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

FORM 10-K

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

For the fiscal year ended December 31, 2018

or

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

Commission file number 333-207001

VET ONLINE SUPPLY, INC.

(Exact name of registrant as specified in its charter)

(VETONLINESUPLY LOGO)

Florida	**47-0990750**	**5047**
(State or Other Jurisdiction of Incorporation or Organization)	IRS Employer Identification Number	Primary Standard Industrial Classification Code Number

6500 Live Oak Drive
Kelseyville, CA 95451
Tel: 503-308-9173
(Address and telephone number of principal executive offices)

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

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 ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒
Emerging growth company	☒		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Yes ☐ No ☒

On September 28, 2018, the last business day of the registrants most recently completed second quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was $2,636,467 based upon the closing price on that date of the Common Stock of the registrant of $0.0006. For purposes of this response, the registrant has assumed that its directors, executive officers and beneficial owners of 5% or more of its Common Stock are deemed affiliates of the registrant.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

As of March 31, 2019, the Registrant had 5,826,958,371 shares of common stock issued and outstanding.

Documents incorporated by reference: None

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual Report") contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology.

Forward looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and we undertake no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

The safe harbors of forward-looking statements provided by Section 21E of the Exchange Act are unavailable to issuers of penny stock. As we issued securities at a price below $5.00 per share, our shares are considered penny stock and such safe harbors set forth under the Private Securities Litigation Reform Act of 1995 are unavailable to us.

Our financial statements are stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles.

In this annual report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to "common stock" refer to the common shares in our capital stock.

As used in this Annual Report, the terms "we," "us," "Company," "our", "VOS" and "Vet Online Supply" mean Vet Online Supply, Inc., unless otherwise indicated.

PART I

ITEM 1. BUSINESS

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

General Overview

Vet Online Supply Inc. (the "Company") is a Florida corporation incorporated on May 31, 2014. The Company recently expanded its product line to include its own holistic product line for pets, during the first quarter of 2018, the Company discontinued its legacy veterinarian supplies lines. These new holistic pet products are designed to help with arthritis, compromised immune systems, stress responses, aggression and digestive issues and may also be useful in treating acute ailments like sprains and strains, torn ligaments, bone breaks and even during post-operative care to reduce swelling, pain and stiffness.

During August 2015, the Company filed amended articles with the Florida Secretary of State to:

- Set a series of preferred stock, each one share being convertible into one share of common stock and with no voting rights;

- Set par value for each of the preferred and common stock at $0.001 per share.

On July 25, 2016, the Company filed a Certificate of Amendment with the State of Florida to increase the authorized Common Stock, par value $0.001, to 8,000,000,000 common shares, and to effectuate a forward split of 150 shares for each 1 share of the Company's issued Common Stock ("Forward Split"). The effective date of the Forward Split is July 28, 2016. On March 28, 2017, the Company filed an amendment to its articles of incorporation reducing the number of authorized common shares from 8,000,000,000 to 1,000,000,000, par value $0.001, and designating 20,000 shares of its authorized preferred stock, par value $0.001 as Series B Voting Preferred Stock. The Series B Voting Preferred Stock shall have the right to vote the shares on any matter requiring shareholder approval on the basis of 4 times the votes of all the issued and outstanding shares of common stock, as well as any issued and outstanding preferred stock.

All share and per share data contained in these financial statements reflects the retroactive application of the aforementioned forward share split.

On August 28, 2017 the Board of Directors accepted the resignation of Mr. Edward Aruda as the Chief Executive Officer, President, Secretary and Treasurer. The resignations of Mr. Aruda were not due to any disagreements with the Company on any matter relating to its operations, policies or practices.

On August 28, 2017 the Board of Directors appointed Mr. Daniel Rushford as the Chief Executive Officer, President, Secretary, Treasurer, and a Member of the Board of Directors.

On November 9, 2017, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 1,000,000,000 to 3,000,000,000 with a par value of $0.001.

On December 14, 2017, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 3,000,000,000 to 10,000,000,000 with a par value of $0.001.

To date, our activities have been limited to formation, the raising of equity capital, and the initial stages of implementation of our business plan. Recently we have expanded our product line and retained various consultants to assist in generating corporate growth. While we have operated our veterinary supply business for several years, we are actively seeking to substantially increase revenues with additional marketing efforts in fiscal 2018.

The Company's fiscal year end is December 31.

Company Overview

Vet Online Supply, Inc. is an emerging growth company that now engages in the online sale of its own holistic product line for pets, during the first quarter of 2018, the Company discontinued its legacy veterinarian supplies lines. These new holistic pet products are designed to help with arthritis, compromised immune systems, stress responses, aggression and digestive issues and may also be useful in treating acute ailments like sprains and strains, torn ligaments, bone breaks and even during post-operative care to reduce swelling, pain and stiffness. The Company's web-based eCommerce platform with our products is on our website www.vetonlinesupplies.com. The website gives our potential clients the ability to purchase quality pet products by placing their order any time of day at their convenience.

Vet online Supply Inc. is a manufacturer of holistic pet products that include treats, oils and oral sprays. Distribution channels include online retail sales and fulfillment, direct sales and sub-distributors. Although selling pet products online is not entirely new, we anticipate that this medium will continue to grow as the popularity of Internet eCommerce continues to grow. We believe that by providing high quality pet products at competitive prices and to customers online, Vet Online Supply hopes to become a go to solution for pet owners everywhere. In addition, online vs. catalogue has the benefit of, among other things, search tools and accounts that remember previous purchases, and expedited ordering.

We hope to realize our full plan of operations by raising additional capital through the sale of our securities, and other financing strategies to fully implement our marketing plan. While we have designed a full marketing strategy to gain brand awareness, with a goal of developing a large opt-in customer base we have not yet raised sufficient capital to implement this strategy.

Our Market Opportunity

We have formed our initial marketing and business model. According to the American Pet Products Association (APPA), revenue in the pet industry was $66.75 billion in 2016, an increase of more than 4% over 2015. The average annual growth rate since 2002 is 5.4%, and revenue has been growing steadily for well over 20 years. Of the $66.75 billion in revenue in 2016, $14.71 billion was spent on pet health supplies and medicine. The forecast for 2017 was $14.93 billion. Manufacturers' level pet health product demand is forecast to increase 4.6 percent annually to $5.6 billion that year. Advances in expenditures will be encouraged by continuing trend of humanizing companion animals and their perception as family members, as well as by growth in the overall pet population. Veterinary technology will continue to adapt diagnostic and treatment techniques from human health care, stimulating value gains for newer, more costly procedures. Source: http://www.americanpetproducts.org/press_industrytrends.

As today's world moves toward online eCommerce solutions, we believe pet owners will be hard pressed to ignore the cost and quality benefit of online ordering.

Industry Overview

Having holistic pet products available for sale online opens the door to every individual (who has access to the Internet) to have access to our products. Our website does not require a special account, or a qualification process. An account can be made if the user so chooses. Compared to a representative sales force that travels, there is a lower cost to reach an unlimited number of customers across the USA and world using the Internet; travel costs of representatives are eliminated. There is no time lag between the offering of a new product, and its availability online. Email blasts allow the companies to maintain constant, inexpensive communication with their customers, and to provide specials and discounts that motivate purchasing.

Current Operations

Since inception, our operations have primarily consisted of the organization of our business and the development of our business plan. To date we have experienced limited sales from our eCommerce platform launched in fiscal 2014 as we have not yet been available to fully implement our marketing strategy to expand our sales due to lack of available funds.

Products

Vet Online Supply for Animals

Our company manufactures holistic products using hemp oil or hemp isolate that includes Pet Treats and Pet Drops for cats and dogs. The company manufactures its products through LBC Bioscience in Phoenix, Arizona with certifications with SC Laboratories in Santa Cruz, California.

We offer our products on our website. We hope to provide clients with a competitive cost, quality product. Individuals will be able to order online 24/7, from our website, with a minimum order of $100. Our products offered on our site will enjoy the benefit of eCommerce, compared to companies providing products using catalogue options, thus reducing costs, as the sale of products through us will not include catalogue design fees, printing fees, or any postage costs.

It is our hope that our eCommerce website will attract new customers with the ability to go to our website and create an account at no cost and order supplies as needed any hour of the day any day of the week.

Advertising Solutions Platform

Once a customer has signed up for our emails, we send them offers on our vet supplies related to their specific specialty. We update via email on any new product or supply that comes available, real time. Subscribing customers can use this information to stay updated on the industry's newest offerings.

Marketing

We have engaged various marketing tools and consultants to for social media, press releases and website advertising. Warm Media, LLC in Bend, Oregon provides all website media advertising and marketing. Meridian Ventures, LLC provides news releases.

Growth Strategy

Initially, our target customers have been predominantly pet owners within the large cities of the United States. As we are able to implement our full marketing strategy and grow our client and end-user base, we hope to gain the attention of the general public as well. However, until such time as we have begun substantive marketing efforts we will not be able to adequately assess what portions of our strategy for growth will be most appropriate. However, we envision our success being attributable to our ability to:

- attract new clients with our competitive costs and quality products, and by providing customers with a free, login account to manage all orders.

- sustain lower operating costs per customer compared to other companies by having all marketing and materials Internet based.

- deploy our capital more effectively by hiring a successful firm that specializes in the search engine optimization and social media marketing of eCommerce websites.

Competition

We compete for the sales of pet products with existing websites that sell similar products. Our principal competitors include but are not limited to: Petco; MWI Veterinary Supply; California Veterinary Supply; Lampert Vet Supply; Valley Vet Supply; and Miller Vet Supply, all of which offer online products. Numerous other second tier resellers are also in the marketplace.

Most, if not all, of our competitors have greater name and brand recognition and access to greater amounts of capital and established relationships with a larger base of current and potential customers. Because of their size and bargaining power, our competitors may be able to purchase supplies and products at lower prices than us in the initial stages of our development. As a result, our operations may be significantly and negatively impacted by our larger, more established competitors. In particular, once we are able to fund our full marketing program, if we are not able to generate enough revenue by attracting new and businesses and/or by enticing our customers to buy our products, we may be forced to cease operations.

Our ability to compete successfully will depend, in part, on the quality of our products, size of our database of customers, as well as our marketing efforts and our ability to anticipate and respond to various competitive factors affecting the industry. These factors include the introduction of new products and technologies, changes in consumer preferences, demographic trends, economic conditions, and pricing strategies of competitors. As a result of competition, we may be required to:

- increase overall spending to ensure we are offering the best quality products and pricing to our customers;

- continually assess and evaluate our specials and other offers to ensure that we are offering the most compelling and affordable products

- increase our advertising, promotional spending, commissions and other customer acquisition costs.

Employees and Consultants

As of the date of this filing, Dan Rushford is our only employee as the CEO and Chairman. Samuel Berry is a Director and paid consultant. Our suppliers include various consultants for manufacturing, new business development and marketing.

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.

Recent Developments

None.

ITEM 1A. RISK FACTORS

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

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal executive offices are located at 6500 Live Oak Drive, Kelseyville, CA 95451. Currently we are using the space rent-free. As of the date of this filing, we have not sought to locate a space to lease for office space. Additional space may be required as we expand our operations. We do not foresee any significant difficulties in obtaining any required additional space. We currently do not own any real property.

ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of business, the Company may become involved in legal proceedings from time to time. The Company is not currently party to any legal proceedings, nor is it aware of any material pending legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable to our operations.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock

Our common stock is currently quoted on the OTC Markets. Our common stock has been quoted on the OTC Markets since September 14, 2016 trading under the symbol "VTNL". Because we are quoted on the OTC Markets, our securities may be less liquid, receive less coverage by security analysts and news media, and generate lower prices than might otherwise be obtained if they were listed on a national securities exchange.

