

3DX Industries, Inc.  
Form 10-Q  
June 18, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended April 30, 2014**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 333-156594**

**3DX INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**                      **46-4485465**  
(State of incorporation) (I.R.S. Employer Identification No.)

**6920 Salashan Parkway, Suite D-101**

**Ferndale, WA 98248**  
(Address of principal executive offices)

**(360) 244-4339**

(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No (Not required)

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

**Large Accelerated Filer**      **Accelerated Filer**

**Non-Accelerated Filer**      **Smaller Reporting Company**

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

Yes No

As of June 16, 2014, there were 36,461,409 shares of the registrant's \$0.001 par value common stock issued and outstanding.

**3DX INDUSTRIES, INC.****TABLE OF CONTENTS**

|   | Page |
|---|------|
| <b>PART I. FINANCIAL INFORMATION</b>  |      |
| ITEM 1. FINANCIAL STATEMENTS  | 3    |
| ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS | 16   |
| ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK                            | 18   |
| ITEM 4. CONTROLS AND PROCEDURES   | 18   |
| <b>PART II. OTHER INFORMATION</b>   |      |
| ITEM 1. LEGAL PROCEEDINGS   | 19   |
| ITEM 1A. RISK FACTORS   | 19   |
| ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS                           | 19   |
| ITEM 3. DEFAULTS UPON SENIOR SECURITIES   | 19   |
| ITEM 4. [MINE SAFETY DISCLOSURES]   | 19   |
| ITEM 5. OTHER INFORMATION   | 19   |
| ITEM 6. EXHIBITS  | 19   |

**Special Note Regarding Forward-Looking Statements**

*Information included in this Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of 3DX Industries, Inc. (the "Company"), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.*

*\*Please note that throughout this Quarterly Report, and unless otherwise noted, the words "we," "our," "us," the "Company," or "DDDX" refers to 3DX Industries, Inc.*

**PART I - FINANCIAL INFORMATION**

**ITEM 1. CONDENSED FINANCIAL STATEMENTS**

|   |     |
|---|-----|
| INDEX   | F-1 |
| Unaudited Condensed Balance Sheet as of the Six Months Ended April 30, 2014 and Audited Consolidated Balance Sheet as of October 31, 2013 | F-2 |
| Unaudited Condensed Statement of Operations for the Three and Six Months Ended April 30, 2014 and 2013, and Cumulative Since Inception    | F-3 |
| Unaudited Condensed Statement of Cash Flows for the Six Months Ended April 30, 2014 and 2013, and Cumulative Since Inception              | F-4 |
| Notes to Condensed Financial Statements Unaudited   | F-5 |

F-1

**3DX INDUSTRIES, INC.****(Formerly Amarak Resources, Inc.)****(An Exploratory Stage Company)****Unaudited Condensed Balance Sheets**

|   | April 30,<br>2014 | October 31,<br>2013 |
|---|-------------------|---------------------|
| Assets  |                   |                     |
| Current assets  |                   |                     |
| Cash and cash equivalents                                       | \$ 12,180         | \$ 2,460            |
| Security deposit  | —                 | 1,200               |
| Prepaid insurance   | 4,841             | —                   |
| Total current assets  | 17,021            | 3,660               |
| Mining properties   | 689,710           | 689,710             |
| Property and equipment  |                   |                     |
| Manufacturing equipment (idle)                                  | 1,231,205         | —                   |
| Furnace, (net of accumulated depreciation of \$271)             | 22,483            |                     |
| Furniture and fixtures  | 638               |                     |
| Other assets  |                   |                     |
| Website development, (net of accumulated amortization of \$886) | 3,234             | 864                 |
| Security deposit  | 4,275             | —                   |
| Total assets  | \$ 1,968,566      | \$ 694,234          |
| Liabilities and stockholders' equity                            |                   |                     |
| Current liabilities   |                   |                     |
| Accounts payable and accrued expenses                           | \$ 98,581         | \$ 68,241           |
| Accrued interest  | 2,988             | —                   |
| Deferred rent payable   | 7,235             |                     |
| Payables to related parties                                     | 216,885           | 139,422             |
| Equipment purchase payable                                      | 667,754           | —                   |
| Accrued compensation - related party, convertible               | 175,000           | 175,000             |
| Note payable - related party                                    | 66,216            | 30,086              |
| Note payable - unrelated party                                  | —                 | 52,672              |
| Total current liabilities                                       | 1,234,659         | 465,421             |
| Long-term liabilities   |                   |                     |
| Convertible note payable - related party                        | 500,000           | —                   |

Edgar Filing: 3DX Industries, Inc. - Form 10-Q

|   |              |             |
|---|--------------|-------------|
| Convertible notes payable - unrelated party   | 153,760      | —           |
| Note payable - unrelated parties  | 58,362       | —           |
| Total long-term liabilities   | 712,122      | —           |
| <br>  |              |             |
| Total liabilities   | 1,946,781    | 465,421     |
| <br>  |              |             |
| Stockholders' equity  |              |             |
| Preferred stock, \$.001 par value, 10,000,000 shares authorized,<br>none outstanding  | —            | —           |
| Common stock, 175,000,000 shares authorized, \$.001<br>par value, 36,461,409 shares issued<br>at April 30, 2014 and 1,581,409 issued and<br>outstanding at October 31, 2013 | 36,461       | 1,581       |
| Additional paid-in capital  | 19,581,532   | 5,286,410   |
| Accumulated deficit   | (161,790 )   | (161,790 )  |
| Deficit accumulated during the exploratory stage  | (19,434,418) | (4,897,388) |
| <br>  |              |             |
| Total stockholders' equity  | 21,785       | 228,813     |
| <br>  |              |             |
| Total liabilities and stockholders' equity  | \$1,968,566  | \$694,234   |

