

**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 September 30, 2018

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)

27-1521407

(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.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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).

Yes No

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:

Large accelerated filer

Accelerated filer

Non-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 by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 75,260,000 shares of common stock are issued and outstanding as of October 31, 2018.

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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, 2017 as filed on March 29, 2018 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, “third quarter 2018” refers to the three months ended September 30, 2018, “third quarter 2017” refers to the three months ended September 30, 2017, “2018” refers to the year ending December 31, 2018 and “2017” refers to the year ended December 31, 2017.

Unless specifically set forth to the contrary, the information which appears on our web site at www.vaparia.com is not part of this report.

PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements.

VapAria Corporation
Consolidated Balance Sheets

| | September 30, 2018 (Unaudited) | December 31, 2017 |
|---|-----------------------------------|-------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 2,289 | \$ 7,658 |
| Prepaid expenses | 3,563 | 2,144 |
| Total Current Assets | 5,852 | 9,802 |
| Intellectual property, net | 226,442 | 239,555 |
| TOTAL ASSETS | \$ 232,294 | \$ 249,357 |
| LIABILITIES & STOCKHOLDERS' DEFICIT | | |
| LIABILITIES | | |
| Current Liabilities | | |
| Accounts payable | \$ 6,847 | \$ 8,700 |
| Accrued expenses | 4,469 | - |
| Interest payable | 38,216 | 32,232 |
| Note payable | 50,000 | 50,000 |
| Convertible Note | 40,000 | 40,000 |
| Loan from related party | 604,544 | 548,544 |
| Total Current Liabilities | 744,076 | 679,476 |
| TOTAL LIABILITIES | 744,076 | 679,476 |
| STOCKHOLDERS' DEFICIT | | |
| Preferred Stock: \$0.0001 par value; 10,000,000 shares authorized; 500,000 shares issued and outstanding | 50 | 50 |
| Common Stock: \$0.0001 par value; 200,000,000 shares authorized; 75,260,000 shares issued and outstanding at September 30, 21018 and at December 31, 2017 | 7,526 | 7,526 |
| Additional paid-in capital | 1,131,392 | 1,131,392 |
| Accumulated deficit | (1,650,750) | (1,569,087) |
| TOTAL STOCKHOLDERS' DEFICIT | (511,782) | (430,119) |
| TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT | \$ 232,294 | \$ 249,357 |

See accompanying notes to unaudited consolidated financial statements

VapAria Corporation
Consolidated Statements of Operations
(Unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|----------------------------------|--------------------|---------------------------------|---------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Operating Expenses | | | | |
| General and administrative | \$ 7,137 | \$ 6,993 | \$ 21,000 | \$ 20,983 |
| Research and development | 9,025 | 22,612 | 14,052 | 51,261 |
| Professional fees | 10,949 | 12,906 | 40,227 | 48,043 |
| Total Operating Expenses | 27,111 | 42,511 | 75,279 | 120,287 |
| Other (Expense) | (2,017) | (2,017) | (6,384) | (6,443) |
| Net Loss | \$ (29,128) | \$ (44,528) | \$ (81,663) | \$ (126,730) |
| Stock dividend | - | - | - | 11,500 |
| Net (Loss) available to common stockholders | (29,128) | (44,528) | (81,663) | (138,230) |
| Basic and diluted loss per common share | (0.00) | (0.00) | (0.00) | (0.00) |
| Basic and diluted weighted average shares outstanding | 75,260,000 | 75,260,000 | 75,260,000 | 75,227,582 |