The following table sets forth the high and low closing prices for our common stock per quarter as reported by the OTCQB for the period from January 1, 2018 through December 31, 2018, and January 1, 2017 through December 31, 2017, based on our fiscal year end December 31. These prices represent quotations between dealers without adjustment for retail mark-up, markdown or commission and may not represent actual transactions.

	For the Year Ended December 31			
	2018		2017	
	High	Low	High	Low
First Quarter	0.0047	0.0001	0.7500	0.0275
Second Quarter	0.0019	0.0008	0.0900	0.0200
Third Quarter	0.0011	0.0005	0.0250	0.0110
Fourth Quarter	0.0006	0.0001	0.0200	0.0007

Penny Stock Regulations Restrictions on Marketability

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading, (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws, (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price, (d) contains a toll-free telephone number for inquiries on disciplinary actions, (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks, and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock, (b) the compensation of the broker-dealer and its salesperson in the transaction, (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock, and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock once we obtain a listing on a regulated market. Therefore, stockholders may have difficulty selling their shares of our common stock.

Record Holders

The Company's common shares are issued in registered form. Vstock Transfer LLC, 18 Lafayette Place Woodmere, NY, 11598, (212) 828-8436, is the registrar and transfer agent for the Company's common shares.

As of December 31, 2018, there were 4,494,112,772 shares of the registrant's $0.001 par value common stock issued and outstanding, which were held by 33 shareholders of record.

Dividends

The Company has not declared any dividends on its common stock since the Company's inception. There is no restriction in the Company's Articles of Incorporation and Bylaws that will limit its ability to pay dividends on its common stock. However, the Company does not anticipate declaring and paying dividends to its shareholders in the near future.

Securities authorized for issuance under equity compensation plans

We have no compensation plans under which our equity securities are authorized for issuance.

Performance graph

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

Recent Sales of Unregistered Securities

On March 27, 2018, the Company issued 21,743,756 shares of common stock for services provided by a consultant, in the form of stock awards which shall vest as of the date of grant. The shares were valued at the fair market value on the date of grant totaling $38,653, which has been expensed as stock-based compensation as part of consulting expenses.

During the year ended December 31, 2018, the holders of convertible notes converted a total of $560,907 of principal, accrued interest, note fees and penalties into 3,603,636,398 shares of common stock. The common stock was valued at $2,519,708 based on the market price of the Company's stock on the date of conversion. The issuance extinguished $1,958,802 worth of derivative liabilities, and $(1,083,929) was recorded as additional paid in capital.

During the year ended December 31, 2018, a warrant holder exercised the warrants and the Company issued 199,523,445 shares of common stock through a cashless exercise of the warrants.

Recent issuances of unregistered securities subsequent to our fiscal year ended of December 31, 2018

On January 18, 2019, the holder of a convertible note converted $8,000 of principal into 133,333,333 shares of common stock.

On January 22, 2019, the holder of a convertible note converted $8,968 of principal, interest, and note fees into 224,200,000 shares of common stock.

On January 28, 2019, the holder of a convertible note converted $8,000 of principal into 133,333,333 shares of common stock.

On February 6, 2019, the holder of a convertible note converted $8,000 of principal into 133,333,333 shares of common stock.

On February 6, 2019, the holder of a convertible note converted $10,694 of principal and note fees into 248,700,000 shares of common stock.

On March 1, 2019, the holder of a convertible note converted $10,980 of principal and interest into 183,000,000 shares of common stock.

On March 12, 2019, the holder of a convertible note converted $11,078 of principal, interest, and note fees into 276,945,600 shares of common stock.

Issuer Repurchases of Equity Securities

None.

ITEM 6. SELECTED FINANCIAL DATA

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 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We may use words such as "anticipate," "expect," "intend," "plan," "believe," "foresee," "estimate" and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. You should read this report completely and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements included in this report are made as of the date of this report and should be evaluated with consideration of any changes occurring after the date of this Report. We will not update forward-looking statements even though our situation may change in the future and we assume no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Results for the Year Ended December 31, 2018 Compared to the Year Ended December 31, 2017

Revenues:

The Company's revenues were $5,379 for the year ended December 31, 2018 compared to $3,064 for the year ended December 31, 2017.

Cost of Sales:

The Company's cost of materials was $2,685 for the year ended December 31, 2018, compared to $2,174 for the year ended December 31, 2017. The increase was due to the purchase of additional materials required to fulfill customer orders as sales increased.

***Operating Expenses*:**

Operating expenses consisted primarily of consulting fees, professional fees, salaries and wages, office expenses and fees associated with preparing reports and SEC filings relating to being a public company. Operating expenses for the year ended December 31, 2018, and December 31, 2017, were $1,638,974 and $1,211,966, respectively. The increase was primarily attributable to an increase in consulting expenses, professional fees and officer wages. During the year ended December 31, 2018 the Company hired multiple consultants, increased investor relation activities, and incurred additional costs to meet SEC reporting requirements.

***Other Income (Expense)*:**

Other income (expense) for the year ended December 31, 2018, and December 31, 2017, was $(2,932,328) and $(3,461,524), respectively. Other income (expense) consisted of gain or loss on settlement of debt, gain or loss on derivative valuation and interest expense. The gain or loss on derivative valuation is directly attributable to the change in fair value of the derivative liability. Interest expense is primarily attributable the initial interest expense associated with the valuation of derivative instruments at issuance and the accretion of the convertible debentures over their respective terms. The decrease primarily resulted from and losses on settlement of debt during the year ended December 31, 2017, an increase in convertible notes executed, and from the fluctuation of the Company's stock price which impacted the valuation of the derivative liabilities as well as the interest expense incurred on the convertible debt.

Net Loss:

Net loss for the year ended December 31, 2018, was $4,568,608 compared with a net loss of $4,672,600 for the year ended December 31, 2017. The decreased net loss can be explained by the loss on settlement of debt in the year ended December 31, 2017.

Impact of Inflation

We believe that the rate of inflation has had a negligible effect on our operations.

Liquidity and Capital Resources

	December 31, 2018 $	December 31, 2017 $
Current Assets	31,600	16,820
Current Liabilities	2,791,251	976,710
Working Capital (Deficit)	(2,759,651)	(959,890)

As of December 31, 2018, we had $10,640 in cash and $31,600 in total assets, as well as $2,791,251 in total liabilities as compared to $16,820 in cash and total assets, and $976,710 in total liabilities as of December 31, 2017. The increase in assets was due to an increase in inventory. The increase in total liabilities was primarily attributed to the to increase in in convertible debt.

The Company requires additional capital to fully execute its marketing program and increase revenues. Presently we are relying on short term loans from our sole officer and director to meet operational shortfalls. There can be no assurance that continued funding will be available on satisfactory terms. We intend to raise additional capital through the sale of equity, loans or other short-term financing options.

	December 31, 2018 $	December 31, 2017 $

Cash Flows from (used in) Operating Activities	(979,765)	(443,249)
Cash Flows from (used in) Investing Activities	—	—
Cash Flows from (used in) Financing Activities	973,585	459,750
Net Increase (decrease) in Cash During Period	(6,180)	16,501

During the year ended December 31, 2018, cash used in operating activities was $(979,765) compared to $(443,249) for the year ended December 31, 2017. The increase in the cash used in operating activities primarily resulted from the new derivatives on notes payable during the year ended December 31, 2018.

During the year ended December 31, 2018 cash used in investing activities was $0 compared to $0 for the year ended December 31, 2017.

During the year ended December 31, 2018, cash from financing activity was $973,585 compared to $459,750 for the year ended December 31, 2017. The increase in cash from financing activity primarily resulted from an increase in the proceeds from convertible debt during the year ended December 31, 2018.

Off-Balance Sheet Arrangements

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

Significant Accounting Policies

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, allowance for doubtful accounts, warranty liabilities, share-based payments, income taxes and litigation. We base our estimates on historical and anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results that differ from our estimates could have a significant adverse effect on our operating results and financial position. We believe that the significant accounting policies and assumptions as detailed in Note 1 to the financial statements contained herein may involve a higher degree of judgment and complexity than others.

Emerging Growth Company

We qualify as an "emerging growth company" under the JOBS Act. As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, we will not be required to:

- have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);
- submit certain executive compensation matters to shareholder advisory votes, such as "say-on-pay" and "say-on-frequency;" and
- disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO's compensation to median employee compensation.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We will remain an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Securities Exchange Act of 1934, which would occur if the market value of our ordinary shares that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

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.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not hold any assets or liabilities requiring disclosure under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

VET ONLINE SUPPLY INC.
FINANCIAL STATEMENTS

Table of Contents

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of Vet Online Supply, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Vet Online Supply, Inc. (the "Company") as of December 31, 2018 and 2017, the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ BF Borgers CPA PC
BF Borgers CPA PC

We have served as the Company's auditor since 2015.

Lakewood, CO
April 15, 2019

VET ONLINE SUPPLY INC.
BALANCE SHEETS

	December 31, 2018	December 31, 2017
ASSETS		
Current Assets		
Cash	$ 10,640	$ 16,820
Inventory	17,960	—
Prepaid expenses	3,000	—
Total Current Assets	31,600	16,820
TOTAL ASSETS	**$ 31,600**	**$ 16,820**
LIABILITIES		
Current Liabilities:		
Accounts payable	$ 567,250	$ 79,031
Convertible notes payable, interest	61,586	6,233
Convertible notes payable, net of discount	555,224	65,225
Deferred revenue	82	—
Derivative liabilities	1,426,982	625,214
Liability for unissued shares	150,825	190,825
Related party liabilities	29,267	10,182
Sales tax payable	35	—
Total Current Liabilities	2,791,251	976,710
Total Liabilities	2,791,251	976,710
Commitments and contingencies	—	—
SHAREHOLDERS' EQUITY (DEFICIT)		
Preferred stock, Series A: $0.001 par value; 2,000,000 shares authorized 0 shares issued and outstanding at December 31, 2018 and 2017	—	—
Preferred stock, Series B: $0.001 par value; 10,000,000 shares authorized 1.000 shares issued and outstanding at December 31, 2018 1,000 shares issued and outstanding at December 31, 2017	1	1
Common stock, $0.001 par value; 50,000,000,000 authorized 4,494,112,772 shares issued and outstanding at December, 2018 669,209,173 shares issued and outstanding at December 31, 2017	4,494,113	669,209
Treasury stock, 0 shares at $0.001; 19,000 as of December 31, 2017	—	19
Additional paid in capital	2,179,449	3,235,487
Accumulated deficit	(9,433,214)	(4,864,606)
Total Shareholders' Equity (Deficit)	(2,759,651)	(959,890)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	**$ 31,600**	**$ 16,820**

The accompanying notes are an integral part of these financial statements

VET ONLINE SUPPLY INC.
STATEMENT OF OPERATIONS

	Years ended December 31, 2018	2017
Sales	$ 5,379	$ 3,064
Cost of sales	2,685	2,174
Gross profit (loss)	2,694	890
Operating expenses:		
Consulting fees	1,376,284	1,094,256
Depreciation	—	1,725
G&A expenses	72,241	50,582
Professional fees	79,449	31,353
Salaries and wages	111,000	34,050
Total Operating expenses	1,638,974	1,211,966
Loss from operations	(1,636,280)	(1,211,076)
Other income (expense):		
Gain (loss) on debt settlement	—	(2,325,239)
Gain (loss) on derivative liability valuation	(1,568,461)	(734,853)
Interest expenses	(1,363,867)	(401,432)
Total other income/expenses	(2,932,328)	(3,461,524)
Net loss before income taxes	(4,568,608)	(4,672,600)
Income tax expense	—	—
Net loss	**$ (4,568,608)**	**$ (4,672,600)**
Per share information		
Weighted number of common shares outstanding, basic and diluted	2,447,436,947	241,463,135
Net loss per common share	(0.00187)	(0.0194)

