

CANNABICS PHARMACEUTICALS INC.

FORM 10-Q/A (Amended Quarterly Report)

Filed 04/08/16 for the Period Ending 11/30/15

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

FORM 10-Q/A

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

For the quarterly period ended November 30, 2015

OR

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

For the transition period from _____ to _____.

Commission File Number: 333-192759

CANNABICS PHARMACEUTICALS INC.
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

#3 Bethesda Metro Center, Suite 700
Bethesda, MD

(Address of principal executive offices)

46-5644005

(IRS Employer Identification No.)

20814

(Zip Code)

(877) 424-2429

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the issuer 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

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

Non-accelerated filer (Do not check if a smaller reporting company)

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 April 8th, 2016, the registrant had 105,786,665 shares of its Common Stock, \$0.0001 par value, outstanding.

EXPLANATORY NOTE

This Amendment to our previous 10-Q is filed to solely to restate our financial statements as a result of our Rescission of the transfer of our subsidiary and certain liabilities was were previously excluded.

CANNABICS PHARMACEUTICALS INC.
FORM 10-Q
NOVEMBER 30, 2015
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CANNABICS PHARMACEUTICALS INC.
Consolidated Balance Sheets

	Restated November 30, 2015 <u>(unaudited)</u>	August 31, 2015 <u>(Audited)</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 9,561	\$ 25,229
Prepaid expenses and other Receivables	10,287	274
Total current assets	19,848	25,503
Equipment, net	2,785	3,201
Total assets	\$ 22,633	\$ 28,704
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 114,385	\$ 113,847
Promissory note, net of discount	2,647	–
Due to a related party	224,483	224,483
Total current liabilities	341,515	338,330
Stockholders' equity (deficit):		
Common stock, \$.0001 par value, 900,000,000 shares authorized, 102,153,333 and 101,503,333 shares issued and outstanding at November 30, 2015 and August 31, 2015, respectively	10,215	10,150
Additional paid-in capital	1,005,297	959,362
Accumulated deficit	(1,334,394)	(1,279,138)
Total stockholders' equity (deficit)	(318,882)	(309,626)
Total liabilities and stockholders' equity (deficit)	\$ 22,633	\$ 28,704

CANNABICS PHARMACEUTICALS INC.
Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended	
	Restated	November 30,
	November 30,	November 30,
	2015	2014
Operating expenses:		
General and administrative expenses	\$ 7,406	24,368
Professional and Consulting fees	23,500	17,637
Legal fees	10,974	9,915
Sales and marketing expenses	491	31,000
Research and development expense	8,397	299
Transfer agent	974	-
Interest expenses and bank charges	780	-
Depreciation	415	368
Total operating expenses	<u>\$ 52,937</u>	<u>\$ 83,587</u>
Loss from operations	<u>(52,937)</u>	<u>(83,587)</u>
Other Income (loss)	(2,319)	-
Loss before income taxes	<u>\$ (55,256)</u>	<u>\$ (83,587)</u>
Net loss from discontinued operations	-	(44,071)
Provision for income taxes	-	-
Net profit (loss)	<u>\$ (55,256)</u>	<u>\$ (127,658)</u>
Net loss per share - basic and diluted:	<u>\$ 0.001</u>	<u>\$ 0.001</u>
Net (loss)	<u>\$ (55,256)</u>	<u>\$ (127,658)</u>
Weighted average number of shares	<u>100,618,327</u>	<u>100,556,678</u>

See accompanying notes to consolidated financial statements.

CANNABICS PHARMACEUTICALS INC.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Three Months Ended	
	Restated November 30, 2015	November 30, 2014
Cash flows from operating activities:		
Net Profit (loss)	\$ (55,256)	\$ (127,658)
Depreciation	415	368
Stock issued for services	26,000	–
Stock to be issued for services	–	17,500
Amortization of discount	2,414	–
Changes in operating assets and liabilities:		
Accounts Receivable	(10,013)	(4,222)
Accounts payable and accrued liabilities	771	(2,302)
Due to related party	–	6,683
Net cash used in operating activities	(35,668)	(109,631)
Cash flows from investing activities:		
Acquisition of equipment	–	(3,710)
Net cash used in investing activities	–	(3,710)
Cash flows from financing activities:		
Proceeds from convertible note	20,000	–
Proceeds from sale of common stock	–	78,333
Net cash provided by financing activities	20,000	78,333
Effects of exchange rates on cash		
	–	1,858
Net decrease in cash	(15,668)	(33,150)
Cash and cash equivalents at beginning of the period	25,229	65,618
Cash and cash equivalents at end of the period	\$ 9,561	\$ 32,468

See accompanying notes to consolidated financial statements.

