

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **3DX INDUSTRIES INC.**

6920 Salashan Parkway, Suite D-101  
Ferndale, WA 98248

Company Telephone: (360) 366-8858  
Company Website: [www.3dxindustries.com](http://www.3dxindustries.com)  
Company email: [info@3dxindustries.com](mailto:info@3dxindustries.com)

SIC Code: 3399

## **Annual Report**

**For the period ending October 31, 2022 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

96,848,315 as of January 27, 2023

96,513,315 as of October 31, 2022

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

### **1) Name and address(es) of the issuer and its predecessors (if any)**

<sup>1</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

From October 23, 2008, to September 2, 2009 – Ukragro Corporation  
From September 2, 2009, to January 29, 2010 - Windsor Park Forex, Inc.  
From January 29, 2010, to November 19, 2013 – Amarak Resources, Inc.  
**From November 19, 2013, to Present – 3DX Industries, Inc.**

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The state of incorporation of the issuer during the past five years is the State of Nevada. The issuer is currently active in Nevada.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

### **Homescape LLC**

On April 19, 2022, the Company entered into an acquisition agreement with the Member of Homescape LLC ("Homescape"), Nicholas Coriano, a director of the Company, to acquire Homescape. Homescape, a Connecticut based Limited Liability Company, is a diversified holding company with its assets in real estate, ecommerce businesses and a microcap investment fund.

A summary of the assets to be acquired included:

- Real Estate & Land Holdings: Ownership of Five (5) commercial rental units, Twenty-Four (24) residential apartments and Thirty (30) land parcels located in New York, Nevada, New Mexico, Michigan and Arizona branded as Homescape™.
- Ecommerce Businesses: A portfolio of ecommerce businesses selling products (in the numismatics market) and business planning and investor relations services (for SMBs) branded as Cervitude™.
- Microcap Investment Fund: A portfolio of microcap stocks, primarily traded on the OTC Markets branded as The MicroCapCompany.com. Fund™.

The real estate assets were valued at \$1,600,000, the ecommerce businesses at \$150,000 and the stock portfolio and cash at \$250,000 for total of \$2,000,000. The consideration payable for the acquisition of Homescape included the issuance of 7,000,000 shares of common stock and a 3-year note payable of \$1,650,000. The note is payable in cash or common stock at the option of 3DX management. The share price will be determined using a 10% discount to the closing price of DDDX shares the day prior to the repayment day.

On July 14, 2022, Homescape and the Company entered into an amendment to the acquisition agreement. Under the terms of the amendment, the Company agreed to issue a total of 1,702,095 shares of common stock and agreed to pay the amount of \$1,650,000 on or before April 25, 2025. Further, under the agreement, the 5,297,905 shares currently issued to Homescape, LLC are not subject to cancellation, but will be transferred to Mr. Coriano directly, and the executive employment agreement with Mr. Coriano entered into on March 3, 2021, remains in effect. During the three-month period ended July 31, 2022, the Company issued the remaining 1,702,095 unregistered restricted common shares required to conclude the acquisition, which shares are being held in escrow pending the following:

- (1) Provision of US GAAP compliant financial statements from Homescape LLC for the most recently completed two fiscal years and period to date;
- (2) Transfer of the membership interests in Homescape to the Company;
- (3) Transfer of 5,297,905 shares previously issued to Homescape LLC to Mr. Nicholas Coriano.

On October 27, 2022, the parties agreed not to proceed with the closing of the above referenced agreements and to terminate the acquisition agreement effective immediately. The 1,702,095 shares issued to Homescape Members were returned to treasury and cancelled. The parties agreed there is no further compensation due or owing to Homescape LLC or its members and any and all agreements between the parties are considered terminated as of October 27, 2022.

### ***Specialty Metal Works LLC***

In October 2021, the Company completed the acquisition of certain land from William R. Fleischer and the subsequent acquisition of Specialty Metal Works, LLC (“SMW”), of which William R. Fleischer was the controlling member, located in Blaine, Washington, a Production CNC & Fabrication Job Shop specializing in machining Castings, Automotive Serpentine Belt Pulleys, Food processing equipment, Marine components, Heat Exchangers, Industrial Elevator & Crane components, & concrete processing equipment. Under the terms of the agreement, the Company purchased the business, including all land, building, equipment, fixtures, goodwill, inventory, tools, trademarks, tradenames, leasehold rights and associated liabilities. The purchase price for the membership units of the LLC was payable in stock and cash as follows:

- (1) Cumulative 200,000 Shares of the Company’s common stock to be issued within 14 days from the signing of the respective acquisition agreements.
- (2) \$300,000 to be paid within 36 months of November 30, 2021 paid via cashier’s check or shares of the Company.
- (3) \$550,000 to be paid within 36 months of November 30, 2021, via cashier’s check or shares of the Company.

On October 28, 2022, the parties agreed to terminate the aforementioned agreements including any obligations for further cash consideration to Specialty Metal Works and William R. Fleischer. The membership units of Specialty Metalworks were returned to Fleischer and the termination was effective immediately, with August 1, 2022 as the agreed date for the accounting impact of the termination.

The address(es) of the issuer’s principal executive office:

6920 Salashan Parkway, Suite D-101, Ferndale, WA 98248

The address(es) of the issuer’s principal place of business:

*Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

## **2) Security Information**

### **Transfer Agent**

Name: Signature Stock Transfer Inc.  
Phone: 972-612-4120  
Email: jason@signaturestocktransfer.com  
Address: 14673 Midway Road, Suite #220, Addison, Texas 75001

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	DDDX	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	88556A 100	
Par or stated value:	\$0.001	
Total shares authorized:	175,000,000	as of date: October 31, 2022
Total shares outstanding:	96,513,315	as of date: October 31, 2022
Total number of shareholders of record:	49	as of date: October 31, 2022

*All additional class(es) of publicly quoted or traded securities (if any):*

N/A

**Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Series A Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.001	
Total shares authorized:	10,000,000	as of October 31, 2022
Total shares outstanding (if applicable):	1,000,000	as of date: October 31, 2022
Total number of shareholders of record (if applicable):	1	as of date: October 31, 2022

**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting and preemption rights.**

Each share of Common Stock shall have, for all purposes one (1) vote per share. Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available, therefore. The holders of Common Stock issued and outstanding have and possess the right to receive notice of shareholders meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common shareholders is required or requested.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

The number of shares constituting the Series A Preferred Stock shall be One Million (1,000,000). Such number of shares may not be increased or decreased without the vote of the holder(s) of the Series A Preferred Stock. The holders of any shares of Series A Preferred Stock shall not be entitled to dividends or any distribution in the case of liquidation of the Corporation. The holders of Series A Preferred Stock shall have the right to vote 51% of the then issued and outstanding common stock or equivalent equity of the Corporation. The shares of Series A Preferred Stock shall not be convertible into any class of equity of the Corporation. The Certificate of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers,

preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least eighty-five percent (85%) of the outstanding shares of Series A Preferred Stock, voting together as a single class.

**3. Describe any other material rights of common or preferred stockholders.**

The Series A Preferred Stock shall rank (i) senior to any other class or series of outstanding Preferred Shares or series of capital stock of the Corporation, (ii) prior to all of the Corporation's common stock, and (iii) prior to any other class of series of capital stock of the Corporation hereafter created ("Junior Securities") and in each case as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions")

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

There have been no material modifications to the rights of holders of the Company's securities that have occurred over the reporting period covered by this report.

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>October 31, 2020</u> Common: <u>66,895,578</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>03/31/2021</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.1297</u>	<u>No</u>	<u>John Buyers</u>	<u>Loan Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/31/2021</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.1297</u>	<u>No</u>	<u>John Church</u>	<u>Loan Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/31/2021</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.1297</u>	<u>No</u>	<u>Anthony Bredberg</u>	<u>Loan Compensation</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>04/01/2021</u>	<u>New issuance</u>	<u>1,650,000</u>	<u>Common</u>	<u>\$0.1297</u>	<u>no</u>	<u>Homescape LLC, Beneficial owner, Nicholas Coriano</u>	<u>Executive employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/01/2021</u>	<u>New issuance</u>	<u>540,000</u>	<u>Common</u>	<u>\$0.121</u>	<u>no</u>	<u>Adam Bierschenk</u>	<u>Consulting agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/01/2021</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.121</u>	<u>no</u>	<u>Mike Eaton</u>	<u>Asset purchase agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/01/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.1463</u>	<u>no</u>	<u>James Buyers</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/01/2021</u>	<u>New issuance</u>	<u>72,500</u>	<u>Common</u>	<u>\$0.121</u>	<u>no</u>	<u>Timothy McGuire</u>	<u>Asset purchase agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/30/2021</u>	<u>New issuance</u>	<u>3,200,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>yes</u>	<u>Lanham &amp; Lanham LLC Randall Lanham, beneficial owner</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
<u>05/01/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.115</u>	<u>No</u>	<u>Christopher Camarra</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/30/2021</u>	<u>New Issuance</u>	<u>3,647,904</u>	<u>Common</u>	<u>\$0.0988</u>	<u>No</u>	<u>Homescape LLC, Beneficial owner, Nicholas Coriano</u>	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/04/2021</u>	<u>New Issuance</u>	<u>7,257,333</u>	<u>Common</u>	<u>\$0.0045</u>	<u>Yes</u>	<u>RB Capital Partners Inc./ Deborah Braun</u>	<u>Debt</u>	<u>Free Trading</u>	<u>4(a)(1)</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Kris James Ballargeon Jr.</u>	<u>Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.07</u>	<u>Yes</u>	<u>Levon Barsournian</u>	<u>Board Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.11</u>	<u>Yes</u>	<u>Harold Blackwell</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.11</u>	<u>Yes</u>	<u>Delvecchio Parks</u>	<u>Services</u>	<u>Restricted</u>	<u>Rule144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.095</u>	<u>Yes</u>	<u>Peter Divone Sr.</u>	<u>Services</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Kenneth Neal</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Alex Brandon DeMesquita</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Charles Lukey</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>7,950,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Santeo Financial</u>	<u>Debt</u>	<u>Free Trading</u>	<u>4(a)(2)</u>

