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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**



**FORM 10-Q**

(MARK ONE)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2017

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER: 000-55470

**VapAria Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**27-1521364**

(I.R.S. Employer Identification No.)

**5550 Nicollet Avenue, Minneapolis, MN**

(Address of principal executive offices)

**55419**

(Zip Code)

**(612) 812-2037**

(Registrant's telephone number, including area code)

**not applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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.

[X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.4.05 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company  
Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 7(a)(2)(B) of the Securities Act:

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 75,210,000 shares of common stock are issued and outstanding as of May 3, 2017.

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## TABLE OF CONTENTS

Page No.

### Part I

|         |   |     |
|---------|---|-----|
| Item 1. | <a href="#">Financial Statements</a>  | F-1 |
| Item 2. | <a href="#">Management Discussion and Analysis of Financial Condition and Results of Operations</a> | 5   |
| Item 3. | <a href="#">Quantitative and Qualitative Disclosures About Market Risk.</a>                         | 7   |
| Item 4. | <a href="#">Controls and Procedures.</a>  | 7   |

### Part II

|          |   |   |
|----------|---|---|
|          |   | 8 |
| Item 1.  | <a href="#">Legal Proceedings.</a>  | 8 |
| Item 1A. | <a href="#">Risk Factors</a>  | 8 |
| Item 2.  | <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a> | 8 |
| Item 3.  | <a href="#">Defaults upon Senior Securities</a>                             | 8 |
| Item 4.  | <a href="#">Mine Safety Disclosures</a>                                     | 8 |
| Item 5.  | <a href="#">Other Information.</a>  | 8 |
| Item 6.  | <a href="#">Exhibits</a>  | 9 |

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This report includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Words such as, but not limited to, “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” “targets,” “likely,” “aim,” “will,” “would,” “could,” and similar expressions or phrases identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and future events and financial trends that we believe may affect our financial condition, results of operation, business strategy and financial needs. Forward-looking statements include, but are not limited to, statements about:

- our lack of products or revenues and the substantial risks inherent in the establishment of a new business venture
- our very limited operating history and our unproven business plan;
- our history of losses;
- our ability to continue as a going concern;
- our ability to raise capital to fund our business plan, pay our operating expense and satisfy our obligations;
- conflicts of interest facing certain of our officers and directors;
- future reliance on third party manufacturers;
- our future ability to comply with government regulations;
- our lack of experience in selling, marketing or distributing products;
- our future ability to establish and maintain strategic partnerships;
- our possible future dependence on licensing or collaboration agreements;
- the inability of Chong Corporation to protect the intellectual property which is licensed to us, and risks of possible third-party infringement of intellectual property rights;
- anti-takeover provisions of Delaware law;
- the dilution impact of the issuance of shares of our common stock upon a conversion of shares of our Series A 10% convertible preferred stock and as payment for dividends; and
- the impact of penny stock rules on the future trading in our common stock.

You should read thoroughly this report and the documents that we refer to herein with the understanding that our actual future results may be materially different from and/or worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements, Part 1. Item 1A. Risk Factors appearing in our Annual Report on Form 10-K for the year ended December 31, 2016 and our other filings with the Securities and Exchange Commission. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. These forward-looking statements speak only as of the date of this report, and you should not rely on these statements without also considering the risks and uncertainties associated with these statements and our business.

#### **OTHER PERTINENT INFORMATION**

Unless specifically set forth to the contrary, when used in this report the terms “VapAria,” “we,” “our,” “us,” and similar terms refers to VapAria Corporation, a Delaware corporation, and our wholly-owned subsidiary VapAria Solutions Inc., a Minnesota corporation (“VapAria Solutions”). In addition, “first quarter 2017” refers to the three months ended March 31, 2017, “first quarter 2016” refers to the three months ended March 31, 2016, “2017” refers to the year ending December 31, 2017 and “2016” refers to the year ended December 31, 2016.

Unless specifically set forth to the contrary, the information which appears on our web site at [www.vaparia.com](http://www.vaparia.com) is not part of this report.