CANNABICS PHARMACEUTICALS INC.
Notes to Consolidated Financial Statements
November 30, 2015
(Unaudited)

Note 1 – Nature of Business, Presentation and Going Concern

Organization

Cannabics Pharmaceuticals Inc. (the "Company"), was incorporated in the State of Nevada, on September 15, 2004, under the name of Thrust Energy Corp. The Company was originally engaged in the exploration, exploitation, development and production of oil and gas projects within North America, but was unable to operate profitably.

On April 25, 2014, the Company experienced a change in control. Cannabics, Inc. ("Cannabics") acquired a majority of the issued and outstanding common stock of the Company in accordance with stock purchase agreements by and between Cannabics and Thomas Mills ("Mills"). On the closing date, April 25, 2014, pursuant to the terms of the Stock Purchase Agreement, Cannabics purchased from Mills 20,500,000 shares of the Company's outstanding restricted common stock for \$198,000, representing 51%.

On May 21, 2014, the Company changed its name, via merger in the state of Nevada, to Cannabics Pharmaceuticals Inc. As of May 21, 2014, the Company has changed its course of business to laboratory research and development.

On July 31, 2014, Cannabics Pharmaceuticals Inc. filed its exclusive Patent Application with the US Patent & Trademark Office (USPTO), which covers the proprietary technology developed by its team of experts in the field of cannabinoid long acting lipid based formulations. This patent is the basis for the company's "CANNABICS SR" technology, which consists of the IP for standardized and long acting medical cannabis capsules, designed for patients suffering from diverse indications. Simultaneously this Patent was filed with the PCT division of the Israeli Patent Office (ILPO) in order to provide International IP protection. On February 24, 2016 Cannabics pharmaceuticals filed a new patent application for the company's slow release capsules.

On August 25, 2014, the Company organized G.R.I.N. Ultra Ltd. ("GRIN"), an Israeli corporation, as a wholly-owned subsidiary. GRIN provides research and development activities for the Company's products in Israel.

On October 7, 2015, the Company executed an Intellectual Property & Subsidiary Assignment and an Assignment & Assumption of Debt & Liabilities Agreement with Cannabics, Inc., a Delaware Corporation, related party, and majority holder of the Issuer. Said Agreements were executed as part of a restructuring of the Company, whereby the Research and Development components were at that time made separate from the Issuer's continuing business operations. Per the Agreements, Cannabics, Inc. has assumed \$362,000 of the Issuer's debts and liabilities in return for Assignment of the provisional patent noted above related to High Throughput Screening and the Issuer's subsidiary "Grin Ultra, Ltd."

As a result of the October 7, 2015, the Intellectual Property & Subsidiary Assignment and an Assignment of Debt & Liabilities Agreement executed with Cannabics, Inc., the results from the former subsidiary were presented as a discontinued operation.

On February 22, 2016, the company filed a board resolution and 8K which expressed the cancelation and reverse of this October 7, 2015 Intellectual Property & Subsidiary Assignment and an Assignment of Debt & Liabilities Agreement resolutions, and means that the wholly owned subsidiary Grin Ultra and the IP retroactively remain within the company.

Stock Split

On June 3, 2014, the Company's Board of Directors declared a two-to-one forward stock split of all outstanding shares of common stock. The stock split was approved by FINRA on June 25, 2014. The effect of the stock split increased the number of shares of common stock outstanding from 40,880,203 to 81,760,406. All common share and per common share data in these financial statements and related notes hereto have been retroactively adjusted to account for the effect of the stock split for all periods presented prior to June 3, 2014. The total number of authorized common shares and the par value thereof was not changed by the split.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial statement presentation and in accordance with Form 10-Q/A. Accordingly, they do not include all of the information and footnotes required in annual financial statements. In the opinion of management, the unaudited financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the financial position and results of operations and cash flows. The results of operations presented are not necessarily indicative of the results to be expected for any other interim period or for the entire year.

These unaudited financial statements should be read in conjunction with our 2015 annual financial statements included in our Form 10-K, filed with the U.S. Securities and Exchange Commission ("SEC") on January 5, 2016.