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





**3DX INDUSTRIES, INC.****(Formerly Amarak Resources, Inc.)****(An Exploratory Stage Company)****Unaudited Condensed Statements of Operations**

|  | <b>For the Three Months<br/>Ended<br/>April 30,<br/>2014</b> |             | <b>For the Six Months<br/>Ended<br/>April 30,<br/>2014</b> |            | <b>From<br/>February 1,<br/>2010<br/>through<br/>April 30,<br/>2014<br/>(Exploratory<br/>Stage)</b> |
|--|--|-------------|--|------------|---|
| Revenue  | \$—  | \$—         | \$—  | \$—        | \$—   |
| Operating expenses   |  |             |  |            |   |
| Exploratory costs  | —  | 20,000      | —  | 20,000     | 3,338,276   |
| Impairment loss  | —  | —           | —  | —          | 322,000   |
| Contributed services   | —  | —           | —  | —          | 250   |
| Officer's compensation, including<br>stock-based compensation of \$0, \$0,<br>\$9,450,000, \$0 and \$9,450,000 | 45,000   | —           | 9,529,000  | —          | 9,529,000   |
| Management fees, including stock-based<br>compensation of \$0, \$0, \$0, \$148,077,<br>and \$148,077           | —  | 45,000      | 11,000   | 238,077    | 723,077   |
| Outside services   | 19,918   | —           | 19,918   | —          | 19,918  |
| Professional services  | 36,158   | 12,803      | 48,419   | 20,733     | 397,253   |
| Rent   | 13,976   | 3,546       | 27,510   | 7,023      | 80,782  |
| Other general and administrative expenses  | 23,960   | 4,873       | 50,349   | 8,788      | 164,584   |
| Total operating expenses   | 139,012  | 86,222      | 9,686,196  | 294,621    | 14,575,140  |
| Other income (expense)   |  |             |  |            |   |
| Net gain on settlement of indebtedness   | (4,831,200 )   | —           | (4,829,408 )   | —          | (4,829,408 )  |
| Interest income  | 1  | —           | 1  | 1          | 1,901   |
| Interest expense   | (13,594 )  | (1,199 )    | (21,427 )  | (2,347 )   | (31,771 )   |
| Total other income (expense)   | (4,844,793 )   | (1,199 )    | (4,850,834 )   | (2,346 )   | (4,859,278 )  |
| Net loss   | \$(4,983,805 )   | \$(87,421 ) | (14,537,030 )  | (296,967 ) | \$(19,434,418 )   |
| Net loss per common share -<br>basic and diluted   | \$(0.14 )  | \$(0.06 )   | \$(0.48 )  | \$(0.19 )  |   |

|  |            |           |            |           |
|--|------------|-----------|------------|-----------|
| Weighted average number of common shares outstanding | 35,419,611 | 1,581,409 | 30,485,276 | 1,581,409 |
|--|------------|-----------|------------|-----------|

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

F-3

**3DX INDUSTRIES, INC.****(Formerly Amarak Resources, Inc.)****(An Exploratory Stage Company)****Unaudited Condensed Statements of Cash Flows**

|   | <b>For the Six Months<br/>Ended</b> |             | <b>February 1,<br/>2010<br/>through<br/>April 30,<br/>2014<br/>(Exploratory<br/>Stage)</b> |
|---|-------------------------------------|-------------|--|
|   | <b>April 30,<br/>2014</b>           | <b>2013</b> |  |
| Cash flows from operating activities:                                       |                                     |             |  |
| Net loss  | \$(14,537,030)                      | \$(296,967) | \$(19,434,418)   |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                     |             |  |
| Depreciation expense  | 271                                 | —           | 271  |
| Amortization expense - conversion feature on accrued compensation           | —                                   | 148,077     | 148,077  |
| Amortization expense - website development                                  | 250                                 | 250         | 886  |
| Net loss on settlement of debt  | 4,829,408                           | —           | 4,829,408  |
| Impairment loss   | —                                   | —           | 322,000  |
| Stock-based compensation  | 9,450,000                           | —           | 10,098,819   |
| Contributed services and rent   | —                                   | —           | 250  |
| Changes in operating assets and liabilities                                 |                                     |             |  |
| (Increase) decrease in prepaid expenses                                     | (4,841 )                            | 1,182       | (4,841 )   |
| (Increase) in security deposit  | (4,275 )                            | —           | (5,475 )   |
| Increase (decrease) in accounts payable                                     | 27,715                              | (9,066 )    | 84,674   |
| Increase in deferred rent   | 7,235                               | —           | 7,235  |
| Increase in accrued interest  | 21,427                              | 1,379       | 25,385   |
| Increase in accrued compensation - related parties                          | 73,000                              | 91,361      | 387,018  |
| Net cash used in operating activities                                       | (136,840 )                          | (63,784 )   | (3,540,711 )   |
| Cash flows from investing activities:                                       |                                     |             |  |
| Investments in mining properties  | —                                   | —           | (120,969 )   |
| Equipment purchases   | (92,773 )                           | —           | (92,773 )  |
| Website development   | (2,620 )                            | —           | (4,120 )   |
| Net cash used in investing activities                                       | (95,393 )                           | —           | (217,862 )   |
| Cash flows from financing activities:                                       |                                     |             |  |
| Proceeds from issuance of common stock net of offering costs                | —                                   | —           | 3,450,000  |
| Proceeds from third party borrowing   | 250,000                             | 46,300      | 328,800  |
| Repayments on third party borrowing   | (12,510 )                           | —           | (12,510 )  |
| Proceeds from related party borrowing                                       | 24,038                              | —           | 24,038   |
| Repayments on related party borrowing                                       | (19,575 )                           | —           | (19,575 )  |
| Net cash provided by financing activities                                   | 241,953                             | 46,300      | 3,770,753  |

Edgar Filing: 3DX Industries, Inc. - Form 10-Q

|  |          |           |          |
|--|----------|-----------|----------|
| Increase (decrease) in cash                        | 9,720    | (17,484 ) | 12,180   |
| Cash - beginning of period                         | 2,460    | 18,824    | —        |
| Cash - end of period                               | \$12,180 | \$1,340   | \$12,180 |
| Supplemental disclosures of cash flow information: |          |           |          |
| Interest paid                                      | \$4,729  | \$—       | \$4,795  |
| Income taxes paid                                  | \$—      | \$—       | \$—      |

**Non-cash investing and financing activities:**

On February 19, 2014, the Company issued 4,880,000 shares of its common stock in exchange for the cancellation of \$48,800 of indebtedness. The Company recognized a loss on the extinguishment of the debt in the amount of \$4,831,200 that was charged to operations.

