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

FORM 10-K

(Mark One)
☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: **August 31, 2017**

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

For the transition period from ________ to ________

Commission File Number: **333-161943**

SPORT ENDURANCE, INC.
(Exact name of registrant as specified in its charter)

Nevada	**26-2754069**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

222 Broadway, 19th Floor, New York, NY 10038

(Address of principal executive offices) (Zip Code)

(646) 846-4280
(Registrant's telephone number, including area code)

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

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, Par Value $0.001
(Title of class)

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 Exchange Act. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

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

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

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: $18,078,576.

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 78,685,302 shares of $0.001 par value common stock outstanding as of November 27, 2017.

SPORT ENDURANCE, INC.
FORM 10-K
Year Ended August 31, 2017

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EXPLANATORY NOTE

Unless otherwise noted, references in this registration statement to “Sport Endurance, Inc.,” “Sport Endurance,” the “Company,” “we,” “our” or “us” means Sport Endurance, Inc.

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains “forward-looking statements”. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including, but not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objections of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements or belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words “may,” “could,” “estimate,” “intend,” “continue,” “believe,” “expect” or “anticipate” or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. we do not intend, and undertake no obligation, to update any forward-looking statement. You should, however, consult further disclosures we make in future filings of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Although we believe the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors impacting these risks and uncertainties include, but are not limited to the Risk Factors contained in Item 7 of this Report.

AVAILABLE INFORMATION

We file annual, quarterly and special reports and other information with the SEC that can be inspected and copied at the public reference facility maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0405. Information regarding the public reference facilities may be obtained from the SEC by telephoning 1-800-SEC-0330. The Company’s filings are also available through the SEC’s Electronic Data Gathering Analysis and Retrieval System which is publicly available through the SEC’s website (www.sec.gov). Copies of such materials may also be obtained by mail from the public reference section of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0405 at prescribed rates.

PART I

ITEM 1. BUSINESS

Overview

We were incorporated in the State of Nevada in 2001, and in 2009 changedour name to Sport Endurance, Inc.

Mr. David Lelong has been the Company's President and Chief Executive Officer since February 4, 2016 and the Company's sole director since April 25, 2016.

The Company is presently marketing for sale three products in the areas of Total Wellness, Performance, and Recovery. The products are called Ultra Peak T, Sports Leg & Lung Formula, and Pain-Freeze Recovery Gel.

The Company has acquired product inventory from an unaffiliated outside provider (PureSource, Inc.). The Company is in the process of ramping its direct marketing efforts through online channels and has not yet achieved material revenue in connection with its business to date. As a result, we are a startup company, with a limited operating history or revenue, and are at a competitive disadvantage.

The competition for and difficulty in selling our products may affect our ability to develop profitable operations in the future. Companies that are engaged in selling health supplements include large established companies with substantial capabilities and long earnings records.

We have only received insignificant revenues from our operations and are in the process of ramping our sales and marketing operations. Our auditors notethat the absence of revenues and operations, in the Audit Report dated November 29, 2017, is a going concern. The going concern statement opinion issued by the independent auditors is the result of a lack of operations and working capital.

The Company cannot pay its short-term debt and will need to raise capital which concerned the independent auditors because there is insufficient cash for operations for the next 12 months. If we cannot raise sufficient capital, we will cease operations.

We established the minimum amount of $200,000 that the Company will need to raise through financing so that sales and marketing operations can proceed in order to generate revenue. Presently no other sources of financing have been identified, and it is unknown if any other sources will be identified. There is no assurance that the Company will be able to obtain any financing. The Company owes approximately $536,458 of principal of notes which are due in December 2017. If the Company cannot repay the notes or obtain a forbearance from the note holders, it will cease operations.

The Company has developed marketing plans and materials for reaching prospective customers directly through online advertising. The necessary systems and processes to accept, fulfill, and service customer orders have been implemented and tested. Sales and marketing efforts will ramp up once the Company receives sufficient financing.

ITEM 1A. RISK FACTORS

Not applicable for smaller reporting companies.

ITEM 2. PROPERTIES

The principal executive office of Sport Endurance is a virtual office located at 222 Broadway, 19th floor, New York, NY 10038. Our telephone number is: (646) 846-4280.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

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

(a) Market Information

Our common stock trades on the OTCQB under the symbol “SENZ”.

The following table sets forth the high and low bid prices for each quarter within the two last fiscal years. The quotations on the OTCQB reflect inter-dealer prices, without retail mark-up, markdown or commission, and may not necessarily represent actual transactions.

	COMMON STOCK MARKET PRICE	
	HIGH	**LOW**
FISCAL YEAR ENDED AUGUST 31, 2017:		
First Quarter	$ 1.90	$ 1.25
Second Quarter	$ 1.97	$ 1.20
Third Quarter	$ 1.57	$ 0.20
Fourth Quarter	$ 1.06	$ 0.67

	COMMON STOCK MARKET PRICE	
	HIGH	**LOW**
FISCAL YEAR ENDED AUGUST 31, 2016:		
First Quarter	$ 0.65	$ 0.25
Second Quarter	$ 1.00	$ 0.025
Third Quarter	$ 1.99	$ 0.55
Fourth Quarter	$ 2.00	$ 1.82

(b) Holders of Common Stock

We are authorized to issue 580,000,000 shares of common stock, $0.001 par value per share. As of November 29, 2017, we have 78,226,969 shares of common stock issued and outstanding. As of Novembe r 29, 2017, there were eighteen (18) record shareholders of the Company’s common stock. Equity Stock Transfer is the registrar and transfer agent for our common stock.

Each share of common stock shall have one (1) vote per share for all purposes. The holders of a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of our shareholders. Our common stock does not provide a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our common stock holders are not entitled to cumulative voting for election of the Board of Directors (the “Board”).

Holders of common stock are entitled to receive ratably such dividends as may be declared by theBoard out of funds legally available therefore as well as any distributions to the security holder. We have never paid cash dividends on our common stock, and do not expect to pay such dividends in the foreseeable future.

In the event of a liquidation, dissolution or winding up of our company, holders of common stock are entitled to share ratably in all of our assets remaining after payment of liabilities. Holders of common stock have no preemptive or other subscription or conversion rights. There are no redemption or sinking fund provisions applicable to the common stock.

(c) Dividends

The Company has never paid dividends on its common stockand presently cannot do so since it lacks positive shareholders equity. The Company intends to follow a policy of retaining earnings, if any, to finance the growth of the business and does not anticipate paying any cash dividends in the foreseeable future. The declaration and payment of future dividends on the common stock will be at the sole discretion of the Board and will depend on the Company’s profitability and financial condition, capital requirements, statutory and contractual restrictions, future prospects and other factors deemed relevant.

(d) Securities Authorized for Issuance under Equity Compensation Plans

The Company has not established any compensation plans to which our securities are authorized for issuance to employees or non-employees (such as directors, consultants and advisors) in exchange for consideration in the form of services.

(e) Recent Sales of Unregistered Securities

We have previously disclosed all sales of securities without registration under the Securities Act of 1933 (the "Act"), other than the following:

On June 2, 2017, the Company issued 208,333 shares of common stockas consideration for the conversion of $25,000 of principal of convertible notes

ITEM 6. SELECTED FINANCIAL DATA

Not Required

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

Overview and Outlook

Sport Endurance is a Nevada corporation that currently develops, markets, and distributes quality dietary supplements throughout the United States.

For the year ended August 31, 2017, we had a net loss of $1,743,258 as compared to a net loss of $933,761 for the year ended August 31, 2016. Our accumulated deficit as of August 31, 2017 was $3,108,472. These conditions raise substantial doubt about our ability to continue as a going concern over the next 12 months.

Results of Operations for the Years Ended August 31, 2017 and 2016

The following table summarizes selected items from the statement of operations for the year ended August 31, 2017 compared to August 31, 2016.

	For the Years Ended August 31,		Increase /
	2017	2016	(Decrease)
Net revenue	$ 1,400	$ 43	$ 1,357
General and administrative	427,341	132,248	295,093
Impairment of assets	-	248,951	(248,951)
Professional fees	98,097	78,526	19,571
Net Operating (Loss)	(524,038)	(459,682)	(64,356)
Total other income (expense)	(1,219,220)	(474,079)	745,141
Net (Loss)	$ (1,743,258)	$ (933,761)	$ 809,497

Revenues

The Company had sales of $1,734 during the year ending August 31, 2017 compared to $48 for the year ended August 31, 2016. TheCompany had cost of goods sold related to the sales of $334 for net revenues of $1,400 for the year ended August 31, 2017, and cost of goods sold related to the sales of $5 for net revenues of $43 for the year ended August 31, 2016. We expect revenues to increase in future periods as we implement our business plan.

