

3DX Industries, Inc.
Form 10-K
January 17, 2018

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 October 31, 2016

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

For the transition period from _____ to _____.

3DX Industries, Inc.
(Exact name of small business issuer as specified in its charter)

Nevada (State or other jurisdiction of Incorporation)	333-156594 (Commission File Number)	46-4485465 (IRS Employer Identification Number)
	6920 Salashan Parkway, Suite D-101 Ferndale, WA 98248 (Address of principal executive offices)	
	360-366-8858 (Registrant's Telephone Number)	

Securities registered pursuant to Section 12(b) of the Exchange Act:
None

Securities registered pursuant to Section 12(g) of the Exchange Act:
Common Stock, \$0.001 par value

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

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

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.

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller Reporting Company

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was \$245,395, based upon the price \$0.0329 at which the common stock was last sold as of April 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, multiplied by the approximate number of shares of common stock held by persons other than executive officers, directors and five percent stockholders of the registrant without conceding that any such person is an "affiliate" of the registrant for purposes of the federal securities laws.

As of October 31, 2016 there were 37,461,409 shares of the registrant's \$0.001 par value common stock issued and outstanding.

Documents Incorporated By Reference: None

2

3DX INDUSTRIES, INC.
TABLE OF CONTENTS

	Page No.
PART I	
Item 1. Business	5
Item 1A. Risk Factors	7
Item 1B. Unresolved Staff Comments	7
Item 2. Properties	7
Item 3. Legal Proceedings	8
Item 4. Mine Safety Disclosures	8
PART II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	9
Item 6. Selected Financial Data	10
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	12
Item 8. Financial Statements and Supplementary Data	13
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	27
Item 9A. Controls and Procedures	27
Item 9B. Other Information	28
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	29
Item 11. Executive Compensation	32
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	33
Item 13. Certain Relationships and Related Transactions, and Director Independence	35
Item 14. Principal Accounting Fees and Services	36
PART IV	
Item 15. Exhibits and Financial Statement Schedules	37
Signatures	38

FORWARD-LOOKING STATEMENTS

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. These risks and uncertainties include the following:

- The availability and adequacy of our cash flow to meet our requirements;
- Economic, competitive, demographic, business and other conditions in our local and regional markets;
- Changes or developments in laws, regulations or taxes in our industry;
- Actions taken or omitted to be taken by third parties including our suppliers and competitors, as well as legislative, regulatory, judicial and other governmental authorities;
- Competition in our industry;
- The loss of or failure to obtain any license or permit necessary or desirable in the operation of our business;
- Changes in our business strategy, capital improvements or development plans;
- The availability of additional capital to support capital improvements and development; and
- Other risks identified in this report and in our other filings with the Securities and Exchange Commission or the SEC.

This report should be read 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.

Use of Term

Except as otherwise indicated by the context, references in this report to "Company", "DDDX", "we", "us" and "our" are references to 3DX Industries, Inc. All references to "USD" or United States Dollars refer to the legal currency of the United States of America.

ITEM 1. BUSINESS

Corporate Background

3DX Industries, Inc. (the "Company") was incorporated in the state of Nevada on October 23, 2008 under the name Ukragro Corporation. On January 29, 2010, the Company filed an amendment to its articles of incorporation changing its name to Amarak Resources, Inc. in anticipation of operating a business in the mineral resource sector. In the same amendment, the Company changed its authorized capital to 175,000,000 shares of common stock at a restated par value of \$.001. Effective February 1, 2010, the Company entered the exploratory stage as defined under the provisions of Accounting Codification Standard ("ASC") 915-10.

Subsequently, On November 18, 2013, the Company filed a Certificate of Amendment to its Articles of Incorporation (the "Amendment") with the Secretary of State of Nevada. As a result of the Amendment, the Company (1) has changed its name with the State of Nevada from Amarak Resources, Inc. to 3DX Industries, Inc. and (2) increased its authorized capital to 185,000,000 shares, consisting of 175,000,000 shares of Common Stock, par value \$0.001 per share and 10,000,000 shares of preferred stock, par value \$0.001 per share. The Company's name change was declared effective by FINRA on November 22, 2013. Additionally, the Company changed its symbol from "AMOK" to "DDDX;" the symbol change was declared effective by FINRA on December 23, 2013.

The Company's principal activity is manufacturing and is located near Bellingham WA, USA. The Company manufactures consumer and corporate products using an additive manufacturing method through 3D Metal printing technology and conventional precision manufacturing processes.

Business Summary

Presently 3DX Industries is focused in the manufacturing sector through additive manufacturing and precision machining including 3D Metal printing. On December 18, 2013, the Company entered into an Equipment Purchase Agreement with Roger Janssen pursuant to which the Company purchased certain assets of a precision manufacturing company owned by Mr. Janssen with over 30 years in the industry. As of October 31, 2015 and 2014 respectively, the Company has generated gross profit of \$332,142 and \$Nil.

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

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

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

role in the product development process, as they provide product developers with the ability to confirm their intended performance requirements and explore design alternatives.

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

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

Competition

We compete in a marketplace that is still primarily using conventional methods of product-making and prototype development and the market is currently limited to major manufacturing corporations mainly for in house product development. Our Company focus is on the design and manufacture of industrial and consumer products using both 3D metal printing technology and conventional precision machining. This is a massive market covering a range of industries from aviation, automotive, military and medical to consumer products, such as Jewelry and Fashion, as well as technology proto-type products and equipment. Using 3D metal printing technology, 3DX will have the capability to provide products and services to anyone requiring a manufactured part.

We believe that we have competitive strengths that position us favorably and will enable us to become a leader in our markets. We also believe that currently there are few "job shop" type manufacturers such as 3DX, capable of offering precision machining services, 3D Metal printing and 3D Composite printing. Having all of these manufacturing process's under one roof, and the expertise to integrate these process's we believe is an advantage to our customers and sets us apart from many of our competitors. However, our industry is evolving rapidly and other companies, including potentially larger and more established companies with developed technological capabilities, may begin to focus on our market. As reported by Grand View Research, "some key industry participants include Stratasys Inc., 3D Systems Corporation, Envisiontec GmbH, and Materialise NV. Intensifying competition is expected to result in lowered prices and increased shipments in the 3D printing market in the coming years. With products maturing rapidly, and iteratively enhancing technology reducing the gap between objects made using this form of printing and conventional methods, the market is expected to witness growing demand" through 2020. See generally Grand View Research, 3D Printing Market Analysis By Application (Automotive, Aerospace, Medical), By Raw Material (Polymers, Metals, Ceramic) And Segment Forecasts To 2020, published December 2013. These companies could more directly compete with us, along with our existing competitors, and both could also launch new products and services that we do not offer that may quickly gain market acceptance. Any of the foregoing could adversely affect our ability to attract customers.

Industry Trends

3D Metal Printing is quickly becoming known throughout the manufacturing industry as "cutting edge" as 3D printers can manufacture everything from toys to automotive parts. Not to be confused with 3D Plastic Printing, which has been around for some time, 3D Metal printing is a new and innovative method that will change the way products are currently manufactured.

Manufacturing can be described as either additive or subtractive. Subtractive manufacturing, which includes milling and lathing, is comparable to sculpting wherein a manufacturer starts with a block of metal which is chipped and shaved away until a statue or engine part emerges. In comparison, additive manufacturing is conducted through the successive layering of materials, without the intervention of cutting, drilling, etc., which come together in order to make one metal piece. Additive manufacturing is a more efficient process that can be used to create designs that cannot be made using traditional techniques. This technology differs from mass production, which results in a large volume of identical parts at low cost. While the majority of the items produced using this process have been mock-ups and prototypes, producers are migrating towards manufacturing low-volume products to be used across various industries. The foremost advantage of this technology is the production of spare parts which cannot be easily obtained otherwise.

3D printing helps in the production of reliable products and lowers the need for iterative product development, thus decreasing the time-to-market of new products. Furthermore, the process alleviates the wastage of raw material as in the case of machining, since only the amount of material necessary for the part under printing is used. Although these techniques are in the process of change, much of manufacturing today still falls in the subtractive category.