See accompanying notes to unaudited consolidated financial statements

VapAria Corporation
Consolidated Statement of Changes in Stockholders' Deficit
For the nine months ended September 30, 2018
(Unaudited)

| | Series A Preferred Stock | | Common Stock | | Additional Paid in Capital | Accumulated Deficit | Total |
|-----------------------------|-----------------------------|-----------------------|---------------------|-----------------------|----------------------------------|------------------------|--------------|
| | Number of shares | \$0.0001 Par Value | Number of Shares | \$0.0001 Par Value | | | |
| Balance, December 31, 2017 | 500,000 | \$ 50 | 75,260,000 | 7,526 | 1,131,392 | (1,569,087) | \$ (430,119) |
| Net Loss | | | | | | (81,663) | \$ (81,663) |
| Balance, September 30, 2018 | 500,000 | \$ 50 | 75,260,000 | \$ 7,526 | \$ 1,131,392 | \$ (1,650,750) | \$ (511,782) |

See accompanying notes to unaudited consolidated financial statements

VapAria Corporation
Consolidated Statements of Cash Flows
(Unaudited)

| | Nine Months Ended September 30, | |
|---|---------------------------------|------------------|
| | 2018 | 2017 |
| Cash flows from operating activities | | |
| Net loss | \$ (81,663) | \$ (126,730) |
| Adjustments to reconcile net loss to net cash used in operations: | | |
| Amortization expense | 13,113 | 13,113 |
| Changes in operating assets and liabilities: | | |
| Prepaid expenses | (1,419) | 1,347 |
| Accounts payable | (1,853) | (26,056) |
| Accrued expenses | 4,469 | - |
| Interest payable | 5,984 | 5,984 |
| Net cash used in operating activities | (61,369) | (132,342) |
| Cash flows from financing activities | | |
| Borrowing on debt with related party | 56,000 | 131,000 |
| Net Cash provided by financing activities | 56,000 | 131,000 |
| Net change in cash and cash equivalents | (5,369) | (1,342) |
| Cash and cash equivalents, beginning of period | 7,658 | 4,484 |
| Cash and cash equivalents, end of period | \$ 2,289 | \$ 3,142 |
| Supplementary disclosure of non-cash activities | | |
| Dividends on Preferred Series A stock | - | (11,500) |
| Supplementary Information | | |
| Interest paid | \$ - | \$ - |
| Income taxes paid | \$ - | \$ - |

See accompanying notes to unaudited consolidated financial statements

VapAria Corporation
Notes to Unaudited Consolidated Financial Statements
September 30, 2018

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 September 30, 2018, we 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 September 30, 2018 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, 2017 audited financial statements. The results of operations for the period ended September 30, 2018 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 – In February 2016, the FASB issued ASU 2016-02 “*Leases*,” which will amend current lease accounting to require lessees to recognize (i) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis, and (ii) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model. This standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

In June 2018, the FASB issued ASU 2018-07, *Improvements to Non-Employee Share-Based Payment Accounting*, which simplifies the accounting for share-based payments granted to non-employees for goods and services. Under the literature, most guidance on such payments to non-employees would be aligned with the requirements for share-based payments granted to employees currently under ASC 718, *Compensation – Stock Compensation*. Board members are the only non-employees that the Company grants to, who are treated as “employees” under ASC 718. The guidance is effective for public companies for fiscal years and interim fiscal periods within those fiscal years, beginning after December 15, 2018. The Company does not believe that the adoption of ASU 2018-07 will have a significant impact on the Company’s condensed 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 recurring losses, 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

During the first nine months ended September 30, 2018, the Company borrowed an aggregate of \$56,000 from Chong Corporation, a related entity. The balance outstanding at September 30, 2018 due to Chong Corporation is \$604,544. 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 2017 for an additional 12-month term at an annual rental of \$9,300 with expiration on December 31, 2018. Rent was \$6,975 for this nine-month period in 2018 compared to \$6,885 in 2017. As of September 30, 2018, \$4,650 is due to 5550 Nicollet LLC.

NOTE 4 – NOTE PAYABLE

As of September 30, 2018, 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 2017 to extend the maturity date for both the principal and accrued interest to July 31, 2018. On July 31, 2018, the note was extended to January 31, 2019.