In November 2013, the Company settled with the landlord of the office it was renting in Rancho Margarita, California for \$4,010. The Company recognized a gain on the settlement in the amount of \$1,793.

Pursuant to the terms of Mr. Janssen's executive employment agreement the Company issued him 30,000,000 shares of its common stock valued at \$9,450,000, which was charged to operations.

On December 18, 2013, the Company acquired various equipment relating to its 3D metal imaging business from Mr. Janssen, the Company's President, for \$500,000. The \$500,000 is evidenced by a promissory note which is assessed interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the principal and an accrued unpaid interest fully due and payable on December 15, 2018.

On December 23, 2013, the Company purchased manufacturing equipment relating to its 3D metal imaging business from an unrelated third party. The total purchase price is \$750,000 of which \$75,000 was paid upon delivery. The remaining balance of \$675,000 is payable in two equal installments of \$337,500. The first installment is due June 1, 2014 and the second installment is due September 1, 2014. The terms of the installment payments do not include a stated interest rate, therefore, the Company accounted for the purchase pursuant to ASC Topic 835-30-25, "Imputation of Interest" (see Note 5).

On January 15, 2013, the Company granted Santeo Financial Corp ("Santeo") the option to convert 25% of accrued management fees of \$175,000 owed to Santeo at a conversion rate of \$0.001 per share and the option to convert the remaining 75% of accrued management fees at a conversion rate of \$0.01 per share. The conversion feature was accounted for under ASC Topic 470-20 and the discount of the beneficial conversion feature of \$148,077 was immediately charged to operations pursuant to ASC Topic 470-20-35.

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

**3DX INDUSTRIES, INC.**

**(Formerly Amarok Resources, Inc.)**

**(An Exploratory Stage Company)**

**Notes to the Financial Statements**

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

Amarok Resources, Inc. (“Amarok” or the “Company”) was incorporated in the state of Nevada on October 23, 2008 under the name Ukragro Corporation. The Company’s principal activity is the exploration and development of mineral properties for future commercial development and production.

On January 29, 2010, the Company filed an amendment to its articles of incorporation changing its name to Amarok Resources, Inc. In the same amendment, the Company changed its authorized capital to 175,000,000 shares of common stock at a restated par value of \$0.001. Effective February 23, 2010, the Company authorized a 60:1 stock split.

Effective February 1, 2010, the Company entered the exploratory stage as defined under the provisions of Accounting Codification Standard 915-10.

On September 26, 2013, the Company filed an amendment to the Company’s Articles of Incorporation and changed the Company’s name from Amarok Resources, Inc. to 3DX Industries, Inc. and increased the number of shares authorized to 185,000,000 of which 175,000,000 have been designated common shares and 10,000,000 have been designated preferred shares. Also on September 26, 2013, the Company authorized a 50:1 reverse stock split. The accompanying financial statements have been restated to reflect the change in capital and stock split as if they occurred at the Company’s inception.

**Going Concern**

The Company has incurred net losses since inception, and as of April 30, 2014 had a combined accumulated deficit of \$19,596,208 and had negative working capital of \$1,217,638. 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.

F-5

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

### **Basis of Presentation**

The accompanying unaudited condensed financial statements contain all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to present fairly the financial position of the Company as of April 30, 2014, and the results of its operations and cash flows for the three and six months ended April 30, 2014 and 2013. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to rules and regulations of the U.S. Securities and Exchange Commission (the "Commission"). The Company believes that the disclosures in the unaudited condensed financial statements are adequate to make the information presented not misleading. However, the unaudited condensed financial statements included herein should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended October 31, 2013 filed with the Commission on February 13, 2014.

### **Cash and Cash Equivalents**

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

### **Mining Costs**

Costs incurred to purchase, lease or otherwise acquire property are capitalized when incurred. General exploration costs and costs to maintain rights and leases are expensed as incurred. Management periodically reviews the recoverability of the capitalized mineral properties. Management takes into consideration various information including, but not limited to, historical production records taken from previous mining operations, results of exploration activities conducted to date, estimated future prices and reports and opinions of outside consultants. When it is determined that a project or property will be abandoned or its carrying value has been impaired, a provision is made for any expected loss on the project or property.

### **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.

As of April 30, 2014, the majority of the Company's equipment was in the process of being installed. The Company continues testing of its 3D Metal Printing System which is being depreciated on the straight-line method over the seven year estimated life. Depreciation expense for the three months and six months ended April 30, 2014 totaled \$271. The Company will commence depreciating the remaining equipment over their estimated useful lives at the time the respective equipment is placed in service.

### **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. The Company determined that none of its long-term assets at April 30, 2014 were impaired.

### **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.



### **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 April 30, 2014. 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.

### **Loss Per Share of Common Stock**

The Company follows Accounting Standard Codification Topic No. 260, *Earnings Per Share* (“ASC No. 260”) that requires the reporting of both basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. The calculation of diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In accordance with ASC No. 260, any anti-dilutive effects on net earnings (loss) per share are excluded. Potential common shares at April 30, 2014 that have been excluded from the computation of diluted net loss per share include an option to convert approximately \$4,007 in fees due Santeo Financial Corporation at April 30, 2014 into 4,007,183 common shares. Potential common shares at April 30, 2013 that have been excluded from the computation of diluted net loss per share include warrants exercisable into 60,000 shares of common stock and options exercisable into 10,000 shares of common stock.

### **Convertible Debt Instruments**

If the conversion features of conventional debt instruments provides 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. The Company was not required to record any BCF’s on any of the convertible debt it issued during the six months ended April 30, 2014.

### **Issuances Involving Non-cash Consideration**

All issuances of the Company’s stock for non-cash consideration have been assigned a dollar amount equaling the market value of the shares issued on the date the shares were issued for such services. The non-cash consideration

received pertains to officer's compensation and consulting services.

### **Stock-Based Compensation**

The Company accounts for stock-based compensation under Accounting Standard Codification Topic 505-50, *Equity-Based Payments to Non-Employees*. This topic defines a fair-value-based method of accounting for stock-based compensation. In accordance with the Topic, the cost of stock-based compensation is measured at the grant date based on the value of the award and is recognized over the vesting period. The value of the stock-based award is determined using Binomial or Black-Scholes option-pricing models, whereby compensation cost is the excess of the fair value of the award as determined by the pricing model at the grant date or other measurement date over the amount that must be paid to acquire the stock. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

### **Reclassification**

Certain reclassifications have been made to conform the 2013 amounts to 2014 classifications for comparative purposes.