Government Regulation

We are subject to various local, state and federal laws, regulations and agencies that affect businesses generally. These include, but are not limited to:

- Regulations promulgated by federal and state environmental and health agencies;
- The federal Occupational Safety and Health Administration;
- The U.S. Foreign Corrupt Practices Act;
- Laws pertaining to the hiring, treatment, safety and discharge of employees;

Environmental Matters

Compliance with federal, state and local laws and regulations relating to the discharge of materials into the environment or otherwise relating to the protection of the environment has not had a material impact on capital expenditures, earnings or the competitive position of the Company. We are not the subject of any legal or administrative proceeding relating to the environmental laws of the United States. We have not received any notices of any violations of any such environmental laws

WHERE YOU CAN GET ADDITIONAL INFORMATION

More information about the Company can be found on the Company's website at www.3dxindustries.com. Additionally, up until the filing of a Form 15 on March 29, 2017, the Company has filed annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy our reports or other filings made with the SEC at the SEC's Public Reference Room, located at 100 F Street, N.E., Washington, DC 20549. You can obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You can also access these reports and other filings electronically on the SEC's web site, www.sec.gov. Subsequently you can access our reports and filings at www.otcmarkets.com.

ITEM 1 A. RISK FACTORS

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

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our current business address is 6920 Salashan Pkwy Suite D101, Ferndale, WA 98248. Our telephone number is 360-366-8858. The space is approximately 8,588 square feet. We rent this space for approximately \$4,500 per month on an escalating basis year over year. The original lease terminated on February 29, 2016 and was subsequently renewed for a five-year term.

Minimum annual lease payments under the extended lease are as follows:

10 months ending October 31, 2016: \$43,800
Year ending October 31, 2017: \$52,560
Year ending October 31, 2018: \$53,420
Year ending October 31, 2019: \$54,452
Year ending October 31, 2020: \$55,484
Year ending October 31, 2021: \$9,276

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

McNeil Claims, Canada

On March 24, 2011 the Company signed an agreement with Warrior Ventures, Inc. ("Warrior"), a private company, to acquire 100% of the McNeil Gold Property. The McNeil property is located within the Abitibi Greenstone belt,

approximately 30 miles southeast of Timmins, Ontario, Canada and approximately 35 miles west of Kirkland Lake, Ontario, Canada. On October 8, 2013, the Company entered into an agreement with Trio Gold Corp. ("Trio") to assign 100% of its claims in the McNeil property, subject to a 5% net smelter royalty, to Trio once Trio has incurred exploration and administrative costs totaling \$5,000,000 (CDN) based upon the following schedule:

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

Trio failed to perform under the terms of our agreement and the assignment agreement was terminated.

During fiscal 2016 the Company was required to make a minimum lease payment on the McNeil Claims. As a result of failure to meet minimum expenditure requirements on the property, the claims are currently in default.

Rodeo Creek Project, Nevada

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

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

ITEM 3. LEGAL PROCEEDINGS

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

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS
5. MARKET INFORMATION

Our common stock has been quoted on the Over the Counter Bulletin Board (OTCQB) since March 6, 2009 under the symbol "UKRA". Subsequently, the Company changed its name to Amarok Resources and was quoted under the symbol "AMOK" from February 23, 2010 until December 23, 2013. On November 22, 2013, the Company's name change from Amarok Resources, Inc. to 3DX Industries, Inc. became effective. Subsequently on December 23, 2013, the Company's symbol changed from "AMOK" to "DDDX". Because we are quoted on the OTCQB Bulletin Board, our common stock may be less liquid, receive less coverage by security analysts and news media, and generate lower prices than might otherwise be obtained if it were listed on a national securities exchange.

The following table sets forth, for the fiscal quarters indicated, the high and low sales prices per share of our common stock, as derived from quotations provided by Yahoo Finance. Such quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

	BID PRICE PER SHARE	
	HIGH	LOW
First Quarter (Nov. 1, 2014-Jan. 31, 2015)	\$0.40	0.085
Second Quarter (Feb. 1, 2015-Apr. 30, 2015)	\$0.1299	0.0125
Third Quarter (May 1, 2015-Jul. 31, 2015)	\$0.05	0.0171
Fourth Quarter (Aug. 1, 2015-Oct. 31, 2015)	\$0.049	0.024
First Quarter (Nov. 1, 2015-Jan. 31, 2016)	\$0.05	0.02
Second Quarter (Feb. 1, 2016-Apr. 30, 2016)	\$0.06	0.0221
Third Quarter (May 1, 2016-Jul. 31, 2016)	\$0.0369	0.018
Fourth Quarter (Aug. 1, 2016-Oct. 31, 2016)	\$0.0315	0.018

Record Holders

Total shares of common stock issued and outstanding as of the date October 31, 2016 was 37,461,409, held by approximately 58 shareholders of record based on information provided by our transfer agent.

Recent Sales of Unregistered Securities;

None.

Re-Purchase of Equity Securities

None

Dividends

Effective February 23, 2010, the Company authorized a 60:1 stock split.

On September 26, 2013 (the "Record Date"), the Company's Board of Directors and shareholders holding the majority of issued and outstanding common stock approved a One (1) for Fifty (50) reverse stock split of its \$0.001 par value common stock (the "Reverse Split"). The Reverse Split was declared effective by FINRA on November 22, 2013 (the "Effective Date"). The reverse stock split affected all of the Company's stockholders uniformly and did not affect any stockholder's percentage ownership interests in the Company, except to the extent that the reverse stock split resulted in fractional share ownership. Further, any outstanding options, warrants and rights to purchase common stock as of the Effective Date were also subject to the adjustment and were decreased accordingly.

Other than the foregoing, we have never declared or paid any cash dividends on our common stock nor do we anticipate paying any in the foreseeable future. Furthermore, we expect to retain any future earnings to finance our operations and expansion. The payment of cash dividends in the future will be at the discretion of our Board of Directors and will depend upon our earnings levels, capital requirements, any restrictive loan covenants and other factors the Board considers relevant.

Securities Authorized for Issuance Under Equity Compensation Plans

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 OF OPERATIONS

Plan of Operation

As of October 31, 2016, and 2015, we had \$16,471 and \$19,951, respectively, of cash on hand. We incurred operating expenses in the amount of \$1,025,278 during the year ended October 31, 2016, of which \$763,455 was general and administrative expenses. These operating expenses were comprised of general and administrative expenses,

professional fees, directors' and consulting fees, impairment losses and other miscellaneous expenses.

The Company is in the early stage of operations and only commenced generating revenues in fiscal 2015. Management cannot guarantee that the Company will be successful in its business operations and the Company's business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns.

Our current cash holdings will not satisfy our liquidity requirements and we will require additional financing to pursue our planned business activities. We are in the process of seeking equity and or debt financing to fund our operations over the next 12 months; however, management provides no assurance that future financing will be available to the Company on acceptable terms. If financing is not available on satisfactory terms, the Company may be unable to continue, develop, or expand its operations. Equity financing could result in additional dilution to the Company's existing shareholders.

Revenues

The Company generated \$382,494 and \$393,635 in revenues during fiscal 2016 and 2015, respectively with associated cost of goods sold for the fiscal years ended October 31, 2016 and 2015 of \$36,245 and \$61,493, respectively. Our gross profit in fiscal 2016 and 2015 was \$346,249 and \$332,142.

Expenses

For the fiscal year ended October 31, 2016, total operating expenses were \$1,025,278 as compared to \$1,222,044 for the same period ended October 31, 2015. The decrease in expenditures for the fiscal year ended October 31, 2016 as compared to the same period in 2015 relates to a substantial reduction to professional fees. During the fiscal year ended October 31, 2016 the Company expensed \$200,297 as depreciation and amortization expense, with \$185,792 in the comparative periods ended October 31, 2015. General and administrative fees were slightly reduced year over year at \$834,024 (2015) and \$763,455 (2016). Interest expenses increased period over period as the Company was required to take on additional loans from third parties to carry out operations. The Company recorded net losses of \$786,520 for the fiscal year ended October 31, 2016 as compared to \$975,729 in the fiscal year ended October 31, 2015.