						Corporation/ Ron Ruskowsky			
<u>10/26/2021</u>	<u>New Issuance</u>	<u>2,470,000</u>	<u>Common</u>	<u>\$0.015</u>	<u>Yes</u>	<u>Lanham &amp; Lanham LLC</u> <u>Randall Lanham, beneficial owner</u>	<u>Debt</u>	<u>Free Trading</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>Yes</u>	<u>Timothy McGuire</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.18</u>	<u>Yes</u>	<u>William R. Fleischer</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>Yes</u>	<u>Cody Isakson</u>	<u>Stock Grant</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/26/2021</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.75</u>	<u>No</u>	<u>Steve Alamin</u>	<u>Debt Settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/15/2021</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.168</u>	<u>Yes</u>	<u>Alexandre Cross</u>	<u>Debt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>09/20/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Series A Preferred</u>	<u>\$0.001</u>	<u>No</u>	<u>Roger Janssen</u>	<u>Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/23/2022</u>	<u>New Issuance</u>	<u>550,000</u>	<u>Common</u>	<u>\$0.043</u>	<u>No</u>	<u>Adam Bierschenk</u>	<u>Services to be provided under a consulting agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>1,355,952</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Nicholas G. Coriano</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,665</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Jarrett K. Runoro</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,665</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Ronald Krakowski</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>68,664</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Sonia M. Rodriguez</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>28,249</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Adam Kandah</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>75,331</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Dr. Ruben Coriano</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>22,599</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Joseph R. Napoli</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,854</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Michael Steinberg</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>75</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Terry A. Maurer</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>37,665</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kris Baillargeon</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/15/2022</u>	<u>New Issuance</u>	<u>377</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Kyle Chirsky</u>	<u>Acquisition*</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>10/27/2022</u>	<u>Cancellation</u>	<u>(1,355,952)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Nicholas G. Coriano</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,665)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Jarrett K. Runoro</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,665)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Ronald Krakowski</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(68,664)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Sonia M. Rodriguez</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(28,249)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Adam Kandah</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(75,331)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Dr. Ruben Coriano</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(22,599)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Joseph R. Napoli</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,854)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Michael Steinberg</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(75)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Terry A. Maurer</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(37,665)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Kris Baillargeon</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>
<u>10/27/2022</u>	<u>Cancellation</u>	<u>(377)</u>	<u>Common</u>	<u>\$0.01</u>	<u>N/A</u>	<u>Kyle Chirsky</u>	<u>Acquisition Cancelled*</u>	<u>N/A</u>	<u>N/A</u>

Shares Outstanding on Date of This Report:

Ending Balance:

Date October 31, 2022

Common: 96,513,315

Preferred:

Series A Preferred 1,000,000

*\* These shares were issued pursuant to the acquisition with Homescape, LLC and were held in escrow pending the closing of the acquisition. The acquisition did not close and the shares were returned to treasury.*

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No:  Yes:  (If yes, you must complete the table below)

<b>Date of Note Issuance</b>	<b>Outstanding Balance (\$)</b>	<b>Principal Amount at Issuance (\$)</b>	<b>Interest Accrued (\$)</b>	<b>Maturity Date</b>	<b>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</b>	<b>Name of Noteholder. *You must disclose the control person(s) for any entities listed.</b>	<b>Reason for Issuance (e.g. Loan, Services, etc.)</b>
12/18/2013	273,566	250,000	23,566	12/15/2018	The note bears interest at 1.64% per annum and is convertible into common stock at \$0.50 Per share	Roger Janssen	Equipment Purchase

11/18/2014	43,966	25,000	18,966	12/1/2015	The note is convertible at \$0.30 per share.	Danial Tataryn	Loan
12/10/2014	175,863	100,000	75,863	12/31/2016	The note is convertible at \$0.15 per share.	Danial Tataryn	Loan
08/28/2017	94,500	174,000	0	08/28/2017	Amounts payable for services are convertible at \$0.01 per share.	Santeo Financial Corporation, controlling shareholder Ron Ruskowsky	Services
09/28/2021	16,065	16,065	0	09/28/2021	The note is convertible at \$0.02 per share, is non interest bearing and due on demand	Alexandre Cross	Loan
09/30/2021	527,123	500,000	27,123	09/30/2022	The note bears interest at 5% per annum and is convertible at \$0.50 per share.	RBC Capital Partners Inc/ Deborah Braun managing partner	Loan
10/28/2021	210,082	200,000	10,082	10/28/2022	The note bears interest at 5% per annum and is convertible at \$0.60 per share	Alexandre Cross	Loan

Use the space below to provide any additional details, including footnotes to the table above:

N/A

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

3DX Industries, Inc. is focused on the additive metal manufacturing segment within the manufacturing industry. 3DX has the capability of manufacturing a wide variety of products using its 3D metal printing system, 3D plastic printing as well as more traditional methods of precision manufacturing. 3DX offers additive and traditional manufacturing services as well as product design, engineering and assembly services to its customers. Our year over year revenue increased slightly year over year, however, anticipated growth has been restricted due to the COVID 19 pandemic. The Company had projected an increase in revenue growth in fiscal 2022, and while not substantial the Company did experience a growth in revenue.

In October 2021, the Company completed the acquisition of Specialty Metal Works, LLC located in Blaine, Washington. However, effective August 1, 2022, the Company agreed to terminate the acquisition agreement with Specialty Metal Works LLC. The operations Specialty Metalworks did not contribute significantly to our increase in revenue growth.

The Company's manufacturing services include additive manufacturing through its 3D Metal Printing and Process, and more traditional manufacturing methods using CNC precision machining processes. 3DX uses a binder jet additive manufacturing system for 3D Metal printing. The 3D Metal printing process materializes an object—or mold for an object—layer by layer out of powdered material, a chemical binder and a digital file. The process of metal printing allows for the creation, or materialization of Complex internal geometries, undercuts, angled passages and multi-piece assemblies with accuracy and less waste/environmental impact. The 3D Printing Process is highly accurate and capable of printing complex geometric parts.

3DX also has a fully operational CNC machine shop in house consisting of various CNC machining centers including four fanuc robo-drills and numerous additional support equipment. Having a precision machining center under the same roof as our additive manufacturing systems allows for the complete one stop shop advantage we offer to our customers. 3DX will continually seek to expand the range of size and geometric complexity of the parts we can make using these processes. The Company will continue to expand the variety of materials we are able to support and to identify additional manufacturing processes to which we can apply using the latest technology in order to better serve our client base.

We have the ability to serve product developers worldwide who bring new ideas to market in the form of products, industrial and consumer, containing one or more custom parts and components. Many of these product developers use 3D CAD software to create digital models representing their custom part designs that are then used to create physical parts for prototyping, functional testing, market evaluation and/or production. Custom prototype parts play a critical role in the product development process, as they provide product developers with the ability to confirm their intended performance requirements and explore design alternatives.

Additive manufacturing processes such as 3D Metal Printing can be used to quickly and efficiently produce a physical representation of a part or product. As technology in this area continues to evolve these parts are becoming more accurate and are able to meet the product developers' requirements for dimensional accuracy, cosmetics and material properties. There are instances where the use of more traditional manufacturing processes is required such as CNC Precision machining, in order to finalize the proto-type or production part. As a supplement to additive manufacturing, our CNC machining facility can be used to produce extreme precision, high-quality custom parts in metal or plastic.

The ability to meet our clients' needs both in the additive manufacturing sector and in the traditional precision machining arena will make 3DX Industries a leader in the manufacturing market. Having both processes in house is a significant time and cost saving advantage for 3DX's clients and will allow 3DX to integrate seamlessly into the metal printing market. 3DX is in a position to provide 3D Metal Printing, Precision Tooling, 3D Rapid Proto-Typing, CNC Milling, Large Capacity Milling and Injection Mold Tooling.

On April 19, 2022, the Company entered into an agreement to acquire Homescape LLC, a Connecticut limited liability company with various real estate holdings and other assets, including development land ranging from 0.25 acre to 10 acres parcels, as well as retail, commercial and residential properties, however on October 27, 2022, the parties agreed not to proceed with the closing terminated the agreement effective immediately.

B. List any subsidiaries, parent company, or affiliated companies.

N/A

C. Describe the issuers' principal products or services.

3DX is capable of manufacturing a wide variety of products and components both consumer and industrial, using its inhouse 3D Metal Printing System, and through its more traditional precision machining services.

## **5) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Our current business address is 6920 Salashan Pkwy Suite D101, Ferndale, WA 98248. The space is approximately 8,588 square feet. On February 29, 2016, the Company extended a lease agreement originally entered into in January 2014 for a term of five years expiring February 28, 2021. On February 22, 2021, the Company extended the lease agreement for a further five years expiring February 28, 2026. We currently rent this space for approximately \$5,410 per month, with base rent escalating by \$1,032 year over year.