### **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

#### McNeil Claims, Canada

On March 24, 2011 the Company signed an agreement with Warrior Ventures, Inc. (“Warrior”), a private company, to acquire 100% of the McNeil Gold Property. The McNeil property is located within the Abitibi Greenstone belt, approximately 30 miles southeast of Timmins, Ontario, Canada and approximately 35 miles west of Kirkland Lake, Ontario, Canada. The purchase price of the property was in exchange for Warrior receiving 28,000 shares of the Company’s restricted common stock along with an option to purchase 28,000 of the Company common shares of the Company at a price of \$1.00 per common share until October 1, 2011. Any options remaining unexercised as of September 1, 2011 may be exercised at a price of \$1.25 per common share until March 31, 2012, after which the option to purchase any shares of Amarak automatically terminates. The Company initially valued the 28,000 shares at \$784,000 based upon the trading price of the common shares on the date of issuance. The Company valued the 28,000 options at \$98,724 using a binomial option model with a trading price of \$0.56 per share, risk-free interest rate of 0.26%, and volatility of 93.221%. The total of \$882,724 was capitalized as mining properties. At October 31, 2011, the Company recognized an impairment of \$322,000 on the reduction in the fair value of mining claim based upon the agreed upon price of \$0.33 per share pursuant to the underlying purchase agreement. The \$0.33 per share was based upon the trading price of the Company’s common share on the March 23, 2011. Through October 31, 2013, the Company has incurred additional acquisition costs totaling \$91,606. The capitalized costs of the McNeil claim as of July 31, 2013 amounted to \$652,330.

On October 8, 2013, the Company entered into an agreement with Trio Gold Corp. (“Trio”) to assign 100% of its claims in the McNeil property, subject to a 5% net smelter royalty, to Trio once Trio has incurred exploration and administrative costs totaling \$5,000,000(CND) based upon the following schedule:

- On or before December 31, 2015 \$ 500,000
- On or before December 31, 2017 \$2,000,000
- On or before December 31, 2019 \$2,500,000

Trio is a company incorporated in the Province of Alberta, Canada. Trio’s current President is the father of one of the Company’s managers.

#### Nighthawk Claims, Canada

The Company had staked 35 claims on property adjacent to the McNeil known as the Night Hawk Property. The acquisition cost associated with this claims totaled \$37,380. The Company did not have sufficient funds to pay the fees required to renew the 35 claims and on October 8, 2013 it assigned its total interest in these claims to Trio in exchange for a 5% royalty on the net smelter returns generated from these claims. The Company granted Trio the option to purchase each 1% royalty interest for \$2,000,000(CND). The Company did not report any gain or loss on this transaction and valued the 5% net royalty interest at the property's current acquisition cost of \$37,380.

### **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. In consideration for the assignment of the interest in the exploration agreement, the Company paid Carlin \$1 and issued 2,000 shares of its common stock, valued at \$168,000 based upon the trading price of the shares on the date of issuance. The value of these shares has been charged to operations and included in exploration costs.

Trio has leased and has 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").

Under the terms of the original agreement, the Company earns a 75% undivided interest in the Property during an earn-in period commencing in January 2010 and completing in December 2012 (the "earn-in period"). Upon completion of the earn-in period, a joint venture (the "Joint Venture") is to be formed with the same 75% / 25% interest the parties held during the earn-in period. The Joint Venture shall remain in effect for twenty-five years or as long as the claims are being actively mined or developed, whichever is longer. After the termination of the Joint Venture, the Claims shall revert back to Trio.

On March 23, 2012, the Company and Trio entered into an agreement that modified certain terms of the original agreement (“modified agreement”). During the earn-in-period, the Company is to provide \$5,500,000 in funding to cover operational costs. Under the original agreement, \$1,500,000 was to be funded during the 2010 budget year, \$2,000,000 was to be funded during the 2011 budget year and \$2,000,000 was to be funded during the 2012 budget year. The modified agreement eliminates the annual funding requirements and extends the due date of the \$5,500,000 funding to December 31, 2013.

Under the original agreement, the Company was required to pay a minimum annual royalty during the earn-in period to Trio of which \$75,000 was paid upon signing of the agreement, \$100,000 was paid on April 1, 2011 and \$150,000 was to be paid on April 1, 2012. Under the terms of the March 23, 2012 modified agreement, the minimum royalty payments have been incorporated into the \$5,500,000 funding requirement and the final \$150,000 minimum royalty payment becomes due on April 1, 2013. In consideration for modifying the terms of the original agreement and extending the due date, the Company issued Trio 2,788 shares of its common shares valued at \$11,152, which was charged to operations and included in exploratory costs.

Once the Company has provided \$5,500,000 in funding for the project, the Company and Trio shall fund the operational costs jointly, with the Company providing 75% of the funds and Trio providing 25% of the funds. Through July 31, 2012, the Company funded a total of \$2,350,000 in the property’s operational costs as defined under the modified agreement. The funds paid have been charged to operations and included in exploratory costs.

In addition, within three months of the assignment, the Company is required to issue Trio 144,240 shares of its common stock. Upon expenditure of a minimum of \$2,000,000 on the claims, Trio shall receive an additional 1,442 shares of the Company’s common stock. Upon expending a minimum of \$4,000,000 on the claims, Trio shall receive an additional 1,442 shares of the Company’s common stock. Upon expenditure of \$5,500,000 on the claims, Trio shall receive a final 1,442 shares of the Company’s common stock. All shares issued shall be restricted common shares and will be stamped with the applicable hold period. On February 22, 2010, the Company issued 2,884 shares of its common stock to Trio valued at \$242,323, based upon the restated trading price of the shares on the date of issuance. On October 25, 2011, the Company issued 1,442 shares of its common stock to Trio valued at \$5,769, based upon the trading price of the shares on the date of issuance. On March 23, 2012, the Company issued 2,788 shares of its common stock to Trio valued at \$11,152, based upon the restated trading price of the shares on the date of issuance. The values of the shares have been charged to operations and included in exploration costs.