General and administrative expenses

General and administrative expenses were $427,341 for the year ended August 31, 2017 compared to $132,248 for the year ended August 31, 2016, an increase of $295,093. General and administrative expenses consisted primarily of financing penalties, general office expenses, travel costs, rent expense, stock service expense and payroll expenses. The increase in general and administrative expenses for the year ended August 31, 2017 was primarily due to financing penalties in the amount of $272,895. We expect general and administrative expenses to increase in future periods as we continue to implement our business plan and commence operations.

Intangible asset impairment loss

During the year ended August 31, 2016 the Company acquired inventory and certain intangible assets as part of an asset purchase agreement for $250,000. As part of the acquisition, $248,951 was allocated to intangible assets. During the year ended August 31, 2016, the Company determined intangible assets were impaired and recorded an impairment loss of $248,951. There was no such comparable expense during the year ended August 31, 2017.

Depreciation

During the year ended August 31, 2016 we fully depreciated our property and equipment. There was no such comparable depreciation during the year ended August 31, 2017.

Professional fees

Professional fees were $98,097 for the year ended August 31, 2017 compared to $78,526 for the year ended August 31, 2016, an increase of $19,571. Professional fees consist primarily of the cost of legal, accounting, and valuation services. We expect professional fees to increase in future periods as we implement our business plan.

Interest expense

Interest expense for the year ended August 31, 2017 was $830,676 compared to $411,968 for the year ended August 31, 2016, an increase of $418,708. The increase in interest expense was primarily due to amortization of debt discounts on the Company's convertible notes payable.

Change in fair value of derivative liability

The Company has issued convertible promissory notes that contain reset features that required the Company to record a derivative liability. The Company revalued the derivative liability at August 31, 2017 at $312,878, resulting in a non cash loss on revaluation in the amount of $388,544 for the year ended August 31, 2017, an increase of $326,433 compared to a loss on revaluation in the amount of $62,111 during the year ended August 31, 2016.

Net loss

For the reasons above, the Company had a net loss for the year ended August 31, 2017 of $1,743,258, an increase of $809,499 compared to a net loss of $933,761 during the year ended August 31, 2016.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at August 31, 2017 compared to August 31, 2016.

	August 31, 2017	August 31, 2016
Current Assets	$ 16,324	$ 16,640
Current Liabilities	$ 1,199,198	$ 590,963
Working Capital (Deficit)	$ (1,182,874)	$ (574,323)

During the year ended August 31, 2017, the Company had cash used in operating activities of $39,755. This consisted of Company's net loss of $1,743,258, decreased by change in fair value of derivative liabilities of $388,544, amortization of debt discounts of $780,293, and non-cash penalty on extension of notes payable in the amount of $306,345. The Company's cash position also by increased $228,321 as a result of changes in the components of current assets and current liabilities.

The Company had cash provided by financing activities of $31,000 for the year ended August 31, 2017 which consisted of proceeds from related party notes payable in the amount of $186,000, offset by principal payments made on convertible notes payable in the amount of $155,000.

Private Placements

On May 11, 2016 the Company entered into Securities Purchase Agreements with certain purchasers ("the Holders"). The Company issued 3.5% original issue discount senior secured convertible promissory notes having an aggregate face amount of $440,000 (the "May Notes"). The May Notes bear interest at a rate of 10% per annum and matured in six months. The Company received cash proceeds of $424,600 net of the 3.5% original issue discount of $15,400. At the Holders option the principal and accrued interest under the May Notes were convertible into common stock at a rate of $0.50 per sharewith a full reset feature. The May Notes were secured by all assets of the Company.

January and February 2017 Convertible Notes

In December 2016, the Company entered into restructuring agreements with the Holders under the following terms: new notes (the "January and February 2017 Convertible Notes") would be issued for the amounts due under the May Notes; penalties, fees, and accrued interest in the aggregate amount of $212,702 were added to the principal amount due under the January and February 2017 Convertible Notes; 35,000 shares of common stock were issued as a commitment fee for the January and February 2017 Convertible Notes were be issued at a discount of 3.5%, bear interest at the rate of 10% per annum, are convertible at a rate of $0.50 per share, and contain a variable conversion rate whereby, should the Company subsequently sell common stock at a price less than the conversion price, the conversion price of the January and February 2017 Convertible Notes will be reduced to match the lower conversion price. In addition, the proceeds from one of the January and February 2017 Convertible Notes were used to fully redeem one of the May Notes. The aggregate original amount of principal due under the January and February 2017 Convertible Notes was $614,258. Two of the January and February 2017 Convertible Notes in the aggregate amount of $494,340 were due March 31, 2017, and one of the January and February 2017 Convertible Notes in the amount of $119,918 was due August 17, 2017. In April 2017, the Company received forbearance letters from the Holders of the January and February 2017 Convertible Notes that were due March 31, 2017 to extend the due date to April 17, 2017 in exchange for principal payments in the aggregate amount of $75,000; on April 18, 2017, the Company received forbearance letters to further extend the due date to May 1, 2017 in exchange for principal payments in the aggregate amount of $45,000; and on May 1 and 2, 2017, the company entered into forbearance agreements with the holders of the January and February 2017 Convertible Notes to extend them to June 2, 2017.

On June 5 and June 13, 2017, the Company entered into forbearance agreements with the holders of two of the three January and February 2017 Convertible Notes to extend the due dates to December 27, 2017 in exchange for increase in principal in the aggregate amount of $78,907. On October 31, 2017, the Company entered into a forbearance agreement with the holders of the third January and February Convertible Note to extend the due date to December 27, 2017 in exchange for consideration of $10. As of November 27, 2017, the January and February 2017 Convertible Notes are outstanding in the aggregate principal amount of $536,458 and accrued interest of $13,299; these notes are due December 27, 2017.

November 2017 Financing

On November 17, 2017, the Company entered into a Securities Purchase Agreement with one of the Holders in the May Notes (the "Investor") pursuant to which the Company borrowed $241,250 and issued the Investor a $250,000 3.5% Original Issue Discount Senior Secured Convertible Promissory Note (the " November Note"). The Company granted the Investor the Option to lend the Company $48,250 on or before January 15, 2017. If the Option is exercised, the Company will issue the Investor a $50,000 3.5% Original Issue Discount Senior Secured Convertible Promissory Note. The November Note bears interest at 10% per annum, can be pre-paid at a premium, and matures in six months. At the option of the Investor, the principal and accrued interest under the November Note are convertible into common stock at $0.50 per share with a reset feature in the event of default.

Related Party Notes

In January and February 2017, the Company's President and CEO loaned the Company the aggregate amount of $70,000 represented by three notes payable. In April and May 2017, the Company's President and CEO loaned the Company an additional $134,000 represented by three notes payable; in June and August, 2017, the Company's President and CEO loaned the Company an additional $27,000 represented by two notes payable. As of August 31, 2017, the Company has outstanding notes payable to its President and CEO in the aggregate principal amount of $231,000. The Company accrued interest on these notes in the aggregate amount of $2,011 during theyear ended August 31, 2017. In November 2017, we repaid a $75,000 note plus $950 in accrued interest

As of November 27, 2017, we had cash and cash equivalents of approximately $124,269. We owe approximately $536,458 of principal of notes which are due in December 2017. We do not have sufficient working capital for the next 12 months. Our plan for satisfying our cash requirements for the next 12 months is through sale of shares of our common stock or convertible debt. We anticipate revenue during that same period of time, but do not anticipate generating sufficient amounts of revenues to meet our working capital requirements. Consequently, we intend to make appropriate plans to secure sources of additional capital in the future to fund growth and expansion through additional equity or debt financing. We cannot assure you we will be successful in meeting our working capital needs.

Should we not be able to continue to secure additional financing when needed, we may be required to slow down or suspend our business activities or reduce the scope of our current operations, either of which would have a material adverse effect on our business.

Our future capital requirements will depend on many factors, including the development of our business; the cost and availability of third-party financing for development; and administrative and legal expenses.

Going concern.

Our financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit of $3,108,472 and a working capital deficit of $1,182,874 as of August 31, 2017, and have reported negative cash flows from operations since inception. In addition, we do not currently have the cash resources to meet our operating commitments for the next twelve months. The Company's ability to continue as a going concern must be considered in light of the problems, expenses, and complications frequently encountered by entrance into established markets and the competitive nature in which we operate.

Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. There can be no assurance, however, that we will be successful in our efforts to raise additional debt or equity capital and/or that our cash generated by our future operations will be adequate to meet our needs. These factors, among others, indicate that we may be unable to continue as a going concern for a reasonable period of time.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditures or capital resources that are material to investors.

Recently Issued Accounting Standards

There are various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

RISK FACTORS

Risks Related to Our Business

Because of our lack of working capital, we cannot pay our indebtedness due in December 2017, and if we cannot obtain an extension form our creditors , we will be required to cease operations.

Presently we have very limited revenues and had an accumulated deficit as of August 31, 2017 of $3,108,472. We owe approximately $536,458 in convertible due in December 2017. In the past, we have entered into expensive concessions to extend this debt. While one of the creditors has just lent us additional funds in exchange for a short-term convertible note, we have no agreement with regard to the debt due in December. If we cannot extend this debt, we will be forced to cease operations. As a microcap company with nominal revenues, we face stock market risks that all companies face and the greater difficulties that microcap companies encounter. Even if we are successful in raising capital, it is likely to be very dilutive to our existing shareholders.

Our ability to continue as a going concern is in doubt unless we obtain adequate new debt or equity financing and achieve sufficient sales levels.

As noted above, we have incurred significant net losses to date. We anticipate that we will continue to lose money for the foreseeable future. Additionally, we have negative cash flows from operations. Our continued existence is dependent upon generating sufficient working capital and obtaining adequate new debt or equity financing. Because of our continuing losses, without improvements in our cash flow from operations or new financing, we will have to continue to restrict our expenditures. Working capital limitations have impinged on our day-to-day operations, which contribute to continued operating losses.

If we cannot obtain adequate capital to permit us to market our products, we will eventually cease operations.

We expect to incur further losses for the foreseeable future due to additional costs and expenses related to:

- The implementation of our online sales models will cost at least $200,000. We need to create,publish, and distribute all marketing material. We have allocated $30,000 toward the production and optimization of marketing materials which include online advertisements online landing pages, and content blogs.. The Company has already allocated funds and intends to allocate additional funds as soon as they are available.

- Software and hardware updates to maintain service and maintain the Company office will cost the Company at least $1,000 per month. Various marketing tools and customer management infrastructure will cost the company at least $13,000 per month. As a direct sales company, data analytics and proper customer management as well as continued improvements and upgrades to our systems are required. User features and website content updates are vital to continued visitations by online users. This cost signifies the system modifications. The Company intends to allocate these funds as they become available.

- Program administration and working capital expenses until such time as there are sufficient sales to cash-flow operations will cost the company at least $60,000 per quarter. This is the necessary working capital to fund operations until such time as revenues exceed expenses. This will cover marketing expenses, office rent, audit fees, legal and all other management expenses such as those from industry consultants and advisors. The Company intends to pay its lease payments on a timely basis and pay audit fees and legal and all other management fees as they become due.

Accordingly, we need to raise long-term capital to pay our short-term debt and support our planned operations.

Our competitors in the health supplement industry have much greater financial, product and management resources than we do. Therefore, we may not be able to successfully compete with them.

Many companies that are engaged in the health supplement business include large, established companies with substantial capabilities and long earnings records. We may be at a competitive disadvantage in promoting our Sport Endurance products as we must compete with these companies, many of which have greater financial resources and larger marketing and technical staff than we do.

Because we have a limited operating history, we face many of the risks an difficulties that start-up issuers frequently face.

The Company has had very limited revenues or product-related expenses for this time period.

In addition, we also face many of the risks and difficulties inherent in introducing new products.

These risks include the ability to:

- Increase awareness of our brand name;
- Develop an effective business plan;
- Meet customer standards;
- Implement our advertising and marketing plan;
- Attain customer loyalty;
- Maintain current strategic relationships and develop new strategic relationships;
- Respond effectively to competitive pressures;
- Continue to develop and upgrade our service; and
- Attract, retain, and motivate qualified personnel.

Our future will depend on our ability to raise additional capital and bring our service and products to the marketplace, which requires careful planning to provide a service and products that meets customer standards without incurring unnecessary cost and expense.

Because we rely upon our chief executive officer, we may sustain material harm if he ceases to work for us.

We have one employee – our Chief Executive Officer – who we cannot afford to pay. We have borrowed funds from him and deferred paying his salary in order to remain operational. If our Chief Executive Officer finds a more lucrative position or is otherwise unavailable, we may experience harm which can be fatal. Since our Chief Executive Officer is our majority shareholder and sole director, we may find ourselves unable to replace him in which case we will cease operations.

If we cannot manage our growth effectively, we may not become profitable.

Businesses which grow rapidly often have difficulty managing their growth. If we grow as rapidly as we anticipate, we will need to expand our management by recruiting and employing experienced executives and key employees capable of providing the necessary support. We cannot assure you that our management will be able to manage our growth effectively or successfully. Our failure to meet these challenges could cause us to lose money, and your investment could be lost.

Among other things, implementation of our growth strategy would be adversely affected if we were not able to attract sufficient customers to the products we offer or plan to offer in light of the price and other terms required in order for us to attain the necessary profitability.

If we cannot build our brand awareness, we can be severely harmed.

Development and awareness of our brand, Sport Endurance, will depend largely upon our success in creating a customer base and potential referral sources. In order to attract and retain customers and to promote and maintain our brand in response to competitive pressures, management plans to gradually increase over the next 12 months our marketing and advertising budgets as funding allows. If we are unable to economically promote or maintain our brand, then our business, results of operations and financial condition could be severely harmed. We have not yet received any significant revenues from our operations, nor have we otherwise engaged in any ongoing sales and marketing operations, and we have only a limited number of customers

As internet commerce develops, federal, state and foreign governments may draft and propose new laws to regulate internet commerce, which may negatively affect our business.

As Internet commerce continues to evolve, increasing regulation by federal, state or foreign governments becomes more likely. Our business could be negatively impacted by the application of existing laws and regulations or the enactment of new laws applicable to our business. The cost to comply with such laws or regulations could be significant and would increase our operating expenses.

Being a public company involves increased administrative costs, which could result in lower net income and make it more difficult for us to attract and retain key personnel.

As a public company subject to the reporting requirements of the Securities Exchange Act of 1934 (the “Exchange Act,”) we incur significant legal, accounting and other expenses. The Sarbanes-Oxley Act of 2002, as well as new rules subsequently implemented by the SEC, requires changes in corporate governance practices of public companies. We expect these rules and regulations will increase our legal and financial compliance costs and make some activities more time consuming. For example, in connection with being a public company, we may have to create new board committees, implement additional internal controls and disclose controls and procedures, adopt an insider trading policy and incur costs relating to preparing and distributing periodic public reports. These rules and regulations could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly to serve on our audit committee. In addition, we may not be able to absorb these costs of being a public company which will negatively affect our business operations.

The limited public company experience of our management team could adversely impact our ability to comply with the reporting requirements of securities laws.

Our sole officer has limited public company experience, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. Mr. Lelong has never had sole responsibility for managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Mr. Lelong may not be able to implement programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance and reporting requirements, including the establishing and maintaining of internal controls over financial reporting. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Exchange Act, which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy in which event you could lose your entire investment in our company.

Risk Related To Our Capital Stock

Because we do not expect to pay dividends in the future, investors may not be able to realize the value of their shares except through a sale.

We have not, and do not anticipate that we will, declare or pay a cash dividend. State law requires us to have shareholders equity or earnings to pay dividends. We expect to retain future earnings, if any, for our business and do not anticipate paying dividends on common stock at any time in the foreseeable future. Because we do not anticipate paying dividends in the future, the only opportunity for our shareholders to realize the creation of value in our common stock will likely be through a sale of those shares.

Our articles of incorporation provide for indemnification of officers and directors at our expense and limit their liability which may result in a major cost to us and hurt the interests of our shareholders because corporate resources may be expended for the benefit of officers and/or directors.

Our articles of incorporation and applicable Nevada law provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney’s fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees, or agents, upon such person’s written promise to repay us if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us, which we will be unable to recoup.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act of 1933, as amended (the “Securities Act”), and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

Future sales and issuance of our common stock or rights to purchase common stock could cause additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall.

We expect that significant additional capital will be needed to continue our planned operations. To the extent we raise additional capital by issuing equity securities, our stockholders may experience substantial dilution. We may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner we determine from time to time. If we sell common stock, convertible securities or other equity securities in more than one transaction, investors may be materially diluted by subsequent sales. These sales may also result in material dilution to our existing stockholders, and new investors could gain rights superior to our existing stockholders.