The accompanying notes are an integral part of these financial statements

VET ONLINE SUPPLY INC.
STATEMENT OF SHAREHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2018 AND 2017

	Preferred Stock Series B		Common Stock		Treasury	Additional Paid-In	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Stock	Capital	Deficit	Equity
Balance for December 31, 2016	**—**	**—**	**192,000,000**	**192,000**	**—**	**(79,850)**	**(192,006)**	**(79,856)**
Conversion of promissory notes to stock	—	—	278,789,173	278,789	—	619,227	—	898,016
Preferred shares issued for liabilities	20,000	20	—	—	—	20,980	—	21,000
Preferred shares returned to treasury	(20,000)	(20)	—	—	20	(21,000)	—	(21,000)
Preferred shares issued pursuant to agreement	1,000	1	—	—	(1)	1,050	—	1,050
Common stock issued for liabilities	—	—	150,000,000	150,000	—	2,250,000	—	2,400,000
Common stock issued for services	—	—	48,420,000	48,420	—	445,080	—	493,500
Net (loss) for the year	—	—	—	—	—	—	(4,568,608)	(4,568,608)
Balance as of December 31, 2017	**1,000**	**1**	**669,209,173**	**669,209**	**19**	**3,235,487**	**(4,864,606)**	**(959,890)**
Conversion of promissory notes to stock	—	—	3,603,636,398	3,603,637	—	(1,083,929)	—	2,519,708
Preferred shares returned to treasury cancelled	—	—	—	—	(19)	19	—	—
Common stock warrants issued by cashless exercise	—	—	199,523,445	199,523	—	(199,523)	—	—
Common stock issued for services	—	—	21,743,756	21,744	—	17,395	—	39,139
Forgiveness of fees payable to a Director	—	—	—	—	—	210,000	—	210,000
Net (loss) for the year	—	—	—	—	—	—	(4,568,608)	(4,568,608)
Balance as of December 31, 2018	**1,000**	**1**	**4,494,112,772**	**4,494,113**	**—**	**2,179,449**	**(9,433,214)**	**(2,759,651)**

The accompanying notes are an integral part of these financial statements

VET ONLINE SUPPLY INC.
STATEMENTS OF CASH FLOWS

	For the years ended December 31, 2018	2017
Increase (decrease) in cash and cash equivalents:		
Cash flows from operating activities:		
Net profit (loss)	$ (4,568,608)	$ (4,672,600)
Adjustments to reconcile net income to net cash provided by operating activities:		

Amortization of convertible debt discount	1,235,372	376,770
New derivatives recorded as loan fees	4,249,287	551,669
Change in derivative liability	(2,680,826)	183,184
(Gain) loss on debt settlement	—	2,325,239
Preferred stock issued for services	—	1,050
Common stock issued for services	39,139	499,225
Liability for unissued shares due to agreements	100,000	190,825
Decrease (increase) in operating assets		
Accounts receivable	—	177
Inventory	(17,960)	—
Prepaid expenses	(3,000)	—
Increase (decrease) in operating liabilities		
Accounts payable	538,219	83,146
Accrued interest	128,495	18,066
Deferred revenue	82	—
Sales tax payable	35	—
Net cash used in operating activities	(979,765)	(443,249)
Cash flows from investing activities:		
Additions to property, plant and equipment	—	(16,725)
Disposals of property, plant and equipment	—	16,725
Net used from investing activities	—	—
Cash flows from financing activities:		
Proceeds from convertible notes payable, net	934,500	459,272
Proceeds from (payments to) related parties, net	39,085	478
Proceeds from promissory notes payable	—	—
Net cash provided (used) by financing activities	973,585	459,750
Net increase (decrease) in cash	(6,180)	16,501
Cash, beginning of year	16,820	319
Cash, end of year	$ 10,640	$ 16,820
Supplemental disclosures of cash flow information:		
Cash paid for income taxes	$ —	$ —
Cash paid for interest	$ —	$ 526

The accompanying notes are an integral part of these financial statements

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Description of Business

Vet Online Supply Inc. (the "Company") is a Florida corporation incorporated on May 31, 2014. The Company engages in the online sale of its own holistic product line for pets, as well as targeting the larger Big-Box Pet retail suppliers, and during the first quarter of 2018, discontinued its legacy veterinarian supplies lines. The company discontinued its legacy line of products to increase margins and profitability with its own brand-name holistic products. These new holistic pet products are designed to help with arthritis, compromised immune systems, stress responses, aggression and digestive issues and may also be useful in treating acute ailments like sprains and strains, torn ligaments, bone breaks and even during post-operative care to reduce swelling, pain and stiffness. The Company's web-based eCommerce platform with our products is on our website, www.vetonlinesupplies.com. The website gives our potential clients the ability to purchase quality pet products by placing their order any time of day at their convenience.

Distribution channels include its existing online retail sales platform and fulfillment, and direct sales through its global manufacturing sales representative network. Although selling pet products online is not entirely new to the company, we anticipate that this medium will continue to grow as our brand continues to achieve recognition. We believe that by providing high quality holistic pet products at competitive prices and to customers online, Vet Online Supply hopes to become a 'go-to' solution for pet owners everywhere. In addition, online vs. catalogue has the benefit of, among other things, search tools and accounts that remember previous purchases, and expedited ordering.

During August 2015 the Company filed amended articles with the Florida Secretary of State to:

- Set a series of preferred stock, each one share being convertible into one share of common stock and with no voting rights;

- Set par value for each of the preferred and common stock at $0.001 per share.

On July 25, 2016, the Company filed a Certificate of Amendment with the State of Florida to increase the authorized Common Stock, par value $0.001, to 8,000,000,000 common shares, and to affect a forward split of 150 shares for each 1 share of the Company's issued Common Stock ("Forward Split"). The effective date of the Forward Split is July 28, 2016.

All share and per share data contained in these financial statements reflects the retroactive application of the aforementioned forward share split.

On August 28, 2017 the Board of Directors accepted the resignation of Mr. Edward Aruda as the Chief Executive Officer, President, Secretary and Treasurer. The resignations of Mr. Aruda were not due to any disagreements with the Company on any matter relating to its operations, policies or practices.

On August 28, 2017 the Board of Directors appointed Mr. Daniel Rushford as the Chief Executive Officer, President, Secretary, Treasurer, and a Member of the Board of Directors.

On November 9, 2017, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 1,000,000,000 to 3,000,000,000 with a par value of $0.001.

On December 13, 2017, the Company received a customer order for $202,184.00 in merchandise. The order is expected to ship during the second quarter of 2018, at which time the Company will recognize the revenue on its income statement.

On December 14, 2017, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 3,000,000,000 to 10,000,000,000 with a par value of $0.001.

On February 6, 2018, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 10,000,000,000 to 15,000,000,000 with a par value of $0.001.

On February 7, 2018, the Company received a customer order for $529,790.00 in merchandise. The order is expected to ship in the third quarter of 2018 at which time the Company will recognize the revenue on its income statement.

On February 22, 2018, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 15,000,000,000 to 25,000,000,000 with a par value of $0.001.

On February 23, 2018, the Company entered into an Exclusive Agreement for Distribution with a west coast distributor, whereby the distributor will exclusively distribute on the west coast for the company's CDB Products. The distributor has committed to and submitted a purchase order for $3,000,000 of product at negotiable prices for a period of 24 months for distribution.

On March 15, 2018, the Company announced that its Board of Directors has determined that it is in the best interests of the Corporation to initiate a program to reacquire certain shares of stock from its stockholders, and to thereafter retire said shares as non-voting Treasury stock. The Corporation has approved a Share Repurchase Program (the "Program") to accomplish this. The Corporation hereby will make an offer of redemption to its shareholders in accordance with the terms of the Program. The specific timing, price and size of purchases will depend on prevailing stock prices, general economic and market conditions, and other considerations. The Program does not obligate the Company to acquire any particular amount of stock, and the Program may be suspended or discontinued at any time at the Company's discretion.

On April 3, 2018, the Company agreed to enter in to a 12-month exclusive agreement with a west coast distributor, whereas the distributor has agreed to purchase $6,500,000 of Oral Pet Sprays from Vet Online Supply Inc. during the next 12 months. The Company is allowing the distributor an exclusive agreement to purchase and place our CBD Pet products in California marijuana dispensaries through April 3, 2019.

On April 30, 2018, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 25,000,000,000 to 50,000,000,000 with a par value of $0.001.

The company is in process of hiring up to 200 manufacturing sales representatives, whereas 100 sales representatives will be allocated and managed by the National Sales Rep, and the remaining 100 sales representatives will be allocated for Europe. In consideration of services performed, the Company will pay a commission of 25% of gross proceeds to be paid in cash and 10% of gross proceeds to be paid in restricted common stock. In addition, the Company agreed to pay a fee of $25,000 in the form of restricted common stock upon signing of the Agreement on August 1, 2018.

On October 25, 2018, the Company's Board of Directors authorized the creation of 2,000,000 shares of Series A Preferred Stock with a par value of $0.001, and on October 30, 2018 a Certificate of Designation was filed with the Florida Secretary of State. Upon written notice to the Corporation, the holder of Series A Preferred stock may convert their shares into ten (10) shares of fully paid and nonassessable shares of Common Stock of the Corporation. The holders shall have no voting rights on corporate matters, unless and until they convert their Series A shares into Common Shares, at which time they will have the same voting rights as all Common Shareholders have; their consent shall not be required for taking any corporate action.

To date, our activities have been limited to formation, the raising of equity capital, and the initial stages of implementation of our business plan. We filed a Form S-1 Registration Statement with the U.S. Securities and Exchange Commission, received a notice of effect and trade on the OTC Markets, PINK under the symbol VTNL. We are continuing to explore additional sources of capital. We anticipate incurring operating losses as we continue to implement our business plan.

Financial Statement Presentation

The audited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Fiscal year end

The Company has selected December 31 as its fiscal year end.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported therein. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be based upon amounts that differ from these estimates.

Cash Equivalents

The Company considers all highly liquid investments with maturities of 90 days or less from the date of purchase to be cash equivalents.

Revenue Recognition and Related Allowances

The Company adopted ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09") as amended, as of January 1, 2018 with no material impact. The Company primarily generates net revenue through product sales to distributors and to retail customers on its website. Revenue is recognized upon transfer of control of promised products to customers which is generally upon shipment in an amount that reflects the consideration we expect to receive in exchange for those products or services. Revenue is recognized net of allowances for returns and any taxes collected from customers, which are subsequently remitted to governmental authorities.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount that management expects to collect from outstanding balances. Bad debts and allowances are provided based on historical experience and management's evaluation of outstanding accounts receivable. Management evaluates past due or delinquency of accounts receivable based on the open invoices aged on due date basis. The allowance for doubtful accounts at December 31, 2018 and December 31, 2017 is $0.

Inventories

The Company is a manufacturer of premium CBD infused holistic pet products and as such will maintain inventory on site. The company directly drops ships to customers when ordered. The Company has wholesale distributors that purchase products in bulk inventory.

Warranty

The Company is a manufacturer of products which are shipped to our customers directly from the company and as a result, there are costs that may be incurred by the Company under the terms of the limited warranty provided by the company directly to the purchasers. We provide provisions for obligations which may arise under manufacturer's warranties and therefore incur liabilities. We warranty the product for packaging and shipping.

Advertising and Marketing Costs

The company provides website online marketing of its products, as well as wholesalers who market the product. The company also utilises various public press releases to provide public information about its product line and future products under development. Advertising and marketing costs are expensed as incurred and were $5,850 during the year ended December 31, 2018 ($0 – December 31, 2017).

Fair Value of Financial Instruments

Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk including our own credit risk.