Future minimum lease payments are set out below:

Fiscal year ended 2023	\$	66,640
Fiscal year ended 2024		67,672

Fiscal year ended 2025	68,704
Fiscal year ended 2026	23,016
Total future minimum lease payments	\$ 226,032

It is our belief that the space is adequate for our immediate needs. Additional space may be required as we expand our operations. We do not foresee any significant difficulties in obtaining any required additional facilities.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Based on a total of 96,513,315 shares issued and outstanding as of October 31, 2022:

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Roger Janssen	CEO, CFO, President, Secretary and Director, Owner of more than 5%	Bellingham, WA	30,002,000  1,000,000	Common Shares  Series A Preferred	31.09%  100%	This stock controls 51% of the vote of the then issued and outstanding common shares.
Nicholas Coriano	Director, VP East Coast Operations	Bridgeport, CT	5,297,905	Common Shares	5.49%	Shares held by controlled corporation Homescape LLC
Santeo Financial Corporation	Owner of more than 5%	Calgary, AB	7,950,000	Common Shares	8.23%	Beneficial Owner, Ron Ruskowsky

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

## **8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Ken Bart, of Counsel  
Firm: Smith Eilers, PLLC  
Address 1: 1213 Culbreth Drive  
Address 2: Wilmington, NC 28405  
Phone: 561-379-1253  
Email: [Ken@smitheilers.com](mailto:Ken@smitheilers.com)

Accountant or Auditor

Name: Li Shen, CPA  
Firm: The Accounting Connection  
Address 1: 145-251 Midpark Blvd. SE  
Address 2: Calgary, Alberta T2X 1S3, Canada  
Phone: 403-693-8004  
Email: [support@theaccountingconnection.com](mailto:support@theaccountingconnection.com)

Investor Relations

N/A

*All other means of Investor Communication:*

Twitter: <https://twitter.com/3DXIndustries>  
Discord: =  
LinkedIn: =  
Facebook: <https://www.facebook.com/3DXshop>  
[Other ] =

#### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Jacqueline Danforth  
Firm: The Ideal Connection  
Nature of Services: Compliance Consulting Services  
Address 1: 30 North Gould, Suite 5953  
Address 2: Sheridan, WY 82801  
Phone: 646-831-6244  
Email: [jd@theidealconnection.com](mailto:jd@theidealconnection.com)

### 9) Financial Statements

A. The following financial statements were prepared in accordance with:

- IFRS  
 U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Li Shen, CPA  
Title: Accountant  
Relationship to Issuer: N/A

Describe the qualifications of the person or persons who prepared the financial statements: **Chartered Professional Accountant**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

We have provided the following financial statements, including comparative results for the prior fiscal year:

Balance Sheet  
Statement of Income  
Statement of Cash Flows  
Statement of Changes in Stockholders Equity  
Financial Notes

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 10) Issuer Certification

*Principal Executive and Principal Financial Officer:*

I, Roger Janssen certify that:

1. I have reviewed this Annual Disclosure Statement for 3DX Industries Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

January 29, 2023

/s/ Roger Janssen

Principal Executive Officer (CEO) and  
Principal Financial Officer (CFO)

**3DX Industries Inc.**  
**Condensed Consolidated Financial Statements**  
**For the Fiscal Years Ended October 31, 2022 and 2021**  
**(Unaudited)**

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**3DX INDUSTRIES, INC.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**

	<u>October 31,</u> <u>2022</u>	<u>October 31,</u> <u>2021</u>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 13,467	\$ 680,936
Prepaid expenses	6,807	1,184
Accounts receivable	115,464	106,225
<b>Total current assets</b>	<u>135,738</u>	<u>788,345</u>
Property and equipment, net	201,584	729,908
Land	-	491,572
Right to use asset	198,964	250,472
Security deposit	4,451	4,451
<b>Total assets</b>	<u>\$ 540,737</u>	<u>\$ 2,264,748</u>
<b>Liabilities and stockholders' (deficit)</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	\$ 1,460,881	\$ 1,575,071
Payables to related parties	591,074	521,837
Accrued compensation - convertible	94,500	94,500
Notes payable - unrelated party	365,304	617,881
Convertible notes payable - unrelated party	973,099	925,599
Current portion of lease liability	54,688	50,133
<b>Total current liabilities</b>	<u>3,539,546</u>	<u>3,785,012</u>
Lease liability, net of current portion	147,028	201,715
Notes payable	-	730,627
Convertible notes payable - related party	250,000	250,000
<b>Total liabilities</b>	<u>3,936,574</u>	<u>4,967,363</u>
<b>Stockholders' (deficit)</b>		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 1,000,000 shares issued and outstanding	1,000	1,000
Common stock, 175,000,000 shares authorized, \$0.001 par value, 96,513,315 and 95,963,315 shares issued and outstanding, respectively	96,513	95,963
Additional paid-in capital	18,503,345	18,480,245
Accumulated deficit	(21,996,695)	(21,279,823)
<b>Total stockholders' (deficit)</b>	<u>(3,395,837)</u>	<u>(2,702,615)</u>
<b>Total liabilities and stockholders' (deficit)</b>	<u>\$ 540,737</u>	<u>\$ 2,264,748</u>

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

**3DX INDUSTRIES, INC.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

	<b>For Fiscal Years Ended</b>	
	<b>October 31,</b>	
	<b>2022</b>	<b>2021</b>
	<u>                    </u>	<u>                    </u>
Revenue	\$ <u>571,889</u>	\$ <u>410,011</u>
<b>Operating expenses</b>		
Depreciation and amortization	63,753	91,193
Professional services	35,447	154,254
Stock based compensation	23,650	1,640,428
General and administrative expenses	<u>1,062,282</u>	<u>658,982</u>
Total operating expenses	<u>1,185,132</u>	<u>2,544,857</u>
<b>Other income (expense)</b>		
Interest expense	(108,450)	(53,253)
Gain (loss) on divestment	101,819	-
Gain (loss) on det settlement	<u>-</u>	<u>(534,680)</u>
Total other (expense)	<u>(6,631)</u>	<u>(587,933)</u>
Loss from continuing operating	(606,612)	(2,722,779)
Loss from discontinued operation	(110,260)	-
<b>Loss</b>	<u>\$ (716,872)</u>	<u>\$ (2,722,779)</u>
<b>Net loss per common share -</b>		
<b>Basic and diluted</b>	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>
<b>Weighted average number of common shares outstanding</b>		
<b>Basic and diluted</b>	<u>96,159,206</u>	<u>74,929,408</u>

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

**3DX INDUSTRIES, INC.**  
**Condensed Consolidated Statements of Changes in Stockholders' Equity**  
**For fiscal years ended October 31, 2022, and 2021**  
**(Unaudited)**

	Preferred Shares		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Shareholders (Deficit)
<b>Balance, October 31, 2020</b>	-	\$ -	66,895,578	\$ 66,895	\$ 15,674,542	\$ (18,557,044)	\$ (2,815,607)
Preferred shares issued	1,000,000	\$ 1,000	-	-	830,665	-	831,665
Beneficiary conversion feature	-	-	-	-	16,065	-	16,065
Shares issued for acquisition of fixed assets	-	-	322,500	323	38,700	-	39,023
Shares issued for business combination	-	-	200,000	200	37,800	-	38,000
Share based compensation	-	-	6,767,904	6,768	744,630	-	751,398
Shares issued for convertible notes	-	-	12,927,333	12,927	927,763	-	940,690
Shares issued as loan compensation	-	-	450,000	450	57,915	-	58,365
Shares issued for accrued compensation	-	-	7,950,000	7,950	71,550	-	79,500
Shares issued to settle debts	-	-	450,000	450	80,615	-	81,065
Loss for the period	-	-	-	-	-	(2,722,779)	(2,722,779)
<b>Balance, October 31, 2021</b>	1,000,000	1,000	95,963,315	95,963	18,480,245	(21,279,823)	(2,702,615)
Shares issued under consulting agreement	-	-	550,000	550	23,100	-	23,650
Shares issued under acquisition agreement	-	-	1,702,095	1,702	-	-	1,702
Shares returned to treasury due to cancelled acquisition	-	-	(1,702,095)	(1,702)	-	-	(1,702)
Loss for the period	-	-	-	-	--	(716,872)	(716,872)
<b>Balance, October 31, 2022</b>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>96,513,315</u>	<u>\$ 96,513</u>	<u>\$ 18,503,345</u>	<u>\$ (21,996,695)</u>	<u>\$ (3,395,837)</u>

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

**3DX INDUSTRIES, INC.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For Fiscal Years Ended</b>	
	<b>October 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash flows from operating activities:</b>		
Loss	\$ (716,872)	\$ (2,722,779)
Loss from discontinued operation	110,260	-
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	63,753	91,193
Stock based compensation	23,650	1,640,428
Non-cash interest	27,715	17,909
Bad debt	4,013	39,300
Loss on debt settlement	-	534,680
(Gain) on divestment	(101,819)	-
Amortization of right of use asset	1,376	757
Changes in operating assets and liabilities		
(Increase) decrease in accounts receivable	(14,045)	(80,405)
(Increase) decrease in prepaid expense	(5,622)	1,793
Increase (decrease) in accounts payable	(18,130)	199,815
Increase (decrease) in accounts payable, related party	69,237	87,000
Increase (decrease) in accrued interest	60,281	32,689
<b>Net cash (used in) operating activities</b>	<b><u>(496,203)</u></b>	<b><u>(157,620)</u></b>
<b>Cash flows from investing activities:</b>		
Cash (return) acquired from business combination	(505)	74,199
Purchase of fixed assets	(7,866)	(137,342)
<b>Net cash (used in) investing activities</b>	<b><u>(8,371)</u></b>	<b><u>(63,143)</u></b>
<b>Cash flows from financing activities:</b>		
Proceeds from third party loans	30,000	899,600
Repayments to third party borrowing	(119,201)	(6,000)
<b>Net cash provided by financing activities</b>	<b><u>(89,201)</u></b>	<b><u>893,600</u></b>
<b>Cash flows from discontinued operation</b>		
Cash (used) in discontinued operation	(3,724)	-
Cash (used) in investing activities	(69,970)	-
Cash (used) in discontinued operation	(73,694)	-
Increase (decrease) in cash	(667,469)	672,837
Cash - beginning of year	680,936	8,099
<b>Cash - end of period</b>	<b><u>\$ 13,467</u></b>	<b><u>\$ 680,936</u></b>
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	\$ 2,751	\$ -
Income taxes paid	\$ -	\$ -
<b>Non-cash Investing and Financing Activities:</b>		
Shares issued to settle convertible note	\$ -	\$ 117,708
Fixed assets purchase liabilities under accounts payable	\$ -	\$ 16,500
Beneficiary conversion on the convertible note	\$ -	\$ 16,065
Shares issued for purchase fixed assets	\$ -	\$ 39,023
Shares issued to settle accounts payable	\$ -	\$ 47,525

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

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**For Fiscal Years ended October 31, 2022 and 2021**

**NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION**

3DX Industries, Inc. (the "Company") was incorporated in the state of Nevada on October 23, 2008. The Company's principal activity presently is manufacturing, and our head office is located near Bellingham WA, USA. The Company manufactures consumer and corporate products using an additive manufacturing method through 3D Metal printing technology and conventional precision manufacturing processes. In October 2021, the Company completed the acquisition of Specialty Metal Works, LLC in Blaine, Washington. Specialty Metal Works, LLC (SMW) is a Production CNC & Fabrication Job Shop. SMW specializes in machining Castings, Automotive Serpentine Belt Pulleys, Food processing equipment, Marine components, Heat Exchangers, Industrial Elevator & Crane components, & concrete processing equipment. On October 28, 2022, effective August 1, 2022, the Company and Specialty Metal Works LLC agreed to unwind the acquisition. The Company returned the shares of SMW and any further consideration payable under the original agreement became null and void. In April 2022 the Company announced the acquisition of Homescape, LLC, a Connecticut based limited liability company for the issuance of 7,000,000 shares of unregistered, restricted common stock, and cash payments of \$1,650,000 over a 3-year term. The Company issued the shares to various parties pursuant to the acquisition agreement, however, on October 27, 2022, the Company and Homescape, LLC executed an agreement to terminate the planned acquisition. Under the termination agreement 1,702,296 shares issued for the acquisition were returned to treasury and any further obligations of either party under the April 2022 agreement became null and void.