Working Capital

	October 31, 2016	October 31, 2015	Difference
Current Assets	\$57,834	\$45,061	\$12,773
Current Liabilities	\$3,346,119	\$2,747,123	\$598,996
Working Capital	\$(3,288,285)	\$(2,702,062)	\$(586,223)

Cash Flows

	Year Ended October 31, 2016	Year Ended October 31, 2015
Net Cash (Used) in Operating Activities	\$(38,480)	\$(207,180)
Net Cash (Used) in Investing Activities	\$-	\$-
Net Cash Provided by Financing Activities	\$35,000	\$225,057
Net Effect of Foreign Currency Translation	\$-	\$-
Net (Decrease) in Cash During the Period	\$(3,480)	\$17,877

Interest Expense

Interest expense for the year ended October 31, 2016 totaled \$107,491 and mainly consisted of interest accruing on certain outstanding accounts and notes payable. Interest expense for the twelve months ended October 31, 2015 was \$85,827.

Liquidity and Capital Resources

Growth of our operations will be based on our ability to internally finance from operating cash flows, and the ability to raise funds through equity and/or debt financing to increase sales and production. Our primary sources of liquidity are: (i) investor loans; and (ii) financing activities. Our cash balance as of October 31, 2016 is \$16,471.

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

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

Critical Accounting Policies

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

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

Going Concern

The Company has incurred net losses since inception, and as of October 31, 2016 had a combined accumulated deficit of \$17,817,622 and had negative working capital of \$3,288,285. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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

Future Financing

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

Inflation

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

Off-Balance Sheet Arrangements

As of October 31, 2016, we had no off-balance sheet transactions that have had, or are reasonably likely to have, a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Contractual Obligations

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

Recently Issued Accounting Pronouncements

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

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

12

ITEM 8. FINANCIAL STATEMENTS

3DX INDUSTRIES, INC.
INDEX TO FINANCIAL STATEMENTS

OCTOBER 31, 2016

NOTICE TO READER

The financial statements contained herein are unaudited and management prepared.

	Page
Financial Statements:	
Balance Sheets as of October 31, 2016 and October 31, 2015 (Unaudited)	14
Statements of Operations for the fiscal year ended October 31, 2016 and 2015 (Unaudited)	15
Statements of Stockholders' Deficits for the years ended October 31, 2016 and October 31, 2015 (Unaudited)	16
Statements of Cash Flows for the nine months ended October 31, 2016 and 2015 (Unaudited)	17
Notes to Financial Statements (Unaudited)	18 to 26

3DX INDUSTRIES, INC.

Balance Sheets

(Unaudited)

	October 31, 2016	October 31, 2015
Assets		
Current assets		
Cash and cash equivalents	\$16,471	\$19,951
Accounts receivable	41,363	25,110
Total current assets	57,834	45,061
Property and equipment		
Manufacturing equipment	1,392,981	1,392,981
Furniture and fixtures	638	638
Computer equipment	1,005	1,005
Less accumulated depreciation	(459,603)	(260,179)
Total property and equipment	935,021	1,134,445
Other assets		
Website development (net of accumulated amortization of \$3,544 and \$2,889)	358	1,231
Security deposit	4,275	4,275
Total other assets	4,633	5,506
Total assets	\$997,488	\$1,185,012
Liabilities and stockholders' deficit		
Current liabilities		
Accounts payable and accrued expenses	\$1,053,123	\$732,186
Payables to related parties	448,130	301,870
Equipment purchase payable - current portion	678,266	645,006
Accrued compensation - convertible	174,000	174,000
Current portion of notes payable - unrelated party	647,073	571,095
Current portion of convertible notes payable - unrelated party	345,527	322,966
Total current liabilities	3,346,119	2,747,123
Long-term liabilities		
Convertible notes payable - related party	500,000	500,000
Total long-term liabilities	500,000	500,000
Total liabilities	3,846,119	3,247,123
Stockholders' equity		
Preferred stock, \$.001 par value, 10,000,000 shares authorized, none outstanding	-	-
Common stock, 175,000,000 shares authorized, \$.001 par value, 37,461,409 shares issued at October 31, 2016 and at October 31, 2015	37,461	37,461
Additional paid-in capital	14,931,530	14,931,530
Accumulated deficit	(17,817,622)	(17,031,102)
Total stockholders' deficit	(2,848,631)	(2,062,111)
Total liabilities and stockholders' deficit	\$997,488	\$1,185,012

The accompanying notes are an integral part to these unaudited financial statements.

14

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

	For the Fiscal Year Ended October 31,	
	2016	2015
Revenue	\$382,494	\$393,635
Cost of goods sold	36,245	61,493
Gross profit	346,249	332,142
Operating expenses		
Depreciation and amortization	200,297	185,792
Professional services	61,526	202,228
General and administrative expenses	763,455	834,024
Total operating expenses	1,025,278	1,222,044
Other income (expense)		
Interest expense	(107,491)	(85,827)
Total other (expense)	(107,491)	(85,827)
Net loss	\$(786,520)	\$(975,729)
Net loss per common share - basic and diluted	\$(0.02)	\$(0.03)
Weighted average number of common shares outstanding	37,461,409	37,461,409

The accompanying notes are an integral part to these unaudited financial statements.

15

3DX INDUSTRIES, INC.

Statement of Changes in Stockholders' Equity

For the years ended October 31, 2015 and 2014

(Unaudited)

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid-in Capital	Deficit	Totals
Balance, October 31, 2014	37,461,409	37,461	14,931,530	(16,055,373)	(1,086,382)
Net loss for period				(975,729)	(975,729)
Balance, October 31, 2015	37,461,409	37,461	14,931,530	(17,031,102)	(2,062,111)
Net loss for period				(786,520)	(786,520)
Balance, October 31, 2016	37,461,409	\$37,461	\$14,931,530	\$(17,817,622)	\$(2,848,631)

The Accompanying notes are an integral part to the financials

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

	For the Fiscal Year Ended October 31,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$(786,520)	\$(975,729)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	200,297	185,792
Changes in operating assets and liabilities		
(Increase) decrease in accounts receivable	(16,253)	(25,110)
(Increase) decrease in prepaid expenses	-	1,614
Increase (decrease) in accounts payable	312,369	347,777
Increase (decrease) in accounts payable - related party	146,260	152,136
Increase (decrease) in accrued interest	105,367	106,340
Net cash used in operating activities	(38,480)	(207,180)
Cash flows from investing activities:		
Equipment purchases	-	-
Website development	-	-
Net cash used in investing activities	-	-
Cash flows from financing activities:		
Proceeds from third party borrowing	38,000	286,500
Repayments on third party borrowing	(3,000)	(61,443)
Net cash provided by financing activities	35,000	225,057
Increase (decrease) in cash	(3,480)	17,877
Cash - beginning of period	19,951	2,074
Cash - end of period	\$16,471	\$19,951
Supplemental disclosures of cash flow information:		
Interest paid	\$2,500	\$10,488
Income taxes paid	\$-	\$-

The accompanying notes are an integral part to these unaudited financial statements.

3DX INDUSTRIES, INC.

Notes to Unaudited Financial Statements

October 31, 2016 and 2015

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

3DX Industries, Inc. (the "Company") was incorporated in the state of Nevada on October 23, 2008. The Company's principal activity presently is manufacturing and our head office is located near Bellingham WA, USA. The Company manufactures consumer and corporate products using an additive manufacturing method through 3D Metal printing technology and conventional precision manufacturing processes.

Going Concern

The Company has incurred net losses since inception, and as of October 31, 2016 had a combined accumulated deficit of \$17,817,622 and had negative working capital of \$3,288,285. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

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

Property and Equipment

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

In June 2014, the Company commenced testing its equipment and began producing prototypes. Depreciation expense classified to operations for the twelve months period ended October 31, 2016 and 2015 amounted \$200,297 and \$185,792, respectively.