On February 13, 2013, the Company entered into an agreement with Trio to modify the terms of the above indicated final minimum royalty payment of \$150,000, which was due on April 1, 2013. In exchange for paying \$15,000 upon the signing of the agreement and \$5,000 on August 1, 2013, the due date of the remaining \$130,000 is extended to October 1, 2013, with the date when the full \$5,500,000 must be spent on the Rodeo Claims is extended to December 31, 2014. Of the \$20,000 that is due, \$15,000 was paid on February 20, 2013 and \$5,000 was paid on March 15, 2013. The \$20,000 was charged to exploratory costs.

The Company failed to pay the required \$130,000 that was due on October 1, 2013 and is in default under the agreement. Management is currently in discussions with Trio.

The sole officer, director, and shareholder of Carlin is a business associate of one of the Company's former officer and director.

### **Cueva Blanca Gold Property**

On April 16, 2010, the Company entered into an agreement with St. Elias Mines Ltd. ("St. Elias") in which Amarok is given an option to earn a 60% interest, subject to a 1.5% net smelter royalty ("NSR") in the Cueva Blanca gold property (1,200 hectares) in Northern Peru, which is wholly owned by St. Elias. Under the terms of the letter agreement, it is possible for the Company to acquire a 60% interest in the Property (subject to a 1.5% NSR) in consideration of:

- (a) making cash payments of \$200,000 to St. Elias over a two-year period;
- (b) issuing 100,000 common shares in the capital of Amarok to St. Elias; and
- (c) incurring at least \$1,500,000 in exploration expenditures on the property over a three-year period.

In addition, the Company shall have the right to purchase one-half of the 1.5% NSR from St. Elias for the sum of \$1,500,000, thereby reducing the NSR payable to from 1.5% to 0.75%.

The Company's first payment of \$10,000 was paid on June 24, 2010. On April 27, 2011, the agreement between St. Elias and Amarok was formally terminated by St. Elias. As of January 31, 2012, the Company has paid a total of \$27,603 in fees towards property maintenance costs on the Cueva Blanca property. The Company is currently considering its option following St. Elias' termination of the agreement.

Mining properties at April 30, 2014 consist of the following:

|                                     |           |
|-------------------------------------|-----------|
| Beginning balance –November 1, 2013 | \$689,710 |
| Acquisition related costs           | —         |
| Ending balance – April 30, 2014     | \$689,710 |

#### NOTE 4 - RELATED PARTY TRANSACTIONS

As discussed in Note 3, on February 22, 2010 the Company entered into an agreement with Carlin in which Carlin assigned the Company all of its rights, title, and interest in an exploration agreement between it and Trio. Trio is a company incorporated in the Province of Alberta, Canada. Trio's current President is the father of former officer and director of the Company. Further, the sole officer, director, and shareholder of Carlin is a business associate of the same former officer and director.

In January 2010, an agreement went into effect whereby the Company is paying Santeo Financial Corp ("Santeo"), a company affiliated with the same former officer and director for consulting services of \$15,000 a month on a month-to-month basis. The consulting agreement was cancelled on November 22, 2013.

On January 15, 2013, the Company granted Santeo the option to convert up to 25% of all accrued compensation due 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 can be cancelled by either party. At January 15, 2013, the amount of accrued compensation due Santeo 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 \$.02 per share.

Effective December 18, 2013, the terms of the above indicated option grant were modified limiting the number of conversion shares Santeo can receive and hold at any point in time to no more than 9.99% of the Company's common stock then outstanding.

Total consulting fees charged to operations for the three months ended April 30, 2014 and 2013 amounted to \$0 and \$45,000, respectively. Total consulting fees charged to operations for the six months ended April 30, 2014 and 2013 amounted to \$11,000 and \$238,077 (including stock based compensation of \$148,077), respectively. Accrued compensation due Santeo at April 30, 2014 amounted to \$306,000, of which \$175,000 is reflected on the accompanying balance sheet in accrued compensation – related party, convertible. The remaining balance of \$131,000 due Santeo is reflected on the accompanying balance sheet and is included in other payables – related parties.

Effective November 23, 2013, the Company entered into an 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 \$15,000 a month over the three-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 \$9,450,000 based upon the trading price of the shares on the date of grant. Officer's compensation expense for the three months ended April 30, 2014 totaled \$45,000. Officer's compensation for the six months ended April 30, 2014 amounted to \$9,529,000 including the indicated stock based compensation of \$9,450,000. Accrued compensation due Mr. Janssen as of April 30, 2014 amounted to \$67,000, which is included in the balance of other payables – related parties as reflected in the accompanying balance sheet. The \$67,000 is net of \$12,000 that was actually paid to Mr. Janssen during the six months ended April 30, 2014.

F-10



On December 18, 2013, the Company purchased various equipment relating to its 3D metal printing operation from Mr. Janssen for \$500,000. The \$500,000 is evidenced by a promissory note assessed interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the Principal balance and any unpaid accrued interest 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, 2014 totaled \$502,988 of which the accrued interest of \$2,988 was classified as a short-term liability and the \$500,000 was classified as a long-term liability .The accrued interest of \$2,988 was charged to operations.

On September 9, 2013, the Company borrowed \$30,000 from a relative of a shareholder. The loan is evidenced by an unsecured promissory note. The loan is assessed interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on May 1, 2014. The balance of this obligation on April 30, 2014 amounted to \$30,958. Accrued interest charged to operations for the six months ended April 30, 2014 and 2013 amounted to \$871 and \$0, respectively.

On March 7, 2014, the Company borrowed an additional \$35,000 from the same relative as discussed above. The loan is evidenced by an unsecured promissory note. The loan is assessed interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on December 31, 2014. The balance of this obligation on April 30, 2014 amounted to \$35,259. Accrued interest charged to operations for the six months ended April 30, 2014 amounted to \$259.

During the six months ended April 30, 2014, R. Janssen advanced the Company a total of \$24,038 of which \$19,575 was repaid during the six-month period. The balance of \$4,463 is unsecured, non-interest bearing and due upon demand.