**PART 1 – FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**VapAria Corporation  
Consolidated Balance Sheets**

|  | <u>March 31, 2017</u><br>(Unaudited) | <u>December 31, 2016</u> |
|--|--------------------------------------|--------------------------|
| <b>ASSETS</b>  |                                      |                          |
| Current Assets   |                                      |                          |
| Cash and cash equivalents  | \$ 17,495                            | \$ 4,484                 |
| Prepaid expenses   | 7,660                                | 3,740                    |
| Total Current Assets   | <u>25,155</u>                        | <u>8,224</u>             |
| Intellectual property, net   | <u>252,668</u>                       | <u>257,039</u>           |
| <b>TOTAL ASSETS</b>  | <u>\$ 277,823</u>                    | <u>\$ 265,263</u>        |
| <b>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>   |                                      |                          |
| <b>LIABILITIES</b>   |                                      |                          |
| Current Liabilities  |                                      |                          |
| Accounts payable   | \$ 31,358                            | \$ 37,068                |
| Interest payable   | 26,205                               | 24,232                   |
| Note payable   | 50,000                               | 50,000                   |
| Convertible note   | 40,000                               | 40,000                   |
| Loan from related party  | 438,544                              | 387,544                  |
| Total Current Liabilities  | <u>586,107</u>                       | <u>538,844</u>           |
| <b>TOTAL LIABILITIES</b>   | 586,107                              | 538,844                  |
| <b>STOCKHOLDERS' DEFICIT</b>   |                                      |                          |
| Preferred Stock: \$0.0001 par value; 10,000,000 shares authorized;<br>500,000 shares issued and outstanding  | 50                                   | 50                       |
| Common Stock: \$0.0001 par value; 200,000,000 shares authorized;<br>75,210,000 shares issued and outstanding at March 31, 2017 and at<br>December 31, 2016 | 7,521                                | 7,521                    |
| Additional paid-in capital   | 1,119,897                            | 1,119,897                |
| Accumulated deficit  | <u>(1,435,752)</u>                   | <u>(1,401,049)</u>       |
| <b>TOTAL STOCKHOLDERS' DEFICIT</b>   | <u>(308,284)</u>                     | <u>(273,581)</u>         |
| <b>TOTAL LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>   | <u>\$ 277,823</u>                    | <u>\$ 265,263</u>        |

See accompanying notes to unaudited consolidated financial statements

**VapAria Corporation**  
**Consolidated Statements of Expenses**  
(Unaudited)

|   | Three months ended March 31, |                    |
|---|------------------------------|--------------------|
|   | 2017                         | 2016               |
| <b>Operating Expenses</b>                             |                              |                    |
| General and Administrative                            | \$ 7,006                     | \$ 6,159           |
| Research and Development                              | 10,784                       | 22,715             |
| Professional Fees                                     | 14,481                       | 22,209             |
| <b>Total Operating Expenses</b>                       | <b>32,271</b>                | <b>51,083</b>      |
| <b>Other Income/(Expense)</b>                         | <b>(2,432)</b>               | <b>(2,434)</b>     |
| <b>Net Loss</b>                                       | <b>\$ (34,703)</b>           | <b>\$ (53,517)</b> |
| <br>  |                              |                    |
| Basic and diluted loss per common share               | <b>\$ (0.00)</b>             | <b>\$ (0.00)</b>   |
| Basic and diluted weighted average shares outstanding | <b>75,210,000</b>            | <b>67,467,692</b>  |

See accompanying notes to unaudited consolidated financial statements

**VapAria Corporation**  
**Consolidated Statement of Changes in Stockholders' Deficit**  
**For the three months ended March 31, 2017**  
**(Unaudited)**

|                            | Series A<br>Preferred Stock |                          | Common Stock        |                          | Additional<br>Paid in<br>Capital | Accumulated<br>Deficit | Total              |
|----------------------------|-----------------------------|--------------------------|---------------------|--------------------------|----------------------------------|------------------------|--------------------|
|                            | Number<br>of shares         | \$0.0001<br>Par<br>Value | Number of<br>Shares | \$0.0001<br>Par<br>Value |                                  |                        |                    |
| Balance, December 31, 2016 | <u>500,000</u>              | <u>\$ 50</u>             | <u>75,210,000</u>   | <u>7,521</u>             | <u>1,119,897</u>                 | <u>(1,401,049)</u>     | <u>\$(273,581)</u> |
| Net Loss                   | <u>-</u>                    | <u>-</u>                 | <u>-</u>            | <u>-</u>                 | <u>-</u>                         | <u>(34,703)</u>        | <u>\$ (34,703)</u> |
| Balance, March 31, 2017    | <u>500,000</u>              | <u>\$ 50</u>             | <u>75,210,000</u>   | <u>\$ 7,521</u>          | <u>\$1,119,897</u>               | <u>\$ (1,435,752)</u>  | <u>\$(308,284)</u> |