Long-Lived Assets

The Company accounts for its long-lived assets in accordance with Accounting Standards Codification ("ASC") Topic 360-10-05, "Accounting for the Impairment or Disposal of Long-Lived Assets." ASC Topic 360-10-05 requires that

long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of an asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value or disposable value.

18

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates

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

Fair Value of Financial Instruments

Pursuant to ASC No. 820, "Fair Value Measurements and Disclosures," the Company is required to estimate the fair value of all financial instruments included on its balance sheet as of October 31, 2016. The Company's financial instruments consist of accounts payables and notes and loans payable. The Company considers the carrying value of such amounts in the financial statements to approximate their fair value due to the short-term nature of the respective instrument.

Loss Per Share of Common Stock

The company follows the provisions of ASC Topic 260, Earnings per Share. Basic net loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period. Basic and diluted losses per share are the same as all potentially dilutive securities are anti-dilutive.

Basic earnings per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock or conversion of notes into shares of the company's common stock that could increase the number of shares outstanding and lower the earnings per share of the company's common stock. This calculation is not done for periods in a loss position as this would be antidilutive. For the fiscal years ended October 31, 2016 and 2015, respectively, the Company has recorded a net loss and therefore we have not presented diluted earnings per share.

Convertible Debt Instruments

If the conversion features of conventional debt instruments provides for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature ("BCF"). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 "Debt with Conversion and Other Options." In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to operations over the life of the debt using the effective interest method. The Company was not required to record any BCF's on any of the convertible debt it issued during the fiscal year ended October 31, 2016.

Issuances Involving Non-Cash Consideration

All issuances of the Company's stock for non-cash consideration have been assigned a dollar amount equaling the market value of the shares issued on the date the shares were issued for such services. The non-cash consideration received pertains to officer's compensation and consulting services.

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Stock-Based Compensation

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

Accounts receivable and allowance for doubtful accounts

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

Revenue recognition

The Company recognizes revenue when it is realized or realizable and earned when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured. Revenue is recognized upon transfer of title and risk of loss, which is generally upon the shipment of finished goods. Freight billed to customers is included in revenues, and all freight expenses paid by the Company are included in cost of revenue.

Recent Accounting Pronouncements

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

NOTE 3 - MINING CLAIMS

McNeil Claims, Canada

On March 24, 2011 the Company signed an agreement with Warrior Ventures, Inc. ("Warrior"), a private company, to acquire 100% of the McNeil Gold Property. The McNeil property is located within the Abitibi Greenstone belt, approximately 30 miles southeast of Timmins, Ontario, Canada and approximately 35 miles west of Kirkland Lake, Ontario, Canada. On October 8, 2013, the Company entered into an agreement with Trio Gold Corp. ("Trio") to assign 100% of its claims in the McNeil property, subject to a 5% net smelter royalty, to Trio once Trio has incurred exploration and administrative costs totaling \$5,000,000 (CDN) based upon the following schedule:

On or before December 31, 2015 \$ 500,000

On or before December 31, 2017 \$2,000,000

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

Trio failed to perform under the terms of our agreement and the assignment agreement was terminated.

20

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 3 - MINING CLAIMS (continued)

McNeil Claims, Canada (continued)

During fiscal 2016 the Company was required to make a minimum lease payment on the McNeil Claims. As a result of failure to meet minimum expenditure requirements on the property, the claims are currently in default.

Rodeo Creek Project, Nevada

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

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

NOTE 4 - RELATED PARTY TRANSACTIONS

On December 18, 2013, the Company purchased various equipment relating to its 3D metal printing operation from Mr. Janssen for \$500,000. The \$500,000 is evidenced by a promissory note assessed interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the Principal balance and any unpaid accrued interest fully due and payable on December 15, 2018. Mr. Janssen has the right to convert any outstanding principal and accrued interest into restricted shares of the of the Company's common stock at a conversion price of \$0.50 per share. The balance due Mr. Janssen at October 31, 2016 totaled \$524,095 (October 31, 2015 - \$515,528) of which the accrued interest of \$24,095 was classified as a short-term liability and the \$500,000 was classified as a long-term liability. During the fiscal year ended October 31, 2016, the accrued interest of \$8,568 (\$8,406 – October 31, 2015) was charged to operations. The Company has not paid any accrued interest.

NOTE 5 - EQUIPMENT

By way of agreement concurrent with Mr. Janssen's appointment to the Board of Directors and entry into an Employment Agreement (see Note 6 – Commitments and Contingencies below) and executed on December 18, 2013, the Company purchased various equipment relating to the post production processes for its 3D metal printing operation from Mr. Janssen, our sole officer and a director, for \$500,000 which amount has been capitalized on our balance sheet.

On December 23, 2013, the Company purchased equipment from an unrelated third party for \$750,000 of which \$75,000 was paid on purchase. The remaining \$675,000 is payable in two installments: \$375,000 due June 1, 2014 and \$300,000 due on September 1, 2014. The terms of the installment payments do not include a stated interest rate, therefore, the Company accounted for the purchase under ASC Topic 835-30-25 "Imputation of Interest" discounting the purchase price of the equipment by \$18,795 for imputed interest using an interest rate of 5% per annum. The total gross capitalized value of this equipment was \$731,025.

The Company failed to make the required installment payments when they became due and on October 23, 2014, the Company and the seller agreed to modify the terms of the obligation due. Under the modified terms, the balance of the note as of October 23, 2014 increased to \$675,000, which is evidenced by a promissory note which is assessed interest at an annual rate of 5% per annum. Principal and accrued interest are paid in monthly installments of \$20,230 commencing on December 1, 2014.

21

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 5 – EQUIPMENT (continued)

During the fiscal year ended October 31, 2015, the Company paid \$60,461, of which \$52,472 was applied to the principal and \$7,989 applied to interest. The Company has met its payment obligations up to February 2015 and is in default of its current payment obligations. The Company has entered into negotiations with the third party to revise the payment schedule with respect to the purchase, however the loan is presently in default and is currently payable in full as at October 31, 2016 in the total remaining amount of \$678,265 (October 31, 2015 - \$645,006).

During the year ended October 31, 2014 in connection with the aforementioned equipment purchase, the Company capitalized an additional \$23,366 in respect of installation costs.

In addition, the Company purchased additional equipment with a total value of \$138,410 during the three months ended July 31, 2015 which has been capitalized on the Company's balance sheets. Of this amount a total of \$122,465 is subject to an equipment finance agreement as more fully described in Note 5(6) below.

Capitalized manufacturing equipment (gross) at October 31, 2016 and October 31, 2015 totaled \$1,392,981.

NOTE 6 - NOTES PAYABLE – UNRELATED PARTY

(1) Third party convertible promissory notes

An unrelated third party advanced \$25,000 to the Company on February 14, 2015. The \$25,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10%. The interest shall be accrued beginning on August 1, 2015. Outstanding principal and accrued interest is fully due and payable on December 31, 2016. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of \$0.10 per share. Upon conversion, the holder has certain registration rights. The Company is obligated to bear all costs associated with the registration of the shares. The outstanding balance at October 31, 2016 amounted to \$28,137 (October 31, 2015 - \$25,630). As per the terms of the agreement, the Company accrued interest of \$2,507 during the fiscal year ended October 31, 2016 and was charged to operation.

An unrelated third party advanced \$17,500 to the Company on September 7, 2016. The \$17,500 is evidenced by an unsecured promissory note bearing interest at a rate of 8%. The interest shall be accrued beginning on January 1, 2017. Outstanding principal and accrued interest is fully due and payable on December 31, 2017. The outstanding balance at October 31, 2016 amounted to \$17,500.