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 matured on July 31, 2018 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. It was subsequently extended to December 31, 2017 and then extended to July 31, 2018. On July 31, 2018, the note was extended to January 31, 2019. 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

The December 2013 License Agreement with Chong Corporation, a related party, requires that 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.

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 nine months ended September 30, 2018 and 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 and nine months ended September 30, 2018 and 2017 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 because of several 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, 2017, 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 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 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. 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 2017 and well into the fourth quarter of 2018, 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 nine months of 2018 and 2017 we spent \$14,052 and \$51,261, respectively, in research and development costs related to these efforts. In addition to taking delivery of prototypes, beginning late in 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.

On May 30, 2018, the FDA announced the launch of the Devices to Prevent and Treat Opioid Use Disorder Challenge to spur the development of medical devices, including digital health and diagnostic devices, to help combat the opioid crisis and to help prevent and treat opioid use disorder, a serious health condition which can be an outcome of opioid drug use. The FDA’s Center for Devices and Radiological Health accepted applications for this challenge from June 1, 2018 through September 30, 2018. The FDA’s focus in this challenge is the development of medical devices that lead to the prevention and treatment of opioid use disorder.

In the second quarter of 2018, we described and included these studies in a submission to the FDA under this challenge. We believe that we have a device design that would address certain of the issues surrounding opioid abuse and diversion in the US and throughout the world. The FDA is expected to announce winning submissions in November of 2018. Companies with winning submissions will be able to work directly with the FDA to accelerate development and eventual review of marketing applications, similar to what occurs under its Breakthrough Devices Program.

Historically we have relied upon related party loans from Chong Corporation that, as of September 30, 2018, totaled \$604,544. In the first nine months of 2018, the loan increased by \$56,000 and these proceeds were used to pay expenses associated with research, development and design, 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. Our management has worked without cash compensation. 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 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 nine months of 2018 we reported a net loss of \$81,663 and net cash used in operations of \$61,369 compared to a net loss of \$126,730 and net cash used in operations of \$132,342 for the first nine months of 2017. At September 30, 2018, we had cash on hand of \$2,289 and an accumulated deficit of \$1,650,750. The report of our independent registered public accounting firm on our consolidated financial statements for the year ended December 31, 2017 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 any of the 2018 or 2017 periods. Our total operating expenses for the third quarter of 2018 and the nine months then ended decreased 36.2% and 37.4% respectively, over those reported in the comparable 2017 periods. General and administrative expenses, which include amortization, rent, and website hosting expenses, increased 2.0% in the third quarter of 2018 from the comparable period in 2017, and was relatively flat for the first nine months as compared to the same period in 2017.

Research and development expenses in the third quarter of 2018 decreased 60.0% over the third quarter of 2017 and decreased 72.6% in the first nine months of 2018 when compared to the same period in the prior year. This reduction is directly attributable to the progress made in this area. Professional fees declined 15.2% in the third quarter of 2018 compared to 2017 and declined 16.3% for the nine months ended September 30, 2018 from the comparable period in 2017. Agency fees for the design of presentation materials incurred in 2017 that were not incurred in 2018 represent almost half of this decrease. The balance of the decrease is attributed to lower fees billed by attorneys in the first nine months of 2018 compared to the same period 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 September 30, 2018, we had \$2,289 in cash and cash equivalents and a working capital deficit of \$738,224 as compared to \$7,658 in cash and cash equivalents and a working capital deficit of \$669,674 at December 31, 2017. Our current liabilities increased \$64,600 from December 31, 2017, reflecting increases in interest payable, accrued expenses and in the loan amount from a related party. Our sole source of operating capital during the first nine months of 2018 came from additional borrowing from a related party which loaned us an additional \$56,000.