See accompanying notes to unaudited consolidated financial statements



**VapAria Corporation**  
**Consolidated Statements of Cash Flows**  
(Unaudited)

|   | Three Months Ended March 31, |                  |
|---|------------------------------|------------------|
|   | 2017                         | 2016             |
| <b>Cash flows from operating activities</b>                       |                              |                  |
| Net loss  | \$ (34,703)                  | \$ (53,517)      |
| Adjustments to reconcile net loss to net cash used in operations: |                              |                  |
| Amortized Expense   | 4,371                        | 3,909            |
| Changes in operating assets and liabilities:                      |                              |                  |
| Prepaid Expenses  | (3,920)                      | (7,385)          |
| Accounts Payable  | (5,710)                      | 1,725            |
| Interest Payable  | 1,973                        | 1,995            |
| <b>Net cash used by operating activities</b>                      | <b>(37,989)</b>              | <b>(53,273)</b>  |
| <b>Cash flows from financing activities</b>                       |                              |                  |
| Borrowings on debt with related party                             | 51,000                       | 58,000           |
| <b>Net Cash provided by financing activities</b>                  | <b>51,000</b>                | <b>58,000</b>    |
| <b>Net change in cash</b>   | <b>13,011</b>                | <b>4,727</b>     |
| <b>Cash, beginning of period</b>                                  | <b>4,484</b>                 | <b>5,915</b>     |
| <b>Cash, end of period</b>  | <b>\$ 17,495</b>             | <b>\$ 10,642</b> |
| <b>Non cash investing and financing activities</b>                |                              |                  |
| Common stock issued for intellectual property licenses            | \$ -                         | \$ 100,772       |
| <b>Supplementary Information</b>                                  |                              |                  |
| Interest paid   | \$ -                         | \$ -             |
| Income taxes paid   | \$ -                         | \$ -             |

See accompanying notes to consolidated unaudited financial statements

**VapAria Corporation**  
**Notes to Unaudited Consolidated Financial Statements**  
**March 31, 2017**

**NOTE 1 - NATURE OF BUSINESS AND SUMMARY OF BASIS OF PRESENTATION**

Nature of Business

VapAria Corporation (“we”, the “Company”) was incorporated under the laws of the State of Delaware on December 21, 2009 under the name OICco Acquisition IV, Inc.

The Company is a specialty pharmaceutical company engaged in the research, design and development of methods and medicants to address chronic conditions with novel, vapor-centric approaches to pain management, appetite suppression, smoking cessation and various sleep disorders.

The Company has limited operations and, while our executive officers devote a substantial amount of their time to the Company without cash compensation, as of March 31, 2017, had no employees.

The Company has a fiscal year end of December 31.

Basis of presentation

*Basis of Presentation* - The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows as of March 31, 2017 have been made.

Certain information and footnote disclosures included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted. It is suggested that these financial statements be read in conjunction with the financial statements and footnotes thereto in the Company’s December 31, 2016 audited financial statements. The results of operations for the period ended March 31, 2017 are not necessarily indicative of the operating results for the full year.

*Reclassifications* – Certain reclassifications may have been made to our prior year’s consolidated financial statements to conform to current year presentation. These reclassifications had no effect on our previously reported results of operations or accumulated deficit.

*Recent accounting pronouncements* - No recent accounting standards issued or effective has had, or are expected to have, a material impact on the Company’s consolidated financial statements.

#### **NOTE 2 – GOING CONCERN**

The Company’s financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Currently, the Company has limited cash and no source of revenue sufficient to cover its operations costs and allow it to continue as a going concern. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. The Company will be dependent upon the raising of additional capital. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

#### **NOTE 3 – RELATED PARTY TRANSACTIONS**

In the first quarter of 2017 the Company borrowed an additional \$51,000 from Chong Corporation, a related entity. The balance outstanding at March 31, 2017 due Chong Corporation is \$438,544. The loan is unsecured, noninterest bearing and due on demand.