Because we are subject to the "penny stock" rules, brokers cannot generally solicit the purchase of our common stock which adversely affects it liquidity and market price.

The SEC has adopted regulations which generally define "penny stock" to be an equity security that has a market price of less than $5.00 per share, subject to specific exemptions. The market price of our common stock on the OTCQB has been substantially less than $5.00 per share and therefore we are currently considered a "penny stock" according to SEC rules. This designation requires any broker-dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities.

These rules limit the ability of broker-dealers to solicit purchases of our common stock and therefore reduce the liquidity of the public market for our shares.

Because we may not be able to attract the attention of major brokerage firms, it could have a material impact upon the price of our common stock.

It is not likely that securities analysts of major brokerage firms will provide research coverage for our common stock since these firms cannot recommend the purchase of our common stock under the penny stock rules referenced in the above risk factor. The absence of such coverage limits the likelihood that an active market will develop for our common stock. It may also make it more difficult for us to attract new investors at times when we require additional capital.

If our common stock becomes subject to a "chill" imposed by the Depository Trust Company, or DTC, your ability to sell your shares may be limited.

The DTC acts as a depository or nominee for street name shares that investors deposit with their brokers. DTC in the last several years has increasingly imposed a chill or freeze on the deposit, withdrawal and transfer of common stock of issuers whose common stock trades on the tiers of the OTC Markets. Depending on the type of restriction, a chill or freeze can prevent shareholders from buying or selling shares and prevent companies from raising money. A chill or freeze may remain imposed on a security for a few days or an extended period of time (in at least one instance a number of years). While we have no reason to believe a chill or freeze will be imposed against our common stock again in the future, if it were your ability to sell your shares would be limited. In such event, your investment will be adversely affected.

Because we may issue preferred stock without the approval of our shareholders and have other anti-takeover defenses, it may be more difficult for a third party to acquire us and could depress our stock price.

In general, our Board may issue, without a vote of our shareholders, one or more additional series of preferred stock that have more than one vote per share, although the Company's ability to designate and issue preferred stock is currently restricted by covenants under our agreements with prior investors. Without these restrictions, our Board could issue preferred stock to investors who support us and our management and give effective control of our business to our management. Additionally, issuance of preferred stock could block an acquisition resulting in both a drop in our stock price and a decline in interest of our common stock. This could make it more difficult for shareholders to sell their common stock. This could also cause the market price of our common stock shares to drop significantly, even if our business is performing well.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

This item in not applicable as we are currently considered a smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS

Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Sport Endurance, Inc.

We have audited the accompanying balance sheets of Sport Endurance, Inc. as of August 31, 2017 and 2016 and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended August 31, 2017 and 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements for the periods described above present fairly, in all material respects, the financial position of Sport Endurance, Inc., as of August 31, 2017 and 2016, and the results of its operations, stockholders' equity (deficit) and cash flows for the periods described above in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has insufficient working capital, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC
www.mkacpas.com
Houston, Texas
November 29, 2017

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SPORT ENDURANCE, INC.
BALANCE SHEETS

	August 31, 2017	August 31, 2016
ASSETS		
Current assets		
Cash and cash equivalents	$ 1,442	$ 10,197
Accounts receivable	-	45
Inventory	14,882	6,398
Other current assets	-	
Total current assets	16,324	16,640
Equipment, net of accumulated depreciation	-	-
Total Assets	16,324	16,640
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued liabilities	132,566	44,746
Derivative liability	312,878	254,952
Accrued officer salary	120,000	24,000
Notes payable and accrued interest - related party	233,011	-
Convertible notes, net of unamortized debt discounts of $153,234 and $172,735	400,743	267,265
Total current liabilities	1,199,198	590,963
Commitments and contingencies	-	-
Stockholders' equity (deficit)		
Preferred stock, $0.001 par value, 20,000,000 shares authorized, 1,000 shares issued and outstanding as of August 31, 2017 and August 31, 2016	1	1
Common stock, $0.001 par value, 580,000,000 shares authorized 78,226,969 shares issued and outstanding as of August 31, 2017 and 77,775,303 at August 31, 2016	78,226	77,775
Additional paid-in capital	1,852,743	718,487
Subscription receivable	(5,372)	(5,372)
Accumulated deficit	(3,108,472)	(1,365,214)
Total stockholders' equity (deficit)	(1,182,874)	(574,323)
Total liabilities and stockholders' equity (deficit)	16,324	$ 16,640

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

SPORT ENDURANCE, INC.
STATEMENTS OF OPERATIONS

	For the Year Ended August 31, 2017	For the Year Ended August 31, 2016
Revenue	$ 1,734	$ 48
Cost of good sold	334	5
Net revenue	1,400	43
Operating expenses:		
General and administrative	427,341	132,248
Impairment of assets	-	248,951
Professional fees	98,097	78,526
Total operating expenses	525,438	459,725
Net Operating Loss	(524,038)	(459,682)
Other income (expense):		
Interest expense	(830,676)	(411,968)
Change in fair value of derivative liability	(388,544)	(62,111)
Total other expense, net	(1,219,220)	(474,079)
Loss before provision for income taxes	(1,743,258)	(933,761)
Provision for income taxes	-	-
Net loss	$ (1,743,258)	$ (933,761)
Net loss per share - basic	$ (0.02)	$ (0.01)
Net loss per share - diluted	$ (0.02)	$ (0.01)
Weighted average shares outstanding - basic	77,918,654	70,463,282
Weighted average shares outstanding - diluted	77,918,654	70,463,282

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

SPORT ENDURANCE, INC.
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Common Stock Subscriptions Receivable	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Imputed interest on notes payable and officer advances	-	-	-	-	670	-	-	670
Discount due to beneficial conversion feature on convertible debt	-	-	-	-	1,700	-	-	1,700
Stock issued for cash	-	-	19,871,500	19,872	-	(5,372)	-	14,500
Stock issued for commitment fee	-	-	200,000	200	359,800	-	-	360,000
Stock issued for conversion of convertible notes payable	-	-	20,121,900	20,121	20,122	-	-	40,243
Net loss for the period	-	-	-	-	-	-	(933,761)	(933,761)
Balance, August 31, 2016	1,000	1	77,775,303	77,775	718,487	(5,372)	(1,365,214)	(574,323)
Issuance of commitment shares	-	-	35,000	35	68,915	-	-	68,950
Derivative reclass from liability to equity upon redemption	-	-	-	-	1,015,757	-	-	1,015,757
Issuance of shares for conversion of note payable and accrued interest	-	-	416,666	416	49,584	-	-	50,000
Net loss for the period	-	-	-	-	-	-	(1,743,258)	(1,743,258)
Balance, August 31, 2017	1,000	1	78,226,969	78,226	1,852,743	(5,372)	(3,108,472)	(1,182,874)

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

SPORT ENDURANCE, INC.
STATEMENTS OF CASH FLOWS

	For the Year Ended August 31, 2017	For the Year Ended August 31, 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (1,743,258)	$ (933,761)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	-	2,190
Intangible asset impairment loss	-	248,951
Commitment fee share expense	-	128,241
Change in fair value of derivative liability	388,544	62,111
Amortization of discount on convertible debt	780,293	268,965
Imputed interest		670
Penalty on debt extension	306,345	-
Changes in assets and liabilities:		
Accounts receivable	45	(45)
Inventory	(8,484)	(5,349)
Accrued officer salary	96,000	-
Interest payable - related party	2,011	-
Accounts payable and accrued liabilities	138,749	47,424
Net cash used in operating activities	(39,755)	(180,603)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments to acquire assets	0	(250,000)
Net cash used in investing activities	0	(250,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments made on convertible notes	(155,000)	-
Proceeds from sale of common stock	-	14,500
Proceeds from notes payable - related party	186,000	12,262
Repayments of notes payable - related party	-	(12,262)
Proceeds from convertible debt - related party		1,700
Proceeds from convertible debt	-	424,600
Net cash provided by financing activities	31,000	440,800
Net increase in cash and cash equivalents	(8,755)	10,197
Cash and cash equivalents at beginning of period	10,197	-
Cash and cash equivalents at end of period	$ 1,442	$ 10,197
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued for conversion of notes payable	$ 50,000	$ 40,243
Common stock issued for discount	$ -	$ 231,760
Discount on beneficial conversion feature	$ -	$ 1,700
Discount due to derivative	$ 677,439	$ 192,841
Stock issued for subscription receivable	$ -	$ 5,372
Stock issued for commitment fee	$ 68,950	$ -
Settlement of derivative	$ 1,015,757	$ -
Accrued interest capitalized into principal of convertible notes	$ 39,382	$ -

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

Sport Endurance, Inc.
Notes to Financial Statements

Note 1 – Nature of Business and Significant Accounting Policies

Nature of Business

Sport Endurance, Inc. ("the Company") was incorporated in the State of Nevada on January 3, 2001 ("Inception"). The Company was dormant until it was revived in 2009 with a name change to, Sport Endurance, Inc. on August 6, 2009. The Company develops, markets, and distributes quality dietary supplements throughout the United States.