CANNABICS PHARMACEUTICALS INC.
Notes to Consolidated Financial Statements
November 30, 2015
(Unaudited)

Note 1 – Nature of Business, Presentation and Going Concern (Continued)

Principles of Consolidation

The consolidated financial statements are restated to include the accounts of Cannabics Pharmaceuticals Inc. and its wholly-owned subsidiary, G.R.I.N. Ultra Ltd. In our original 10-Q of January 22, 2016 the subsidiary Grin Ultra was presented as discontinued operation. All significant inter-company balances and transactions have been eliminated in consolidation.

Going Concern

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplate the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred a net loss of \$55,256 for the three months ended November 30, 2015 and has incurred cumulative losses since inception of \$1,334,394. These conditions raise substantial doubt about the ability of the Company to continue as a going concern.

The ability of the Company to continue as a going concern is dependent upon its abilities to generate revenues, to continue to raise investment capital, and develop and implement its business plan. No assurance can be given that the Company will be successful in these efforts.

The unaudited financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern. No assurance can be given that the Company will be successful in these efforts.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported losses, total assets, or stockholders' equity as previously reported.

CANNABICS PHARMACEUTICALS INC.
Notes to Consolidated Financial Statements
November 30, 2015
(Unaudited)

Note 2 – Related Party Transactions

On October 7, 2015, the Company executed an Intellectual Property & Subsidiary Assignment and an Assignment & Assumption of Debt & Liabilities Agreement with Cannabics, Inc., a Delaware Corporation, related party, and majority holder of the Issuer. Said Agreements were executed as part of a restructuring of the Company, whereby the Research and Development components were at that time made separate from the Issuer's continuing business operations.

On February 22, 2016, the Company and Cannabics Inc., a Delaware Corporation, related party, and majority holder of the Issuer did execute a Rescission Agreement, wholly rescinding the previous Agreements noted supra. As such, all Intellectual Property, provisional patents, assigned Debts and the Company's Subsidiary "Grin Ultra Ltd." are now reincorporated as part of the company.

Note 3 – Restatement of Financial Statements

As described in note 1, the Intellectual Property & Subsidiary Assignment and an Assignment of Debt & Liabilities Agreement executed with Cannabics, Inc., the results from the former subsidiary were presented as discontinued operation. As a result of the February 22, 2016 Rescission Agreement the Grin Ultra wholly owned subsidiary was included and consolidated in this 10-Q/A report of Cannabics Pharmaceuticals Inc.

Additionally, prepaid expenses and discount on the promissory note are corrected.

The revisions applied to the affected individual line items in the consolidated financial statements are as follows:

CANNABICS PHARMACEUTICALS INC.
Consolidated Balance Sheets

	November 30, 2015		
	As previously reported	Adjustments	As restated
ASSETS			
Current assets:			
Cash	\$ 9,728	(167)	\$ 9,561
Prepaid expenses and other receivables	127,768	(117,481)	10,287
Related party	137,517	(137,517)	–
Total current assets	275,013	(255,165)	19,848
Equipment, net	2,785	–	2,785
Total assets	\$ 277,798	\$ (255,165)	\$ 22,633
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current liabilities:			
Accounts payable and accrued liabilities	100,505	\$ 13,880	\$ 114,385
Promissory note, net of discount	20,000	\$ (17,353)	\$ 2,647
Due to a related party	–	\$ 224,483	\$ 224,483
Total current liabilities	120,505	221,010	341,515
Total liabilities	120,505	221,010	341,515
Commitments and contingencies	–	–	
Stockholders' equity (deficit):			
Common stock	10,215	–	10,215
Additional paid-in capital	985,297	20,000	1,005,297
Accumulated deficit	(838,219)	(496,175)	(1,334,394)
Total stockholders' equity (deficit)	157,293	(476,175)	(318,882)
Total liabilities and stockholders' equity (deficit)	\$ 277,798	\$ (255,165)	\$ 22,633

CANNABICS PHARMACEUTICALS INC.
Notes to Consolidated Financial Statements
November 30, 2015
(Unaudited)

CANNABICS PHARMACEUTICALS INC.
Restated Consolidated Statements of Operations and Comprehensive Loss
(unaudited)