#### **NOTE 5 - EQUIPMENT PURCHASE PAYABLE**

On December 23, 2013, the Company purchased equipment from an unrelated third party for \$750,000 of which \$75,000 was paid. The remaining \$675,000 is payable in two equal installments of \$337,500. The first installment was due on June 1, 2014 and the final installment is due on September 1, 2014. The June 1, 2014 payment was not met and the Company is in discussions with the equipment provider to extend the terms of the 1<sup>st</sup> payment. The terms of the installment payments do not include a stated interest rate. The Company accounted for the purchase under ASC Topic 835-30-25 "*Imputation of Interest*", discounting the purchase price of the equipment by \$18,795 for imputed interest using an interest rate of 5% per annum. The balance due on this obligation at April 30, 2014 adjusted for the unamortized discount amounted to \$667,754, including accreted interest of \$11,549 that was charged to operations.

#### **NOTE 6 - NOTES PAYABLE – UNRELATED PARTY**

On January 9, 2013, the Company entered into an agreement to borrow a total of \$46,300 from an unrelated third party of which \$26,300 was received in January 2013 and \$20,000 was received in February 2013. The loans are evidenced by an unsecured promissory note. The \$46,300 and interest of \$2,500 was fully due and payable on July 1, 2013. As the outstanding principal and accrued interest were not paid on July 1, 2013, the principal and accrued interest is assessed interest at an annual rate of 8% per annum payable quarterly, with the outstanding principal and accrued interest fully due and payable on July 1, 2014. In addition, the unrelated third party advanced an additional \$2,500 on June 21, 2013. The \$2,500 is assessed interest at an annual rate of 8% per annum payable quarterly, with the outstanding principal and accrued interest fully due and payable on July 1, 2014. During the six months ended April 30, 2014, the Company received an additional \$65,000 and repaid a total of \$12,510 of which \$4,729 was applied against accrued interest and \$7,781 was applied against principal. On February 19, 2014, the Company issued 4,880,000 shares of its common stock in exchange for canceling \$48,800 of debt. The Company valued the shares at their respective market value of \$4,880,000 and recorded a loss on the debt extinguishment of \$4,831,200, which was charged to operations. The outstanding balance at April 30, 2014 amounted to \$58,362. Accrued interest charged to operations for the three months ended April 30, 2014 and 2013 totaled \$1098 and \$0, respectively. Accrued interest charged to operations for the six months ended April 30, 2014 and 2013 totaled \$2,000 and \$0, respectively.

In addition to the loans indicated above, the third party advanced \$150,000 to the Company on November 5, 2014. The \$150,000 is evidenced by a unsecured promissory note bearing interest at a rate of 5%. Outstanding principal and accrued interest is fully due and payable on December 31, 2015. Effective January 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 \$0.10 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. The outstanding balance at April 30, 2014 amounted to \$153,760. Accrued interest charged to operation for the three months and six months ended April 30, 2014 and 2013 totaled \$3,760 and \$1,828, respectively.

## **NOTE 7 - STOCKHOLDERS' EQUITY**

### **For the six months ended April 30, 2014**

On February 19, 2014, the Company issued 4,880,000 shares of its common stock in exchange for the cancellation of \$48,880 of debt due an unrelated third party. The Company recognized a loss from the extinguishment of the debt totaling \$4,831,200, which was charged to operations.

Effective November 23, 2013, the Company entered into an employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen received 30,000,000 shares of the Company's restricted common stock as a signing bonus. The shares were valued at \$9,450,000 based upon the trading price of the shares on the date of grant.

**For the six months ended April 30, 2013**

The Company did not enter into any equity transactions during the six months ended April 30, 2013.

F-11

## NOTE 8 - INCOME TAXES

The Company accounts for income taxes under Accounting Standard Codification Topic No. 740 (“ASC 740”), *Accounting for Income Taxes*. This statement mandates the liability method of accounting for deferred income taxes and permits the recognition of deferred tax assets subject to an ongoing assessment of realizability.

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

Deferred tax assets resulting from stock based compensation and net operating losses are reduced by a valuation allowance, when, in the opinion of management, utilization is not reasonably assured. At April 30, 2014, the Company’s gross deferred tax asset totaled \$4,700,000. This amount was reduced 100% by a valuation allowance, making the net deferred tax asset \$0.

As of April 30, 2014, the Company had estimated federal net operating loss carry forwards totaling approximately \$3,986,000 which can be used to offset future federal income tax. The federal net operating loss carry forwards expire at various dates through 2034. The utilization of the net operating losses to offset future net taxable income is subject to the limitations imposed by the change in control under Internal Revenue Code Section 382.

The Company adopted the provisions of Accounting Standard Codification Topic 740-10-50, formerly FIN 48, *Accounting for Uncertainty in Income Taxes*. We had no material unrecognized income tax assets or liabilities for the six months ended April 30, 2014 or for the six months ended April 30, 2013.

Company management policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the six months ended April 30, 2014 and 2013, there were no income tax, or related interest and penalty items in the income statement, or liability on the balance sheet. The company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. The Company is no longer subject to U.S. federal or state income tax examination by tax authorities for years before 2008. The Company is not currently involved in any income tax examinations.

## NOTE 9 - SEGMENT REPORTING

The Company's operations are classified into two reportable segments that provide different products. Separate management of each segment is required because each business unit is subject to different marketing, production, and technology.

For the three months ended April 30, 2014

|                     | Revenues | Segment operating earnings (losses) | Depreciation depletion and amortization |
|---------------------|----------|-------------------------------------|---|
| Mineral exploration | \$—      | \$—                                 | \$—                                     |
| Manufacturing       | —        | (37,663                             | ) (271                                  |
|                     | \$—      | \$(37,663                           | ) \$(271                                |

Segment operating earnings reflect revenues, net of operating costs and depreciation, depletion, and amortization and are reconciled to loss from operations before incomes tax as follows:

|                                     | Three months ended April 30, 2014 | Three months ended April 30, 2013 ** |
|-------------------------------------|-----------------------------------|--------------------------------------|
| Segment operating earnings          | \$(37,934                         | )                                    |
| General and administrative expenses | (93,244                           | )                                    |
| Operating loss                      | (131,178                          | )                                    |
| Other income                        | (4,831,200                        | )                                    |
| Interest Expense                    | (21,427                           | )                                    |
| Net loss before income taxes        | \$(4,983,805                      | )                                    |

\*\* Total activity during the three months ended April 30, 2013 pertain to mineral exploration activities.