In addition to defining fair value, the standard expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs is expanded. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels and which is determined by the lowest level input that is significant to the fair value measurement in its entirety.

These levels are:

Level 1 - inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2 - inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

Financial assets and liabilities measured at fair value on a recurring basis:

	Input Level	December 31, 2018 Fair Value	December 31, 2017 Fair Value
Derivative Liability	3	$ 1,426,982	$ 625,214
Total Financial Liabilities		$ 1,426,982	$ 625,214

In management's opinion, the fair value of convertible notes payable and advances payable is approximate to carrying value as the interest rates and other features of these instruments approximate those obtainable for similar instruments in the current market. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, exchange or credit risks arising from these financial instruments. As of December 31, 2018 and December 31, 2017, the balances reported for cash, accounts receivable, prepaid expenses, accounts payable, and accrued liabilities, approximate the fair value because of their short maturities.

Income taxes

The Company has adopted SFAS No. 109 – "Accounting for Income Taxes". ASC Topic 740 requires the use of the asset and liability method of accounting for income taxes. Under the asset and liability method of ASC Topic 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Basic and Diluted Loss Per Share

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

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which replaces existing revenue recognition guidance. The updated guidance requires companies to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the new standard requires that reporting companies disclose the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted the standard on January 1, 2018, using a modified retrospective approach, with the cumulative effect of initially applying the standard recognized in retained earnings at the date of adoption.

While the Company does not expect the adoption of this standard to have a material impact on the Company's net *Revenues* in the Consolidated Statements of Income, the Company anticipates revenues for certain wholesale transactions and substantially all digital commerce sales will be recognized upon shipment rather than upon delivery to the customer.

Additionally, provisions for post-invoice sales discounts, returns and miscellaneous claims will be recognized as accrued liabilities rather than as reductions to *Accounts receivable, net*; and the estimated cost of inventory associated with the provision for sales returns will be recorded within *Prepaid expenses and other current assets* on the Balance Sheets. The Company continues to evaluate the impact of this new standard, including on accounting policies, disclosures, internal control over financial reporting and its contracts with customers.

In February 2016, the FASB issued ASU 2016-02 (ASC Topic 842), Leases. The ASU amends a number of aspects of lease accounting, including requiring lessees to recognize operating leases with a term greater than one year on their balance sheet as a right-of-use asset and corresponding lease liability, measured at the present value of the lease payments. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is in the process of assessing the impact on its consolidated financial statements.

In July 2017, the FASB issued ASU 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815). Among other provisions, this ASU requires that when determining whether certain financial instruments should be classified as liabilities or equity instruments, an entity should not consider the down round feature. The ASU also recharacterizes as a scope exception the indefinite deferral available to private companies with mandatorily redeemable financial instrument and certain noncontrolling interests, which does not have an accounting effect but addresses navigational concerns within the FASB Accounting Standards Codification. The provisions of the ASU related to down rounds are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The Company is in the process of assessing the impact on its consolidated financial statements.

2. GOING CONCERN

The Company has experienced net losses to date, and it has not generated sufficient revenue from operations to meet our operational overhead. We will need additional working capital to service debt and for ongoing operations, which raises substantial doubt about our ability to continue as a going concern. Management of the Company is preparing a strategy to meet operational shortfalls which may include equity funding, short term or long-term financing or debt financing, to enable the Company to reach profitable operations. Historically, the Company's sole officer and director has provided short term loans to meet working capital shortfalls. We have recently entered into financing agreements with various third parties to meet our capital needs in fiscal 2019.

The accompanying financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

3. RESELLER AGREEMENT AND PROMISSORY NOTE

On June 1, 2014 the Company entered into a Reseller Agreement with Concord Veterinary Supplies Inc., ("Concord"), where under Concord has authorized the non-exclusive right to Vet Online Supply, Inc. to market, promote, advertise, sell, distribute and deliver, veterinary products carried by Concord Veterinary Supply, which are listed on www.concord-surgical.com, for a one-time fee of $50,000. The fee payable has been secured by an interest free convertible promissory note (the "Note") due within ninety (90) days of the Company getting notice of effect from its S-1 Registration Statement as filed with the Securities and Exchange Commission, which occurred December 22, 2015. At any time prior to maturity of the Note, Concord Veterinary Supply may elect to convert the debt amount into shares of the common stock of the Company at a fixed price of $0.000667 per share.

There is no beneficial conversion feature resulting from the conversion price compared to market price.

On April 11, 2017 Concord Veterinary Supply agreed to cancel its outstanding promissory note in the amount of $50,000 for no further consideration. The Company recorded a gain on debt forgiveness of $50,000.

On March 22, 2018, the Company terminated all contracts with Concord Veterinary Supply for the purchase and distribution of veterinary products.

4. PREPAID EXPENSES

	December 31, 2018	December 31, 2017
Prepaid expenses	$ 3,000	$ —

Prepaid fees represent amounts paid in advance for future contractual benefits to be received. Contracting expenses paid in advance are recorded as a prepaid asset and then amortized to the statements of operations when services are rendered, or over the life of the contract using the straight-line method.

During the year ended December 31, 2018, the Company recorded prepaid expenses of $3,000 for employee wages paid in advance for January 2019.

5. CONVERTIBLE NOTES PAYABLE

As of December 31, 2018 and December 31, 2017, notes payable were comprised of the following:

	Original Note Amount	Original Note Date	Due Date	Interest Rate	Conversion Rate	December 31, 2018	December 31, 2017
APG Capital #1	31,500	11/20/2017	11/20/2018	12%	Variable	$ —	$ 31,500
APG Capital #2	31,500	6/25/2018	6/25/2019	12%	Variable	31,500	—
Auctus Fund #1	64,000	6/16/2017	3/16/2018	8%	Variable	—	59,109
Auctus Fund #2	84,000	1/10/2018	10/10/2018	24%	Variable	47,373	—
Auctus Fund #3	175,000	2/6/2018	11/6/2018	24%	Variable	175,000	—
Auctus Fund #4	90,000	3/6/2018	12/6/2018	24%	Variable	90,000	—
Auctus Fund #5	100,000	6/14/2018	3/14/2019	12%	Variable	100,000	—
Auctus Fund #6	75,000	8/13/2018	5/13/2019	12%	Variable	75,000	—
Auctus Fund #7	25,000	10/11/2018	7/11/2019	12%	Variable	25,000	—
Auctus Fund #8	25,750	12/20/2018	9/20/2019	12%	Variable	25,750	—
Crown Bridge Partners	25,500	6/19/2017	6/19/2018	2%	Variable	—	25,500
EMA Financial #1	45,000	5/1/2017	5/1/2018	24%	Variable	—	3,402
EMA Financial #2	50,000	12/15/2017	12/15/2018	24%	Variable	8,474	50,000
EMA Financial #3	100,000	3/5/2018	3/5/2019	8%	Variable	83,499	—
EMA Financial #4	25,000	10/10/2018	7/10/2019	12%	Variable	25,000	—
Emerging Corp Cap #1	83,333	2/12/2018	2/11/2019	8%	Variable	74,933	—
Emerging Corp Cap #2	110,000	10/31/2018	10/31/2019	12%	Variable	110,000	—
LG Capital Funding #1	50,000	5/25/2017	5/25/2018	8%	Variable	—	17,500
LG Capital Funding #2	44,200	8/10/2017	4/10/2018	8%	Variable	—	44,200
Power Up Lending #3	45,000	11/20/2017	8/30/2018	12%	Variable	—	45,000
Power Up Lending #4	28,000	12/20/2017	9/30/2018	12%	Variable	—	28,000
Power Up Lending #8	33,000	6/25/2018	4/15/2019	12%	Variable	33,000	—
						904,529	304,211
Debt discount						(313,258)	(208,149)
Financing costs./Original issue discount						(36,047)	(30,837)
Notes payable, net of discount						$ 555,224	$ 65,225

During the year ending December 31, 2018, the Company received proceeds from new convertible notes of $934,500. The Company recorded no payments on their convertible notes, and conversions of $517,764 of convertible note principal. The Company recorded penalties of $30,000, of which $30,000 was converted into the Company's common stock. The Company recorded loan fees on new convertible notes of $153,583, which increased the debt discounts recorded on the convertible notes during the year ending December 31, 2018. All of the Company's convertible notes have a conversion rate that is variable, and therefore, the Company has accounted for their conversion features as derivative instruments (see Note 5). As a result of recording derivative liabilities at note inception, the Company increased the debt discount recorded on their convertible notes by $1,192,108 during the year ended December 31, 2018. The Company also recorded amortization of $1,086,998 on their convertible note debt discounts and $148,374 on loan fees. As of December 31, 2018, the convertible notes payable are convertible into 14,865,251,126 shares of the Company's common stock.

During the year ending December 31, 2017, the Company received proceeds from new convertible notes of $540,200. The Company recorded no payments on their convertible notes, and conversions of $235,987 of convertible note principal. The Company recorded loan fees on new convertible notes of $80,925, which increased the debt discounts recorded on the convertible notes during the year ending December 31, 2017. The Company's convertible notes have a conversion rate that is variable, and therefore, the Company has accounted for their conversion features as derivative instruments (see Note 5). As a result of recording derivative liabilities at note inception, the Company increased the debt discount recorded on their convertible notes by $504,480 during the year ended December 31, 2017. The Company also recorded amortization of $376,770 on their convertible note debt discounts and loan fees. As of December 31, 2017, the convertible notes payable were convertible into 738,908,771 shares of the Company's common stock.

During the years ended December 31, 2018 and 2017, the Company recorded interest expense of $79,483 and $18,066, respectively, on its convertible notes payable. During the years ended December 31,2018 and 2017, the Company recorded conversions of $24,130 and 11,833, respectively of convertible note interest. As of December 31, 2018 and 2017, the accrued interest balance was $61,586 and 6,233, respectively.

As of December 31, 2018, we have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities.

6. DERIVATIVE LIABILITIES

The following table represents the Company's derivative liability activity for the embedded conversion features for the years ending December 31, 2018 and December 31, 2017:

	December 31, 2018	December 31, 2017
Balance, beginning of period	$ 625,214	$ —
Initial recognition of derivative liability	5,441,395	1,086,498
Conversion of derivative instruments to Common Stock	(1,958,802)	(644,469)
Mark-to-Market adjustment to fair value	(2,680,825)	183,185
Balance, end of period	$ 1,426,982	$ 625,214

During the year ended December 31, 2018, the Company recorded derivative liabilities for embedded conversion features related to convertible notes payable of $5,441,395.

During the year ended December 31, 2018, in conjunction with convertible notes payable principal and accrued interest being converted into common stock of the Company, derivative liabilities were reduced by $1,958,802.

For the year ended December 31, 2018, the Company performed a final mark-to-market adjustment for the derivative liability related to the convertible notes and the carrying amount of the derivative liability related to the conversion feature and recognized a gain on the derivative liability valuation of $2,680,825.

The Company uses the Black-Scholes option pricing model to estimate fair value for those instruments convertible into common shares at inception, at conversion or extinguishment date, and at each reporting date. During the year ended December 31, 2018, the company used the following assumptions in their Black-Scholes model: (1) risk free interest rate 1.32% - 3%, (2) term of 0.11 years – 5 years, (3) expected stock volatility of -456.68% - 528.58%, (4) expected dividend rate of 0%, (5) common stock price of $0.0001 - $0.0047, and (6) exercise price of $0.00005 - $0.001.

These instruments were not issued with the intent of effectively hedging any future cash flow, fair value of any asset, liability or any net investment in a foreign operation. The instruments do not qualify for hedge accounting, and as such, all future changes in the fair value will be recognized in earnings until such time as the instruments are exercised, converted or expire.