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. In December 2017, the holder of a \$50,000, principal amount, note agreed to the extension of the due date of the note from December 31, 2017 to July 31, 2018. 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 was due on July 31, 2018. On July 31, 2018 the holders of the \$50,000 note payable and the \$40,000 unsecured convertible note each agreed to extend the respective maturity dates to January 31, 2019. We also owe a related party \$604,544 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 \$61,369 of cash in our operating activities in the first nine months of 2018 compared to \$132,342 used by our operating activities in the first nine months of 2017, a decrease of 53.6%. The decrease is due to lower research and development costs incurred in the current period compared to the same period one year ago.

Net Cash Provided by (Used in) Investing Activities

There was no net cash provided by (used in) investing activities in either the first nine months of 2018 or 2017.

Net Cash Provided by Financing Activities

Net cash provided by financing activities for the first nine months of 2018 and 2017 consisted of borrowings of \$56,000 and \$131,000 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 2017 appearing in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 29, 2018.

Recent accounting pronouncements

In February 2016, the FASB issued ASU 2016-02 “*Leases*,” which will amend current lease accounting to require lessees to recognize (i) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis, and (ii) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model. This standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

In June 2018, the FASB issued ASU 2018-07, *Improvements to Non-Employee Share-Based Payment Accounting*, which simplifies the accounting for share-based payments granted to non-employees for goods and services. Under the literature, most of the guidance on such payments to non-employees would be aligned with the requirements for share-based payments granted to employees currently under ASC 718, *Compensation - Stock Compensation*. Board members are the only non-employees that the Company grants to, who are treated as “employees” under ASC 718. The guidance is effective for public companies for fiscal years, and interim fiscal periods within those fiscal years, beginning after December 15, 2018. The Company does not believe that the adoption of ASU 2018-07 will have a significant impact on the Company’s condensed consolidated financial statements.

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, 2017. These material weaknesses in our internal control over financial reporting result from limited segregation of duties and limited multiple levels 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 2019 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 in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2017 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, 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.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable to our company's operations.

Item 5. Other Information.

The cover page of this Quarterly Report on Form 10-Q for the period ended September 30, 2018 contains a correction in our I.R.S. Employer Identification Number from the number which appeared in our earlier filings with the Securities and Exchange Commission which corrects a previous ministerial error.

Item 6. Exhibits.

| <u>No.</u> | <u>Exhibit Description</u> | <u>Form</u> | <u>Date Filed</u> | <u>Number</u> | <u>Herewith</u> |
|------------|---|---|-------------------|---------------|-----------------|
| 2.1 | Share Exchange Agreement and Plan of Reorganization dated April 11, 2014 by and between OICco Acquisition IV, Inc., VapAria Corporation and the listed shareholders | 8-K | 4/11/14 | 2a | |
| 3.1 | Amended and Restated Certificate of Incorporation | Post Effective Amendment No. 4 to the S-1 | 6/30/10 | 3.C | |
| 3.2 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation | 8-K | 8/21/14 | 3.4 | |
| 3.3 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation | 10-Q | 11/19/16 | 3.5 | |
| 3.4 | Bylaws | S-1 | 3/29/10 | 3(b) | |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer | | | | Filed |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer | | | | Filed |
| 32.1 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer | | | | Filed |
| 101.INS | XBRL Instance Document | | | | Filed |
| 101.SCH | XBRL Taxonomy Extension Schema Document | | | | Filed |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | | | | Filed |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | | | | Filed |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | | | | Filed |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | | | | Filed |

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

October 31 , 2018

By: /s/ Alexander Chong
Alexander Chong, Chief Executive Officer

October 31 , 2018

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 September 30, 2018 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.

October 31, 2018

/s/ Alexander Chong

Alexander Chong, Chief Executive Officer, principal executive officer

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 September 30, 2018 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.

October 31, 2018

/s/ Daniel Markes

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

Section 1350 Certification

In connection with the Quarterly Report of VapAria Corporation (the "Company") on Form 10-Q for the period ended September 30, 2018 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.

October 31 , 2018

/s/ Alexander Chong

Alexander Chong, Chief Executive Officer, principal executive officer

October 31 , 2018

/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.