We maintain our corporate offices at 5550 Nicollet Avenue, Minneapolis, MN 55419. We lease the premises from 5550 Nicollet, LLC, an affiliate of Mr. Chong, having renewed the lease in December 2016 for an additional 12-month term at an annual rental of \$9,180 with expiration on December 31, 2017. Rent was \$2,295 for this three-month period in 2017 compared to \$2,250 in 2016. As of March 31, 2017, \$10,545 is due to 5550 Nicollet LLC.

#### **NOTE 4 – NOTE PAYABLE**

As of March 31, 2017, the Company has a note payable in the amount of \$50,000 due to an individual. The note was issued on May 30, 2013 and bears eight per cent (8%) annual interest. The note was amended in December 2016 to extend the maturity date for both the principal and accrued interest to August 31, 2017.

The Company analyzed the modification of the term under ASC 470-60 “Trouble Debt Restructurings” and ASC 470-50 “Extinguishment of Debt”. The Company determined the modification is not substantial and the transaction should not be accounted for as an extinguishment of debt.

#### **NOTE 5 – CONVERTIBLE NOTE**

The Company assumed an unsecured convertible note for \$40,000 that was issued on July 14, 2014 as part of the acquisition of VapAria Solutions. The note matures on August 31, 2017 and bears interest at 10% per annum. The note is convertible into shares of our common stock at \$0.08 per share. The Company analyzed the conversion option in the notes for derivative accounting treatment under ASC Topic 815, “Derivatives and Hedging,” and determined that the instrument does not qualify for derivative accounting. The Company therefore performed an analysis to determine if the conversion option was subject to a beneficial conversion feature and determined that the instrument does not have a beneficial conversion feature.

The note was originally due on September 1, 2014. The Company entered into a note amendment on September 1, 2014 and the due date was extended to December 1, 2014. On December 1, 2014, the Company extended the note again to December 31, 2015. On December 31, 2015, the note was extended to July 31, 2016. On December 31, 2016, it was extended to August 31, 2017. The Company analyzed the modification of the term under ASC 470-60 “Trouble Debt Restructurings” and ASC 470-50 “Extinguishment of Debt”. The Company determined the modification is not substantial and the transaction should not be accounted for as an extinguishment of debt.

#### **NOTE 6 – COMMITMENT AND CONTINGENCIES**

Relating to the December 2013 License Agreement with Chong Corporation, a related party, beginning in the calendar year in which the first licensed products or licensed services takes place, but not prior to January 1, 2015, the Company is required to pay to Chong Corporation, a related entity, a 3% royalty for revenues with a \$50,000 annual minimum royalty commitment.

During May 2016, the Company declared a dividend in the form of common shares for its 10% Series A Convertible Preferred Stock in accordance with the designations, rights and preferences of the preferred stock. This 50,000 common share dividend with a fair market value of \$0.15 was issued May 23, 2016.

The December 31, 2013 agreement with Chong Corporation also requires us to pay for the costs associated with maintaining the patent applications and patents licensed to us. For the three months ended March 31, 2017, there were no reimbursable costs.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion of our financial condition and results of operations for the three months ended March 31, 2017 and 2016 should be read in conjunction with the unaudited consolidated financial statements and the notes to those statements that are included elsewhere in this report. Our discussion includes forward looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward looking statements as a result of a number of factors, including those set forth under “Cautionary Statements Regarding Forward-Looking Information” appearing earlier in this report, Part I. Item 1A. Risk Factors appearing in our Annual Report on Form 10-K for the year ended December 31, 2016, and our other filings with the Securities and Exchange Commission. We use words such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “believe,” “intend,” “may,” “will,” “should,” “could,” and similar expressions to identify forward looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward looking statements. Such statements are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this report.