7. PREFERRED STOCK

On March 28, 2017, the Company filed an amendment to its articles of incorporation designating 20,000 shares of its authorized preferred stock, par value $0.001 as Series B Voting Preferred Stock. The Series B Voting Preferred Stock shall have the right to vote the shares on any matter requiring shareholder approval on the basis of 4 times the votes of all the issued and outstanding shares of common stock, as well as any issued and outstanding preferred stock.

On April 7, 2017, the Company issued 20,000 shares of Series B Voting Preferred Stock to Edward Aruda. The Company obtained a third-party valuation of the preferred stock to determine the fair value as at the date of issue. The report results provided for a value of $21,000 as stock-based compensation as part of consulting expenses.

On August 28, 2017 the certificate for 20,000 shares of Series B Voting Preferred Stock to Edward Aruda was returned to the Company. On January 12, 2018, the certificate was cancelled and on March 1, 2018, 1,000 shares of Series B Voting Preferred Stock were issued to Daniel Rushford.

On October 25, 2018, the Company's Board of Directors authorized the creation of 2,000,000 shares of Series A Preferred Stock with a par value of $0.001, and on October 30, 2018 a Certificate of Designation was filed with the Florida Secretary of State. Upon written notice to the Corporation, the holder of Series A Preferred stock may convert their shares into ten (10) shares of fully paid and nonassessable shares of Common Stock of the Corporation. The holders shall have no voting rights on corporate matters, unless and until they convert their Series A shares into Common Shares, at which time they will have the same voting rights as all Common Shareholders have; their consent shall not be required for taking any corporate action.

As of December 31, 2018, 2,000,000 Series A Preferred shares and 10,000,000 Series B Preferred shares were authorized, of which 0 Series A shares were issued and outstanding, (0 shares as of December 31, 2017) and 1,000 Series B shares were issued and outstanding (1,000 shares as of December 31, 2017).

8. COMMON STOCK

During the year ended December 31, 2016, the Company has received proceeds totaling $35,500 from various parties subscribing for a total of 53,250,000 shares at $0.000667 per share under our Form S-1 registration statement. 53,250,000 shares of the Company's common stock were issued in respect of these subscriptions.

On July 25, 2016, 1,500,000,000 shares of treasury stock were returned.

On December 2, 2016, our sole officer and director, Mr. Edward Aruda, returned 7,361,250,000 shares of the Company's common stock for no consideration. Mr. Aruda was originally issued 7,500,000,000 shares as a signing bonus in fiscal 2015.

On March 28, 2017, the Company filed an amendment to its articles of incorporation reducing the number of authorized common shares from 8,000,000,000 to 1,000,000,000, with a par value $0.001.

On March 28, 2017, the Company approved the issuance of 1,920,000 shares of the Company's common stock for services provided by a consultant, in the form of stock awards which shall vest as of the date of grant. The shares were valued at the fair market value on the date of grant totaling $96,000, which amount has been expensed as stock-based compensation as part of consulting expenses.

On May 16, 2017, the Company amended the terms of a consulting agreement so that $15,000 in services payable by shares of common stock shall convert at $0.01

per share for a total of 1,500,000 common shares. The shares were issued as of the date of the amendment and were valued at $82,500, or $0.055 per share based on the fair market value on the date of the agreement. The Company recorded the additional $67,500 as stock-based compensation which is included in consulting fees.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 20,000,000 restricted common shares with a value of $200,000 at a price of $.01 to Robert Sullivan, pursuant to the Agreement dated October 2, 2017. The shares were issued on November 13, 2017 and were valued at $220,000 or $0.011 per share, based on the fair market value on the date of the issuance, and $20,000 was recorded as a loss on settlement of debt on the statement of operations.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Samuel Berry to satisfy consulting fees of $50,000, pursuant his agreement dated June 19, 2017. The shares were issued on November 13, 2017 and were valued at $1,200,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt on the statement of operations.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Matthew Scott to satisfy accrued fees of $50,000, pursuant his agreement dated April 1, 2017. The shares were issued on November 13, 2017 and were valued at $1,2000,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt of the statement of operations.

On November 9, 2017, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 1,000,000,000 to 3,000,000,000 with a par value of $0.001.

On December 14, 2017, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 3,000,000,000 to 10,000,000,000 with a par value of $0.001.

During the year ended December 31, 2017, the holders of convertible notes converted a total of $247,822 of principal and interest into 278,798,173 shares of common stock. The common stock was valued at $898,016 based on the market price of the Company's stock on the date of conversion. The issuance extinguished $644,469 worth of derivative liabilities, and $143,452 was recorded as additional paid in capital.

On February 6, 2018, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 10,000,000,000 to 15,000,000,000 with a par value of $0.001.

On February 22, 2018, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 15,000,000,000 to 25,000,000,000 with a par value of $0.001.

On March 15, 2018, the Company announced that its Board of Directors has determined that it is in the best interests of the Corporation to initiate a program to reacquire certain shares of stock from its stockholders, and to thereafter retire said shares as non-voting Treasury stock. The Corporation has approved a Share Repurchase Program (the "Program") to accomplish this. The Corporation hereby will make an offer of redemption to its shareholders in accordance with the terms of the Program. The specific timing, price and size of purchases will depend on prevailing stock prices, general economic and market conditions, and other considerations. The Program does not obligate the Company to acquire any particular amount of stock, and the Program may be suspended or discontinued at any time at the Company's discretion.

On March 27, 2018, the Company approved the issuance of 21,743,756 shares of the Company's common stock for services provided by a consultant, in the form of stock awards which shall vest as of the date of grant. The shares were valued at the fair market value on the date of grant totaling $39,139, which has been expensed as stock-based compensation as part of consulting expenses.

On April 30, 2018, the Company filed a Certificate of Amendment to increase the number of authorized common shares from 25,000,000,000 to 50,000,000,000 with a par value of $0.001.

During the year ended December 31, 2018, the holders of convertible notes converted a total of $560,907 of principal, accrued interest, note fees and penalties into 3,603,636,398 shares of common stock. The common stock was valued at $2,519,708 based on the market price of the Company's stock on the date of conversion. The issuance extinguished $1,958,802 worth of derivative liabilities, and $(1,083,929) was recorded as additional paid in capital.

As of December 31, 2018 and December 31, 2017 there were 4,494,112,772 and 669,209,173 shares issued and outstanding, respectively.

Warrants

On June 19, 2017, the Company executed a Common Stock Purchase Warrant for 850,000 shares. The purchase price of one share of Common Stock under this Warrant shall be equal to the Exercise Price of $0.03 per share for a term of five years. If the market price of one share of common stock is greater than the Exercise Price, the holder may elect to receive warrant shares pursuant to cashless exercise.

On June 14, 2018, the Company executed a Common Stock Purchase Warrant for 50,000,000 shares. The purchase price of one share of Common Stock under this Warrant shall be equal to the Exercise Price of $0.001 per share for a term of five years. If the market price of one share of common stock is greater than the Exercise Price, the holder may elect to receive warrant shares pursuant to cashless exercise.

On August 13, 2018, the Company executed a Common Stock Purchase Warrant for 37,500,000 shares. The purchase price of one share of Common Stock under this Warrant shall be equal to the Exercise Price of $0.001 per share for a term of five years. If the market price of one share of common stock is greater than the Exercise Price, the holder may elect to receive warrant shares pursuant to cashless exercise.

On October 11, 2018, the Company executed a Common Stock Purchase Warrant for 25,000,000 shares. The purchase price of one share of Common Stock under this Warrant shall be equal to the Exercise Price of $0.001 per share for a term of five years. If the market price of one share of common stock is greater than the Exercise Price, the holder may elect to receive warrant shares pursuant to cashless exercise.

On December 20, 2018, the Company executed a Common Stock Purchase Warrant for 25,750,000 shares. The purchase price of one share of Common Stock under this Warrant shall be equal to the Exercise Price of $0.001 per share for a term of five years. If the market price of one share of common stock is greater than the Exercise Price, the holder may elect to receive warrant shares pursuant to cashless exercise.

During the year ended December 31, 2018, a warrant holder exercised the warrants and the Company issued 199,523,445 shares of common stock through a cashless exercise of the warrants.

We account for common stock purchase warrants as derivative liabilities and debt issuance costs on the balance sheet at fair value, and changes in fair value during the periods presented in the statement of operations, which is revalued at each balance sheet date subsequent to the initial issuance of the warrant.

9. RELATED PARTY TRANSACTIONS

Mr. Matthew C. Scott, Director

On April 1, 2017, the Company expanded its board of directors to include Matthew C. Scott. Concurrently, the Company entered into a consulting agreement with Mr. Scott for a term of one year, whereby Mr. Scott shall receive an annual fee of $100,000 payable in quarterly installments. Furthermore, effective April 1, 2017 the Company agreed to issue Mr. Scott 2,000,000 shares of restricted common stock for his services as a director. The shares upon issue will be held by the Company for a term of six months and are cancelable should Mr. Scott not serve in his capacity as director for a minimum term of six months.

The Company recorded $140,000 in share-based compensation in respect of the 2,000,000 shares issuable based on the fair market value on April 1, 2017, which has been recorded on the balance sheet as liabilities for unissued shares. Furthermore, a total of $140,000 has been expensed in the year ending December 31, 2017 as stock-based compensation as part of consulting expenses. As of the date of this report, the shares have not been issued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Matthew Scott to satisfy accrued fees of $50,000, pursuant his agreement dated April 1, 2017. The shares were issued on November 13, 2017 and were valued at $1,2000,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt of the statement of operations.

On April 1, 2018, the Company agreed to renew the Consulting Agreement dated April 1, 2017 for one year.

On November 8, 2018, Mr. Scott resigned as a Director and agreed to forfeit all stock and outstanding debts owed to him pursuant to his Consulting Agreement. The Company recorded a credit of $210,000 to accounts payable and unissued shares with a corresponding entry to additional paid in capital.

During the year ended December 31, 2018, the Company accrued consulting fees of $25,000 and paid $25,000 in cash, leaving $0 on the Company's balance sheets as account payable with respect to amounts due to Mr. Scott.

Mr. Samuel Berry, Director

On June 19, 2017, the Company entered into a Consulting Agreement with Mr. Samuel Berry. Mr. Berry will receive an annual salary of $50,000, payable in quarterly installments at $12,500 per quarter.

On June 19, 2017 the Board of Directors appointed Mr. Samuel Berry as Director. For accepting the position of Director, Mr. Berry will receive 1,000,000 Shares of the Company's Common Stock, valued at $0.05 per share. Additionally, Mr. Berry will be paid $500 for each board meeting for which he is physically present.

The Company recorded $50,000 in respect to the value of 1,000,000 unissued shares as liabilities for unissued shares and expensed $50,000 as stock-based compensation as part of consulting expenses in the period ended June 30, 2017. As of the date of this report, the shares have not been issued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Samuel Berry to satisfy consulting fees of $50,000, pursuant his agreement dated June 19, 2017. The shares were issued on November 13, 2017 and were valued at $1,200,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt on the statement of operations.

On June 19, 2018, the Company agreed to renew the Consulting Agreement dated June 19, 2017 for one year.

During the year ended December 31, 2018, the Company accrued $29,167 in consulting fees, and paid additional fees of $2,500 for attending five board meetings at $500 per meeting.

Daniel Rushford, President, CEO, Secretary, Treasurer and Director

On August 28, 2017, the Company entered into an Employment Agreement with Mr. Daniel Rushford with regard to being appointed as the new Chief Executive Officer, President, Secretary, Treasurer and Member of the Board of Directors. Mr. Rushford will receive a monthly salary of $2,000 to be paid at the end of each month. Unpaid amounts will accrue annual interest of 6%. In addition, Mr. Rushford will receive 25,000,000 shares of restricted common stock and 1,000 Preferred Series B Shares upon signing of this agreement. Further, at the end of the first 12 months the employee will receive $75,000 of restricted common shares of the company at fair market value. The term of the Consulting Agreement is for two years; renewable upon mutual consent.