**Going Concern**

The Company has accumulated losses since inception, and as of October 31, 2022, had a combined accumulated deficit of \$21,996,695 and had negative working capital of \$3,403,808. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management recognizes that the Company must generate additional funds to enable it to continue operating. Management intends to raise additional financing through debt and or equity financing and by other means that it deems necessary, with the goal of moving forward and sustaining a prolonged growth in its strategy phases. However, no assurance can be given that the Company will be successful in raising additional capital. Further, even if the company raises additional capital, there can be no assurance that the Company will achieve profitability or positive cash flow. If management is unable to raise additional capital and expected significant revenues do not result in positive cash flow, the Company will not be able to meet its obligations and may have to cease operations.

*Covid-19 Pandemic:* The recent COVID-19 pandemic could have an adverse impact on our ongoing operations. To date the Company's primary operating segment has experienced a decline in sales as a result of the impact of COVID 19, and while the Company is implementing practices to limit the impact of the pandemic, the full effect of the COVID-19 outbreak continues to evolve as of the date of this report, is highly uncertain and subject to change. Management is actively monitoring the situation but given the daily evolution of the COVID-19 outbreak, the Company is not able to estimate the effects of the COVID-19 outbreak on its operations or financial condition in the next 12 months.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States ("GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**For Fiscal Years ended October 31, 2022 and 2021**

**Consolidation**

These unaudited condensed consolidated financial statements include the accounts of 3DX Industries, Inc. and its formerly wholly-owned subsidiary, Specialty Metal Works LLC, up until the date of divestiture, August 1, 2022. All significant intercompany accounting transactions have been eliminated as a result of consolidation.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Use of Estimates**

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

**Cash and Cash Equivalents**

The Company considers all highly liquid debt instruments and other short-term investments with a maturity date of six months or less, when purchased, to be cash equivalents.

**Concentration of Credit Risk**

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. At October 31, 2022 and 2021, the Company had \$0 and \$356,644 in excess of the FDIC insured limit, respectively.

**Business Acquisitions**

In accordance with ASC 805, *Business Combinations*, acquisitions are recorded using the acquisition method of accounting. The Company includes the operating results of acquired entities from their respective dates of acquisition. The Company recognizes and measures the identifiable assets acquired and liabilities assumed as of the acquisition date fair value, where applicable. The excess, if any, of total consideration transferred in a business combination over the fair value of identifiable assets acquired and liabilities assumed is recognized as goodwill. Costs incurred as a result of a business combination other than costs related to the issuance of debt or equity securities are recorded in the period the costs are incurred.

**Property and Equipment**

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

**Long-Lived Assets**

The Company accounts for its long-lived assets in accordance with Accounting Standards Codification (“ASC”) Topic 360-10-05, “Accounting for the Impairment or Disposal of Long-Lived Assets.” ASC Topic 360-10-05 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of an asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset’s carrying value and fair value or disposable value.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**For Fiscal Years ended October 31, 2022 and 2021**

**Fair Value of Financial Instruments**

Pursuant to ASC No. 820, "Fair Value Measurements and Disclosures," the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of October 31, 2022 and 2021. The Company's financial instruments consist of accounts payables and notes and loans payable. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of the respective instrument.

**Convertible Debt Instruments**

If the conversion features of conventional debt instruments provide for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 "Debt with Conversion and Other Options." In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to operations over the life of the debt using the effective interest method.

**Revenue Recognition**

The Company applies ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

The Company generally recognizes revenue upon the shipment of finished goods and issuance of an associated invoice. Freight billed to customers is included in revenues, and all freight expenses paid by the Company are included in the general and administrative expense.

**Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable is reported at the invoiced amount less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts based on a combination of specific customer circumstances and credit conditions taking into account the history of write-offs and collections. A receivable is considered past due if payment has not been received within the period agreed upon in the invoice. Accounts receivable is written off after all collection efforts have been exhausted. Recoveries of trade receivables previously written off are recorded when received.

**Stock-Based Compensation**

The Company records stock-based compensation in accordance with ASC 718, *Compensation - Stock Compensation*, using the fair value method on grant date. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the equity instruments issued. The expense attributable to the Company's directors is recognized over the period the amounts are earned and vested, and the expense attributable to the Company's non-employees is recognized when vested.

**ASC 842 Leases**

ASU No. 2016-02. In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, "*Lease (Topic 842)*", a new lease standard requiring lessees to recognize lease assets and lease liabilities for most leases classified as operating leases under previous U.S. GAAP. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset ("ROU" asset) representing its right to use the underlying asset for the lease term. The guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. The Company has adopted this standard effective January 1, 2019.

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**For Fiscal Years ended October 31, 2022 and 2021**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Loss Per Share of Common Stock**

In accordance with ASC Topic 280 – “Earnings Per Share”, the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

The following potential common shares have been excluded from the computation of diluted net loss per share for the period ended October 31, 2022, because the effect would have been antidilutive:

Common Shares issuable - convertible notes	3,386,585
Common Shares issuable - compensation	<u>9,450,000</u>
Total	<u>12,836,585</u>

**Recent Accounting Pronouncements**

The Company’s management has evaluated all recent accounting pronouncements since the last audit through the issuance date of these financial statements. In the Company’s opinion, none of the recent accounting pronouncements will have a material effect on the financial statements.

**NOTE 3 - MINING CLAIMS**

**Rodeo Creek Project, Nevada**

On February 22, 2010, the Company entered into an agreement with Carlin Gold Resources, Inc., (“Carlin”) in which Carlin assigned the Company all of its rights, title, and interest in an exploration agreement between it and Trio. The assigned exploration agreement was dated January 28, 2010. Trio leased and had an option to purchase a 100% interest in 29 unpatented lode mining claims located in Nevada within the Carlin Gold Trend (the “Claims”). The Claims are subject to a 1.5% net smelter return (“NSR”).

In December 2014, the Company notified Trio of its intent to terminate its agreement on the Rodeo Creek Property. The Company will have no further interest in this project. The Company has earned a 2% Net Smelter Royalty on the property, however such NSR has not been formally recorded as at the date of this report.

**NOTE 4 – ACQUISITION, RELATED NOTE PAYABLE AND DIVESTITURE**

On October 10, 2021, the Company closed a Land Purchase Contract with William R. Fleischer. In the contract, the Company acquired of certain unimproved real property in Whatcom County for the sum payable as follow:

- (1) 100,00 Shares of the Company’s common stock within 14 days from the signing of the Land Contract.
- (2) \$550,000 to be paid within 36 months of November 31, 2021, via cashiers check or shares of the Company.

On October 19, 2021, the Company entered into an acquisition agreement with William R. Fleischer (the “LLC Acquisition”) for the purchase of Speciality Metal Works, LLC (the “LLC”) whereby the Company purchased the business, including all land, building, equipment, fixtures, goodwill, inventory, tools, trademarks, tradenames, leasehold rights and associated liabilities. The purchase price for the membership units of the LLC is payable in stock and cash as follows:

- (1) 100,00 Shares of the Company’s common stock to be issued within 14 days from the signing of LLC acquisition;
- (2) \$300,000 to be paid within 36 months of November 30, 2021 paid via cashiers check or shares of the Company.

**3DX INDUSTRIES, INC.**  
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**NOTE 4 – ACQUISITION, RELATED NOTE PAYABLE AND DIVESTITURE (continued)**

Upon the execution of the LLC Acquisition, any and all membership units in Specialty Metal Works, LLC were automatically transferred to the Company. Specialty Metal Works, LLC operated as a 100% wholly owned subsidiary of the Company. The aforementioned shares were issued on October 26, 2021.

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the respective date of acquisition for all transactions:

Cash in operating account acquired	\$	74,199
Accounts receivable acquired		3,742
Equipment		472,437
Land		491,572
Other liabilities assumed		(275,167)
<b>Total Estimate of Consideration Transferred</b>	<b>\$</b>	<b>766,783</b>
<hr/>		
200,000 shares issued on completion date	\$	38,000
Notes payable due in 36 Months		850,000
Imputed interest @ 5% interest rate		(121,217)
<b>Total Estimate of Consideration Transferred</b>	<b>\$</b>	<b>766,783</b>

NOTE PAYABLE	August 1, 2022	October 31, 2021
Principal	\$ 850,000	\$ 850,000
Imputed interest	(91,658)	(119,373)
Balance, ending	<u>\$ 758,342</u>	<u>\$ 730,627</u>

The aforementioned consideration is a reasonable estimate of the total consideration with respect to the acquisition of the LLC set out above.

On October 28, 2022, the parties agreed not to proceed with the completion of the purchase of Specialty Metal Works and not to complete the purchase of the Land as described in the Land Agreement. The termination was effective immediately, with August 1, 2022 as the agreed date for the accounting impact of the termination.