(2) The ExOne Company

As further detailed above in Note 5 – Equipment, on October 23, 2014 the Company entered into a Secured Promissory Note, Loan and Security Agreement (the "Note") in the principal amount of \$675,000 with interest accruing at a rate of 5% per annum. Under the terms of the Note, principal and accrued interest are paid in monthly installments of \$20,230 commencing on December 1, 2014. The note is secured by a lien on the purchased equipment. During the fiscal year ended October 31, 2015, the Company paid \$60,461, of which \$52,472 was applied to the principal and \$7,989 applied to interest. The Company has met its payment obligations up to February 2015 and is in default of its current payment obligations. The Company has entered into negotiations with ExOne to revise the payment schedule with respect to the purchase.

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 6 - NOTES PAYABLE – UNRELATED PARTY (continued)

(3)Lender 1

a. 5% various notes payable

Balance, October 31, 2014	\$223,478
Additional: Principal	46,500
Repayment: Principal	(5,000)
Accrued interest:	13,375
Balance, October 31, 2015	278,353
Additional: Principal	20,500
Accrued interest:	14,089
Balance, October 31, 2016	\$312,942

During the fiscal year ended October 31, 2016, the Company received an additional \$20,500 in loans from the aforementioned party which is assessed interest 5% per annum and mature at various dates through July 1, 2018. During the twelve months ended October 31, 2016 the Company accrued a further \$14,089 in interest.

b. 5% promissory note

In addition to the loans indicated above, the same lender advanced \$150,000 to the Company on November 5, 2013. The \$150,000 is evidenced by an unsecured promissory note bearing interest at a rate of 5%. Outstanding principal and accrued interest is fully due and payable on December 31, 2015. Effective January 1, 2015, the holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of \$0.10 per share. Upon conversion, the holder has certain registration rights. The Company is obligated to bear all costs associated with the registration of the shares. The outstanding balance at October 31, 2016 amounted to \$172,562 (October 31, 2015 - \$165,041). Accrued interest charged to operation for the twelve months ended October 31, 2016 and 2015 totaled \$7,521 and \$7,500, respectively.

(4)Lender 2

Balance, October 31, 2014	\$67,855
Additional: Principal	-
Accrued interest	3,250
Balance, October 31, 2015	71,105
Accrued interest	3,259
Balance, October 31, 2016	\$74,364

On September 9, 2013, the Company borrowed \$30,000 from a third party. The loan is evidenced by an unsecured promissory note. The loan is assessed interest at an annual rate of 5% per annum with principal and accrued interest fully due and payable on May 1, 2014. The outstanding balance was not paid on its due date.

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

Accrued interest charged to operations for the fiscal years ended October 31, 2016 and 2015 amounted to \$3,259 and \$3,250, respectively.

23

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 6 - NOTES PAYABLE – UNRELATED PARTY (continued)

(5)Lender 3

On November 18, 2014, the Company borrowed \$25,000 from a third party (Note 1). The \$25,000 is evidenced by an unsecured promissory note bearing interest at a rate of 10% beginning April 1, 2015. Outstanding principal and accrued interest is fully due and payable on December 01, 2015. The holder has the right to convert any or all of the outstanding principal and accrued interest into shares of the Company's common stock at a conversion rate of \$0.30 per share.

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

Pursuant to ASC Topic 470-20, "Debt with Conversion and Other Options," there is no beneficial conversion feature associated with these promissory notes because the conversion rate is equal or greater than the fair market value on the issuance date.

	Note 1	Note 2
Balance, October 31, 2014	\$-	\$-
Additional: Principal	25,000	100,000
Accrued interest	1,459	5,836
Balance, October 31, 2015	26,459	105,836
Accrued interest	2,507	10,027
Balance, October 31, 2016	\$28,966	\$115,863

(6)Equipment Finance Agreement

On March 25, 2015, the Company entered into an Equipment Finance Agreement ("EFA") with Global Finance Group, Inc. to borrow up to \$275,000. Under the EFA the Company received cash proceeds of \$90,000, \$5,000 was paid directly to a third party to reduce certain outstanding loans and a further \$122,465 was expended by Global to purchase equipment on behalf of the Company. The EFA is secured by the purchased equipment, and is assessed interest at a rate of 12% per annum. Principal and accrued interest are paid in monthly installments of \$7,243 commencing on May 1, 2015. It was agreed between the parties that the first 4 months of payments will be reduced by \$5,000 per payment, and thereafter, commencing September 1, 2015 payments of the full installment value will commence.

During the fiscal year ended October 31, 2015, the Company paid \$11,472, of which \$8,972 was applied to the principal and \$2,500 applied to interest. The Company met its payment obligations up to August 2015 and is currently in default of its current payment obligations.

The balance due on this obligation October 31, 2016 is \$242,267 (October 31, 2015 - \$221,637).

During the fiscal year ended October 31, 2015 in connection with the aforementioned equipment purchase, the Company capitalized the equipment (gross) at October 31, 2015 in an amount totaling \$122,465. The EFA is

personally guaranteed by the Company's President, Mr. Roger Janssen.

24

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 7 - STOCKHOLDERS' EQUITY

For the fiscal years ended October 31, 2016 and October 31, 2015

No Shares were issued during the period.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Effective November 23, 2013, the Company entered into an employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of \$15,000 a month over the three-year term of the agreement. At the sole discretion of the board of directors, Mr. Janssen may be granted performance bonuses and may also participate in any incentive plans that the Company may establish. In addition, Mr. Janssen received 30,000,000 shares of the Company's restricted common stock as a signing bonus. The shares were valued at \$4,800,000 based upon the trading price of the shares on the date of grant. Officer's compensation for the year ended October 31, 2014 amounted to \$4,887,449 including the indicated stock based compensation of \$4,800,000. Accrued compensation due Mr. Janssen as of October 31, 2016 amounted to \$448,130 (October 31, 2015 - \$301,870), which is included in the balance of other payables – related parties as reflected in the accompanying balance sheet. The \$448,130 is net of \$33,740 that was actually paid to Mr. Janssen during the twelve month period ended October 31, 2016.

On March 30, 2015, the Company entered into an equipment rental agreement with Santeo Financial Corp. with respect to certain manufacturing equipment. The term of rental is 24 months, with an option to purchase the equipment at any time up to the end of the rental agreement. Under the terms of the agreement the Company shall pay a security deposit of \$700 and agreed to a monthly rental fee of \$350 with the first month payable upon signing. The Company did not make any payments under this agreement in the period ended April 30, 2016 and October 31, 2015 and has accrued a total of \$7,175 and \$3,710, respectively, as due and payable.

On February 29, 2016, the Company extended a lease agreement originally entered into in January 2014 for a term of five years expiring February 28, 2021. Minimum annual lease payments under the extended lease are as follows:

10 months ending October 31, 2016: \$43,800
Year ending October 31, 2017: \$52,560
Year ending October 31, 2018: \$53,420
Year ending October 31, 2019: \$54,452
Year ending October 31, 2020: \$55,484
Year ending October 31, 2021: \$9,276

25

3DX INDUSTRIES, INC.
Notes to Unaudited Financial Statements
October 31, 2016 and 2015

NOTE 9 - SUBSEQUENT EVENTS

On November 23, 2016, the Company and ExOne entered into a title transfer, conditional release and equipment lease agreement where under the Company, notified of its default under the original terms of the agreement and (a) amendments thereto (Note 5 above) effective January 11, 2016, agreed to transfer title of the equipment back to ExOne, agreed to a lump sum payment of \$10,000 and agreed to enter into a 24 month lease for the equipment under the following terms:

- a) Months 1-3: \$5,000.00 per month
- b) Months 4-6: \$7,500.00 per month
- c) Months 7-24: \$10,000.00 per month

With each payment being due on the first date of the respective month and subject to a 5% late fee when unpaid within 10 (ten) days of the due date. Further under the terms of the agreement ExOne has provided a conditional release of all amounts due under the original agreement and amendments thereto.

- On December 20, 2016, a lender of a convertible note with a principal balance of \$150,000 (the "Original Note") (refer to Note 6(3)(b)) entered into an amendment to the terms of that certain note and accrued interest whereby, among other considerations, the conversion price was reduced from \$0.10 per share to \$0.001 per share.
- (b) Subsequently, the lender assigned a total of \$40,000 of its principal debt to an arm's length third party who converted a total of \$6,000 in principal to 6,000,000 shares of common stock. The assignee entered into a waiver and release agreement with the Company for the balance of the assigned convertible note payable in the amount of \$34,000 on May 30, 2017.