Basis of Presentation

The audited condensed financial statements have been prepared in accordance with United States generally accepted accounting principles and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation. All such adjustments are of a normal recurring nature.

The Company has adopted a fiscal year end of August 31st.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and 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 period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and equivalents include investments with initial maturities of three months or less. The Company maintains its cash balances at credit-worthy financial institutions that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. Deposits with these banks may exceed the amount of insurance provided on such deposits; however, these deposits typically may be redeemed upon demand and, therefore, bear minimal risk. The Company had cash and cash equivalents of $1,442 and $10,197 as of August 31, 2017 and 2016, respectively.

Inventory

Inventory consists of finished goods and is stated at the lower of cost or market by the first-in, first-out method. The Company currently has approximately 2,444 containers of "Ultra Peak T", 326 containers of "Sports Leg & Lung", and 977 containers of "Recovery Gel" included in inventory at August 31, 2017. The Company had 357 containers of "Sports Leg and Lung" included in inventory at August 31, 2016.

Intangible Assets

Intangible assets generally arise from business combinations accounted for under the purchase method. The Company performs an annual review or more frequently if indicators of potential impairment exist, to determine if the recorded intangible assets are impaired. During the year ended August 31, 2016 the Company recorded an impairment loss on intangible assets in the amount of $248,951.

Equipment

Equipment is recorded at the lower of cost or estimated net recoverable amount, and is depreciated using the straight-line method over the estimated useful lives of the related assets as follows:

Computer equipment	5 years
Furniture and fixtures	7 years

Maintenance and repairs will be charged to expense as incurred. Significant renewals and betterments will be capitalized. At the time of retirement or other disposition of equipment, the cost and accumulated depreciation will be removed from the accounts and any resulting gain or loss will be reflected in operations.

The Company will assess the recoverability of equipment by determining whether the depreciation and amortization of these assets over their remaining life can be recovered through projected undiscounted future cash flows. The amount of equipment impairment, if any, will be measured based on fair value and is charged to operations in the period in which such impairment is determined by management.

Revenue Recognition

The Company recognizes revenue upon product delivery. All of our products are shipped through a third party fulfillment center to the customer and the customer takes title to product and assumes risk and ownership of the product when it is delivered. Shipping charges to customers and sales taxes collectible from customers, if any, are included in revenues.

For revenue from product sales, the Company recognizes revenue in accordance with Financial Accounting Standards Board "FASB" Accounting Standards Codification "ASC" 605-15-05. ASC 605-15-05 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Income Taxes

The Company accounts for income taxes using the asset and liability method, which requires the establishment of deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided to the extent deferred tax assets may not be recoverable after consideration of the future reversal of deferred tax liabilities, tax planning strategies, and projected future taxable income.

Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash and accrued expenses reported on the balance sheet are estimated by management to approximate fair value primarily due to the short term nature of the instruments. The Company had no items that required fair value measurement on a recurring basis.

Fair Value Measurements

ASC 820 Fair Value Measurements defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements.

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which fair value is observable:

Level 1- fair value measurements are those derived from quoted prices (unadjusted in active markets for identical assets or liabilities);

Level 2- fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3- fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments classified as Level 1 - quoted prices in active markets include cash.

These condensed consolidated financial instruments are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment to estimation. Valuations based on unobservable inputs are highly subjective and require significant judgments. Changes in such judgments could have a material impact on fair value estimates. In addition, since estimates are as of a specific point in time, they are susceptible to material near-term changes. Changes in economic conditions may also dramatically affect the estimated fair values.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of August 31, 2017. The respective carrying value of certain financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include cash, accounts payable and accrued expenses.

Derivative Financial Instruments

Derivatives are recorded on the condensed consolidated balance sheet at fair value. The conversion features of the convertible notes are embedded derivatives and are separately valued and accounted for on the consolidated balance sheet with changes in fair value recognized during the period of change as a separate component of other income/expense. Fair values for exchange-traded securities and derivatives are based on quoted market prices. The pricing model we use for determining fair value of our derivatives is the Lattice Model. Valuations derived from this model are subject to ongoing internal and external verification and review. The model uses market-sourced inputs such as interest rates and stock price volatilities. Selection of these inputs involves management's judgment and may impact net income (see note 8).

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common stock outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an "as if converted" basis, by the weighted average number of common stock outstanding plus potential dilutive securities. For the periods presented, there were no outstanding potential common stock equivalents and therefore basic and diluted earnings per share result in the same figure.

Uncertain tax positions

Effective January 1, 2009, the Company adopted new standards for accounting for uncertainty in income taxes. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company's income tax returns. These audits include questions regarding the Company's tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions.

Recently Issued Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board (the "FASB") issued ASU 2016-15, *Statement of Cash Flows (Topic 230).* The update addresses eight specific cash flow issues and is intended to reduce diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This update will be effective for reporting periods beginning after December 15, 2017, including interim periods within the reporting period. Early adoption is permitted. We are currently evaluating the potential impact of the update on our financial statements.

In January 2017, the FASB issued ASU No. 2017-04, *Simplifying the Test for Goodwill Impairment*, which simplifies the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, current U.S. GAAP requires the performance of procedures to determine the fair value at the impairment testing date of assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, the amendments under this ASU require the goodwill impairment test to be performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The ASU becomes effective for us on January 1, 2020. The amendments in this ASU will be applied on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed.

In May 2017, the FASB issued ASU No. 2017-09, *Stock Compensation - Scope of Modification Accounting*, which provides guidance on which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The ASU requires that an entity account for the effects of a modification unless the fair value (or calculated value or intrinsic value, if used), vesting conditions and classification (as equity or liability) of the modified award are all the same as for the original award immediately before the modification. The ASU becomes effective for us on January 1, 2018, and will be applied prospectively to an award modified on or after the adoption date. Early adoption is permitted, including adoption in any interim period. We are currently assessing the impact that this standard will have on any awards that are modified once this standard is adopted.

There are various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on our consolidated financial position, results of operations or cash flows.

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred recurring net losses from operations resulting in an accumulated deficit of $3,108,472 and a working capital deficit of $1,182,874 as of August 31, 2017. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is actively pursuing new ventures to increase revenues. In addition, the Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful, therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Change of Control

On April 25, 2016, shareholders holding 55,030,600 shares of the outstanding common stock of the Company, representing approximately 71% of the Company's outstanding shares, acted by written consent to remove the Company's existing members of the Board of Directors, and in their place appoint David Lelong as the sole director of the Company. Previously, on February 4, 2016, shareholders representing a majority of the outstanding common stock of the Company acted by written consent to remove the Company's directors and appoint Mr. Lelong as sole director of the Company, and following the February 4, 2016 shareholder action, Mr. Lelong, acting as sole director, replaced Mr. Gerald Ricks as President, Chief Executive Officer and Chairman of the Company. However, under Nevada law, directors may be removed only by shareholders representing two-thirds of outstanding shares; consequently the February 4, 2016 shareholder action was not valid, and on April 25, 2016 the Company sought, and received, new approval from shareholders representing a sufficient percentage of outstanding shares to act validly under Nevada law.

On April 29, 2016, the Board acted to ratify the removal of Mr. Ricks from all positions held by him as an executive officer of the Company, and also ratified the appointment of Mr. Lelong as President, Secretary, Treasurer, Chief Executive Officer, Chief Financial Officer, and Chairman of the Board.

As a result of the above transaction BK Consulting is no longer a related party and Mr. Lelong is now the majority shareholder and a related party.