	For the Three Months Ended November 30, 2015		
	As previously reported	Adjustments	As restated
Operating expenses:			
General and administrative expenses	\$ 4,507	\$ 2,899	\$ 7,406
Professional and Consulting fees	29,500	(6,000)	23,500
Legal fees	10,974	-	10,974
Sales and marketing expenses	491	-	491
Research and development expense	3,250	5,147	8,397
Transfer agent	974	-	974
Interest expenses and bank charges	547	233	780
Depreciation	415	-	415
Total operating expenses	<u>50,659</u>	<u>2,279</u>	<u>52,938</u>
Loss from operations	<u>(50,659)</u>	<u>(2,279)</u>	<u>(52,938)</u>
Other income (expense):			
Other income (loss)	491,577	(493,895)	(2,318)
Total other income (expense)	<u>491,577</u>	<u>(493,895)</u>	<u>(2,318)</u>
(Loss) profit before income taxes	<u>440,919</u>	<u>(496,175)</u>	<u>(55,256)</u>
Provision for income taxes	-	-	-
Net profit (loss) from continuing operations	<u>\$ 440,919</u>	<u>\$ (496,175)</u>	<u>\$ (55,256)</u>
Total comprehensive profit (loss)	<u>\$ 440,918</u>	<u>\$ (496,175)</u>	<u>\$ (55,256)</u>
Net loss per share - basic and diluted	<u>\$ 0.004</u>	<u>\$ (0.001)</u>	<u>-</u>
Net profit (loss)	<u>\$ 440,918</u>	<u>\$ (496,175)</u>	<u>\$ (55,256)</u>
Weighted average number of shares outstanding - Basic and Diluted	<u>\$ 100,618,327</u>	<u>\$ -</u>	<u>\$ 100,618,327</u>

Statements of Cash Flows

	For the Three Months Ended November 30, 2015		
	As previously reported	Adjustments	As restated
Cash flows from operating activities:			
Net Profit (loss)	\$ 440,919	\$ (496,175)	\$ (55,256)
Depreciation	415	-	415
Stock issued for services	26,000	-	26,000
Amortization of discount	-	2,414	2,414
Changes in operating assets and liabilities:	-		
Accounts Receivable and prepaid expenses	(127,493)	117,480	(10,013)
Accounts payable and accrued liabilities	(13,342)	14,113	771
Due to (from) related party	(362,000)	362,000	-
Net cash used in operating activities	<u>(35,501)</u>	<u>(168)</u>	<u>(35,669)</u>
Cash flows from financing activities:			
Promissory note	20,000	-	20,000
Net cash provided by financing activities	<u>20,000</u>	<u>-</u>	<u>20,000</u>
Effect of exchange rate changes on cash	-	-	-
Net increase (decrease) in cash	<u>(15,501)</u>	<u>(168)</u>	<u>(15,669)</u>
Cash and cash equivalents at beginning of year	25,229	-	25,229

Cash at end of period	\$	9,728	\$	(168)	\$	9,560
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CANNABICS PHARMACEUTICALS INC.
Notes to Consolidated Financial Statements
November 30, 2015
(Unaudited)

Note 4 - Promissory Note

On November 1, 2015, the company received a \$20,000 loan in the form of a Convertible Promissory Note. The terms of the Note are for six months at 10% interest. Should the Note be converted at the Holder's option at maturity, it will convert the full amount of principle plus interest at the ratio of .02 per share. Note however, that if the company should enter into an equity transaction of \$500,000 or more, the note will then be converted at a 20% discount. The Note is presented net of discount for the beneficial conversion feature.

Note 5 – Stockholders' Equity (Deficit)

Authorized Shares

The Company is authorized to issue up to 900,000,000 shares of common stock, par value \$0.0001 per share. Each outstanding share of common stock entitles the holder to one vote per share on all matters submitted to a stockholder vote. All shares of common stock are non-assessable and non-cumulative, with no preemptive rights.

Common Stock

During the year ended August 31, 2015, the Company issued 713,333 shares of its common stock to 2 investors for cash of \$128,333.25, or an average of \$0.18 per share, one of the issuances included 1,600,000 warrants. During the year ended August 31, 2015, the Company issued 540,000 shares of its common stock to 8 consultants for services rendered at a fair value of \$83,123, or an average of \$0.16 per share.

During the three month ended December 31, 2015 the company issued 650,000 shares of its common stock to 3 consultants rendered at fair value of \$25,935.00.

Note 6– Commitments and Contingencies

Operating Leases

The Company executed a two-year lease beginning on December 1, 2014 for office and lab space for approximately \$2,600 per month. On March 1, 2015 the company terminated this lease agreement and as of August 31, 2015, the total amount due was \$7,500. Rent expense for the twelve months ended August 31, 2015 was \$14,938. The total amount due from the Company as of November 30, 2015 is \$7,500.

Note 7 – Subsequent Events

The Company has evaluated subsequent events through the date the financial statements were issued and filed with the Securities and Exchange Commission.