The Company received conversion notices totaling \$5,000 in respect of the balance still held under the aforementioned Original Note by the original lender and issued a total of 5,000,000 shares leaving a total balance payable, not including accrued interest, of \$105,000 on this note.

- On March 15, 2017, the Company and Santeo entered into a letter agreement to revise the terms of the original March 30, 2015 equipment lease (ref: Note 9 above). Under the terms of the letter agreement, the Company will (c) purchase the manufacturing equipment for a total of \$18,000 no later than December 31, 2017, which amount shall also include all accrued and unpaid rental payments, and any interest thereon up to December 31, 2017. Should the Company be unable to make the required payment as at December 31, 2017, interest of 12% per annum shall apply to any balance outstanding.

- (d) On April 28, 2017, a third-party lender with various amounts outstanding agreed to release and waive a total of \$367,170, inclusive of accrued interest thereon, with no further consideration payable.
- (e) On June 15, 2017, a total of 3,000,000 shares originally issued to settle part of convertible note in the amount of \$3,000 as discussed in Note 9(c) above were returned to treasury and canceled.

- (f) During the month of June 2017, the Company and the original stakeholder of the McNeil Claims referenced in Note 3 above entered into an assignment agreement whereby the stakeholder acquired the defaulted claims.

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

The Company's auditor, MaloneBailey LLP, resigned on June 1, 2017.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Based on this evaluation, our principal executive and principal financial and accounting officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were not effective as of October 31, 2016.

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 in Rules 13a-15(c) and (d) of the Exchange Act. Our internal controls are designed to provide reasonable assurance that the reported financial information is presented fairly, financial disclosures are adequate and that the judgments inherent in the preparation of financial statements are reasonable and in accordance with generally accepted accounting principles of the United States of America (GAAP).

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time

A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the company's ability to initiate, authorize, record, process, or report external financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the company's annual or interim financial statements that is more than inconsequential will not be prevented or detected. An internal control material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

As part of our compliance efforts relative to Section 404 of the Sarbanes-Oxley Act of 2002, our management assessed the effectiveness of our internal control over financial reporting as of October 31, 2016. In making this assessment, management used the criteria set forth in the Internal Control - Integrated Framework by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). We evaluated control deficiencies identified through our test of the design and operating effectiveness of controls over financial reporting to determine whether the deficiencies, individually or in combination, are significant deficiencies or material weaknesses. In performing the assessment, our management has identified material weaknesses in internal control over financial reporting existing as

of October 31, 2016. Our evaluation of the significance of each deficiency included both quantitative and qualitative factors. Based on that evaluation, our management concluded that as of October 31, 2016, and as of the date that the evaluation of the effectiveness of our internal controls and procedures was completed, our internal controls are not effective, for the reason discussed below:

We do not yet have written documentation of our internal control policies and procedures. Written documentation
1. of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act and may be applicable to us in future years.

We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our extremely small size and the fact that we only had one management employee, whom is also an executive
2. officer and director, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals.

We do not currently have full-time accounting personnel, which means we lack the requisite expertise in the key functional areas of finance and accounting. We rely upon a third party accountant firm to assist us in our accounting and reporting.

4. We do not have a functioning audit committee, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

We had not established adequate financial reporting monitoring activities to mitigate the risk of management override, specifically because there are no employees and only one officer and director with management functions and therefore there is lack of segregation of duties.

6. There is a strong reliance on contract accountants to review and adjust the annual and quarterly financial statements, to monitor new accounting principles, and to ensure compliance with GAAP and SEC disclosure requirements.

7. There is a strong reliance on the external attorneys to review and edit the annual and quarterly filings and to ensure compliance with SEC disclosure requirements.

In light of the material weaknesses described above, we performed additional analysis and other post-closing procedures to ensure our financial statements were prepared in accordance with generally accepted accounting principles. Accordingly, we believe that the financial statements included in this Report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

In addition, although our internal controls are not effective, these significant weaknesses did not result in any material misstatements in our financial statements. Our management is committed to improving its internal controls and will (1) continue to use third party specialists to address shortfalls in staffing and to assist us with accounting and finance responsibilities, (2) increase the frequency of independent reconciliations of significant accounts which is intended to mitigate the lack of segregation of duties until there are sufficient personnel and (3) we plan to establish an audit committee in the future.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting identified in connection with our evaluation we conducted of the effectiveness of our internal control over financial reporting as of October 31, 2016, that occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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 temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

Continuing Remediation Efforts to address deficiencies in Company's Internal Control over Financial Reporting

Once the Company has sufficient personnel available, then our Board of Directors, in particular and in connection with the aforementioned deficiencies, will establish the following remediation measures:

1. Our Board of Directors will nominate an audit committee or a financial expert on our Board of Directors.

2.

We will appoint additional personnel to assist with the preparation of the Company's monthly financial reporting, including preparation of the monthly bank reconciliations.

ITEM 9B. OTHER INFORMATION.

None.

28

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

1) Identification of Directors and Executive Officers

The following table sets forth the names and ages of our current directors and executive officers:

Name and Address	Age	Position	Tenure
Roger Janssen 6920 Salashan Parkway Suite D101 Ferndale, WA 98248	53	President, CEO, CFO, Director	September 17, 2013 to present
Earl W. Abbott 3841 Amador Way Reno, NV 89502	75	Vice President of Exploration and Director	January 25, 2013 to present

2) Term of Office

Each of our officers is elected by the Company's Board of Directors to serve until the next annual meeting of Directors or until their successors are duly elected and qualified. Each of our directors is elected by the Company's Board of Directors and shall hold office until the next annual meeting of stockholders and until his/her successor shall have been duly elected and qualified.

3) Biographies and Business Experience of Officers and Directors

The business experience during the past five years of the person presently listed above as an Officer or Director of the Company is as follows:

ROGER JANSSEN, is the founder of Key Manufacturing ("Key"), and has acted as president of Key for the past 23 years. In addition to his position at Key, Mr. Janssen was a director of Mineralite Corporation, a Company traded on the OTCBB market under the symbol "RITE" for the past two years prior to joining 3DX Industries, Inc. Mr. Janssen resigned from his position with Mineralrite on November 14, 2013. Mr. Janssen has more than thirty years of experience in the manufacturing industry. He has secured lucrative contracts within a range of industries: marine, military, automotive, alternative energy, medical, and aerospace. Clients include, but are not limited to, Boeing, Raytheon, BE Aerospace, British Petroleum and Intermec.

Because of Mr. Janssen's dedication to new technological developments, Key Manufacturing has been able to provide the Puget Sound with high quality manufacturing and machine services since 1989. Over the years, Mr. Janssen has proven his ability to reinvent himself by staying profitable even through economic lows within the industry, such as after 9/11. One example of this is Mr. Janssen's keen ability to recognize new business opportunities, as he did in 2004, when he added a ZCorp310- 3 D printer, which instigated his current experience with additive manufacturing. During his twenty-four year tenor at Key manufacturing, Mr. Janssen has gained immeasurable experience in management, operations, human resources, equipment procurement, strategic planning, sales and business development, contract negotiation, and financial reporting.

Mr. Janssen holds a technical degree in precision machining and manufacturing, earned in 1981 from the Sno-Isle Tech Centre in Everett, WA. He is always seeking to expand and update his business knowledge, and has actively continued his education by taking financial, business and marketing courses at his local community college. Recognizing his impeccable reputation as an industry leader in the area, the Sno-isle Tech Centre recruited Mr. Janssen to serve on their advisory board, which he did for the following eight years. Three of those years were spent

as Chairman of the Board, making decisions about the Centre's curriculum, as well as approving qualified faculty and budget allocations. Mr. Janssen has since acted as a consultant and member of the board to a variety of private and public companies within the industry.