Note 4 – Asset Purchase Agreement

On May 18, 2016 the Company entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") with Sharp Innovations, LLC ("Seller") to acquire certain assets consisting of (a) tangible assets of Seller consisting of approximately 450 containers of that performance drink currently marketed under the name "sports leg and lung"; (b) all intangible assets of Seller, including goodwill, licenses, patents, trade secrets, trademarks, copyrights, marketing rights, etc., specifically relating to and including certain intellectual property described as: that certain website URL www.sportslegandlung.com, the product formula for that performance drink currently marketed under the name "sports leg and lung", all proprietary data owned and collected by the Seller with respect to the Product, and all rights of any description related to two future product formulations (one for weight loss and one for anti-aging, both of which the Seller has agreed to develop to completion and timely deliver to the Purchaser at no further charge). The purchase price consisted of Two Hundred Fifty Thousand ($250,000) Dollars in cash. The acquisition of the assets has been accounted for as a purchase in accordance with ASC Topic 805 Business Combinations and the assets have been included in the Company's financial statements since May 18, 2016. The Company obtained a third-party independent valuation of the assets acquired.

The acquisition date estimated fair value prior to impairment of assets acquired consisted of following:

Inventory	$	1,049
Intangible assets		248,951
Total purchase price	$	250,000

During the year ended August 31, 2016 the Company performed a test on intangible assets and recorded an intangible asset impairment loss of $248,951.

Note 5 – Equipment

Equipment consists of the following:

		August 31, 2017		August 31, 2016
Computer equipment	$	10,000	$	10,000
Furniture and fixtures		15,340		15,340
Property and equipment		25,340		25,340
Less accumulated depreciation		(25,340)		(25,340)
Property and equipment, net	$	-	$	-

Depreciation expense totaled $0 and $2,190 for the years ended August 31, 2017 and August 31, 2016, respectively.

Note 6 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following:

	August 31, 2017	August 31, 2016
Trade accounts payable	106,726	28,371
Payroll and related	9,179	2,903
Accrued interest	16,661	13,472
	132,566	44,746

Note 7 – Related Party Transactions

During the period covered by this report, the Company had convertible notes payable to certain parties who until February 6, 2016 were related parties; see note 10. As of August 31, 2017 and 2016, these convertible notes had been fully repaid.

On April 29, 2016, the Company's Board ratified an oral agreement with Mr. Lelong, effective February 1, 2016, pursuant to which he will receive an annual salary of $96,000 for serving as an executive officer of the Company.

During the year ended August 31, 2016, the Company received loans in the aggregate amount of $12,626 from the Company's CEO, David Lelong, to fund operations. These advances are unsecured, non-interest bearing and due on demand. These advances were repaid in full during the year ended August 31, 2016. The Company recorded imputed interest in the amount of $193 during the year ended August 31, 2016 related to the advances from Mr. Lelong.

During the year ended August 31, 2017, the Company received loans in the aggregate amount of $231,000 from the Company's CEO, David Lelong, to fund operations. These advances are unsecured, non-interest bearing and due on demand. The Company recorded imputed interest in the amount of $2,011 during the year ended August 31, 2017 related to the advances from Mr. Lelong.

Note 8 – Derivative Liability

The Company entered into convertible note agreements containing beneficial conversion features. One of the features is a ratchet reset provision which allows the note holders to reduce the conversion price should the Company issue equity with an effective price per share that is lower than the stated conversion price in the note agreement (see note 10). The Company accounts for the fair value of the conversion feature in accordance with ASC 815, Accounting for Derivatives and Hedging and EITF 07-05, the embedded derivatives should be bundled and valued as a single, compound embedded derivative, bifurcate treated as a derivative liability. The Company is required to carry the embedded derivative on its balance sheet at fair value and account for any unrealized change in fair value as a component in its results of operations.

The Company recognized that the conversion feature embedded within its convertible debts is a financial derivative. The Generally Accepted Accounting Principles (GAAP) required that the Company's embedded conversion option be accounted for at fair value. The following schedule shows the change in fair value of the derivative liabilities for the period ended August 31, 2016:

Liabilities Measured at Fair Value		**Derivative Liability**
Balance as of August 31, 2015	$	-
Issuances		192,841
Revaluation loss		62,111
Balance as of August 31, 2016	$	254,952
Issuances		685,139
Redemptions		(1,015,757)
Revaluation loss		388,544
Balance as of August 31, 2017	$	312,878

Derivative liabilities incurred during the period ended August 31, 2017 and 2016 were valued based upon the following assumptions and key inputs:

Assumption		**August 31, 2017**		**August 31, 2016**
Expected dividends:		0%		0%
Expected volatility:		37.8-276.9%		244.4%
Expected term (years):		0.04-0.50 years		0.20 years
Risk free interest rate:		0.26-0.98%		0.26%
Stock price	$	0.51-1.97	$	1.89

Note 9 – Convertible Notes Payable

3.5% OID Convertible Notes

On May 11, 2016 the Company entered into Securities Purchase Agreements with certain purchasers ("the Holders"). The Company issued 3.5% original issue discount ("OID") senior secured convertible promissory notes having an aggregate face amount of $440,000 (the "3.5% OID Convertible Notes"). These notes bear interest at a rate of 10% per annum and mature in six months. The Company received cash proceeds of $424,600 net of the 3.5% original issue discount of $15,400. At the Holders option the principal and accrued interest under the Notes are convertible into common stock at a rate of $0.50 per share and have a full reset feature. The Notes are secured by all assets of the Company. The Company at any time may prepay in whole or in part the outstanding principal and accrued interest at 125% during the first 90 days and 130% for the period from the 91st day through maturity. During November 2016 Company entered into forbearance agreements with the investors extending its time to pay the Notes until December 16, 2016.

January and February 2017 Convertible Notes

In December 2016, the Company entered into restructuring agreements with the Holders under the following terms: new notes (the "January and February 2017 Convertible Notes") would be issued for the amounts due under the May Notes; penalties, fees, and accrued interest in the aggregate amount of $212,702 were added to the principal amount due under the January and February 2017 Convertible Notes; 35,000 shares of common stock were issued as a commitment fee; the January and February 2017 Convertible Notes were be issued at a discount of 3.5%, bear interest at the rate of 10% per annum, are convertible at a rate of $0.50 per share, and contain a variable conversion rate whereby, should the Company subsequently sell common stock at a price less than the conversion price, the conversion price of the January and February 2017 Convertible Notes will be reduced to match the lower conversion price. In addition, the proceeds from one of the January and February 2017 Convertible Notes were used to fully redeem one of the May Notes. The aggregate original amount of principal due under the January and February 2017 Convertible Notes was $614,258. Two of the January and February 2017 Convertible Notes in the aggregate amount of $494,340 were due March 31, 2017, and one of the January and February 2017 Convertible Notes in the amount of $119,918 was due August 17, 2017. In April 2017, the Company received forbearance letters from the Holders of the January and February 2017 Convertible Notes that were due March 31, 2017 to extend the due date to April 17, 2017 in exchange for principal payments in the aggregate amount of $75,000; on April 18, 2017, the Company received forbearance letters to further extend the due date to May 1, 2017 in exchange for principal payments in the aggregate amount of $45,000; and on May 1 and 2, 2017, he company entered into forbearance agreements with the holders of the January and February 2017 Convertible Notes to extend them to June 2, 2017. On June 5 and June13, 2017, the Company entered into forbearance agreements with the holders of two of the three January and February 2017 Convertible Notes to extend the due dates to December 27, 2017 in exchange for increase in principal in the aggregate amount of $78,907. On August 17, 2017, the Company entered into a forbearance agreement with the holders of the third January and February Convertible Note to extend the due date to December 27, 2017 in exchange for $10. At August 31, 2017, three of the January and February 2017 Convertible Notes outstanding in the aggregate amount of $553,976; these notes are due December 27, 2017.

Note 10 – Related Party Notes Payable

In January and February 2017, the Company's President and CEO loaned the Company the aggregate amount of $70,000 represented by three notes payable. In April and May 2017, the Company's President and CEO loaned the Company an additional $134,000 represented by three notes payable; in June and August, 2017, the Company's President and CEO loaned the Company an additional $27,000 represented by two notes payable. At August 31, 2017, the Company has outstanding notes payable to its President and CEO in the aggregate amount of $231,000. The Company accrued interest on these notes in the aggregate amount of $2,011 during the twelve months ended August 31, 2017.

Note 11 – Stockholders' Equity

Preferred stock
The Company is authorized to issue 20,000,000 shares of $0.001 par value preferred stock as of August 31, 2017 and 2016. The Company has 1,000 shares of preferred stock issued and outstanding as of August 31, 2017 and 2016.

Common stock
The Company is authorized to issue 580,000,000 shares of $0.001 par value common stock as of August 31, 2017 and 2016. The Company has 78,226,969 and 77,775,303 shares of common stock issued and outstanding as of August 2017 and 2016.

