stock issuable upon the conversion of (i) 4,700,000 shares of Series C Preferred Stock and (ii) 100,000 shares of Series D Preferred Stock. At the option of the holder, at any time or from time to time from and after the first year anniversary of the issue date, each share of Series C and Series D Preferred Stock may be converted into twelve (12) and ten (10) shares of Common Stock, respectively, but only to the extent such conversion would not cause the holder to beneficially own more than 4.99% of the Company's Common Stock.

(3) Excludes shares of Common Stock issuable upon the conversion of (i) 100,000 shares of Series D Preferred Stock. At the option of the holder, at any time or from time to time from and after the first year anniversary of the issue date, each share of Series D Preferred Stock may be converted into ten (10) shares of Common Stock, , but only to the extent such conversion would not cause the holder to beneficially own more than 4.99% of the Company's Common Stock.

(4) Excludes 200,000 shares of Series B Non-Convertible Preferred Stock. The outstanding shares of Series B Non-Convertible Preferred Stock shall vote together with the shares of Common Stock and other voting securities of the Company as a single class and, regardless of the number of shares of Series B Non-Convertible Preferred Stock outstanding and as long as at least one of such shares of Series B Non-Convertible Preferred Stock is outstanding, shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of stockholders of the Company or action by written consent of stockholders. Each outstanding share of the Series B Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series B Non-Convertible Preferred Stock.

Securities Authorized for Issuance under Equity Compensation Plans

We have not adopted any equity compensation plans.

Changes in Control

We are not aware of any arrangements, including any pledge by any person of our securities, the operation of which may result in a change in control of the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

SEC rules require us to disclose any transaction or currently proposed transaction in which the Company is a participant and in which any related person has or will have a direct or indirect material interest involving the lesser of $120,000 or one percent (1%) of the average of the Company's total assets as of the end of last two completed fiscal years. A related person is any executive officer, director, nominee for director, or holder of 5% or more of the Company's Common Stock, or an immediate family member of any of those persons.

- On April 20, 2015, the Company entered into a Share Exchange Agreement with Joel Falitz, the Chief Executive Officer, President, Treasurer, Secretary and Chairman of the Company, pursuant to which the Company exchanged Series C Preferred Stock for Common Stock held by Mr. Falitz on a 1-for-50 basis. Pursuant to the Share Exchange Agreement, the Company issued to Mr. Falitz an aggregate of 4.7 million (4,700,000) shares of Series C Preferred Stock in exchange for 235 million (235,000,000) of Common Stock held by Mr. Falitz.

- On June 4, 2015, the Company entered into a Management Services Agreement with Joel Falitz, the President, CEO, Secretary and Treasurer of the Company. In consideration for his services, the Company has agreed to pay $31,200 per year, accruing in equal monthly increments of $2,600, and to issue an aggregate of 1,000,000 shares of the Company's Series D convertible Preferred Stock, of which 100,000 shares were issued upon the execution of the Management Services Agreement, and the remaining 900,000 shares of which shall vest in increments upon the achievement by the Company of the milestones set forth in the Management Services Agreement, including the completion of product line expansion, and signing distributors nationally and internationally. The term of the Management Services Agreement is for one year, commencing on the date of the agreement, and is automatically renewable for successive one year terms unless mutually agreed to in writing.

- On November 1, 2016, the Company entered into a lease agreement with a corporation controlled by the Company's Chief Executive Officer. Pursuant to the lease agreement, the Company has agreed to lease the Company's office space located at 420 Jericho Turnpike, Suite 110, Jericho, NY 11753 on a month-to-month basis for $750.00 per month. Either party may terminate the lease agreement by providing 30 days' prior notice to the other.

- On November 1, 2016, the Company entered into a Management Services Agreement with Dan Cohen, the COO of the Company. In consideration for his services, the Company has agreed to pay $84,000 per year, accruing in equal monthly increments of $7,000, and to issue an aggregate of 1,000,000 shares of the Company's Series D convertible Preferred Stock, of which 100,000 shares were issued upon the execution of the Management Services Agreement, and the remaining 900,000 shares of which shall vest in increments upon the achievement by the Company of the milestones set forth in the Management Services Agreement, including the completion of product line expansion, and signing distributors nationally and internationally. The term of the Management Services Agreement is for one year, commencing on the date of the agreement, and is automatically renewable for successive one year terms unless mutually agreed to in writing.