On November 13, 2017, the Company issued 25,000,000 restricted common shares for $25,000 in share-based compensation that were valued at $95,000, or $0.0038 per share based on the market value on the date of issuance, and $70,000 was recorded as a loss on settlement of debt.

On January 2, 2018, the Company approved an increase in salary to $3,000 per month.

During the year ended December 31, 2018, the Company accrued wages of $36,000 and paid wages of $39,000, which includes the monthly fee for January 2019. In addition, Mr. Rushford advanced the Company $2,755, ($182 – December 31, 2017) and a payment of $2,673 was made by the Company to satisfy the funds advanced, leaving a balance owed of $100.

10. INCOME TAXES

Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

Operating loss carry-forwards generated during the period from May 25, 2014 (date of inception) through December 31, 2018 of approximately $9,433,214 will begin to expire in 2034. The Company applies a statutory income tax rate of 21%. Accordingly, deferred tax assets related to net operating loss carry-forwards total approximately $1,980,975 at December 31, 2018.

All tax years since inception are open to examination by the Internal Revenue Service.

11. COMMITMENTS AND CONTINGENCIES

(1). IR Agreement

On March 28, 2017, the Company entered into an investor relations agreement with a third party, whereby the third party will provide advertising, promotional and marketing services for the Company between April 1, 2017 and July 1, 2017. In consideration of the foregoing services performed by the third party, the Company will pay a fee of 1,920,000 restricted shares on or before April 1, 2017. In addition, the third party will remain the owner of at least 1% of the company's outstanding shares for a 1-year period. On April 1, 2018, the Company shall issue additional shares as necessary to bring the total number of shares paid to the third party to equal 1% of the outstanding shares of common stock as of 4/1/2018. In the event the Company does not issue the shares as required under this provision, the Company will be subject to a penalty of $5,000 per month until the shares are issued.

1,920,000 shares were issued on March 28, 2017 and valued at the fair market value on the date of grant totaling $96,000, which amount has been expensed as stock-based compensation as part of consulting expenses.

21,743,756 shares were issued on March 27, 2018 and valued at the fair market value on the date of grant totaling $39,139, which amount has been expensed as stock-based compensation as part of consulting expenses.

In respect to the investor relations agreement, 15,000 additional shares have been allocated for issuance effective May 16, 2017, and $825 has been expensed as stock-based compensation as part of consulting expenses due to 1,500,000 shares of common stock issued to a consultant.

The 15,000 shares were not issued as of December 31, 2018, and $825 is recorded on the balance sheet as liabilities for unissued shares.

(2). Consultant Agreement

On April 1, 2017, the Company expanded its board of directors to include Matthew C. Scott, to assist with development of our internet marketing efforts with a goal of growing our business. Concurrently we entered into a consulting agreement with Mr. Scott for a term of one year, where under Mr. Scott shall receive an annual fee of $100,000 payable in quarterly installments. Further effective April 1, 2017 the Company agreed to issue Mr. Scott 2,000,000 shares of restricted common stock for his services as a director. The shares upon issue will be held by the Company for a term of six months and are cancelable should Mr. Scott not serve in his capacity as director for a minimum term of six months.

The Company recorded $140,000 in respect to the 2,000,000 shares based on the fair market value on April 1, 2017, which has been recorded on the balance sheet as liabilities for unissued shares and expensed $140,000 as stock-based compensation as part of consulting expenses in the year period ended December 31, 2017. At December 31, 2018, the shares remained unissued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Matthew Scott to satisfy accrued fees of $50,000, pursuant his agreement dated April 1, 2017. The shares were issued on November 13, 2017 and were valued at $1,200,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt of the statement of operations.

On April 1, 2018, the Company agreed to renew the consulting agreement for one year.

On November 8, 2018, Mr. Scott resigned as a Director and agreed to forfeit all stock and outstanding debts owed to him pursuant to his Consulting Agreement. The Company recorded a credit of $210,000 to accounts payable and unissued shares with a corresponding entry to additional paid in capital.

During the year ended December 31, 2018, the Company accrued consulting fees of $25,000 and paid $25,000 in cash, leaving $0 on the Company's balance sheets as account payable with respect to amounts due to Mr. Scott.

(3). Consultant Agreement

On April 6, 2017 the Company entered into a consulting agreement with an advisor, where under the advisor will provide access to financing for the Company's business activities. In consideration of the foregoing services performed by the advisor, the Company will pay a fee of 10% of net proceeds on each financing introduced.

During the years ended December 31, 2018, the Company paid of $0 ($14,475 – December 31, 2017) to the advisor in respect of this agreement.

(4). Consultant Agreement

On June 19, 2017, the Company entered into a Consulting Agreement with Mr. Samuel Berry with regard to marketing and distribution of online retail sales for all products. Mr. Berry will receive an annual salary of $50,000, payable in quarterly payments of $12,500 per quarter.

On June 19, 2017 the Board of Directors appointed Mr. Samuel L. Berry as Director. For accepting the position of Director, Mr. Berry will receive 1,000,000 shares of the Company's common stock, valued at $0.05 per share. Additionally, Mr. Berry will be paid $500 for each board meeting for which he is physically present.

The Company recorded $50,000 in respect to the value of 1,000,000 unissued shares as liabilities for unissued shares and expensed $50,000 as stock-based compensation as part of consulting expenses year ending December 31, 2017. At December 31, 2018 the shares remained unissued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Samuel Berry to satisfy consulting fees of $50,000, pursuant his agreement dated June 19, 2017. The shares were issued on November 13, 2017 and were valued at $1,200,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt on the statement of operations.

On June 19, 2018, the Company agreed to renew the Consulting Agreement dated June 19, 2017 for one year.

During the year ended December 31, 2018, the Company accrued $29,167 in consulting fees, and paid additional fees of $2,500 for attending five board meetings at $500 per meeting.

(5). Employee Agreement.

On August 28, 2017, the Company entered into an Employment Agreement with Mr. Daniel Rushford with regard to being appointed as the new Chief Executive Officer, President, Secretary, Treasurer and Member of the Board of Directors. Mr. Rushford will receive a monthly salary of $2,000 to be paid at the end of each month. Unpaid amounts will accrue annual interest of 6%. In addition, Mr. Rushford will receive 25,000,000 shares of restricted common stock and 1,000 Preferred Series B Shares upon signing of this agreement. Further, at the end of the first 12 months the employee will receive $75,000 of restricted common shares of the company at fair market value. The term of the Consulting Agreement is for two years; renewable upon mutual consent.

On November 13, 2017, the Company issued 25,000,000 restricted common shares for $25,000 in share-based compensation that were valued at $95,000, or $0.0038 per share based on the market value on the date of issuance, and $70,000 was recorded as a loss on settlement of debt.

On January 2, 2018, the Company approved an increase in salary to $3,000 per month.

During the year ended December 31, 2018, the Company accrued wages of $36,000 and paid wages of $39,000, which includes the monthly fee for January 2019. In addition, Mr. Rushford advanced the Company $2,755, ($182 – December 31, 2017) and a payment of $2,673 was made by the Company to satisfy the funds advanced, leaving a balance owed of $100.

(6). Consultant Agreement

On October 2, 2017 the Company entered into a consulting agreement with Jump Television Studios, LLC, to provide market intelligence and facilitate introductions with the investment banking community. The Company has agreed to pay a fee of $30,000, and 20,000,000 shares of restricted common stock with a value of

$200,000, issued to Robert Sullivan.

The shares were issued on November 13, 2017 and were valued at $220,000, or $0.011 per share, based on the fair market value on the date of the issuance, and $20,000 was recorded as a loss on settlement of debt.

On March 7, 2018, the Company entered into a Settlement and Release Agreement with Jump Television Studios, LLC, pursuant to the Consulting Agreement dated October 2, 2017, whereby the Company paid a settlement fee of $4,000 for all considerations due up to March 7, 2018.

(7). Consultant Agreement

On November 15, 2017. the Company entered into a consulting agreement with an advisor, to advise the Company on corporate structure, mergers and acquisitions and corporate finance. The advisor will be compensated $10,000 a month for a period of three months.

During the year ending December 31, 2018, the Company paid of $25,000 to the advisor in respect of this agreement.

(8). Consultant Agreement

On January 24, 2018, the Company entered into a Consulting Agreement with BAS1. The Company has agreed to pay BAS1 a fee of $10,000 for a 30-day marketing awareness program.

During the year ending December 31, 2018, the Company paid of $7,500 to the advisor in respect to this agreement.

(9). Distribution Agreement

On February 23, 2018, the Company entered into an Exclusive Agreement for Distribution with a west coast distributor, whereby the distributor will exclusively distribute all Pet CDB Products owned by the Company. Furthermore, the distributor will purchase $3,000,000 of product at negotiable prices for a period of 24 months for distribution.

On April 3, 2018, the Company agreed to enter in to a 12-month exclusive agreement with a west coast distributor, whereas the distributor has agreed to purchase $6.5M on Oral Pet Sprays from Vet Online Supply Inc. during the next 12 months. Vet Online Supply is allowing you an exclusive agreement to purchase and place our CBD Pet products in California marijuana dispensaries through April 3, 2019.

(10). Consultant Agreement

On March 1, 2018, the Company entered into a Consulting Agreement with Meridian Ventures, LLC. The Company has agreed to pay Meridian Ventures, LLC a retainer of $30,000 for services focused on implementation and maintenance of a strategic brand medial program.

On June 11, 2018, the Company entered into a Consulting Agreement with Meridian Ventures, LLC. The Company has agreed to pay Meridian Ventures, LLC a retainer of $10,000 for services focused on implementation and maintenance of a strategic brand medial program.

During the year ending December 31, 2018, the Company paid of $40,000 to the advisor in respect to these agreements.

(11). Consultant Agreement

On March 1, 2018, the Company executed a Consulting Agreement whereby the Consultant will receive a retainer of $50,000 per month for nine months to revise an online retail website, Private-Label product contract and distribution for veterinarian supplies and holistic based pet products.

On March 15, 2018, the Company agreed to engage in an additional contract with the consulting for $200,000.

On October 1, 2018, the Company executed a Consulting Agreement whereby the Consultant will receive a fee of $350,000 to expand the business product sales, marketing and new product development, develop new distribution channels, and the development of a new subsidiary providing services in Cryptocurrency. This involves negotiating contracts, raising capital with new funding partners, and establishing the criteria to expand the Company's business model. On October 25, 2018, the Company agreed to engage in an additional contract with the consulting for $350,000.

During the year ending December 31, 2018, the Company paid of $447,500 to the advisor in respect of these agreements.

(12). Consultant Agreement

On June 12, 2018, the Company entered into a Consulting Agreement with TEN Associates, LLC. The Company has agreed to pay TEN Associates a fee of $4,000 for general corporate and business consulting services for the period on one month.

During the year ending December 31, 2018, the Company paid of $4,000 to the advisor in respect to this agreement.

(13). Consultant Agreement

On August 1, 2018, the Company entered into a National Sales Rep Agreement for a period of three years, to recruit and manage new sales representatives. In consideration of services performed, the Company will pay a commission of 25% of gross proceeds to be paid in cash, and 10% of gross proceeds to be paid in restricted common stock. The Company will also compensate for the recruitment of sales representatives. In addition, the Company has agreed to pay a fee of $25,000 in the form of restricted common stock upon signing of the Agreement.

The Company recorded $25,000 in respect to the value of unissued shares as liabilities for unissued shares and expensed $25,000 as stock-based compensation as part of consulting expenses. At December 31, 2018 the shares remained unissued.