On February 22, 2016, the Company and Cannabics Inc., a Delaware Corporation, related party, and majority holder of the Issuer did execute a Rescission Agreement, wholly rescinding the previous Agreements noted supra. As such, all Intellectual Property, provisional patents, assigned Debts and the Company's Subsidiary "Grin Ultra Ltd." are now reincorporated as part of the company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

We believe that it is important to communicate our future expectations to our security holders and to the public. This report, therefore, contains statements about future events and expectations which are "forward-looking statements" within the meaning of Sections 27A of the Securities Act of 1933 and 21E of the Securities Exchange Act of 1934, including the statements about our plans, objectives, expectations and prospects under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." You can expect to identify these statements by forward-looking words such as "may," "might," "could," "would," "will," "anticipate," "believe," "plan," "estimate," "project," "expect," "intend," "seek" and other similar expressions. Any statement contained in this report that is not a statement of historical fact may be deemed to be a forward-looking statement. Although we believe that the plans, objectives, expectations and prospects reflected in or suggested by our forward-looking statements are reasonable, those statements involve risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements, and we can give no assurance that our plans, objectives, expectations and prospects will be achieved.

Important factors that might cause our actual results to differ materially from the results contemplated by the forward-looking statements are contained in the "Risk Factors" section of and elsewhere in our Annual Report on Form 10-K for the fiscal year ended August 31, 2015 and in our subsequent filings with the Securities and Exchange Commission. The following discussion of our results of operations should be read together with our financial statements and related notes included elsewhere in this report.

Company Overview

Our Address corporate address is #3 Bethesda Metro Center, Suite 700, Bethesda, Maryland, 20814; Telephone (877) 424-2429.

Cannabics Pharmaceuticals Inc. (the "Company", "CNBX", "we", "us" or "our") was incorporated in Nevada on September 15, 2004, under the name of Thrust Energy Corp. The Company was originally engaged in the exploration, exploitation, development and production of oil and gas projects within North America, but was unable to operate profitably.

In May 2011, the Company changed its name to American Mining Corporation, suspending its oil and gas operations and changing its business to toll milling and refining, mineral exploration and mine development.

On April 25, 2014, the Company experienced a change in control. Cannabics, Inc. ("Cannabics") acquired a majority of the issued and outstanding common stock of the Company in accordance with stock purchase agreements by and between Cannabics and Thomas Mills ("Mills"). On the closing date, April 25, 2014, pursuant to the terms of the Stock Purchase Agreement, Cannabics purchased from Mills 20,500,000 shares of the Company's outstanding restricted common stock for \$198,000, representing 51%. Cannabics is a US based company founded in 2012 by a group of researchers from the fields of molecular biology, cancer research and pharmacology.

On May 21, 2014, the Company changed its name, via merger in the state of Nevada, to Cannabics Pharmaceuticals Inc. The Company's principle offices are in Bethesda, Maryland. At the same time the Company has changed its course of business to pharmaceutical research and development.

On June 3rd, 2014, the Company's Board of Directors declared a two-to-one forward stock split of all outstanding shares of common stock. The stock split was approved by FINRA on June 19th, 2014. The effect of the stock split increased the number of shares of common stock outstanding from 40,880,203 to 81,760,406. All common share and per common share data in these financial statements and related notes hereto have been retroactively adjusted to account for the effect of the stock split for all periods presented prior to June 3rd, 2014. The total number of authorized common shares and the par value thereof was not changed by the split.

On June 19th, 2014, FINRA granted final approval of Change of Name & Ticker Symbol of the Corporation from American Mining Corporation to CANNABICS PHARMACEUTICALS INC., with the new Ticker Symbol of "CNBX". Said approval was predicated upon Cannabics Pharmaceuticals Inc.'s filing of Articles of Merger with American Mining Corporation with the Nevada Secretary of State on May 21st, 2014. Under the laws of the State of Nevada, Cannabics Pharmaceuticals Inc. was merged with and into the Registrant, with the Registrant being the surviving entity. The Merger was completed under Section 92A.180 of the Nevada Revised Statutes, Chapter 92A, as amended, and as such, does not require the approval of the stockholders of either the Registrant or Cannabics Pharmaceuticals Inc.

On July 24, 2014, the Company executed a Collaboration & Exclusivity Agreement with Cannabics, Inc. ("Cannabics"), a Delaware corporation and largest shareholder of the Company. Per the terms of the Agreement, the Company issued 18,239,594 shares of its common stock to acquire the institutional knowledge of Cannabics, Inc., which primarily consists of in-process Research & Development technology, the cumulative result of its years of scientific institutional knowledge in the fields of Molecular Biology, Cancer and Pharmacology research. Additionally Cannabics tendered \$150,000 to the Company specifically earmarked as working funds towards prospective projects of the Company.