### **Overview and plan of operations**

We are a pre-clinical specialty pharmaceutical company. Prior to forming VapAria Solutions in 2010, our management had more than 25 years’ collective experience in vaporization and vapor delivery of medicants, having been partners in a joint venture with pioneers in the industry and having had undertaken significant work internationally researching and developing products, shepherding them through the patent process and introducing them into the U.S. wholesale and retail supply chain.

Our initial goal was to leverage rights we acquired in December 2013 from an affiliate to develop and successfully launch a product in partnership with well-capitalized and experienced industry participants based on our exclusive license and exclusive options to license patented and patent-pending technologies under the December 2013 Agreement and formulations designed to significantly improve on current electronic nicotine delivery systems and other consumer products in the marketplace. Throughout 2016 and into the first quarter of 2017, in addition to discussions with third party financing sources, we continued to engage in substantive discussions with several international companies which have expressed interest in our licensed technology in pursuit of this strategy. These discussions have involved demonstrations of our fully functional, programmable prototypes.

In mid-2015 we adjusted our business focus owing to continuing research, development and design throughout and, thus, we completed a full design of a product embodiment based on our proprietary technology, authorized the production of fully functional prototypes and are scheduling pre-clinical assessments for the prototypes. In the first quarter of 2017 and 2016 we spent \$10,784 and \$22,715, respectively, in research and development costs related to these efforts. In addition to taking delivery of our prototypes, in the third quarter of 2016, we engaged an industry expert with 28 years of relevant experience to design IND-enabling studies that should take us from pre-clinical stage to clinical stage and make the FDA 505 (b)(2) pathway to regulatory approval and commercialization available to us. Certain of the costs associated with these studies are included in our funding needs for the next 12 months described below. If we are unable to raise sufficient capital to fund these costs, our ability to continue our commercialization efforts will be adversely impacted.

Our management, through the Chong Corporation, an affiliated entity that is the licensor of the intellectual property rights we acquired in December 2013 and January 2016, has built an extensive and robust portfolio of intellectual property that includes patented and patent-pending methods of vaporization and patented and patent-pending medicants and herbal remedies identified for their effectiveness and suitability to address the markets identified above. Historically we have relied upon related party loans that, as of March 31, 2017, totaled \$438,544. Our management has worked without cash compensation. In the first quarter of 2017, the loan increased by \$51,000 and these proceeds were used to pay expenses associated with research, development and design, patent protection prosecution activities and ordinary business expenses associated with identifying, meeting with and negotiating with potential business partners and our general operating expenses, including the payment of our obligations. We estimate that we will need to raise between \$1 million and \$2 million over the next 12 months to continue to implement our business plan.

We may seek to raise the necessary capital through future public or private debt or equity offerings of our securities, although we do not have any commitments from any third parties to provide any capital to us. While we believe that the exclusive rights to the proprietary technology on which our business is predicated could provide us with a significant competitive advantage if we can bring one or more products to market, our ability to accomplish that in the near term is dependent on a successful prototype and positive pre-clinical assessments of the prototype. Given the current lack of a public market for our common stock, our status as a pre-clinical stage company and the difficulties small companies experience in accessing the capital markets, we expect to encounter difficulties in pursuing public or private capital raises. We may also seek to minimize our capital needs by securing partnerships or joint ventures with well capitalized companies in the pharmaceutical or OTC consumer products industries. Until such time as we are able to raise all or a portion of the necessary capital, our ability to continue to implement our business plan will be in jeopardy.

### **Going concern**

For the first quarter of 2017 we reported a net loss of \$34,703 and net cash used in operations of \$37,989 compared to a net loss of \$53,517 and net cash used in operations of \$53,273 for the first quarter of 2016. At March 31, 2017, we had cash on hand of \$17,495 and an accumulated deficit of \$1,435,752. The report of our independent registered public accounting firm on our consolidated financial statements for the year ended December 31, 2016 contains an explanatory paragraph regarding our ability to continue as a going concern based upon our minimal cash and no source of revenues which are sufficient to cover our operating costs. These factors, among others, raise substantial doubt about our ability to continue as a going concern. Our consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. There are no assurances we will be successful in our efforts to raise capital, develop a source of revenues, report profitable operations or to continue as a going concern, in which event investors would lose their entire investment in our company.