Year Ended August 31, 2016:

On November 2, 2015, BK Consulting converted $29,500 of convertible debt into 14,750,400 shares of common stock at a conversion price of $0.002. As the note conversion occurred within the terms of the agreement, no gain or loss was recognized.

On November 3, 2015, the Company issued 14,500,000 shares of common stock at par value, $0.001 per share, to a third party investor, for cash proceeds of $14,500.

On November 10, 2015, BK Consulting converted $10,744 of convertible debt into 5,371,500 shares of common stock at a conversion price of $0.002. As the note conversion occurred within the terms of the agreement, no gain or loss was recognized.

On November 11, 2015, the Company issued 5,371,500 shares of common stock at par value, $0.001 per share, to BK Consulting, for a stock subscription receivable, valued at $5,372. As of August 31, 2016, subscription receivables were $5,372.

On May 11, 2016, the Company issued 200,000 shares of common stock, valued at $360,000 as commitment shares to convertible note holders. These shares were issued at fair value based on the market price at issuance of $1.80 per share.

Year Ended August 31, 2017:

On January 4, 2017, the Company issued 35,000 shares of common stock, valued at $68,950 as commitment shares to convertible note holders. These shares were issued at fair value based on the market price at issuance of $1.80 per share.

On May 2, 2017, the Company issued 208,333 shares of common stock, for the conversion of $15,000 of principal and $10,000 of accrued interest of convertible notes payable.

On June 2, 2017, the Company issued 208,333 shares of common stock, for the conversion of $25,000 of principal of convertible notes payable.

Note 12 – Fair Value of Financial Instruments

Under FASB ASC 820-10-05, the Financial Accounting Standards Board establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, accounts payable and accrued expenses reported on the balance sheet are estimated by management to approximate fair value primarily due to the short term nature of the instruments. The Company had no other items that required fair value measurement on a recurring basis.

The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following summarized the Company's financial liabilities that are recorded at fair value on a recurring basis at August 31, 2017 and 2016.

	August 31, 2017			
	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative liabilities	$ -	$ -	$ 312,878	$ 312,878

	August 31, 2016			
	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative liabilities	$ -	$ -	$ 254,952	$ 254,952

Note 13 – Income Taxes

The Company accounts for income taxes under FASB ASC 740-10, which provides for an asset and liability approach of accounting for income taxes. Under this approach, deferred tax assets and liabilities are recognized based on anticipated future tax consequences, using currently enacted tax laws, attributed to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts calculated for income tax purposes.

As of August 31, 2017, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets.

The tax effects of the temporary differences that give rise to the Company's estimated deferred tax assets and liabilities are as follows:

	August 31, 2017	August 31, 2016
Federal and State Statutory Rate	35.00%	35.00%
Net operating loss carry forwards	$ 278,269	$ 124,427
Valuation allowance for deferred tax assets	(278,269)	(124,427)
Net deferred tax assets	$ -	$ -

As of August 31, 2017, the Company had net operating loss carry forwards of approximately $797,055 available to offset future taxable income. The net operating loss carry forwards, if not utilized, will begin to expire in 2021.

Based on the available objective evidence, including the Company's history of its loss, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at August 31, 2016. The Company had no uncertain tax positions as of August 31, 2016.

Note 14 – Subsequent Events

On September 28, 2017, the Company issued 208,333 shares of common stock for the conversion of $16,347 of principal and $8,653 of accrued interest of convertible notes payable.

In September and October 2017, the Company's President and CEO loaned the Company the aggregate amount of $35,500 represented by four notes payable.

On November 16, 2017, the Company issued 250,000 shares of common stock for the conversion of $17,518 of principal and $12,482 of accrued interest of convertible notes payable.

On November 17, 2017, the Company entered into a Securities Purchase Agreement with one of the Holders in the May Notes (the "Investor") pursuant to which the Company borrowed $241,250 and issued the Investor a $250,000 3.5% Original Issue Discount Senior Secured Convertible Promissory Note (the " November Note"). The Company granted the Investor the Option to lend the Company $48,250 on or before January 15, 2017. If the Option is exercised, the Company will issue the Investor a $50,000 3.5% Original Issue Discount Senior Secured Convertible Promissory Note. The November Note bears interest at 10% per annum, can be pre-paid at a premium, and matures in six months. At the option of the Investor, the principal and accrued interest under the November Note are convertible into common stock at $0.50 per share with a reset feature in the event of default.

On November 20, 2017, the Company repaid one of the notes payable to the Company's President and CEO for the principal amount of $75,000 and $950 interest.

We evaluated subsequent events after the balance sheet date through the date the financial statements were issued. We did not identify any additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in these financial statements.

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

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a – 15(c) and 15d – 15(e)). Based upon that evaluation, our principal executive officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act, as amended. Management, with the participation of the Chief Executive, evaluated the effectiveness of the Company's internal control over financial reporting as of August 31, 2017. In making this assessment, management used the criteria set forth by the committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. We have identified the following material weaknesses:

1. As of August 31, 2017, we did not maintain effective controls over the control environment. Specifically we have not developed and effectively communicated to our employees and consultants our accounting policies and procedures. This has resulted in inconsistent practices. Further, the Board does not currently have any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-B. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.

2. As of August 31, 2017, we did not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Because of these material weaknesses, management has concluded that the Company did not maintain effective internal control over financial reporting as of August 31, 2017 based on the criteria established in "Internal Control-Integrated Framework" issued by the COSO.

Because we have only one employee, we are presently unable to implement significant remediation measures to improve our internal controls.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth the names and positions of our executive officers and directors. Directors will be elected at our annual meeting of stockholders and serve for one year or until their successors are elected and qualify. Officers are elected by the Board and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board.

Name	Age	Position	Director Since
David Lelong	41	President and CEO	2016

David Lelong has been our Chief Executive Officer and President and our sole director since February 2016. Prior to that for more than four years, Mr. Lelong was a consultant to businesses and entrepreneurs in the development of products and sales channels that can be scaled through the use of Internet marketing.

Limitation of Liability of Directors and Officers

Pursuant to the Nevada Revised Statutes, our Articles of Incorporation provide that no director or officer of the Company shall be personally liable to the Company or any of its stockholders for damages for breach of fiduciary duty as a director or officer or for any act or omission of any such director or officer; however, the foregoing provision does not eliminate or limit the liability of a director or officer for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (b) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. This exclusion of liability does not limit any right which a director or officer may have to be indemnified and does not affect any director's or officer's liability under federal or applicable state securities laws. Through our Bylaws, we have agreed to indemnify our directors and officers against expenses, judgments, and amounts paid in settlement in connection with any claim against a director or officer except in relation to matters as to which such director or officer is adjudged liable for gross negligence or misconduct.

Election of Directors and Officers

Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and qualified. Officers are appointed to serve until the meeting of the Board following the next annual meeting of stockholders and until their successors have been elected and qualified.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires executive officers and directors, and persons who beneficially own more than10 percent of the common stock of issuers which have a class of equity security registered under Section 12 of the Exchange Act. We are not required to comply since we do not have a class of equity security registered under the Exchange Act.

Audit Committee

We do not have any committees of the Board since we only have one director. Our Board acts as the Company's Audit Committee as required.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth certain information relating to all compensation of our named executive officers for services rendered in all capacities to the Company during the fiscal years ended August 31, 2017, 2016, and 2015:

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary	Stock Awards	Option Awards	All Other Compensation	Total Compensation
David Lelong,	2017	$ 96,000	$ -0-	$ -0-	$ -0-	$ 96,000
President and CEO (1)	2016	$ 56,000	$ -0-	$ -0-	$ -0-	$ 56,000

(1) Mr. Lelong was appointed Chairman, President and Chief Executive Officer of the Company on April 29, 2016. At present, Mr. Lelong also serves as our Chief Financial Officer. As of August 31, 2017, we owed Mr. Lelong $120,000 in accrued salary.

Employment Agreements

Sport Endurance and David Lelong entered into a one year employment agreement effective February 1, 2017. Under the agreement Mr. Lelong is entitled to receive an annual salary of $96,000. As of November 27, 2017, we owed Mr. Lelong $136,000 for accrued salary including salary owed under a prior oral agreement.

Outstanding Equity Awards at Fiscal Year End

We have no outstanding equity awards, including common stock options.

Director Compensation

To date, we have not paid our directors any compensation for services on our Board.