On July 31st, 2014, Cannabics Pharmaceuticals Inc. filed its exclusive Patent Application with the US Patent & Trademark Office (USPTO), which covers the proprietary technology developed by its team of experts in the field of cannabinoid long acting lipid based formulations. This technology is the basis for the company's "CANNABICS SR" line of products, which consists of standardized and long acting medical cannabis capsules, designed for patients suffering from diverse indications. Simultaneously this Patent was filed with the PCT division of the Israeli Patent Office (ILPO) in order to provide International IP protection.

On August 25th, 2014, Cannabics Pharmaceuticals Inc. incorporated a wholly owned subsidiary in Israel, named "G.R.I.N Ultra Ltd", dedicated to the advanced research and development. On October 7th, 2015, the Company executed an Intellectual Property & Subsidiary Assignment and an Assignment & Assumption of Debt & Liabilities Agreement with Cannabics, Inc., a Delaware Corporation, related party, and majority holder of the Issuer. This agreement was reversed on February 22nd, 2016, as the Company and Cannabics Inc., a Delaware Corporation, related party, and majority holder of the Issuer did execute a Rescission Agreement, wholly rescinding the previous Agreements noted supra. As such, all Intellectual Property, provisional patents, assigned Debts and the Company's Subsidiary "Grin Ultra Ltd." are now reincorporated as part of the company

On December 18th, 2014, Cannabics Pharmaceuticals Inc. executed a letter of engagement with Mountain High Products in Colorado, for the manufacturing and distribution of Cannabics SR technology in the Colorado market. Cannabics SR medical cannabis technology will be utilized by Mountain High Products in strict compliance with Colorado laws and regulations of "Cannabis Infused Edible Products" and distributed to certified dispensaries through Mountain High's existing distribution channels. channels

On December 31st, 2014, Cannabics Pharmaceuticals Inc. executed an IP Licensing and Collaboration Agreement with Barak Security Ltd (Israel) for the production and distribution of the Company's CANNABICS SR line of medical cannabis products. The IP Licensing Agreement allows for the Company's advanced cannabinoid administration technology to be manufactured and distributed in Israel and the Czech Republic, exclusively through Barak Security's affiliates and subsidiaries in strict compliance with all local laws and regulations.

On October 20th, 2014, Cannabics Pharmaceuticals Inc. received Government Certification from the Ministry of Health in Israel for the establishment of an advanced R&D laboratory dedicated to medical research and development of cannabinoid-based therapies. R&D is conducted to date in Israel and has resulted in an IP portfolio that includes proprietary formulation methods of cannabinoid extracts that enable a sustained release PK profile of the active ingredients upon oral administration. Our first technology is "Cannabics SR" - a standardized, high bioavailability, sustained release medical cannabis capsule that is based on cannabinoid extracts from selected strains of medical cannabis. The Cannabics SR proprietary formulation was shown to provide a steady state level of beneficial therapeutic effects within the therapeutic window for 10-12 hours. In Israel, numerous patients (most of them oncology patients) have already been treated with Cannabics SR capsules; with both patients and doctors reporting high levels of satisfaction from the uniformity and long lasting therapeutic effects of this unique medical technology.

On November 4th, 2014, Cannabics Pharmaceuticals Inc. executed an IP Licensing and Collaboration Agreement with Kalapa Holdings (Spain) for the production and distribution of the Company's CANNABICS SR medical capsules. The IP Licensing Agreement allows for the Company's advanced cannabinoid administration technology to be manufactured and distributed in Spain, exclusively through Kalapa Holdings and its subsidiaries in strict compliance with Spanish law and regulations to certified patients.

On May 27th, 2015 the Company filed a Patent with the USPTO entitled "*A Method of in Vitro High Throughput Screening of Cancer Biopsies with Cannabinoid Extracts*". In essence this patent takes the next step from the cancer cell knowledge already obtained from cell lines in the Technion Laboratory and extends it to a system of analyzing cancer cells taken from patient biopsies, and then testing them against a multitude of cannabinoid combinations for anti-tumor activity via the High Throughput Screening process. This patent formally begins the next phase of the Company, which is Personalized Medicine (PM). We have developed an automated high-throughput method for the screening of different types of cancer cells or biopsies treated with a multitude of cannabis extracts. These natural extracts could also be tested in conjunction with already approved and common synthetic drugs for patients that undergo chemotherapy for the most personally tailored therapy. This multilayer method is producing a large-scale database that will capture the knowledge gained as to the unique effects of different combinations of cannabinoid compounds on diverse malignancies. Coextensive with the development of the automated high-throughput system, we are also developing proprietary and novel compounds targeting diverse and specific types of tumors. This patent was assigned to Cannabics, Inc., a Delaware Corporation, related party, and majority holder of the Issuer per the following executed agreement from October 7th 2015.