- On November 2, 2016, the Company entered into an Amended and Restated Management Services Agreement with Joel Falitz. In consideration for Mr. Falitz serving as the Company's Chief Executive Officer, President, Secretary and Treasurer, the Company has agreed to pay Mr. Falitz a $31,200 signing bonus and a salary of $84,000 per year, accruing at $7,000 per month. In satisfaction of the $31,200 signing bonus, the Company issued Mr. Falitz an aggregate of 3,120 shares of Common Stock.

- During the year ended May 31, 2017, the Company incurred management services fees of $55,000 to the President of the Company, of which $7,000 was paid in cash and $10,000 was paid through the issuance of 100,000 shares of the Company's Series D Convertible Preferred Stock at $0.10 per share upon execution of the Management Services Agreement.

- At May 31, 2017, we were indebted to our President and a company controlled by the President for $83,098 for expenses paid by him on behalf of the Company. The amount was borrowed pursuant to a verbal agreement and is unsecured, non-interest bearing and due on demand.

- At May 31, 2017, we were indebted to our Chief Operating Officer for approximately $10,500 for expenses paid by him on behalf of the Company. The amount was borrowed pursuant to a verbal agreement and is unsecured, non-interest bearing and due on demand.

Director Independence

We are not currently subject to listing requirements of any national securities exchange or inter-dealer quotation system which has requirements that a majority of the Board of Directors be "independent" and, as a result, we are not at this time required to have our Board of Directors comprised of a majority of "independent directors." Nevertheless, Joel Falitz, our only director, does not qualify as independent under the applicable standards of the SEC and the NASDAQ stock market.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit Fees

The aggregate fees billed the Company for the fiscal years ended May 31, 2017 and 2016 for professional services rendered by our principal accountants, GBH CPAs, PC and Friedman, LLP, for their audit of our annual financial statements and review of financial statements included in our quarterly reports or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years were:

Fiscal Year Ended May 31, 2017:	$	38,605
Fiscal Year Ended May 31, 2016:	$	35,783

Audit-Related Fees

The aggregate fees billed the Company for the fiscal years ended May 31, 2016 and 2015 for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported under Item 9(e)(1) of Schedule 14A.

Fiscal Year Ended May 31, 2017:	$	0
Fiscal Year Ended May 31, 2016:	$	0

Tax Fees

The aggregate fees billed the Company for the fiscal years ended May 31, 2016 and 2015 for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning.

Fiscal Year Ended May 31, 2017:	$	0
Fiscal Year Ended May 31, 2016:	$	0

All Other Fees

The aggregate fees billed the Company for the fiscal years ended May 31, 2016 and 2015 for products and services provided by the principal accountant, other than the services reported in Items 9(e)(1) through 9(e)(3) of Schedule 14A.

Fiscal Year Ended May 31, 2017:	$	0
Fiscal Year Ended May 31, 2016:	$	0

Pre-Approval Policies and Procedures

We have not used our independent auditors for financial information system design and implementation. These services, which include designing or implementing a system that aggregates source data underlying the financial statements or generates information that is significant to our financial statements, are provided internally or by other service providers. We have not engaged Friedman to provide compliance outsourcing services.

Our board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Exhibit No:	Description:
2.1(5)	Agreement and Plan of Merger and Reorganization, dated as of May 9, 2014, by and among the On-Air Impact, Inc., Eco-Logical Merger Sub, Inc. and Eco-Logical Concepts, Inc.
3.1(1)	Articles of Incorporation of On-Air Impact, Inc.
3.2(1)	Supplement to the Articles of Incorporation of On-Air Impact, Inc.
3.3(1)	On-Air Impact, Inc. Certificate of Designations for Series A Convertible Preferred Stock, filed December 10, 2012
3.4(2)	Amendment to Articles of Incorporation of On-Air Impact, Inc. re Distribution, filed January 25, 2013 and effective February 14, 2013