For the six months ended April 30, 2014

|                     | Revenues | Segment operating earnings (losses) | Depreciation depletion and amortization |
|---------------------|----------|-------------------------------------|---|
| Mineral exploration | \$—      | \$(11,000                           | ) \$—                                   |
| Manufacturing       | —        | (107,740                            | ) (271                                  |
|                     | \$—      | \$(118,740                          | ) \$(271                                |

Segment operating earnings reflect revenues net of operating costs and depreciation, depletion, and amortization and are reconciled to loss from operations before income tax as follows:

|                                     | Six months<br>ended<br>April 30, 2014 | Six months<br>ended<br>April 30, 2013 ** |
|-------------------------------------|---------------------------------------|--|
| Segment operating earnings          | \$(119,001 )                          |  |
| General and administrative expenses | (9,567,194 )                          |  |
| Operating loss                      | (9,686,195 )                          |  |
| Other income                        | (4,829,408 )                          |  |
| Interest Expense                    | (21,427 )                             |  |
| Net loss before income taxes        | \$(14,537,030 )                       |  |

\*\* Total activity during the six months ended April 30, 2013 pertain to mineral exploration activities.

Identifiable assets by industry segments are as follows:

|                     |             |
|---------------------|-------------|
| Mineral exploration | \$689,710   |
| Manufacturing       | 1,263,441   |
| Other               | 15,415      |
|                     | \$1,968,566 |

**NOTE 10 - COMMITMENTS AND CONTINGENCIES**

In January 2014, the Company entered into lease for warehouse and corporate office space located in Ferndale, Washington for 26 months. The Company was granted an option to extend the lease for another two years. Rent expense charged to operations for the six months ended April 30, 2014 amounted to \$15,785.

Minimum future rental payments under non-cancelable operating leases having remaining terms in excess of one year as of April 31, 2014 during the term of the respective lease and in the aggregate are as follows:

|                              |          |
|------------------------------|----------|
| April 30,                    |          |
| 2015                         | \$51,300 |
| 2016                         | 42,750   |
| Total minimum lease payments | \$94,050 |

**NOTE 11 - SUBSEQUENT EVENTS**

None.

***[END NOTES TO FINANCIALS]***

F-13

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

### FORWARD-LOOKING STATEMENTS

*This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) contains forward-looking statements that involve known and unknown risks, significant uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed, or implied, by those forward-looking statements. You can identify forward-looking statements by the use of the words may, will, should, could, expects, plans, anticipates, believes, estimates, predicts, intends, potential, proposed, or continue or the negative of those terms. These statements are only predictions. In evaluating these statements, you should consider various factors which may cause our actual results to differ materially from any forward-looking statements. Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.*

The following discussion and analysis provides information which management of 3DX Industries, Inc. (the "Company") believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's financial statements and the notes to financial statements, which are included in this report.

### RESULTS OF OPERATIONS

#### Plan of Operation

As of April 30, 2014, we had \$12,180 of cash on hand. We incurred operating expenses in the amount of \$139,010 during the quarter ended April 30, 2014, of which \$45,000 was attributed to stock-based compensation, \$19,918 was attributed to outside services, \$36,158 was attributed to professional services, \$13,976 was attributed to rent, and the remaining \$23,958 was for other general and administrative expenses.

The Company is in the early stage of operations and has not yet generated any revenues. Management cannot guarantee that the Company will be successful in its business operations and the Company's business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns.

Our current cash holdings will not satisfy our liquidity requirements and we will require additional financing to pursue our planned business activities. We are in the process of seeking equity and or debt financing to fund our operations



over the next 12 months; however, management provides no assurance that future financing will be available to the Company on acceptable terms. If financing is not available on satisfactory terms, the Company may be unable to continue, develop, or expand its operations. Equity financing could result in additional dilution to the Company's existing shareholders.

In December of 2013 the Company purchased its first 3D Metal Printing System, the M-Flex 3D Metal Printer for \$750,000. Terms of the purchase required the company to pay in three installments, the first being \$75,000 upon initial signing of the purchase order, which was paid; \$375,000 to be paid on or before June 1, 2014 and the remaining balance due on or before September 1, 2014. The June 1, 2014 payment was not met and the Company is in discussions with the equipment provider to extend the terms of the 1<sup>st</sup> payment.

On December 18, 2013, the Company entered into that certain Equipment Purchase Agreement (the "Purchase Agreement") with Mr. Janssen pursuant to which the Company shall purchase certain equipment necessary to the business of the Company, as provided for in Exhibit A of the Purchase Agreement, in exchange for a convertible promissory note for \$500,000 USD (the "Note"). The Purchase Agreement was filed as Exhibit 10.2 to Form 8-K filed with the SEC on December 31, 2013, incorporated by reference herein.

**For the period ended April 30, 2014, as compared to the period ended April 30, 2013.**

***Revenues***

The Company did not generate any revenues during the three month period ended April 30, 2014 or for the three months ended April 30, 2013.

***Expenses***

For the three months ended April 30, 2014, total operating expenses were \$139,010 as compared to \$86,222 for the three months ended April 30, 2013. This is a 61.22% increase in operating expenses for 2014 compared to 2013 and can be attributed primarily to an increase in outside services, professional services, rent and other general and administrative expenses.