On October 7th, 2015, the Company executed an Intellectual Property & Subsidiary Assignment and an Assignment & Assumption of Debt & Liabilities Agreement with Cannabics, Inc., a Delaware Corporation, related party, and majority holder of the Issuer. Said Agreements were executed as part of a restructuring of the Company, whereby the Research and Development components were at that time made separate from the Issuer's continuing business operations. Per the Agreements, Cannabics, Inc. has assumed \$362,000 of the Issuer's debts and liabilities in return for Assignment of the provisional patent noted above related to High Throughput Screening and the Issuer's subsidiary "tGrin Ultra, Ltd.". On February 22nd, 2016, the Company and Cannabics Inc., a Delaware Corporation, related party, and majority holder of the Issuer did execute a Rescission Agreement, wholly rescinding the previous Agreements noted supra. As such, all Intellectual Property, provisional patents, assigned Debts and the Company's Subsidiary "Grin Ultra Ltd." are now reincorporated as part of the company

On February 24th 2016 the company filed a patent with the USPTO for the company's slow release capsules..

Plan of Operation

We are dedicated to the development of advanced and sophisticated cannabinoid-based treatments and therapies. Our main focus is development and marketing of various new and innovative therapies and biotechnological tools aimed at providing relief from diverse ailments that respond to active ingredients sourced from the cannabis plant. These advanced tools include innovative delivery systems for cannabinoids, personalized medicine therapies and procedures based on cannabis originated compounds and bioinformatics tools. The Company plans to continue to license the slow release capsules to additional qualified licensed manufacturers in the US and other countries.

Results of Operations,

As a result of the October 7th, 2015, the Intellectual Property & Subsidiary Assignment and an Assignment of Debt & Liabilities Agreement executed with Cannabics, Inc., the results from the former subsidiary were presented as a discontinued operation. In this report and as a result of the February 22nd 2016 Rescission Agreement the consolidated financial statements of Cannabics Pharmaceuticals Inc. includes its wholly-owned subsidiary, G.R.I.N. Ultra Ltd.

For the Three Months Ended November 30, 2015 and 2014

Revenues

No revenue was reported during the 3 month period ending November 30, 2015 and during this period last year. The income from the discontinued operation and the Intellectual Property assignment as described in the 10-Q original report was reversed due to the agreements from February 22nd as described above and in note 1 to this financial statements.

Operating Expenses

For the 3 months ended November 30, 2015 the total operating expenses were \$52,937 compared to \$126,054 at the same period in 2014. This change is mainly due to a decrease of marketing expenses from \$31,000 to \$491 due to the fact that the company hasn't initiated marketing activity during the last 3 month period and stopped working with a marketing consultant that provided services last year. G&A, professional and consulting fee were reduced from \$69,137 last year to \$30,906 during this quarter due to save in managerial expenses.

Liquidity and Capital Resources

Overview

As of November 30, 2015, the Company had \$9,561 in cash compared to \$32,468 on November 30 2014. We do not have sufficient resources to effectuate our business. We expect to incur a minimum of \$500,000 in expenses during the next twelve months of operations. We estimate that these expenses will be comprised primarily of R&D, general expenses including overhead, legal, accounting fees, and marketing expenses.

Liquidity and Capital Resources during the Three Months Ended November 30, 2015 compared to the Three Months ended November 30, 2014

We used cash in operations of \$35,668 for the three months ended November 30, 2015 compared to \$109,631 cash used in operations during the comparable period in 2014. We did not use any cash in investing activities during the three months ended November 30, 2015, and \$3,710 during the 3 months ending November 30 2014.

Cash generated in our financing activities was \$20,000 consisting of proceeds from a promissory note, compared to \$78,333 cash generated from proceeds of common stock during the comparable period in 2014.

We will have to raise funds to pay for our expenses. We may have to borrow money from shareholders or issue debt or equity or enter into a strategic arrangement with a third party. There can be no assurance that additional capital will be available to us. We currently have no arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources. Since we have no such arrangements or plans currently in effect, our inability to raise funds for our operations will have a severe negative impact on our ability to remain a viable company.