Exhibit No:	Description:
3.5(2)	Amendment to Articles of Incorporation of On-Air Impact, Inc. re Reverse Split, filed January 25, 2013 and effective February 14, 2013
3.6(2)	Amendment to Articles of Incorporation of On-Air Impact, Inc. re Forward Split, filed January 25, 2013 and effective February 14, 2013
3.7(5)	Ecosciences, Inc. Amended and Restated Certificate of Designation for Series A Convertible Preferred Stock, filed May 8, 2014
3.8(11)	Amendment to the Certificate of Designation for the Series A Convertible Preferred Stock, filed September 11, 2015
3.9(5)	Ecosciences, Inc. Certificate of Designation for Series B Non-Convertible Preferred Stock, filed May 8, 2014
3.10(5)	Articles of Incorporation of Eco-Logical Concepts, Inc. filed on November 30, 2011
3.11(5)	Certificate of Amendment to Articles of Incorporation of Eco-Logical Concepts, Inc. filed on December 13, 2012
3.12(5)	Eco-Logical Concepts, Inc. Series A Certificate of Designation filed on May 7, 2014
3.13(5)	Eco-Merger Sub, Inc. Articles of Incorporation filed on May 6, 2014
3.14(5)	Certificate of Merger of Eco-Logical Concepts, Inc. and Eco-Merger Sub, Inc. filed on May 9, 2014
3.15(6)	Certificate of Amendment to Articles of Incorporation of On-Air Impact, Inc. filed June 3, 2014, effective June 23, 2014
3.16(8)	Certificate of Designation of the Series C Convertible Preferred Stock
3.17(9)	Certificate of Amendment to the Series C Convertible Preferred Stock Certificate of Designation
3.18(9)	Series D Convertible Preferred Stock Certificate of Designation
3.19(1)	Bylaws of Ecosciences, Inc. (f/k/a On-Air Impact, Inc.)
3.20(5)	Bylaws of Eco-Logical Concepts, Inc.
4.1(13)	12% $56,750 Convertible Promissory Note, dated July 19, 2016, by Ecosciences, Inc. to Auctus Fund, LLC
4.2(13)	12% $60,500 Convertible Redeemable Note, dated July 19, 2016, by Ecosciences, Inc. to ADAR Bays, LLC (ADAR First Note)
4.3(13)	12% $60,500 Convertible Redeemable Note, dated July 19, 2016, by Ecosciences Inc. to ADAR Bays, LLC (Back End Note)
4.4(13)	12% $55,000 Collateralized Secured Promissory Note, dated July 19, 2016, by ADAR BAYS, LLC to Ecosciences, Inc.
10.1(1)	Series A Convertible Preferred Stock Subscription Agreement, dated December 18, 2012, between Virginia K. Sourlis and On-Air Impact, Inc.
10.2(4)	Exchange Agreement, dated February 12, 2013, between On-Air Impact, Inc. and Virginia K. Sourlis

Exhibit No:	Description:
10.3(4)	Non-Convertible Promissory Note, dated February 12, 2013, by On-Air Impact, Inc. F/B/O Virginia K. Sourlis
10.4(5)	Master Loan Agreement, dated May 9, 2014, between On-Air Impact, Inc. and Bacarat Holdings, Inc.
10.5(5)	Share Exchange Agreement, dated May 12, 2014, between On-Air Impact, Inc. and Edward Whitehouse
10.6(5)	First Series A Preferred Share Redemption Agreement, dated May 12, 2014, between On-Air Impact, Inc. and Edward Whitehouse
10.7(7)	Second Series A Preferred Share Redemption Agreement, dated May 20, 2014, between On-Air Impact, Inc. and Edward Whitehouse
10.8(7)	Third Series A Preferred Share Redemption Agreement, dated June 9, 2014, between On-Air Impact, Inc. and Edward Whitehouse
10.9(7)	Fourth Series A Preferred Share Redemption Agreement, dated August 12, 2014, between Ecosciences, Inc. and Edward Whitehouse
10.10(7)	Fifth Series A Preferred Share Redemption Agreement, dated August 21, 2014, between Ecosciences, Inc. and Edward Whitehouse
10.11(7)	Sixth Series A Preferred Share Redemption Agreement, dated September 4, 2014, between Ecosciences, Inc. and Edward Whitehouse
10.12(8)	Share Exchange Agreement, dated April 20, 2015, between Ecosciences, Inc. and Joel Falitz
10.19(9)	Restricted Stock Purchase Agreement, dated June 4, 2015, between Ecosciences, Inc. and Joel Falitz
10.20(9)	Management Services Agreement, dated June 4, 2015, between Ecosciences, Inc. and Joel Falitz
10.22(13)	Securities Purchase Agreement, dated as of July 19, 2016, between Ecosciences, Inc. and Auctus Fund, LLC
10.23(13)	Securities Purchase Agreement, dated as of July 19, 2016, between Ecosciences, Inc. and ADAR BAYS, LLC
10.24(14)	Restricted Stock Purchase Agreement, dated November 1, 2016 , between Ecosciences, Inc. and Dan Cohen
10.25(14)	Restricted Stock Purchase Agreement, dated November 2, 2016, between Ecosciences, Inc. and Joel Falitz
10.26(14)	Management Services Agreement, dated November 1, 2016 between Ecosciences, Inc. and Dan Cohen
10.27(14)	Amended and Restated Management Services Agreement, dated November 2, 2016, between Ecosciences, Inc. and Joel Falitz
21.1*	Subsidiaries of the Registrant
31.1*	Rule 13(a)-14(a)/15(d)-14(a) Certification
32.1*	Section 1350 Certification