EARL W. ABBOTT, received his Ph.D. in geology at Rice University, Houston, Texas where he studied the tectonics of the western U.S. He has spent a total of 43 years exploring for gold, base metals, oil and gas, uranium, and other resources all over the world. Utilizing his education and experience, he combines strong management skills with a creative vision that enables him to apply sound scientific principles to the search for giant ore deposits. In the early part of his career, his management of an exploration program in Nevada resulted in the acquisition of three gold ore bodies that were subsequently mined profitably.

During his career, Dr. Abbott has been a key member of several large and small mining companies and a consultant to the mining industry continuously for more than 31 years. From 2004 to the present day, Dr. Abbott has acted as Director of Big Bar Resources Corporation (TSX-V) assisting in exploration in the western U.S., Mexico, and China. From 2008 to 2009, Dr. Abbott was the COO and Director of Uranium 308 Corp. (OTC-BB), managing a uranium project in Mongolia. In 2009, Dr. Abbott assisted in forming Coyote Resources (OTC-BB) and acted as President and CEO until 2012, exploring a gold project and a silver project in Nevada. During 2012 and 2013, Dr. Abbott aided in the formation of a private company called New Century Energy and Resources to perform exploration for projects in Mongolia.

Dr. Abbott is active in his profession, having been a member and served as an executive of professional mining associations. As a result, he has an extensive network of technical as well as leadership contacts. He is a Certified Professional Geologist (C.P.G., No. 7611) by the American Institute of Professional Geologists (AIPG) as well as being the past President of the Nevada Chapter. He is also a member and past President of the Geological Society of Nevada (GSN), a member and past President of the Nevada Petroleum & Geothermal Society (NPGS), a member and past President of the Denver Region Exploration Geologists Society (DREGS), a member of the Society of Economic Geologists (SEG), a member of the Society for Mining, Metallurgy, and Exploration (SME), a member of the Geological Society of America (GSA), a member of the Association For Mineral Exploration British Columbia (AMEBC), and a member of the Prospectors and Developers Association of Canada (PDAC). Dr. Abbott is a Qualified Person under the rules of National Instrument 43-101.

4) Identification of Significant Employees

We currently have no significant employees other than our officers and directors, Roger Janssen and Dr. Earl Abbot.

5) Family Relationships

We currently do not have any officers or directors of our Company who are related to each other.

6) Involvement in Certain Legal Proceedings:

During the past ten years no director, executive officer, promoter or control person of the Company has been involved in the following:

- A petition under the Federal bankruptcy laws or any state insolvency law which 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
- (1) 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);
Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated,
 - (3) 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 (f)(3)(i) of this section, 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 (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), 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.

7) Audit Committee and Audit Committee Financial Expert

The Company does not have an audit committee or an audit committee financial expert (as defined in Item 407 of Regulation S-K) serving on its Board of Directors. All current members of the Board of Directors lack sufficient financial expertise for overseeing financial reporting responsibilities. The Company has not yet employed an audit committee financial expert on its Board due to the inability to attract such a person.

8) Code Of Ethics

Our board of directors has not adopted a code of ethics due to the fact that we presently only have two directors and we are in the start-up stage of our operations. We anticipate that we will adopt a code of ethics when we increase either the number of our directors and officers or the number of our employees.

9) Section 16(a) Beneficial Ownership Reporting Compliance

We do not yet have a class of equity securities registered under the Securities Exchange Act of 1934, as amended. Hence, compliance with Section 16(a) thereof by our officers and directors is not required.

ITEM 11. EXECUTIVE
COMPENSATION

Compensation of Officers

The following tables set forth certain information about compensation paid, earned or accrued for services by our executive officers in the fiscal years ended October 31, 2015 and October 31, 2014.

A summary of cash and other compensation paid in accordance with management consulting contracts for our executives for the most recent two years is as follows:

Name and Principal Position	Title	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation		Nonqualified Deferred Compensation Earnings (\$)	All other compensation (\$)	Total (\$)
							(\$)	(\$)			
(a)		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
Roger Janssen ^{(1) (2)}	President, CEO, CFO and Director	2016	\$180,000	\$-0-	\$-0-	-0-	-0-	-0-	-0-	-0-	\$180,000
		2015	\$180,000	\$-0-	\$-0-	-0-	-0-	-0-	-0-	-0-	\$180,000

Notes to Summary Compensation Table:

(1) Mr. Janssen was appointed to serve as President, CEO, CFO and Director of the Company on September 17, 2013.

The Company entered into that certain Executive Employment Agreement (the "Employment Agreement") with Roger Janssen, an individual ("Mr. Janssen"), which the parties mutually agreed would be effective as of November 23, 2013 (the "Employment Agreement Effective Date"). Mr. Janssen employment agreement is for a term of three (3) years which shall be automatically renewed in one (1) year increments unless terminated within the sole discretion of the Company's Board of Directors. As consideration for services rendered pursuant to the Employment Agreement, Mr. Janssen received: (i) a total of Thirty Million (30,000,000) restricted shares of (2) common stock of the Company, valued at \$0.001 per share, as a signing bonus; and receives (ii) a base salary equal to One Hundred and Eighty Thousand USD (\$180,000) per year, payable on a monthly basis. During the fiscal year ended October 31, 2015 Mr. Janssen charged \$180,000 in management fees of which he was paid only \$27,864, the balance of which is included in other payables, related parties. During fiscal 2016 Mr. Janssen charged \$180,000 in management fees of which he was paid only \$33,740. Accrued compensation due Mr. Janssen as of October 31, 2016 amounted to \$448,130 (October 31, 2015 - \$301,870), which is included in the balance of other payables – related parties as reflected in the accompanying balance sheet.

Narrative Disclosure to Summary Compensation Table

The Company has no plans to provide for group health insurance to employees, the payment of retirement benefits, or benefits that will be paid primarily following retirement. The Company has no agreement that provides for payment to executive officers at, following, or in connection with the resignation, retirement or other termination, or a change in control of Company or a change in any executive officer's responsibilities following a change in control.

Other than the Employment Agreement with Roger Janssen discussed above in Footnote 2 to the Summary Compensation Table, there are no other employment contracts, compensatory plans or arrangements, including payments to be received from the Company with respect to any executive officer, that would result in payments to such person because of his or her resignation, retirement or other termination of employment with the Company, or its subsidiaries, any change in control, or a change in the person's responsibilities following a change in control of the Company.

Outstanding Equity Awards at Fiscal Year-End

The executive officer did not receive any equity awards, nor does he hold exercisable or unexercisable options, as of the years ended October 31, 2016 and 2015.

Long-Term Incentive Plans

The Company has no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers, no are there any option, stock award, or long-term incentive plans.

Compensation of Directors

Our directors received no extra compensation for their services on the Company's Board of Directors. There are no employment contracts, compensatory plans or arrangements, including payments to be received from the Company with respect to any Director that would result in payments to such person because of his or her resignation with the Company, or its subsidiaries, any change in control of the Company. There are no agreements or understandings for any Director to resign at the request of another person. None of our Directors or executive officers acts or will act on behalf of or at the direction of any other person.

Compensation Committee

We currently do not have a compensation committee of the Board of Directors. The Board of Directors as a whole determines executive compensation.

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

Security Ownership of Certain Beneficial Owners and Management

The following table lists, as of October 31 2016, the number of shares of common stock that are beneficially owned by (i) each person or entity known to the Company to be the beneficial owner of more than 5% of the outstanding common stock; (ii) each officer and director of the Company; and (iii) all officers and directors as a group. Information relating to beneficial ownership of common stock by principal shareholders and management is based upon information furnished by each person using "beneficial ownership" concepts under the rules of the Securities and Exchange Commission. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to vote or direct the voting of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days. Under the Securities and Exchange Commission rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary beneficial interest. Except as noted below, each person has sole voting and investment power.

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

As of October 31, 2016, there are 37,461,409 shares of common stock issued and outstanding, and no warrant or options outstanding.