Going Concern

Due to the uncertainty of our ability to meet our current operating and capital expenses, our independent auditors included an explanatory paragraph in their report on the audited financial statements for the year ended August 31, 2015 regarding concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

Our unaudited financial statements have been prepared on a going concern basis, which assumes the realization of assets and settlement of liabilities in the normal course of business. Our ability to continue as a going concern is dependent upon our ability to generate profitable operations in the future and/or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they become due. The outcome of these matters cannot be predicted with any certainty at this time and raise substantial doubt that we will be able to continue as a going concern. Our unaudited financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary should we be unable to continue as a going concern.

There is no assurance that our operations will be profitable. Our continued existence and plans for future growth depend on our ability to obtain the additional capital necessary to operate either through the generation of revenue or the issuance of additional debt or equity.

Off-Balance Sheet Arrangements

We currently have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make a number of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates and assumptions affect the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experiences and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions and conditions. We continue to monitor significant estimates made during the preparation of our financial statements. On an ongoing basis, we evaluate estimates and assumptions based upon historical experience and various other factors and circumstances. We believe our estimates and assumptions are reasonable in the circumstances; however, actual results may differ from these estimates under different future conditions.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 2, "Summary of Significant Accounting Policies" in our audited consolidated financial statements for the year ended August 31, 2015, included in our Annual Report on Form 10-K as filed on January 7th, 2016, for a discussion of our critical accounting policies and estimates.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

The disclosure required under this item is not required to be reported by smaller reporting companies; as such term is defined by Item 503(e) of Regulation S-K.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by the Company's management, with the participation of the principal executive officer and the principal financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")) as of November 30, 2015. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's management concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were not effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and that such information was accumulated and communicated to management, including the principal executive officer and the principal financial officer, to allow timely decisions regarding required disclosures.

(b) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this report 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

The Company knows of no material, existing or pending legal proceedings against it. There are no proceedings in which any of the Company's directors, officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to the Company.

Item 1A. Risk Factors

The disclosure required under this item is not required to be reported by smaller reporting companies; as such term is defined by Item 503(e) of Regulation S-K.

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

None

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit 31.1	Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)). *
Exhibit 31.2	Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)). *
Exhibit 32.1	Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
Exhibit 32.2	Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema Document **
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document **
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document **
101.LAB	XBRL Taxonomy Extension Label Linkbase Document **
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document **

* Filed herewith.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 7, 2016

By: /s/ Itamar Borochoy
Itamar Borochoy, Director
Chief Executive Officer

By: /s/ Dr. Eyal Ballan
Dr. Eyal Ballan, Director, Chief Technical Officer

By: /s/ Dov Weinberg
Dov Weinberg, Chief Financial Officer

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

I, Itamar Borochoy, certify that:

1. I have reviewed this Form 10-Q/A of CANNABICS PHARMACEUTICALS INC.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 7, 2016

By: /s/ Itamar Borochoy

Itamar Borochoy
Chief Executive Officer
CANNABICS PHARMACEUTICALS INC.

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

I, Dov Weinberg, certify that:

1. I have reviewed this Form 10-Q/A of CANNABICS PHARMACEUTICALS INC.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 7, 2016

By: /s/ Dov Weinberg

Dov Weinberg
Chief Financial Officer
CANNABICS PHARMACEUTICALS INC.

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

In connection with this Amended Quarterly Report of CANNABICS PHARMACEUTICALS INC. (the "Company") on Form 10-QA for the quarter ending November 30, 2015, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Itamar Borochoy, Chief Executive Officer (Principal Executive Officer) of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q/A for the quarter ending November 30, 2015, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-QA for the quarter ending November 30, 2015, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 7, 2016

By: /s/ Itamar Borochoy

Itamar Borochoy
Chief Executive Officer
(Principal Executive Officer)
CANNABICS PHARMACEUTICALS INC.

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

In connection with this Amended Quarterly Report of CANNABICS PHARMACEUTICALS INC. (the "Company") on Form 10-QA for the quarter ending November 30, 2015, as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, Dov Weinberg, Chief Financial Officer (Principal Financial Officer) of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q/A for the quarter ending November 30, 2015, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-QA for the quarter ending November 30, 2015, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 7, 2016

By: /s/ Dov Weinberg

Dov Weinberg
Chief Financial Officer
(Principal Financial Officer)
CANNABICS PHARMACEUTICALS INC.