The Results of the Discounted Operations are as follows:

	<b>Fiscal Year Ended October 31,</b>	
	<b>2022</b>	<b>2021</b>
	<u>                    </u>	<u>                    </u>
<b>Net revenues</b>	\$ 159,453	\$ -
<b>Operating expenses</b>		
General and administrative	184,560	-
Depreciation, amortization and impairment	81,361	-
Interest expense	3,792	-
	<u>269,713</u>	<u>                    </u>
<b>Loss from discontinued operations</b>	<u>\$ (110,260)</u>	<u>\$ -</u>

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**For Fiscal Years ended October 31, 2022 and 2021**

**NOTE 4 – ACQUISITION, RELATED NOTE PAYABLE AND DIVESTITURE (continued)**

Assets and liabilities disposed of are as follows

	<b>August 1, 2022</b>
<b>Assets:</b>	
Cash and cash equivalents	\$ 505
Accounts receivable	21,521
Property, plant and equipment, net	461,046
Land	491,572
<b>Total Assets</b>	<b>\$ 974,644</b>
<b>Liabilities:</b>	
Accounts payable and accrued liabilities	318,121
Note payable	758,342
<b>Total Liabilities</b>	<b>1,076,463</b>
<b>Net Assets</b>	<b>\$ (101,819)</b>
Gain on divestiture	<b>\$ 101,819</b>

**NOTE 5 - EQUIPMENT**

Capitalized manufacturing equipment, furniture and fixtures, computer equipment and vehicles (gross) at October 31, 2022 and October 31, 2021 are as follows:

	<b>October 31, 2022</b>	<b>October 31, 2021</b>
Manufacturing equipment	\$ 932,423	\$ 926,680
Furniture and fixtures	638	638
Computer equipment	11,721	9,597
Vehicle	7,780	7,780
Acquired equipment and tools	-	472,437
	952,561	1,417,132
Less accumulated depreciation	(750,977)	(687,224)
	<b>\$ 201,584</b>	<b>\$ 729,908</b>

Depreciation expense classified to operations for the fiscal years ended October 31, 2022, and 2021, totaled \$63,753 and \$91,193, respectively. Depreciation expense classified to discontinued operation for the fiscal years ended October 31, 2022, and 2021, totaled \$81,361 and \$0, respectively.

**NOTE 6 - OFFICE LEASE**

On February 29, 2016, the Company extended a lease agreement originally entered into in January 2014 for a term of five years expiring February 28, 2021. On February 22, 2021, the Company extended the lease agreement for a further term of five years expiring February 28, 2026.

The space is approximately 8,588 square feet. We rent this space for approximately \$5,410 per month on an escalating basis year over year.

The table below presents the lease-related assets and liabilities recorded on the balance sheets.

**3DX INDUSTRIES, INC.**  
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**NOTE 6 - OFFICE LEASE (continued)**

	<b>October 31, 2022</b>	<b>October 31, 2021</b>
<b>Assets</b>		
Operating right to use asset	\$ 198,964	\$ 250,472
<b>Liabilities</b>		
Operating lease liabilities	\$ 201,716	\$ 251,848

Supplemental cash flow information related to leases was as follows:

	<b>For Fiscal Years Ended October 31,</b>	
	<b>2022</b>	<b>2021</b>
Cash used in operating activities:		
Operating leases	\$ 65,694	\$ 62,604
ROU assets recognized in exchange for lease obligations:	1,376	757
	\$ 67,070	\$ 63,361

Future minimum lease payments in respect of the above under non-cancellable leases as of October 31, 2022, as presented in accordance with ASC 842 were as follows:

Fiscal year ended 2023	66,640
Fiscal year ended 2024	67,672
Fiscal year ended 2025	68,704
Fiscal year ended 2026	23,016
Total future minimum lease payments	226,032
Less: imputed interest	(24,316)
Total	201,716
Current portion of operating lease	54,688
Long term portion of operating lease	\$ 147,028

**NOTE 7 – ACCRUED COMPENSATION, CONVERTIBLE NOTE**

On January 15, 2013, the Company granted a third-party corporation the option to convert up to 25% of all accrued compensation resulting from unpaid consulting fees due to it at that date into shares of the Company’s common stock at a conversion price of \$0.001 per share, and to convert the remaining 75% of accrued compensation due it at that date into shares of the Company’s common stock at a conversion price of \$0.01 per share. The agreement could be cancelled by either party. At January 15, 2013, the amount of accrued compensation due the consultant was \$175,000. Pursuant to ASC Topic 470-20, “Debt with Conversion and Other Options,” the accrued compensation was recorded net of a discount that includes the debt’s beneficial conversion feature of \$148,077. Since the accrued compensation is immediately convertible into common stock, discounts arising from beneficial conversion features are directly charged to expense pursuant to ACS 470-20-35. The beneficial conversion features were calculated using trading prices ranging from \$0.001 to \$0.01 per share and an effective conversion price of \$0.02 per share.

Effective December 18, 2013, the terms of the above noted conversion feature were modified limiting the number of conversion shares the consultant can receive and hold at any point in time to no more than 9.99% of the Company’s common stock then outstanding. In June 2014, the consultant assigned \$1,000 of accrued, payable compensation to a third party, who converted the \$1,000 into 1,000,000 shares of the Company’s common stock at a conversion price of \$.001 per share.

On August 28, 2017, the Company and the third party entered into a share conversion amendment agreement. Under the agreement, the conversion price of any and all remaining debt shall be set at \$0.02 per share, equaling a maximum of 8,700,000 shares available upon conversion, and the maximum debt that can be converted per quarter shall not exceed 10% of outstanding debt. The amendment was effective as of July 30, 2017.

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
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**NOTE 7 – ACCRUED COMPENSATION, CONVERTIBLE NOTE (continued)**

Effective on September 28, 2020, the Company and the third party entered into a share conversion amendment agreement. Under the agreement, the conversion price of any and all remaining debt shall be set at \$0.01 per share, equaling a maximum of 17,400,000 shares available upon conversion. The holder, and all persons affiliated with the holder, may not own more than 9.5% of the Company's Common Stock then outstanding after any notice of conversion.

On September 21, 2021, the Company issued 7,950,000 shares of common stock upon receipt of a notice of conversion in the amount of \$79,500 with respect to amounts payable to Santeo Financial Corporation pursuant to the Debt Conversion Option Agreement.

As of October 31, 2022, and October 31, 2021, \$94,500 is reflected on the accompanying balance sheets as accrued compensation—convertible.

**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES**

The following table summarizes notes payable as of October 31, 2022 and 2021:

	October 31, 2022	October 31, 2021
Balance, opening	\$ 617,881	\$ 277,031
Additional: Principal	30,000	199,600
Loan payable, acquired from purchase LLC	-	180,048
Reclassified from accounts payable	3,891	-
Payment: Principal	(119,201)	(6,000)
Divestment: loan payable, acquired from purchase LLC	(180,048)	-
Addition: Interest expense	15,532	15,220
Payment: Accrued interest	(2,751)	(1,160)
Debt assignment and debt waiver		(46,860)
Balance, ending	<u>\$ 365,304</u>	<u>\$ 617,881</u>

The following table summarizes convertible notes as of October 31, 2022 and 2021:

	October 31, 2022	October 31, 2021
Balance, opening	\$ 925,599	\$ 316,596
Additional: principal	-	700,000
Converted to shares	-	(117,708)
Addition: accrued interest	47,500	16,276
Debt assignment/waiver	-	10,435
Balance, ending	<u>\$ 973,099</u>	<u>\$ 925,599</u>

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**For Fiscal Years ended October 31, 2022 and 2021**

**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(1) Third party notes/convertible promissory notes

(a) An unrelated third party advanced \$25,000 to the Company on February 14, 2015. The \$25,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10%. Outstanding principal and accrued interest was fully due and payable on December 31, 2016. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of \$0.10 per share. Upon conversion, the holder has certain registration rights. On September 30, 2021, the balance of \$32,658 was assigned to third party. On October 1, 2021, the note was amended with new conversion rate of \$0.0045 per share, immediately converted full amount of \$32,658 into 7,257,333 shares of common stock. The Company recorded loss on debt settlement of \$ 822,982 in the statement of operations.

The outstanding balance at October 31, 2022 and October 31, 2021 totaled \$0. As per the terms of the agreement, the Company accrued interest of \$0 and \$1,496 during the fiscal years ended October 31, 2022 and 2021, respectively.

(b) An unrelated third party advanced \$17,500 to the Company on September 7, 2016. The \$17,500 is evidenced by an unsecured promissory note bearing interest at a rate of 8%. The interest accrued beginning on January 1, 2017. Outstanding principal and accrued interest was fully due and payable on December 31, 2017. As per the terms of the agreement, the Company accrued interest of \$1,400 during the fiscal years ended October 31, 2022 and 2021. The outstanding balance at October 31, 2022 was \$25,666 (October 31, 2021 - \$24,266). The loan is currently in default.

(c) On March 30, 2015, the Company entered into an equipment rental agreement with Santeo Financial Corp. with respect to certain manufacturing equipment. The term of rental was 24 months, with an option to purchase the equipment at any time up to the end of the rental agreement. Under the terms of the agreement the Company was to pay a security deposit of \$700 and agreed to a monthly rental fee of \$350 with the first month payable upon signing. On March 15, 2017, the Company and Santeo entered into a letter agreement to revise the terms of the original March 30, 2015 equipment lease. Under the terms of the letter agreement, the Company was to purchase the manufacturing equipment for a total of \$18,000 no later than December 31, 2017, which amount would also include all accrued and unpaid rental payments, and any interest thereon up to December 31, 2017. Should the Company fail to make the required payment as at December 31, 2017, interest of 12% per annum applied to any balance outstanding. As per the terms of the agreement, the Company accrued interest of \$2,160 for the fiscal years ended October 31, 2022 and 2021. The loan was not repaid by the due date. The outstanding balance at October 31, 2022 was \$28,421 (October 31, 2021 - \$26,261).

(2) Lender 1

a. 5% various notes payable

	October 31, 2022	October 31, 2021
Balance, opening	\$ 67,997	\$ 65,497
Addition: accrued interest	2,500	2,500
Balance, ending	\$ 70,497	\$ 67,997

During the fiscal year ended October 31, 2018, the Company received a cumulative amount of \$50,000 in loans from a third party which accrue interest of 5% per annum and mature at various dates through March 2019.