Name and Address of Beneficial Owner, Directors and Officers:	Amount and Nature of Beneficial Ownership(1)	Percentage of Beneficial Ownership (2)
Roger Janssen (3) 6920 Salashan Pkwy Ferndale, WA 98248	30,002,000	80.09%
Earl W. Abbott (4) 3841 Amador Way Reno, NV 89502	600	0.001%
All executive officers and directors as a group (2 people)	30,002,600	80.09%
Beneficial Shareholders greater than 5% Santeo Financial Corp. Suite #368, 16 Midlake Blvd SE Calgary AB T2X 2X7	3,746,140(5)	9.99%

(1) Percentage ownership is determined based on shares owned together with securities exercisable or convertible into shares of common stock within 60 days of the date of this Annual Report for each stockholder. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to securities exercisable or convertible into shares of common stock that are currently exercisable or exercisable within 60 days of the date of this Annual Report are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Our common stock is our only issued and outstanding class of securities eligible to vote.

(2) Applicable percentage of ownership is based on 37,461,409 shares of common stock outstanding, and no warrants or options outstanding as of October 31, 2016.

(3) Roger Janssen is the President, CEO, CFO, and Director of the Company. His beneficial ownership includes 30,002,000 common shares.

(4) Earl Abbot is a Director of the Company and Vice President of Exploration. His beneficial ownership includes 600 common shares.

(5) On January 15, 2013, Santeo Financial Corp, was granted the option to convert up to \$43,750 in accrued compensation due it into shares of the Company's common stock at a conversion price of \$0.001 per share, and to convert \$131,250 of accrued compensation due it into shares of the Company's common stock at a conversion price of \$0.01 per share. Effective December 18, 2013, the Company and Santeo agreed to institute an ownership limitation, under which no issuance of common stock shares of the Corporation to Santeo shall result in the issuance of more than that number of common stock shares, if any, such that, upon issuance, the aggregate beneficial ownership of the Corporation's Common Stock (calculated pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of Santeo and all persons affiliated with Santeo ("Beneficial Ownership") is more than 9.99% of the Corporation's Common Stock then outstanding. Thus, based on 37,461,409 shares issued and outstanding as of October 31, 2016, Santeo has the option to convert a portion of the debt owed by the Company to Santeo equivalent to a maximum of 3,746,140 shares of common stock.

Changes in Control

There are no present arrangements or pledges of the Company's securities which may result in a change in control of the Company.

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

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, Roger Janssen is not an independent director because he is also an executive officer of the Company. According to the NASDAQ definition, Earl W. Abbott is not an independent director because he is also a shareholder of the Company.

Related Party Transactions

Effective November 23, 2013, the Company entered into an employment agreement with its President and Chief Executive Officer, Roger Janssen. Under the terms of the agreement, Mr. Janssen will receive a base salary of \$15,000 a month over the three-year term of the agreement. At the sole discretion of the board of directors, Mr. Janssen may be granted performance bonuses and may also participate in any incentive plans that the Company may establish. In addition, Mr. Janssen received 30,000,000 shares of the Company's restricted common stock as a signing bonus. The shares were valued at \$4,800,000 based upon the trading price of the shares on the date of grant. Officer's compensation for the year ended October 31, 2014 amounted to \$4,887,449 including the indicated stock based compensation of \$4,800,000. Accrued compensation due Mr. Janssen as of October 31, 2016 amounted to \$448,130 (October 31, 2015 - \$301,870), which is included in the balance of other payables – related parties as reflected in the accompanying balance sheet. The \$448,130 is net of \$33,740 that was actually paid to Mr. Janssen during the twelve month period ended October 31, 2016.

In December 18, 2013, the Company purchased various equipment relating to its 3D metal printing operation from Mr. Janssen for \$500,000. The \$500,000 is evidenced by a promissory note assessed interest at an annual rate of 1.64%. Accrued interest is payable quarterly with the Principal balance and any unpaid accrued interest fully due and payable on December 15, 2018. Mr. Janssen has the right to convert any outstanding principal and accrued interest into restricted shares of the of the Company's common stock at a conversion price of \$0.50 per share. The balance due Mr. Janssen at October 31, 2016 totaled \$524,095 (October 31, 2015 - \$515,528) of which the accrued interest of \$24,095 was classified as a short-term liability and the \$500,000 was classified as a long-term liability. During the fiscal year ended October 31, 2016, the accrued interest of \$8,568 (\$8,406 – October 31, 2015) was charged to operations. The Company has not paid any accrued interest.

Other than the foregoing, none of the directors or executive officers of the Company, nor any person who owned of record or was known to own beneficially more than 5% of the Company's outstanding shares of its Common Stock, nor any associate or affiliate of such persons or companies, has any material interest, direct or indirect, in any transaction that has occurred during the past fiscal year, or in any proposed transaction, which has materially affected or will affect the Company.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions in the following manner:

- Disclosing such transactions in reports where required;
- Disclosing in any and all filings with the SEC, where required;
- Obtaining disinterested directors consent; and
- Obtaining shareholder consent where required.

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

Our principal independent accountant up to their resignation on June 1, 2017, was MaloneBailey, LLP. MaloneBailey completed our interim review reports up to the Form 10-Q for the nine months ended July 31, 2015, but did not issue an audit report for the fiscal year ended October 31, 2015. They did not complete a review of our annual financial statements for the fiscal year ended October 31, 2015.

	Year Ended October 31, 2016	Year Ended October 31, 2015
Audit fees	\$ nil	\$25,500
Audit-related fees	\$ nil	\$ nil
Tax fees	\$ nil	\$ nil
All other fees	\$ nil	\$ nil
Total	\$ nil	\$25,500

Audit Fees

During the fiscal year ended October 31, 2016, we incurred approximately \$Nil in fees to a principal independent accountants for professional services rendered in connection with the audit and review of our financial statements during the fiscal year ended October 31, 2016.

During the fiscal year ended October 31, 2014, we incurred approximately \$25,500 in fees to our principal independent accountants and former independent accounts for professional services rendered in connection with the audit and review of our financial statements for fiscal year ended October 31, 2015.

Audit-Related Fees

The aggregate fees billed during the fiscal years ended October 31, 2016 and 2015 for assurance and related services by our principal independent accountants, that are reasonably related to the performance of the audit or review of our financial statements (and are not reported under Item 9(e)(1) of Schedule 14A) was \$nil and \$nil respectively.

Tax Fees

The aggregate fees billed during the fiscal years ended October 31, 2016 and 2015 for professional services rendered by our principal accountant tax compliance, tax advice and tax planning were \$nil and \$nil, respectively.

All Other Fees

The aggregate fees billed during the fiscal years ended October 31, 2016 and 2015 for products and services provided by our principal independent accountants (other than the services reported in Items 9(e)(1) through 9(e)(3) of Schedule 14A) was \$nil and \$ nil, respectively.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

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

Number	Description	Filing
31.1	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.2	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.1	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
32.2	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.

37

SIGNATURES

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

3DX Industries, Inc.

Date: January 17, 2018 By: /s/ Roger Janssen
Name: Roger Janssen
Title: Chief Executive
Officer
Chief Financial
Officer
President, CEO and
a director

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

Date: January 17, 2018 By: /s/ Roger Janssen
Name: Roger Janssen
Title: Director

Date: January 17, 2018 By: /s/ Earl W. Abbott
Name: Earl W. Abbott
Title: Director

SUPPLEMENTAL INFORMATION TO BE FURNISHED WITH REPORTS FILED

PURSUANT TO SECTION 15(d) OF THE EXCHANGE ACT BY NON-REPORTING ISSUERS

1. No annual report to security holders covering the company's last fiscal year has been sent as of the date of this report.
2. No proxy statement, form of proxy, or other proxy soliciting material relating to the company's last fiscal year has been sent to any of the company's security holders with respect to any annual or other meeting of security holders.
3. If such report or proxy material is furnished to security holders subsequent to the filing of this Annual Report on Form 10-K, the company will furnish copies of such material to the Commission at the time it is sent to security holders.