### **Results of operations**

We did not generate any revenues from our operations in either the first quarter of 2017 or the first quarter of 2016. Our total operating expenses for the first quarter of 2017 decreased 36.8% over those reported in the first quarter of 2016. General and administrative expenses, which include amortization, rent, and website hosting expenses, increased 13.8% in the first quarter of 2017 from the comparable period in 2016. This increase is directly attributable to the website hosting expenses not present in the first quarter in 2016 and a small increase in the monthly rental rate.

Research and development expenses decreased 52.5% in the first quarter 2017 when compared to the same period in the prior year which is directly attributable to the progress made in this area. Professional fees decreased 34.8% in the first quarter of 2017 compared to the first quarter of 2016 which is directly attributable to the year end audit fees that were incurred in the first quarter of 2016 that were not incurred until the subsequent quarter in 2017.

We expect that our operating expenses will increase as we continue to develop our business and we devote additional resources towards promoting that growth, most notably reflected in anticipated increases in general overhead, salaries for personnel and technical resources, as well as increased costs associated with our SEC reporting obligations. However, as set forth elsewhere in this report, our ability to continue to develop our business and achieve our operational goals is dependent upon our ability to raise significant additional working capital. As the availability of this capital is unknown, we are unable to quantify at this time the expected increases in operating expenses in future periods.

### **Liquidity and capital resources**

Liquidity is the ability of a company to generate sufficient cash to satisfy its needs for cash. As of March 31, 2017, we had \$17,495 in cash and cash equivalents and a working capital deficit of \$560,592 as compared to \$4,484 in cash and cash equivalents and a working capital deficit of \$530,620 at December 31, 2016. Our current liabilities increased \$47,263 from December 31, 2016, reflecting increases in interest payable and in the loan amount from a related party while partially offset by our decrease in accounts payable. Our sole source of operating capital during the first quarter of 2017 came from additional borrowing from a related party which lent us an additional \$51,000.

We do not have any commitments for capital expenditures. Our working capital is not sufficient to fund our operations for at least the next 12 months and to satisfy our obligations as they become due. On December 31, 2016, the holder of a \$50,000 principal amount note agreed to the extension of the due date of the note from December 31, 2016 to August 31, 2017. The remaining note in the principal amount of \$40,000 is convertible into 500,000 shares of our common stock at the option of the holder and is now due on August 31, 2017. While there are no assurances the holder will elect to convert the note, in that event we granted the holder demand and piggyback registration rights for those shares. We also owe a related party \$438,544 which is due on demand. We do not have the funds necessary to repay these obligations or to fund the costs associated with filing a registration statement if the noteholder converts the note and exercises its registration rights. As described earlier in this report, we will need to raise between \$1,000,000 and \$2,000,000 in additional capital during the next 12 months. As we do not have any firm commitments for all or any portion of this necessary capital, there are no assurances we will have sufficient funds to fund our operating expenses and continued development of our products and to satisfy our obligations as they become due. In that event, our ability to continue as a going concern is in jeopardy.

#### *Net Cash Used in Operating Activities*

We used \$37,989 of cash in our operating activities in the first quarter of 2017 compared to \$53,273 used by our operating activities in the first quarter of 2016, a decrease of 28.7%.

#### *Net Cash Provided by (Used in) Investing Activities*

There was no net cash provided by (used in) investing activities in either the first quarter of 2017 or 2016.

#### *Net Cash Provided by Financing Activities*

Net cash provided by financing activities for the first quarter of 2017 and 2016 consisted of borrowings of \$51,000 and \$58,000 respectively from Chong Corporation, a related entity.

### **Critical accounting policies**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses during the reported periods. The more critical accounting estimates include estimates related to revenue recognition, accounts receivable allowances and impairment of long-lived assets. We also have other key accounting policies, which involve the use of estimates, judgments and assumptions that are significant to understanding our results, which are described in Note 2 to our audited consolidated financial statements for 2016 appearing in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on April 17, 2017.

### **Recent accounting pronouncements**

There are no recent accounting standards that have been issued or proposed by the FASB or other standards setting bodies that require adoption.

### **Off balance sheet arrangements**

As of the date of this report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with us is a party, under which we have any obligation arising under a guarantee contract, derivative instrument or variable interest or a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable for a smaller reporting company.