As per the terms of the agreement, the Company accrued interest of \$2,500 during the fiscal years ended October 31, 2022 and 2021. The loans remained unpaid upon maturity and are currently in default.

**3DX INDUSTRIES, INC.**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(2) Lender 1 (continued)

b. 5% convertible note

In addition to the loans discussed above under (2)(a), the same lender advanced \$150,000 to the Company on November 5, 2013. The \$150,000 is evidenced by an unsecured promissory note bearing interest at a rate of 5%. Outstanding principal and accrued interest was fully due and payable on December 31, 2015. Effective January 1, 2015, the holder had the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of \$0.10 per share. Upon conversion, the holder has certain registration rights. The Company is obligated to bear all costs associated with the registration of the shares.

On December 20, 2016, the Company and the promissory note holder entered into an amendment to the terms of that certain note and accrued interest whereby, among other considerations, the conversion price was reduced from \$0.10 per share to \$0.001 per share.

Further, the lender assigned a total of \$40,000 of its principal debt to an arm's length third party who converted a total of \$6,000 in principle to 6,000,000 shares of common stock during the six months ended April 30, 2017. On May 31, 2017, the principal balance of a total of \$34,000 previously assigned to third party was waived by the third party.

Further, the lender converted a total of \$5,000 in principle to 5,000,000 shares of common stock during the six months ended April 30, 2017.

On August 28, 2017, the Company and the Lender entered into a share conversion amendment agreement. Under the terms of the agreement, the conversion price of any and all remaining debt totaling \$105,000 was set at \$0.02 per share, for a maximum of 5,250,000 shares available upon conversion. Further the maximum debt that can be converted per quarter shall not exceed 10% of outstanding debt. The parties also agreed there will be no further interest calculation on this debt commencing April 30, 2017. The amendment was effective on July 30, 2017.

During the fiscal year ended October 31, 2018, the Company received notices of conversion and converted \$19,950 under the note into 997,500 shares of common stock of the Company.

Effective on October 23, 2020, the Company and the Lender entered into a share conversion amendment agreement. Under the terms of the agreement, the conversion price of any and all remaining debt totaling \$85,050 was set at \$0.015 per share, for a maximum of 5,670,000 shares available upon conversion. The holder, and all persons affiliated with the holder, may not own more than 9.5% of the Company's Common Stock then outstanding after any notice of conversion.

During the fiscal year ended October 31, 2021, the Company received notices of conversion from the holder and converted \$85,050 under the note into 5,670,000 shares of common stock of the Company.

As of October 31, 2022, and October 31, 2021, the principal balance remaining on the note was \$0.

(3) Lender 2

	October 31, 2022	October 31, 2021
Balance, opening	\$ 90,614	\$ 87,364
Addition: accrued interest	3,250	3,250
Balance, ending	<u>\$ 93,864</u>	<u>\$ 90,614</u>

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(3) Lender 2 (continued)

On September 9, 2013, the Company borrowed \$30,000 from a third party. The loan is evidenced by an unsecured promissory note. The loan accrues interest at 5% per annum with principal and accrued interest fully due and payable on May 1, 2014.

On March 7, 2014, the Company borrowed an additional \$35,000 from the same party noted above. The loan is evidenced by an unsecured promissory note. The loan accrues interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on December 31, 2014.

These aforementioned promissory notes were assigned to Santeo Financial Corp. in December 31, 2019.

As per the terms of the agreement, the Company accrued interest of \$3,250 during the fiscal years ended October 31, 2022 and 2021. The loans remained unpaid upon maturity and are currently in default.

(4) Lender 3

On November 18, 2014, the Company borrowed \$25,000 from a third party (“Note 1”). The \$25,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10% per annum beginning April 1, 2015. Outstanding principal and accrued interest was fully due and payable on December 1, 2015. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company’s common stock at a conversion rate of \$0.30 per share.

On December 10, 2014, the Company further borrowed \$100,000 from a third party (“Note 2”). The \$100,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10% per annum beginning April 1, 2015. Outstanding principal and accrued interest was fully due and payable on December 31, 2016. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company’s common stock at a conversion rate of \$0.15 per share.

	October 31, 2022	October 31, 2021
Balance, opening	\$ 207,329	\$ 194,829
Addition: accrued interest	12,500	12,500
Balance, ending	\$ 219,829	\$ 207,329

As per the terms of the agreement, the Company accrued interest of \$12,500 during the fiscal years ended October 31, 2022 and 2021. The loans remained unpaid upon maturity and are currently in default.

(5) Lender 4

On November 15, 2016, the Company borrowed \$100,000 from a third party. The loan is evidenced by an unsecured promissory note. The loan accrues interest at 12% per annum. The amount owed under this promissory note was to be repaid in equal installments of \$10,046 made every quarter over a loan period of 36 months. The first payment was due on February 15, 2017. All payments shall be first applied to interest and the balance to principal.

During the fiscal year ended October 31, 2017, and 2018, the Company paid \$40,185 and \$4,546, respectively, towards this outstanding loan and accrued interest thereon, leaving several required quarterly installments unpaid.

On May 1, 2022, amendment of promissory note was entered between the Company and the Note holder. The balance amount of \$66,481 will be paid following the schedule: \$25,000 paid before May 16, 2022, the rest of balance will be paid in six installments.

**3DX INDUSTRIES, INC.**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(5) Lender 4 (continued)

During the fiscal year ended October 31, 2022, the Company paid \$50,501. The outstanding balance at October 31, 2022 was \$15,980 (October 31, 2021 - \$62,591).

(6) Lender 5

	October 31, 2022	October 31, 2021
Balance, opening	\$ 216,147	\$ 5,555
Addition: proceeds from promissory notes	15,000	36,400
Addition: proceeds from convertible note		200,000
Debt waiver/assignment		(25,965)
Addition: accrued interest	10,025	157
Balance under note payable, ending	<u>\$ 15,025</u>	<u>\$ -</u>
Balance under convertible note, ending	<u>\$ 226,147</u>	<u>\$ 216,147</u>

On November 5, 2018, the Company borrowed \$15,000 from a third party. The \$15,000 is evidenced by an unsecured promissory note bearing interest as a fixed payment of \$375 at maturity, due and payable on or before March 31, 2020. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of \$0.03 per share. There is no beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options".

The Company repaid \$2,000 during the fiscal year ended October 31, 2020, and \$7,750 was repaid during the year ended October 31, 2019. As per the terms of the agreement, the Company accrued interest of \$50 and \$96 during the years ended October 31, 2021 and 2020, respectively. The outstanding balance at September 22, 2021 amounted to \$5,605 (October 31, 2020 - \$5,555).

On September 22, 2021, Lender 8 assigned a promissory note to Lender 5, in the amount of \$10,460.

On September 28, 2021, the balance of \$5,605 and the balance of \$10,460 was combined to a new amended non-interest-bearing convertible note in the total amount of \$16,065 due on demand and convertible at \$0.02 per share. We recorded \$16,065 as a result of the beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options".

Prior to September 28, 2021, the Company borrowed an additional \$36,400 from the same third party. The \$36,400 is evidenced by an unsecured promissory note bearing interest at 0% and payable on demand.

On September 28, 2021, the Lender agreed to waive and forgive any and all debt which is owed by the Company, whether for services rendered, expenses incurred, or amounts loaned as of October 15, 2021 in exchange for a cash payment of \$10,500 and 200,000 shares of restricted common stock of the Company as full and final payment of all debt, excluding the \$16,065 convertible note.

On October 28, 2021, the Company borrowed an additional \$200,000 from the same lender. The \$200,000 is evidenced by an unsecured convertible note bearing interest rate at 5% per annum for a period of 12 months. The holder has the right to convert any or all of the outstanding principal into shares of the Company's common stock at a conversion rate of \$0.60 per share. There is no beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options".

**3DX INDUSTRIES, INC.**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(6) Lender 5 (continued)

On October 15, 2022, the Company entered into a promissory note with a third party, in the principal amount of \$15,000. Under the terms of the note, interest was a fixed payment of \$500 due and payable on or before maturity, April 30, 2023. If the balance outstanding is not paid on or before maturity, the term of the loan would be extended, and interest would accrue at a rate equal to ten percent (10%) per annum.

As per the terms of the agreements, the Company accrued interest of \$10,025 and \$157 during the fiscal years ended October 31, 2022 and 2021 respectively.

(7) Lender 7

	October 31, 2022	October 31, 2021
Balance, opening	\$ 1,332	\$ 4,833
Addition: principal		3,200
Addition: accrued interest	68	459
Payment for principal	(1,200)	(6,000)
Payment for interest	(200)	(1,160)
Balance, ending	\$ -	\$ 1,332

On October 4, 2019, the Company entered into a promissory note with a third party, in the principal amount of \$2,000. Further on November 4, 2019, the Company entered into a promissory note with a third party, in the principal amount of \$2,000. In addition, on July 13, 2021, the Company entered into a promissory note with a third party, in the principal amount of \$2,000. Under the terms of the note, interest was a fixed payment of \$250 due and payable on or before maturity, December 1, 2019, February 1, 2019 and December 31, 2021, respectively. If the balance outstanding was not paid on or before maturity, the term of the loan would be extended, and interest would accrue at a rate equal to ten percent (10%) per annum, such interest payable quarterly with the first payment due on March 1, 2020 and June 1, 2020, respectively.

On August 24, 2021, the Company entered into a promissory note with a third party, in the principal amount of \$1,200. Under the terms of the note, interest was a fixed payment of \$200 due and payable on or before maturity, December 31, 2021. If the balance outstanding was not paid on or before maturity, the term of the loan would be extended, and interest would accrue at a rate equal to ten percent (10%) per annum.

The Company paid \$7,160 including \$6,000 in principal and \$1,160 in accrued interest payable during the fiscal year ended October 31, 2021. The Company paid \$1,400 including \$1,200 in principal and \$200 in accrued interest payable during the fiscal year ended October 31, 2022.