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

The following table sets forth certain information regarding beneficial ownership of the common and preferred stock as of November 18, 2017, by (i) each person who is known by the Company to own beneficially more than 5% of any classes of outstanding common stock, (ii) each director of the Company, (iii) each of the Chief Executive Officers and the executive officers (collectively, the "Named Executive Officers") and (iv) all directors and executive officers of the Company as a group.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 and 13d-5 of the Exchange Act, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under securities law, a person is considered a "beneficial owner" of a security if that person has or shares power to vote or direct the voting of such security or the power to dispose of such security. A person is also considered to be a beneficial owner of any securities of which the person has a right to acquire beneficial ownership within 60 days. We believe that each individual or entity named has sole investment and voting power with respect to the securities indicated as beneficially owned by them, subject to community property laws, where applicable, except where otherwise noted. Unless otherwise stated, the address of each person is disclosed in the table below.

This table is based upon information obtained from our stock records. Unless otherwise indicated in the footnotes to the above table and subject to community property laws where applicable, we believe that each shareholder named in the above table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned.

Name and Address of Beneficial Holder	**Shares of Common Stock**	**Percentage of Common Stock**
David Lelong, 222 Broadway, 19th Floor New York, NY 10038	40,531,600	51.8%
Michael S. Morrow, 4791 S Kings Row Dr. Apt 23 Salt Lake City, Utah 84117	14,500,000	18.5%
Python Marketing PTY LTD Level 1, 1 Burelli St., Wollongong, NSW 2500 Australia	12,771,500	16.3%
All executive officers and directors as a group.	40,531,600	51.8%

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

During the year ended August 31, 2017, the Company received loans in the aggregate amount of $231,000 from the Company's CEO, David Lelong, to fund operations. These loans are unsecured, and bear interest at the rate of 2% per annum. The Company accrued interest in the amount of $2,011 on these loans during the year ended August 31, 2017. In November 2017, we repaid a $75,000 note and $950 in accrued interest.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table shows the fees paid or accrued for the audit and other services provided by our independent auditors for August 31, 2017 and 2016.

	August 31, 2017	**August 31, 2016**
Audit fees:		
M&K CPAS, PLLC	$ 20,000	$ 17,250
Audit-related fees:		
M&K CPAS, PLLC	—	—
Tax fees:	—	—
All other fees:	—	—
Total fees paid or accrued to our principal accountant	$ 20,000	$ 17,250

We do not have an Audit Committee. Our Board acted as the Company's Audit Committee during the fiscal year ended August 31, 2017, recommending a firm of independent certified public accountants to audit the annual financial statements; reviewing the independent auditors' independence, the financial statements and their audit report; and reviewing management's administration of the system of internal accounting controls.

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PART IV

ITEM 15. EXHIBITS.

			Incorporated by reference		
Exhibit	**Exhibit Description**	**Filed herewith**	**Form**	**Exhibit**	**Filing date**
3.1	Articles of Incorporation		S-1	3.1	9/16/09
3.2	Bylaws		8-K	3.2	4/29/16
3.3	Certificate of Designation		S-1/A	3.3	12/31/09
3.4	Certificate of Amendment to Articles of Incorporation		10-Q	3.2	7/14/17
4.1	Form of Senior Secured Convertible Promissory Note		8-K	4.1	5/13/16
4.2	Form of Senior Secured Convertible Promissory Note		8-K	4.1	11/20/17
4.3	Form of Option		8-K	4.2	11/20/17
4.4	3.5% Original Issue Discount 10% Senior Secured Promissory Note due November 11, 2016		8-K	4.1	5/13/16
10.1	Form of Securities Purchase Agreement		8-K	10.1	5/13/16
10.2	Form of Security Agreement		8-K	10.2	5/13/16
10.3	Asset Purchase and Sale Agreement		10-Q	10.3	7/15/16
10.4	Form of Forbearance on Senior Secured Convertible Promissory Notes dated April 28, 2017 and May 1, 2017		10-Q	10.1	7/14/17
10.5	Amended and Restated 3.5% Original Issue Discount 10% Senior Secured Convertible Promissory Note Due June 2, 2017		10-Q	10.2	7/14/17
10.6	Form of Forbearance on Senior Secured Convertible Promissory Notes dated April 4, 2017		10-Q	10.3	7/14/17
10.7	2% Promissory Note Issued April 6, 2017		10-Q	10.4	7/14/17
10.8	Promissory Note Issued April 21, 2017		8-K	10.2	4/24/17
10.9	Form of Forbearance Agreement		8-K	10.1	4/24/17
10.10	Form of 10% Convertible Note Issued January 27, 2017		10-Q	10.4	4/12/17
10.11	Form of 10% Convertible Note Issued February 17, 2017		10-Q	10.5	4/12/17
10.12	2% Promissory Note Issued January 4, 2017		10-Q	10.6	4/12/17
10.13	2% Promissory Note Issued January 26, 2017		10-Q	10.7	4/12/17
10.14	2% Promissory Note Issued February 28, 2017		10-Q	10.8	4/12/17
10.15	Form of Forbearance Agreement		8-K	10.1	1/10/17
10.16	Form of Forbearance Agreement		8-K	10.1	1/4/17
10.17	Form of Note		8-K	10.2	1/4/17
10.18	Form of Forbearance Agreement		8-K	10.1	5/4/17
10.19	Form of Forbearance Agreement		8-K	10.1	6/9/17
10.20	Form of Forbearance Agreement		8-K	10.1	6/19/17
10.21	Form of Securities Purchase Agreement *		8-K	10.1	11/20/17
10.22	Form of Security Agreement		8-K	10.2	11/20/17
10.23	Form of Forbearance Agreement	X			
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act	X			
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act	X			
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act	X			
101.INS	XBRL Instance Document	X			
101.SCH	XBRL Taxonomy Extension Schema Document	X			
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X			
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X			
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X			

SIGNATURES

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

SPORT ENDURANCE, INC.

By: /s/ David Lelong
David Lelong
Chief Executive Officer
Date: November 29, 2017

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

Name	Position	Date
/s/ David Lelong David Lelong	President, Chief Executive Officer, Director (Principal Executive Officer, Principal Financial Officer, and Principal Accounting Officer)	November 29, 2017

Exhibit 10.23

Sport Endurance, Inc.

222 Broadway, 19th Floor
New York, NY 10038

August 17, 2017

Re: Sport Endurance, Inc. / Forbearance on Senior Secured Promissory Notes

Dear Sirs:

This letter agreement (the "Agreement") acknowledges that in exchange for Sport Endurance, Inc. (the "Company") paying ____________ $10 and other good and valuable consideration, receipt of which is acknowledged, ____________ extends the due date of the 10% Senior Secured Promissory Note (the "Senior Note"), to and including 5:00 pm on December 27, 2017, the "Due Date").

Without modifying or amending the terms of the Senior Note, the Security Agreement or the Purchase Agreement, __________ agree s to forebear and not to seek collection against the Company of any amounts due under the Senior Note, Security Agreement or Purchase Agreement through and until the Due Date. The period of forbearance provided in this Agreement shall terminate on the Due Date if the amount due under the Senior Note is not paid within that period.

Except as modified by this Agreement, the Company hereby ratifies and confirms the terms and provisions of the Senior Note, the Security Agreement and the Purchase Agreement. The Senior Note, Security Agreement, Purchase Agreement and all other agreements, instruments and other documents executed in connection with the obligations of the Company under the Senior Note are legal, valid, binding and enforceable against the Company in accordance with their terms.

Any number of counterparts of this Agreement may be signed and delivered, each of which shall be considered an original and all of which, together, shall constitute one and the same instrument.

Please sign below evidencing your agreement to be bound by this Agreement and return to us.

Very truly yours,

____
David Lelong
President and CEO

We hereby agree to the foregoing:

By:

Title:

EXHIBIT 31.1

Certification of Principal Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
and Securities and Exchange Commission Release 34-46427

I, David Lelong, certify that:

1. I have reviewed this annual report on Form 10-K of Sport Endurance, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

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

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

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

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

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

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

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

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

Date: November 29, 2017

/s/ David Lelong
David Lelong
Chief Executive Officer

EXHIBIT 31.2

Certification of Principal Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
and Securities and Exchange Commission Release 34-46427

I, David Lelong, certify that:

1. I have reviewed this annual report on Form 10-K of Sport Endurance, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

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

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

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

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

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

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

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

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

Date: November 29, 2017

/s/ David Lelong
David Lelong
Principal Financial Officer

EXHIBIT 32.1

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

In connection with the Annual Report of Sport Endurance, Inc. (the “Company”) on Form 10-K for the fiscal year ended August 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officers hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: November 29, 2017

/s/ David Lelong
David Lelong
Chief Executive Officer and Principal Financial Officer