***Working Capital***

|                     | <b>April 30,</b> | <b>October 31,</b> |                   |
|---------------------|------------------|--------------------|-------------------|
|                     | <b>2014</b>      | <b>2013</b>        | <b>Difference</b> |
| Current Assets      | \$17,021         | \$3,660            | \$13,361          |
| Current Liabilities | \$1,234,659      | \$465,421          | \$(769,238)       |
| Working Capital     | \$(1,217,638)    | \$(461,761)        | \$(755,877)       |

***Cash Flows***

|   | <b>Six Months Ended</b> | <b>Six Months Ended</b> |
|---|-------------------------|-------------------------|
|   | <b>April 30, 2014</b>   | <b>April 30, 2013</b>   |
| Net Cash (Used) in Operating Activities           | \$(136,840)             | \$(63,784)              |
| Net Cash (Used) in Investing Activities           | \$(95,393)              | \$—                     |
| Net Cash Provided by Financing Activities         | \$241,953               | \$46,300                |
| Net Effect of Foreign Currency Translation        | \$—                     | \$—                     |
| Net Increase (Decrease) in Cash During the Period | \$9,720                 | \$(17,484)              |

***Interest Expense***

Interest expense for the quarter ended April 30, 2014 totaled \$13,594. Interest expense for the quarter ended April 30, 2013 was \$1,199. Interest expense in both years mainly consisted of interest accruing on certain outstanding accounts and notes payable.

***Liquidity and Capital Resources***

Growth of our operations will be based on our ability to internally finance from operating cash flows, and the ability to raise funds through equity and/or debt financing to increase sales and production. Our primary sources of liquidity are: (i) investor loans; and (ii) financing activities. Our cash balance as of April 30, 2014 is \$12,180.

Our Company has funded some of its operations through debt financing with related and non-related party transactions.

The Company is not aware of any known trends, events or uncertainties which may affect its future liquidity.

### ***Critical Accounting Policies***

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare for financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

### ***Going Concern***

For the quarter ended April 30, 2014, our Company has a net loss of \$4,983,805 and a combined accumulated deficit of \$19,596,208. We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing.

### ***Future Financing***

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

### ***Inflation***

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

### ***Off-Balance Sheet Arrangements***

As of April 30, 2014, we had no off-balance sheet transactions that have had, or are reasonably likely to have, a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

### ***Contractual Obligations***

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

### ***Recently Issued Accounting Pronouncements***

The Company has implemented all new accounting pronouncements that are in effect and applicable to it. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the

Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Evaluation of Disclosure Controls and Procedures*

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act").

Based on this evaluation, our Principal Executive and Principal Financial and Accounting Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective as of April 30, 2014.

#### *Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**PART II - OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

**ITEM 1A. RISK FACTORS**

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

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

**1. Quarterly Issuances:**

None.

**2. Subsequent Issuances:**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DICSLOSURES**

Not Applicable

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

(a) The following Exhibits, as required by Item 601 of Regulation S-K, are attached or incorporated by reference, as stated below.

| <b>Number</b> | <b>Description</b>  | <b>Filing</b>  |
|---------------|---|--|
| 3.01          | Articles of Incorporation   | Filed with the SEC on January 6, 2009 as part of our Registration Statement on Form S-1. |
| 3.02          | Bylaws  | Filed with the SEC on January 6, 2009 as part of our Registration Statement on Form S-1. |
| 3.03          | Amended Articles of Incorporation   | Filed with the SEC on March 22, 2010 as part of our Quarterly Report on Form 10-Q.       |
| 4.04          | Amended Articles of Incorporation, effective November 18, 2013  | File with the SEC on December 31, 2013 as part of our Current Report on Form 8-K.        |
| 10.01         | Assignment of Exploration Agreement between the Company and Carlin Gold Resources, Inc., dated February 22, 2010        | Filed with the SEC on March 4, 2010 as part of our Current Report on Form 8-K.           |
| 10.02         | Exploration Agreement by and between Carlin Gold Resources, Inc. and Trio Gold Corp dated January 28, 2010              | Filed with the SEC on March 4, 2010 as part of our Current Report on Form 8-K.           |
| 10.03         | Agreement between the Company and St. Elias Mines Ltd. dated April 16, 2010   | Filed with the SEC on June 21, 2010 as part of our Quarterly Report on Form 10-Q.        |
| 10.04         | Revision to Exploration Agreement by and between Carlin Gold Resources, Inc. and Trio Gold Corp dated February 24, 2010 | Filed with the SEC on February 15, 2011 as part of our Annual Report on Form 10-K.       |
| 10.05         | Purchase and Sale Agreement between the Company and Warrior Ventures, Inc. dated March 24, 2011                         | Filed with the SEC on June 8, 2011 as part of our Current Report on Form 8-K.            |
| 10.06         | Executive Employment Agreement, dated December 18, 2013 by and between 3DX Industries, Inc. and Roger                   | File with the SEC on December 31, 2013 as part of our Current Report on Form 8-K.        |



Edgar Filing: 3DX Industries, Inc. - Form 10-Q

|          |   |  |
|----------|---|--|
|          | Janssen   |  |
| 10.07    | Equipment Purchase Agreement, dated December 18, 2013 by and between 3DX Industries, Inc. and Roger Janssen | File with the SEC on December 31, 2013 as part of our Current Report on Form 8-K.                                  |
| 10.08    | Acquisition and Option Agreement, dated October 8, 2013 by and between the Company and Trio Gold Corp.      | Filed with the SEC on October 23, 2013 as part of our Current Report on Form 8-K.                                  |
| 10.09    | Agreement between the Company and Dragon Resource Holdings Inc. dated November 9, 2012                      | Filed with the SEC on November 19, 2012 as part of our   |
| 16.01    | Auditor Letter from M&K CPAS, PLLC dated September 3, 2010  | Current Report on Form 8-K.<br>Filed with the SEC on September 10, 2010 as part of our Current Report on Form 8-K. |
| 31.01    | Certification of Principal Executive Officer Pursuant to Rule 13a-14  | Filed herewith.  |
| 31.02    | Certification of Principal Financial Officer Pursuant to Rule 13a-14  | Filed herewith.  |
| 32.01    | CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act   | Filed herewith.  |
| 32.02    | CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act   | Filed herewith.  |
| 101.INS* | XBRL Instance Document  | Filed herewith.  |
| 101.SCH* | XBRL Taxonomy Extension Schema Document   | Filed herewith.  |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document   | Filed herewith.  |
| 101.LAB* | XBRL Taxonomy Extension Labels Linkbase Document  | Filed herewith.  |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document  | Filed herewith.  |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document  | Filed herewith.  |

**SIGNATURES**

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

**AMAROK RESOURCES, INC.**

Date: June 18, 2014 By: /s/ Roger Janssen  
Name: Roger Janssen  
Title: Principal Executive officer  
Principal Accounting officer  
President, CEO and Director

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