As per the terms of the agreement, the Company accrued interest of \$68 and \$459 during the fiscal years ended October 31, 2022 and 2021, respectively. As of October 31, 2022, the notes were paid in full.

(8) Lender 8

	October 31, 2022	October 31, 2021
Balance, opening	\$ -	\$ 9,779
Addition: accrued interest	-	681
Debt assignment	-	(10,460)
Balance, ending	\$ -	\$ -

**3DX INDUSTRIES, INC.**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(8) Lender 8 (continued)

On November 1, 2019, the Company entered into a promissory note with a third party, in the principal amount of \$9,950. Under the terms of the note, interest was a fixed payment of \$600 due and payable on or before maturity, March 1, 2020. If the balance outstanding is not paid on or before March 1, 2020, the term of the loan would be extended, and interest would accrue at a rate equal to ten percent (10%) per annum, such interest payable quarterly with the first payment due on June 1, 2020. During the fiscal year ended October 31, 2020, the Company repaid \$850. On September 22, 2021, the balance of \$10,460 was assigned to Lender 5.

As per the terms of the agreement, the Company accrued interest of \$0 and \$681 during the fiscal years ended October 31, 2022 and 2021, respectively.

(9) Lender 9

	October 31, 2022	October 31, 2021
Balance, opening	\$ 11,000	\$ -
Addition: principal	15,000	10,000
Addition: accrued interest	136	1,000
Payment	(11,000)	-
Balance, end	<u>\$ 15,136</u>	<u>\$ 11,000</u>

On December 7, 2020, the Company received a loan in the principal amount of \$10,000 from a third party with fixed interest payable of \$500 if repaid by April 30, 2021. If the balance was not paid on or before April 30, 2021, interest accrue at a rate of 8% per annum and is required to be paid quarterly with the first payment due on May 1, 2021.

On October 18, 2022, the Company received a loan in the principal amount of \$15,000 from a third party with fixed interest payable of \$1,500 if repaid by March 31, 2023. If the balance was not paid on or before March 31, 2023, interest accrue at a rate of 8% per annum.

The Company paid off the balance in the amount of \$11,000 including \$10,000 in principal and \$1,000 in accrued interest payable during the fiscal year ended October 31, 2022.

As per the terms of the agreement, the Company accrued interest of \$136 and \$1,000 during the fiscal years ended October 31, 2022 and 2021, respectively.

(10) Lender 10

	October 31, 2022	October 31, 2021
Balance, opening	\$ 51,258	\$ -
Principal funds received		50,000
Repayment on principal	(7,500)	-
Addition: accrued interest	2,699	1,258
Balance, ending	<u>\$ 46,457</u>	<u>\$ 51,258</u>

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(10) Lender 10 (continued)

On February 24, 2021, the Company borrowed \$50,000 from a third party. The principal balance of \$50,000 was due on or before May 31, 2021, along with 150,000 restricted shares of the Company's common stock as additional compensation. The shares were issued on March 31, 2021. If the principal balance outstanding is not paid on or before May 31, 2021, interest accrues at a rate equal to six percent (6%) per annum. Interest shall be paid quarterly on the outstanding principal beginning on June 1, 2021, with the first payment due on August 31, 2021. The Company valued the 150,000 shares at the closing price of the Company's stock as traded on the OTCMarket on the date of issuance and recorded stock-based compensation of \$19,455.

The Company repaid a portion of the principal in the amount of \$7,500 during the fiscal year ended October 31, 2022.

As per the terms of the agreement, the Company accrued interest of \$2,699 and \$1,258 during the fiscal years ended October 31, 2022 and 2021, respectively.

(11) Lender 11

	October 31, 2022	October 31, 2021
Balance, opening	\$ 51,257	\$ -
Principal funds received		50,000
Addition: accrued interest	3,000	1,257
Balance, ending	\$ 54,257	\$ 51,257

On February 24, 2021, the Company borrowed \$50,000 from a third party. The principal balance of \$50,000 is due on or before May 31, 2021, along with 150,000 restricted shares of the Company's common stock as additional compensation. The shares were issued on March 31, 2021. If the principal balance outstanding was not paid on or before May 31, 2021, interest accrues at a rate equal to six percent (6%) per annum. Interest shall be paid quarterly on the outstanding principal beginning on June 1, 2021, with the first payment due on August 31, 2021. The Company valued the 150,000 shares at the closing price of the Company's stock as traded on the OTCMarket on the date of issuance and recorded stock-based compensation of \$19,455.

As per the terms of the agreement, the Company accrued interest of \$3,000 and \$1,257 during the fiscal years ended October 31, 2022 and 2021, respectively.

(12) Lender 12

On March 1, 2021, the Company borrowed \$50,000 from a third party. The principal balance of \$50,000 is due on or before May 31, 2021, along with 150,000 restricted shares of the Company's common stock as additional compensation. The shares were issued on March 31, 2021. If the principal balance outstanding was not paid on or before May 31, 2021, interest accrues at a rate equal to six percent (6%) per annum. Interest shall be paid quarterly on the outstanding principal beginning on June 1, 2021, with the first payment due on August 31, 2021. The Company valued the 150,000 shares at the closing price of the Company's stock as traded on OTCMarkets on the date of issuance and recorded stock-based compensation of \$19,455.

The Company paid off the balance in the amount of \$51,258 including \$50,000 in principal and \$1,258 in accrued interest payable during the fiscal year ended October 31, 2022.

As per the terms of the agreement, the Company accrued interest of \$0 and \$1,258 during the fiscal years ended October 31, 2022 and 2021, respectively.

**3DX INDUSTRIES, INC.**  
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**NOTE 8 - NOTES PAYABLE/CONVERTIBLE NOTES – UNRELATED PARTIES (continued)**

(12) Lender 12 (continued)

	October 31, 2022	October 31, 2021
Balance, opening	\$ 51,258	\$ -
Principal funds received		50,000
Addition: accrued interest		1,258
Repayment on principal	(50,000)	-
Repayment on interest	(1,258)	-
Balance, ending	<u>\$ -</u>	<u>\$ 51,258</u>

(13) Lender 13

	October 31, 2022	October 31, 2021
Balance, opening	\$ 502,123	\$ 500,000
Addition: accrued interest	25,000	2,123
Balance, ending	<u>\$ 527,123</u>	<u>\$ 502,123</u>

On September 30, 2021, the Company borrowed \$500,000 from a third party. The \$500,000 is evidenced by an unsecured convertible note bearing interest rate at 5% per annum for a period of 12 months. The holder has the right to convert any or all of the outstanding principal into shares of the Company's common stock at a conversion rate of \$0.50 per share. There is no beneficial conversion feature associated with this promissory note pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options".

As per the terms of the agreement, the Company accrued interest of \$25,000 and \$2,123 during the fiscal years ended October 31, 2022 and 2021, respectively. As of October 31, 2022 the note remains unpaid and is in default.

(14) Debt in Speciality Metal Works, LLC

Upon the execution of the LLC Acquisition agreement (Note 4), the Company assumed certain debts as of October 31, 2021. During the current fiscal year, these debts were eliminated upon the divestiture of Speciality Metal Works, LLC:

	October 31, 2022	October 31, 2021
Balance, opening	\$ 180,047	\$ -
Assumed from acquisition	-	180,047
Divestiture	(180,047)	-
Balance, end	<u>\$ -</u>	<u>\$ 180,047</u>

**3DX INDUSTRIES, INC.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
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**NOTE 9 - RELATED PARTY TRANSACTIONS**

(1) Employment agreement with President Roger Janssen

Effective November 23, 2013, the Company entered into an employment agreement with its President and sole director of the Company, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of \$15,000 a month over the six-year term of the agreement. At the sole discretion of the board of directors, Mr. Janssen may be granted performance bonuses and may also participate in any incentive plans that the Company may establish. In addition, Mr. Janssen received 30,000,000 shares of the Company's restricted common stock as a signing bonus. The shares were valued at \$4,800,000 based upon the trading price of the shares on the date of grant. Officer's compensation for the year ended October 31, 2014 amounted to \$4,887,449 including the indicated stock-based compensation of \$4,800,000. Effective May 1, 2017 the Company amended the employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of \$8,000 a month. On September 1, 2017 Mr. Janssen represented and agreed to waive and forgive accrued compensation of \$397,305 effective as of May 1, 2017. The Company recorded a gain \$397,305 on the debt extinguishment.

Accrued compensation due to Mr. Janssen as of October 31, 2022 totaled \$587,837 (October 31, 2021 - \$491,837), which is included in the balance of Payables – related parties as reflected in the accompanying balance sheet.

(2) Convertible note with President Roger Janssen

On December 18, 2013, the Company purchased certain equipment relating to its 3D metal printing operation from Mr. Janssen for \$500,000. The \$500,000 was evidenced by a promissory note assessing interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the principal balance and any unpaid accrued interest was fully due and payable on December 15, 2018. Mr. Janssen has the right to convert any outstanding principal and accrued interest into restricted shares of the of the Company's common stock at a conversion price of \$0.50 per share. The balance due Mr. Janssen at April 30, 2017 totaled \$528,366 (October 31, 2016 - \$524,095) of which the accrued interest of \$28,366 was classified as accounts payable and the \$500,000 was classified as a long-term liability. On September 1, 2017, Mr. Janssen agreed to waive and forgive (1) \$250,000 of principal related to equipment acquisition by 3DX in a prior period; (2) accumulated accrued interest of \$28,366 effective as of April 30, 2017. The waiver and release were effective as of May 1, 2017. The Company recorded a gain of \$278,366 as debt settlement in respect of the aforementioned waiver and release. The balance due Mr. Janssen at October 31, 2022 totaled \$273,566 (October 31, 2021 - \$269,125) of which the accrued interest of \$23,566 and \$19,125, respectively was classified as accounts payable and the \$250,000 was classified as a long-term liability.