Exhibit No:	Description:
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Extension Labels Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

(1) Filed as an Exhibit to the Company's Registration Statement on Form S-1 (File No: 333-168413) filed with the Securities and Exchange Commission on July 30, 2010 and incorporated by reference herein.

(2) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on December 21, 2012 and incorporated by reference herein.

(3) Filed as an Exhibit to the Company's Form 10-Q for the fiscal quarter ended February 28, 2012 filed with the Securities and Exchange Commission on April 15, 2013 and incorporated by reference herein.

(4) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on February 12, 2013 and incorporated by reference herein.

(5) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on May 15, 2014 and incorporated by reference herein.

(6) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on June 23, 2014 and incorporated by reference herein.

(7) Filed as an Exhibit to the Company Transition Report on Form 10-KT for the period January 1, 2014 to May 31, 2014 filed with the Securities and Exchange Commission on September 15, 2014, and incorporated by reference herein.

(8) Filed as an Exhibit to the Company's Form 10-Q for the fiscal quarter ended February 28, 2015 filed with the Securities and Exchange Commission on April 29, 2015, and incorporated by reference herein.

(9) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on June 12, 2015, and incorporated by reference herein.

(10) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on August 31, 2015, and incorporated by reference herein.

(11) Filed as an Exhibit to the Company's Form 10-K for the fiscal year ended May 31, 2015 filed with the Securities and Exchange Commission on September 29, 2015, and incorporated by reference herein.

(12) Filed as an Exhibit to the Company's Form 10-Q for the fiscal quarter ended February 29, 2016 filed with the Securities and Exchange Commission on June 3, 2016, and incorporated by reference herein.

(13) Filed as an Exhibit to the Company's Form 8-K filed with the Securities and Exchange Commission on July 29, 2016, and incorporated by reference herein.

(14) Filed as an Exhibit to the Company's Form 10-Q for the fiscal quarter ended August 31, 2016 filed with the Securities and Exchange Commission on November 4, 2016, and incorporated by reference herein.

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.

ECOSCIENCES, INC.

By: */s/ JOEL FALITZ*
Joel Falitz
President, Chief Executive Officer, Secretary and Treasurer
(Principal Executive Officer)
(Principal Financial and Accounting Officer)

Date: September 13, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ JOEL FALITZ Joel Falitz	President, Chief Executive Officer, Secretary, Treasurer and Chairman of the Board of Directors (Principal Executive Officer) (Principal Financial and Accounting Officer)	September 13, 2017

Exhibit 21.1

SUBSIDIARIES OF THE REGISTRANT

Name of Subsidiary:	Eco-Logical Concepts, Inc. (wholly-owned by Ecosciences, Inc.)
State of Incorporation:	Delaware (November 30, 2011)
Names under which Subsidiary does business:	Eco-Logical Concepts, Inc.

Exhibit 31.1

CERTIFICATION PURSUANT TO 18 U.S.C. SS 1350, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joel Falitz, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended May 31, 2017 (the "Report") of Ecosciences, Inc., a Nevada corporation (the "Registrant");

2. Based on my knowledge, this 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 the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

   (d) Disclosed in this Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: September 13, 2017

/s/ JOEL FALITZ

Joel Falitz
President, Chief Executive Officer, Secretary and Treasurer (Principal Executive Officer)
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

I, Joel Falitz, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Annual Report on Form 10-K of Ecosciences, Inc., a Nevada corporation (the "Registrant"), for the fiscal year ended May 31, 2017 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: September 13, 2017

/s/ JOEL FALITZ

Joel Falitz
President, Chief Executive Officer, Secretary and Treasurer (Principal Executive Officer)
(Principal Financial and Accounting Officer)