12. SUPPLEMENTAL CASH FLOW INFORMATION

During the year ending December 31, 2018, the Company had the following non-cash investing and financing activities:

- Issued stock for debt increasing common stock by $3,603,637, decreasing additional paid in capital by $1,083,929, reducing notes payable by $517,764, reducing accrued interest by $26,892, and reducing derivative liabilities by $1,958,802.
- Increased debt discount and increased derivative liability by $1,192,108 to record derivative liabilities at the inception of new notes.
- Issued warrant shares by cashless exercise increasing common stock by $199,523 and reducing additional paid in capital by $199,523.

13. SUBSEQUENT EVENTS

None.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS AND FINANCIAL DISCLOSURE

There are no changes in or disagreements with accountants on accounting and/or financial disclosure.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, under supervision and with the participation of the Company's Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures, as defined under Exchange Act Rule 13a-15(e). Based upon this evaluation, the Principal Executive Officer and Principal Financial Officer concluded that, as of December 31, 2018, because of the material weakness in our internal control over financial reporting ("ICFR") described below, our disclosure controls and procedures were not effective.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that required information to be disclosed in our reports filed or submitted under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that required information to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Exchange Act Rules 13a-15(f) and 14d-14(f). Our internal control over financial reporting is designed 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.

All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial reporting reliability and financial statement preparation and presentation. In addition, projections of any evaluation of effectiveness to future periods are subject to risk that controls become inadequate because of changes in conditions and that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making the assessment, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework 2013. Based on its assessment, management concluded that, as of December 31, 2018, our internal control over financial reporting was not effective and that material weaknesses in ICFR existed as more fully described below.

As defined by Auditing Standard No. 5, "An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements" established by the Public Company Accounting Oversight Board ("PCAOB"), a material weakness is a deficiency or combination of deficiencies that results in more than a remote likelihood that a material misstatement of annual or interim financial statements will not be prevented or detected. In connection with the assessment described above, management identified the following control deficiencies that represent material weaknesses as of December 31, 2018:

1) Lack of an independent audit committee or audit committee financial expert, and no independent directors. We do not have any members of the Board who are independent directors and we do not have an audit committee. We have a single officer and director. These factors may be counter to corporate governance practices as defined by the various stock exchanges and may lead to less supervision over management;

2) Insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements;

Management's Remediation Initiatives

As of December 31, 2018, management assessed the effectiveness of our internal control over financial reporting. Based on that evaluation, it was concluded that during the period covered by this report, the internal controls and procedures were not effective due to deficiencies that existed in the design or operation of our internal controls over financial reporting. However, management believes these weaknesses did not have an effect on our financial results. During the course of our evaluation, we did not discover any fraud involving management or any other personnel who play a significant role in our disclosure controls and procedures or internal controls over financial reporting.

Due to a lack of financial and personnel resources, we are not able to, and do not intend to, immediately take any action to remediate these material weaknesses. We will not be able to do so until, if ever, we acquire sufficient financing and staff to do so. We will implement further controls as circumstances, cash flow, and working capital permits. Notwithstanding the assessment that our ICFR was not effective and that there were material weaknesses as identified in this report, we believe that our financial statements contained in our Annual Report on Form 10-K for the period ended December 31, 2018, fairly presents our financial position, results of operations, and cash flows for the periods covered, as identified, in all material respects.

Management believes that the material weaknesses set forth above were the result of the scale of our operations and intrinsic to our small size. Management also believes that these weaknesses did not have an effect on our financial results.

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting

During the period covered by this report, there were no changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls over financial reporting that occurred that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

There are no family relationships among our directors and executive officers. Each director is elected at our annual meeting of shareholders and holds office until the next annual meeting of shareholders, or until his successor is elected and qualified. Also provided herein are brief descriptions of the business experience of each director, executive officer and advisor during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws. None of our officers or directors is a party adverse to us or has a material interest adverse to us. Our Board of Directors is comprised of only one class of director.

The following table and text set forth the names and ages of all directors and executive officers as of December 31, 2018:

Name	Age	Position with the Company	Position Held Since
Daniel Rushford	48	President, Chief Executive Officer, Secretary, Treasurer and Director	August 28, 2017
Samuel Berry	40	Director	June 19, 2017

The term of office for each director is one year, or until the next annual meeting of the shareholders.

Biographical Information

Mr. Daniel Rushford

Mr. Rushford was appointed as President, Chief Executive Officer, Secretary, Treasurer and Director on August 28, 2017. Mr. Rushford is 47 years old and will act as the new Chief Executive Office for Vet Online Supply, Inc. Mr. Rushford graduated from Rosemount Senior High School in Rosemount, Minnesota in 1989. He attended Dakota County Technical College prior to serving our country for 6 years in the United States Marine Corps, where he spent 9 months in Saudi Arabia. After his honorable discharge from military service in 1994, Mr. Rushford began his lengthy career in breeding some of California's finest Labrador Retrievers. He has been working with canine breeding and veterinary services for the past 15 years. His company is a successful breeding business where serious buyer can purchase certified silver Labradors and other Labradors. His company is based in Kelseyville, California near the Napa Valley region of northern California. Daniel brings 20 years of successful knowledge, resources and expertise to enhance Vet Online Supply's growth plan in delivering quality products and services to the veterinary industry in the USA.

Mr. Rushford has not held a directorship in any company with a class of securities registered pursuant to section 12 of the U.S. Securities Exchange Act of 1934 (the "Exchange Act") or subject to the requirements of section 15(d) of the Exchange Act.

Mr. Samuel L. Berry

As a member of the Board of Directors of the Company, Samuel Berry resides in San Diego, California. A graduate from Keene State College in New Hampshire with a Bachelor of Science, and a graduate from Florida International University with his Master of Science, Mr. Berry offers VTNL over 10 years of business experience in management related to fitness and health. Mr. Berry will take charge in new business development and oversight management for all products. More specifically, Mr. Berry will assist VTNL in branding the company's new intellectual property related to new surgical instruments and Cannabis products for future development.

Significant Employees

We do not employ any non-officers who are expected to make a significant contribution to our business.

Involvement in Certain Legal Proceedings

To the best of the Company's knowledge, other than as set forth herein, none of the following events occurred during the past ten years that are material to an evaluation of the ability or integrity of any of our executive officers or directors:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

   i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

   ii. Engaging in any type of business practice; or

   iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(i) above, or to be associated with persons engaged in any such activity;

5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

   i. Any Federal or State securities or commodities law or regulation; or

   ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

   iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any

registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Committees of the Board of Directors

We do not presently have a separately constituted audit committee, compensation committee, nominating committee, executive committee or any other committee of our Board of Directors. As such, our entire Board of Directors acts as our audit committee.

Audit Committee Financial Expert

Our Board of Directors does not currently have any member who qualifies as an audit committee financial expert. We believe that the cost of retaining such a financial expert at this time is prohibitive. Further, because we are a development stage business, we believe the services of an audit committee financial expert are not necessary at this time.

Code of Ethics

We do not currently have a Code of Ethics applicable to our principal executive, financial and accounting officers.

Potential Conflict of Interest

Since we do not have an audit or compensation committee comprised of independent directors, the functions that would have been performed by such committees are performed by our Board of Directors. Thus, there is a potential conflict of interest in that our sole director has the authority to determine issues concerning management compensation, including his own, and audit issues that may affect management decisions. We are not aware of any other conflicts of interest with any of our officers or sole director.

Board of Director's Role in Risk Oversight

The Board of Directors assesses on an ongoing basis the risks faced by the Company. These risks include financial, technological, competitive and operational risks. The Board of Directors dedicates time at each of its meetings to review and consider the relevant risks faced at that time. In addition, since the Company does not have an Audit Committee, the Board of Directors is also responsible for the assessment and oversight of the Company's financial risk exposures.

ITEM 11. EXECUTIVE COMPENSATION

The table set forth below summarizes the annual and long-term compensation for services in all capacities to us payable to our officers and directors for the fiscal years ended December 31, 2018 and December 31, 2017. Our Board of Directors may adopt an incentive stock option plan for our executive officers that would result in additional compensation.

Summary Compensation Table

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Daniel Rushford	2018	36,000	—	—	—	—	—	—	36,000
President, CEO, Secretary,	2017	34,050	—	—	—	—	—	—	34,050
Treasurer and Director									
Sam Berry	2018	31,667	—	—	—	—	—	—	31,667
Director	2017	100,000	—	—	—	—	—	—	100,000
Matt Scott	2018	25,000	—	—	—	—	—	—	25,000
Former Director	2017	215,000	—	—	—	—	—	—	215,000

Narrative Disclosure to Summary Compensation Table

Daniel Rushford, President, CEO, Secretary, Treasurer and Director

On August 28, 2017, the Company entered into an Employment Agreement with Mr. Daniel Rushford with regard to being appointed as the new Chief Executive Officer, President, Secretary, Treasurer and Member of the Board of Directors. Mr. Rushford will receive a monthly salary of $2,000 to be paid at the end of each month. Unpaid amounts will accrue annual interest of 6%. In addition, Mr. Rushford will receive 25,000,000 shares of restricted common stock and 1,000 Preferred Series B Shares upon signing of this agreement. Further, at the end of the first 12 months the employee will receive $75,000 of restricted common shares of the company at fair market value. The term of the Consulting Agreement is for two years; renewable upon mutual consent. On November 13, 2017, the Company issued 25,000,000 restricted common shares for $25,000 in share-based compensation that were valued at $95,000, or $0.0038 per share based on the market value on the date of issuance, and $70,000 was recorded as a loss on settlement of debt.

On January 2, 2018, the Company approved an increase in salary to $3,000 per month.

During the year ended December 31, 2018, the Company accrued wages of $36,000 and paid wages of $39,000, which includes the monthly fee for January 2019. In addition, Mr. Rushford advanced the Company $2,755, ($182 – December 31, 2017) and a payment of $2,673 was made by the Company to satisfy the funds advanced, leaving a balance owed of $100.

Mr. Samuel Berry, Director

On June 19, 2017, the Company entered into a Consulting Agreement with Mr. Samuel Berry. Mr. Berry will receive an annual salary of $50,000, payable in quarterly installments at $12,500 per quarter.

On June 19, 2017 the Board of Directors appointed Mr. Samuel Berry as Director. For accepting the position of Director, Mr. Berry will receive 1,000,000 Shares of the Company's Common Stock, valued at $0.05 per share. Additionally, Mr. Berry will be paid $500 for each board meeting for which he is physically present.

The Company recorded $50,000 in respect to the value of 1,000,000 unissued shares as liabilities for unissued shares and expensed $50,000 as stock-based compensation as part of consulting expenses in the period ended June 30, 2017. As of the date of this report, the shares have not been issued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Samuel Berry to satisfy consulting fees of $50,000, pursuant his agreement dated June 19, 2017. The shares were issued on November 13, 2017 and were valued at $1,200,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt on the statement of operations.

On June 19, 2018, the Company agreed to renew the Consulting Agreement dated June 19, 2017 for one year.

During the year ended December 31, 2018, the Company accrued $29,167 in consulting fees, and paid additional fees of $2,500 for attending five board meetings at $500 per meeting.

Mr. Matthew C. Scott, Director

On April 1, 2017, the Company expanded its board of directors to include Matthew C. Scott. Concurrently, the Company entered into a consulting agreement with Mr. Scott for a term of one year, whereby Mr. Scott shall receive an annual fee of $100,000 payable in quarterly installments. Furthermore, effective April 1, 2017 the Company agreed to issue Mr. Scott 2,000,000 shares of restricted common stock for his services as a director. The shares upon issue will be held by the Company for a term of six months and are cancelable should Mr. Scott not serve in his capacity as director for a minimum term of six months.