(3) Series A Convertible Preferred Shares Subscription Agreement with President Roger Janssen

On September 20, 2021, the Company offered 1,000,000 shares of the Company's Series A convertible preferred stock at par value, \$0.001 per share, for a total purchase price of \$1,000 to Mr. Janssen, which amount was paid by the deduction of the amount from salary due and payable to Mr. Janssen as of the date of the subscription. The Company valued the 1,000,000 shares of the Company's Series A convertible preferred stock at fair market value on the date of the agreement, and recorded stock-based compensation of \$830,665.

(4) Other transactions with President Roger Janssen

In May 2018, Mr. Janssen, President and Chief Executive Officer of the Company advanced \$40,000 to the Company as an interest free note payable, due on demand. As of July 31, 2021, and October 31, 2020, the \$40,000 advance was classified as "Payables to related parties". Of this amount \$37,500 was advanced to third parties as a deposit during the due diligence phase of a contract negotiation which amount is included on the balance sheet in Prepaid expenses.

The contract did not proceed, and during the fiscal year ended October 31, 2021, the Company wrote off the balance receivable in the amount of \$37,500. The balance due Mr. Janssen at October 31, 2022 totaled \$3,237 (October 31, 2021 - \$30,000) and is reflected on the Balance Sheet as Payables to related parties.

**3DX INDUSTRIES, INC.**  
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**NOTE 9 - RELATED PARTY TRANSACTIONS (continued)**

(5) Executive Employment agreement with Nicholas Coriano

On April 27, 2021, Mr. Coriano was appointed as a Director and VP of East Coast Operations to serve until the next annual meeting of the shareholders or until his successor is duly appointed.

On March 31, 2021, the Company entered into an Executive Employment agreement with Nicholas Coriano and appointed Mr. Coriano to serve as the Vice President of Operations – East Coast Division of the Company beginning March 31, 2021 for a period of 5 years unless earlier terminated within the sole discretion of the CFO of the Company. Pursuant to the Executive Employment agreement:

- (a) a signing bonus of 1,650,000 restricted shares of the Company's common stock as of March 31, 2021;
- (b) After a period of not more than 90 days from March 31, 2021, the Company shall issue to Mr. Coriano as continuity compensation, an additional number of shares required to bring the executives share position to a total of 5% of the then issued and outstanding shares of the Company;
- (c) At the time of an uplist to a major North American Stock Exchange, the Company agrees to issue to Executive an additional number of common shares to ensure Executive has a total of 5% of the issued and outstanding shares of the Company the day prior to up listing, less any shares previously issued under the terms of the agreement.
- (d) Others: performance bonus, incentive plan as available.

The Company valued the 1,650,000 shares at the closing price of the Company's stock as traded on the OTCMarkets on the date of issuance and recorded stock-based compensation of \$214,005 in fiscal year ended October 31, 2021.

The Company valued 3,647,904 shares issued with respect to the continuity compensation at the closing price of the Company's stock as traded on the OTCMarkets on the date of issuance and recorded stock-based compensation of \$360,413, in fiscal year ended October 31, 2021.

**NOTE 10 - STOCKHOLDERS' EQUITY**

*Common Stock*

The Company has a total of 175,000,000 shares authorized, \$0.001 par value.

During the fiscal year ended October 31, 2021, 450,000 restricted common shares were issued as additional compensation in respect of certain loans valued at \$58,365. (See Note 8 – (10) (11) and (12))

During the fiscal year ended October 31, 2021, an accumulated 1,470,000 restricted common shares were issued and awarded under various consulting/contractor agreements valued at \$176,980.

During the fiscal year ended October 31, 2021, 5,297,904 restricted common shares were issued under an Executive Employment agreement valued at \$574,418. (See Note 9)

During the fiscal year ended October 31, 2021, an accumulated 12,927,333 common shares were issued in regard to the conversion of certain debt into shares of the Company's common stock with a fair market value of \$940,690.

During the fiscal year ended October 31, 2021 a total of 450,000 shares of restricted common stock were issued to settle certain debt valued at \$81,065.

During the fiscal year ended October 31, 2021, 322,500 restricted common shares were issued in regard to the acquisition of certain fixed assets valued at \$39,023. During the fiscal year ended October 31, 2021, 7,950,000 restricted common shares were issued in regard to \$79,500 payable in Accrued compensation – convertible, which was settled by the issuance of common stock.

**3DX INDUSTRIES, INC.**  
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**NOTE 10 - STOCKHOLDERS' EQUITY (continued)**

*Common Stock (continued)*

During the fiscal year ended October 31, 2021, 200,000 restricted common shares were issued in regard to the acquisition of the LLC valued at \$38,000. (See Note 4)

During the fiscal year ended October 31, 2022, the Company issued 550,000 shares in respect to a consulting agreement and recorded stock-based compensation of \$23,650 with respect to the fair market value on the date of the agreement.

During the fiscal year ended October 31, 2022, the Company issued a total of 1,702,095 for an acquisition, which shares were returned to treasury for cancellation during the fiscal year ended October 31, 2022.

There are a total of 96,513,315 and 95,963,315 shares issued and outstanding, as of October 31, 2022, and October 31, 2021.

*Preferred Stock*

The Company has a total of 10,000,000 shares of Preferred Stock, \$0.001 par value authorized, of which a total of 1,000,000 shares were designated as Series A Preferred on May 11, 2021.

The holders of the Series A Preferred Stock shall have the right to vote 51% of the then issued and outstanding common stock or equivalent equity of the Company.

On September 20, 2021, 1,000,000 shares of the Company's Series A convertible preferred was offered and sold to the Company's President, Mr. Roger Janssen, at par value, or \$0.001 per share, for total consideration of \$1,000.

There are a total of 1,000,000 shares of the Company's Series A convertible preferred shares issued and outstanding, as of October 31, 2022, and October 31, 2021.

**NOTE 11 - OTHER EVENTS**

*Acquisition of Homescape, LLC - terminated*

On November 22, 2021, the Company announced it had signed a Letter of Intent to purchase Homescape, LLC (Homescape) and its assets, which includes multiple residential and commercial properties and buildings in upstate New York and a land portfolio with parcels in New Mexico, Arizona, Nevada and Michigan in parcels ranging from 0.25 acre to 10 acres. The acquisition will also bring to the 3DX team over 30 unique domain names and several social media accounts in niche industries including investor relations, real estate and more. In addition, the acquisition will bring top talent to the Company in the area of legal, marketing and sales.

Homescape, LLC was started in 2006 by Nicholas Coriano, current VP and a director of 3DX Industries, as a construction company. On April 19, 2022, the Company entered into a formal acquisition agreement with Homescape. A summary of the Homescape assets as of the date of the formal agreement includes:

- Real Estate & Land Holdings: Ownership of Five (5) commercial rental units, Twenty Four (24) residential apartments and Thirty (30) land parcels located in New York, Nevada, New Mexico, Michigan and Arizona branded as Homescape™.
- Ecommerce Businesses: A portfolio of ecommerce businesses selling products (in the numismatics market) and business planning and investor relations services (for SMBs) branded as Cervitude™.
- Microcap Investment Fund: A portfolio of micro cap stocks, primarily traded on the OTC Markets branded as The MicroCapCompany.com Fund™.

**3DX INDUSTRIES, INC.**  
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**NOTE 11 - OTHER EVENTS (Continued)**

***Acquisition of Homescape, LLC - terminated (Cont'd)***

The real estate assets are valued at \$1,600,000, the ecommerce businesses at \$150,000 and the stock portfolio and cash at \$250,000 for total of \$2,000,000. The consideration payable for the acquisition of Homescape includes the issuance of 7,000,000 shares of common stock and a 3-year note payable of \$1,650,000. The note is payable in cash or common stock at the option of 3DX management. The share price will be determined using a 10% discount to the closing price of DDDX shares the day prior to the repayment day. On July 14, 2022, Homescape and the Company entered into an amendment to the acquisition agreement. Under the terms of the amendment, the Company agreed to issue a total of 1,702,096 shares of common stock and agreed to pay the amount of \$1,650,000 on or before April 25, 2025. Further, under the agreement, the 5,297,905 shares currently issued to Homescape, LLC are not subject to cancellation, but will be transferred to Mr. Coriano directly, and the executive employment agreement with Mr. Coriano entered into on March 3, 2021, remains in effect. During the three-month period ended July 31, 2022, the Company issued the remaining 1,702,095 unregistered restricted common shares required to conclude the acquisition, which shares were held in escrow pending the following:

- (1) Provision of US GAAP compliant financial statements from Homescape LLC for the most recently completed two fiscal years and period to date;
- (2) Transfer of the membership interests in Homescape to the Company;
- (3) Transfer of 5,297,905 shares previously issued to Homescape LLC to Mr. Nicholas Coriano.

On October 27, 2022, the parties determined not to proceed with the closing of the above referenced agreements and to terminate the agreement effective immediately. The 1,702,095 shares issued to Homescape Members pursuant to the agreement were returned to treasury and cancelled, and all remaining obligations of the parties became null and void.

***Appointment of Director***

On February 7, 2022, the Company announced the appointment of Peter Divone Sr. to the Company's board of directors. Mr. Divone is an accomplished Chemical Process Engineer with over 40 years of experience working with several multinational companies including Colgate-Palmolive, RJR Nabisco and Unilever. In his 25+ years at Unilever R&D, Mr. Divone held positions as Director of Global R&D Process Skin Care and Cleansing Process Engineering and Director of Site Operations, Tech Services and Environment, Health and Safety. Mr. Divone's patented batch and semi-continuous personal care liquids manufacturing designs can be found in 20 factories and 8 pilot plants in 12 countries around the world. Mr. Divone is currently an Entrepreneur in Residence at the University of Bridgeport (UB) in Connecticut and is a member of UB's Innovation Center and Engineering Advisory Boards.

**NOTE 12 - SUBSEQUENT EVENTS**

On September 23, 2022, the Company entered into a consulting agreement with an unrelated third party to provide marketing and business development services to the Company. Under the terms of the agreement, the Company is to issue a total of 335,000 shares as compensation on or before December 31, 2022. The shares were issued on December 30, 2022.

The Company has evaluated subsequent events from the balance sheet date through January 29, 2023 and determined that there are no additional subsequent events to disclose.