### **Item 4. Controls and Procedures.**

*Evaluation of Disclosure Controls and Procedures.*

We maintain “disclosure controls and procedures” as such term is defined in Rules 13a-15(e) under the Securities Exchange Act of 1934. In designing and evaluating our disclosure controls and procedures, our management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.



Based on their evaluation as of the end of the period covered by this report, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were not effective to ensure that the information relating to our company required to be disclosed in our Securities and Exchange Commission reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer, to allow timely decisions regarding required disclosure due to the presence of continuing material weakness in our internal control over financial reporting as reported in our Annual Report on Form 10-K for the year ended December 31, 2016. These material weaknesses in our internal control over financial reporting result from limited segregation of duties and limited multiple level of review in the financial close process.

The existence of the continuing material weaknesses in our internal control over financial reporting increases the risk that a future restatement of our financials is possible. In order to remediate these material weaknesses, we will need to expand our accounting resources. We will continue to monitor and evaluate the effectiveness of our disclosure controls and procedures and our internal control over financial reporting on an ongoing basis, however, we do not expect that the deficiencies in our disclosure controls will be remediated until such time as we have remediated the material weaknesses in our internal control over financial reporting. Subject to the availability of sufficient capital, we expect to expand our accounting resources during 2017 in an effort to remediate the material weaknesses in our internal control over financial reporting.

*Changes in Internal Control over Financial Reporting.*

There have been no changes in our internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

None.

### **Item 1A. Risk Factors.**

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2016 and our subsequent filings with the Securities and Exchange Commission, which could materially affect our business, financial condition or future results. These cautionary statements are to be used as a reference in connection with any forward-looking statements. The factors, risks and uncertainties identified in these cautionary statements are in addition to those contained in any other cautionary statements, written or oral, which may be made or otherwise addressed in connection with a forward-looking statement or contained in any of our subsequent filings with the Securities and Exchange Commission.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None except as previously reported.

### **Item 3. Defaults Upon Senior Securities.**

None.

### **Item 4. Mine Safety Disclosures.**

Not applicable to our company's operations.

### **Item 5. Other Information.**

None, except as previously reported.

**Item 6. Exhibits.**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 31.1       | Rule 13a-14(a)/ 15d-14(a) Certification of Chief Executive Officer *               |
| 31.2       | Rule 13a-14(a)/ 15d-14(a) Certification of Chief Financial Officer*                |
| 32.1       | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer* |
| 101.INS    | XBRL Instance Document*  |
| 101.PRE    | XBRL Taxonomy Extension Presentation Linkbase *                                    |
| 101.LAE    | XBRL Taxonomy Extension Label Linkbase *   |
| 101.DEF    | XBRL Taxonomy Extension Definition Linkbase *                                      |
| 101.SCH    | XBRL Taxonomy Extension Schema *   |

\* filed herewith

**SIGNATURES**

Pursuant to the requirements 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.

VapAria Corporation

May 8, 2017

By: /s/ Alexander Chong

Alexander Chong, Chief Executive Officer

May 8, 2017

By: /s/ Daniel Markes

Daniel Markes, Chief Financial Officer

**Rule 13a-14(a)/15d-14(a) Certification**

I, Alexander Chong, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2017 of VapAria Corporation.
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.

May 8, 2017

*/s/ Alexander Chong*

Alexander Chong, Chief Executive Officer, principal executive officer

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**Rule 13a-14(a)/15d-14(a) Certification**

I, Daniel Markes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2017 of VapAria Corporation.
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.

May 8, 2017

*/s/ Daniel Markes*

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Daniel Markes, Chief Financial Officer, principal financial and accounting officer

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**Section 1350 Certification**

In connection with the Quarterly Report of VapAria Corporation (the “Company”) on Form 10-Q for the period ended March 31, 2017 as filed with the Securities and Exchange Commission (the “Report”), I, Alexander Chong, Chief Executive Officer of the Company, and I, Daniel Markes, Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the Report fairly presents, in all material respects, the financial conditions and results of operations of the Company.

May 8, 2017

/s/ Alexander Chong

Alexander Chong, Chief Executive Officer, principal executive officer

May 8, 2017

/s/ Daniel Markes

Daniel Markes, Chief Financial Officer, principal financial and accounting officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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