The Company recorded $140,000 in share-based compensation in respect of the 2,000,000 shares issuable based on the fair market value on April 1, 2017, which has been recorded on the balance sheet as liabilities for unissued shares. Furthermore, a total of $140,000 has been expensed in the year ending December 31, 2017 as stock-based compensation as part of consulting expenses. As of the date of this report, the shares have not been issued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Matthew Scott to satisfy accrued fees of $50,000, pursuant his agreement dated April 1, 2017. The shares were issued on November 13, 2017 and were valued at $1,2000,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt of the statement of operations.

On April 1, 2018, the Company agreed to renew the Consulting Agreement dated April 1, 2017 for one year.

On November 8, 2018, Mr. Scott resigned as a Director and agreed to forfeit all stock and outstanding debts owed to him pursuant to his Consulting Agreement. The Company recorded a credit of $210,000 to accounts payable and unissued shares with a corresponding entry to additional paid in capital.

During the year ended December 31, 2018, the Company accrued consulting fees of $25,000 and paid $25,000 in cash, leaving $0 on the Company's balance sheets as account payable with respect to amounts due to Mr. Scott.

Long-Term Incentive Plan Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

Officer Compensation

Described above.

Director Compensation

Described above.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Management

The following table sets forth certain information concerning the number of shares of our common stock owned beneficially as of December 31, 2018 by: (i) each of our directors; (ii) each of our named executive officers; and (iii) each person or group known by us to beneficially own more than 5% of our outstanding shares of common stock. Unless otherwise indicated, the shareholders listed below possess sole voting and investment power with respect to the shares they own.

Name and Address of Beneficial Owners of Common Stock	Title of Class	Amount and Nature of Beneficial Ownership (1)	% of Common Stock (2)
Dan Rushford 6500 Live Oak Dr. Kelseyville, CA 95451	Common Stock	25,000,000	0.56%
Sam Berry 57 Muddy River Ln. Bowdoinham, ME 04008	Common Stock	75,000,000	1.67%
Total Officers and Directors		**100,000,000**	**2.23%**
5% Shareholders 0	Common Stock		

1. The number and percentage of shares beneficially owned is determined under rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days through the exercise of any stock option or other right. The persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes to this table.

2. The percentage shown is based on denominator of 4,494,112,772 shares of common stock issued and outstanding for the company as of December 31, 2018.

Securities Authorized for Issuance Under Equity Compensation Plans

As of December 31, 2018, we did not have any authorized Equity Compensation Plans. Further, we have no plans to create any such plan or plans during the fiscal year ending December 31, 2018.

Changes in Control

We are unaware of any contract or other arrangement that could result in a change of control of the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Related Party Transactions

Mr. Matthew C. Scott, Director

On April 1, 2017, the Company expanded its board of directors to include Matthew C. Scott. Concurrently, the Company entered into a consulting agreement with Mr. Scott for a term of one year, whereby Mr. Scott shall receive an annual fee of $100,000 payable in quarterly installments. Furthermore, effective April 1, 2017 the Company agreed to issue Mr. Scott 2,000,000 shares of restricted common stock for his services as a director. The shares upon issue will be held by the Company for a term of six months and are cancelable should Mr. Scott not serve in his capacity as director for a minimum term of six months.

The Company recorded $140,000 in share-based compensation in respect of the 2,000,000 shares issuable based on the fair market value on April 1, 2017, which has been recorded on the balance sheet as liabilities for unissued shares. Furthermore, a total of $140,000 has been expensed in the year ending December 31, 2017 as stock-based compensation as part of consulting expenses. As of the date of this report, the shares have not been issued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Matthew Scott to satisfy accrued fees of $50,000, pursuant his agreement dated April 1, 2017. The shares were issued on November 13, 2017 and were valued at $1,2000,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt of the statement of operations.

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During the year ended December 31, 2018, the Company accrued consulting fees of $25,000 and paid $25,000 in cash, leaving $0 on the Company's balance sheets as account payable with respect to amounts due to Mr. Scott.

Mr. Samuel Berry, Director

On June 19, 2017, the Company entered into a Consulting Agreement with Mr. Samuel Berry. Mr. Berry will receive an annual salary of $50,000, payable in quarterly installments at $12,500 per quarter.

On June 19, 2017 the Board of Directors appointed Mr. Samuel Berry as Director. For accepting the position of Director, Mr. Berry will receive 1,000,000 Shares of the Company's Common Stock, valued at $0.05 per share. Additionally, Mr. Berry will be paid $500 for each board meeting for which he is physically present.

The Company recorded $50,000 in respect to the value of 1,000,000 unissued shares as liabilities for unissued shares and expensed $50,000 as stock-based compensation as part of consulting expenses in the period ended June 30, 2017. As of the date of this report, the shares have not been issued.

On October 15, 2017, the Board of Directors of the Company approved the issuance of 75,000,000 restricted common shares at a price of $0.00067 to Samuel Berry to satisfy consulting fees of $50,000, pursuant his agreement dated June 19, 2017. The shares were issued on November 13, 2017 and were valued at $1,200,000, or $0.016 per share based on the market value on the date the shares were approved for issuance, and $1,150,000 was recorded as a loss on settlement of debt on the statement of operations.

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During the year ended December 31, 2018, the Company accrued $29,167 in consulting fees, and paid additional fees of $2,500 for attending five board meetings at $500 per meeting.

Daniel Rushford, President, CEO, Secretary, Treasurer and Director

On August 28, 2017, the Company entered into an Employment Agreement with Mr. Daniel Rushford with regard to being appointed as the new Chief Executive Officer, President, Secretary, Treasurer and Member of the Board of Directors. Mr. Rushford will receive a monthly salary of $2,000 to be paid at the end of each month. Unpaid amounts will accrue annual interest of 6%. In addition, Mr. Rushford will receive 25,000,000 shares of restricted common stock and 1,000 Preferred Series B Shares upon signing of this agreement. Further, at the end of the first 12 months the employee will receive $75,000 of restricted common shares of the company at fair market value. The term of the Consulting Agreement is for two years; renewable upon mutual consent.

On November 13, 2017, the Company issued 25,000,000 restricted common shares for $25,000 in share-based compensation that were valued at $95,000, or $0.0038 per share based on the market value on the date of issuance, and $70,000 was recorded as a loss on settlement of debt.

On January 2, 2018, the Company approved an increase in salary to $3,000 per month.

During the year ended December 31, 2018, the Company accrued wages of $36,000 and paid wages of $39,000, which includes the monthly fee for January 2019. In addition, Mr. Rushford advanced the Company $2,755, ($182 – December 31, 2017) and a payment of $2,673 was made by the Company to satisfy the funds advanced, leaving a balance owed of $100.

Other than the foregoing, none of the following persons has any direct or indirect material interest in any transaction to which we were or are a party since the beginning of our last fiscal year, or in any proposed transaction to which we propose to be a party:

(A) any of our director(s) or executive officer(s);

(B) any nominee for election as one of our directors;

(C) any person who is known by us to beneficially own, directly or indirectly, shares carrying more than 5% of the voting rights attached to our Common Stock; or

(D) any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the foregoing persons named in paragraph (A), (B) or (C) above.

Director Independence

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 5605(a)(2). The OTCBB on which shares of Common Stock are quoted does not have any director independence requirements. The NASDAQ definition of "Independent Officer" means a person other than an Executive Officer or employee of the Company or any other individual having a relationship, which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. According to the NASDAQ definition, we have no independent directors.

Review, Approval or Ratification of Transactions with Related Persons

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 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

During the years ended December 31, 2018 and 201, the Company incurred auditing expenses of approximately $50,160 and $17,500, respectively, which includes audit and review engagement services. There were not other audit related services or tax fees incurred. There were no other audit related services or tax fees incurred.

PART IV

ITEM 15. EXHIBITS

Exhibit Number	Description
10.1	Securities Purchase Agreement and Convertible Note with EMA Financial, LLC, dated May 1, 2017
10.2	Securities Purchase Agreement and Convertible Note with Crown Bridge Partners LLC dated May 8, 2017
10.3	Securities Purchase Agreement and Convertible Note with Power Up Lending Group dated May 22, 2017
10.4	Securities Purchase Agreement and Convertible Note with LG Capital dated May 25, 2017
10.5	Securities Purchase Agreement and Convertible Note with Auctus Fund LLC dated June 16, 2017
10.6	Securities Purchase Agreement and Back End Convertible Note with Crown Bridge Partners LLC dated June 19, 2017
10.7	Convertible Promissory Note with LG Capital dated August 10, 2017
10.8	Convertible Promissory Note with APG Capital Holdings LLC dated November 20, 2017
10.9	Convertible Promissory Note with Power Up Lending Group dated November 20, 2017
10.10	Convertible Promissory Note with EMA Financial, LLC dated December 15, 2017
10.11	Convertible Promissory Note with Auctus Fund LLC dated January 1, 2018
10.12	Convertible Promissory Note with Auctus Fund LLC dated February 6, 2018
10.13	Convertible Promissory Note with Emerging Corporate Capital Financing, Inc. dated February 12, 2018
10.14	Convertible Promissory Note with Power Up Lending Group dated February 28, 2018
10.15	Convertible Promissory Note with EMA Financial, LLC dated March 5, 2018
10.16	Convertible Promissory Note with Power Up Lending Group dated April 12, 2018
10.17	Convertible Promissory Note with Power Up Lending Group dated May 3, 2018
10.18	Convertible Promissory Note with Auctus Fund LLC dated June 14, 2018
10.19	Convertible Promissory Note with Power Up Lending Group dated June 25, 2018
10.20	Convertible Promissory Note with APG Capital Holdings dated June 25, 2018
10.21	Convertible Promissory Note with Auctus Fund LLC dated August 13, 2018
31.1	Certification of the Chief Executive Officer required under Rule 13a-14(a)/15d-14(a) of the Exchange Act*
31.2	Certification of the Chief Financial Officer required under Rule 13a-14(a)/15d-14(a) of the Exchange Act*
32.1	Certification of the Chief Executive Officer and Chief Financial Officer required under Section 1350 of the Exchange Act*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase*
101.DEF	XBRL Taxonomy Extension Definition Linkbase*
101.LAB	XBRL Taxonomy Extension Label Linkbase*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase*

* Filed herewith

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.

Vet Online Supply, Inc.

Date: April 15, 2019

By: /s/ Daniel Rushford

Chief Executive Officer

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

/s/ Daniel Rushford Daniel Rushford	Chief Executive Officer and Director	April 15, 2019
/s/ Daniel Rushford Daniel Rushford	Chief Financial Officer	April 15, 2019

EX-31 2 ex31-1.htm CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER REQUIRED UNDER RULE 13A-14(A)/15D-14(A) OF THE EXCHANGE ACT

Exhibit 31.1

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14

I, Daniel Rushford, certify that:

1. I have reviewed this Annual Report on Form 10-K of Vet Online Supply 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 presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 15, 2019
/s/ Daniel Rushford
By: Daniel Rushford
Its: Principal Executive Officer

EX-31 3 ex31-2.htm CERTIFICATION OF THE CHIEF FINANCIAL OFFICER REQUIRED UNDER RULE 13A-14(A)/15D-14(A) OF THE EXCHANGE ACT

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14

I, Daniel Rushford, certify that:

1. I have reviewed this Annual Report on Form 10-K of Vet Online Supply, 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 presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 15, 2019
/s/ *Daniel Rushford*
By: Daniel Rushford
Its: Principal Financial Officer

EX-32 4 ex32-1.htm CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER REQUIRED UNDER SECTION 1350 OF THE EXCHANGE ACT

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND 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 the Annual Report of Vet Online Supply Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Rushford, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

April 15, 2019

By: /s/ Daniel Rushford
Daniel Rushford
Chief Executive Officer
(Principal Executive Officer)

VET ONLINE SUPPLY
BETTER PRODUCTS. BETTER SERVICE.