

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Blockchain Industries, Inc.

Form: 10-Q

Date Filed: 2017-12-15

Corporate Issuer CIK: 1084370

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended October 31, 2017

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

For the transition period from _____ to _____.

Commission File Number: 000-51126

BLOCKCHAIN INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

88-0355407

**(IRS Employer
Identification Number)**

53 Calle Palmeras, Suite 802

San Juan Puerto Rico, 00901

(Address of principal executive offices)

00901

(Zip Code)

Registrant's telephone number, including area code: **787-767-0808**

Omni Global Technologies, Inc.

(Former name or former address, if changed since last report.)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller reporting 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

As of December 5, 2017, there were 20,368,703 shares of Common Stock, par value \$0.001 issued and outstanding.

BLOCKCHAIN INDUSTRIES, INC.
TABLE OF CONTENTS
FORM 10-Q

	<u>Page</u>
<u>Part I – FINANCIAL INFORMATION</u>	
Item 1. Financial Statements	4
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	11
Item 3. Quantitative and Qualitative Disclosures about Market Risk	12
Item 4. Controls and Procedures	12
<u>Part II – OTHER INFORMATION</u>	
Item 1. Legal Proceedings	13
Item 1A. Risk Factors	13
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	13
Item 3. Defaults upon Senior Securities	13
Item 4. Mine Safety Disclosures	13
Item 5. Other Information	13
Item 6. Exhibits	14

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our current assumptions, expectations and beliefs concerning future developments and their potential effect on our business. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "approximately," "estimate," "predict," "project," "potential," "continue," "ongoing," or the negative of these terms or other comparable terminology, although the absence of these words does not necessarily mean that a statement is not forward-looking. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by any forward-looking statements.

All forward-looking statements speak only as of the date of this Report. We undertake no obligation to update any forward-looking statements or other information contained herein. Stockholders and potential investors should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements in this report are reasonable, we cannot assure stockholders and potential investors that these plans, intentions or expectations will be achieved.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements concerning other matters addressed in this Quarterly Report on Form 10-Q and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Quarterly Report on Form 10-Q.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Our unaudited financial statements included in this Form 10-Q are as follows:

<u>Balance Sheets as of October 31, 2017 (Unaudited) and April 30, 2017</u>	5
<u>Interim Unaudited Statements of Operations for the Three and Six Months Ended October 31, 2017 and 2016</u>	6
<u>Interim Unaudited Statements of Cash Flows for the Six Months Ended October 31, 2017 and 2016</u>	7
<u>Notes to Interim Unaudited Financial Statements</u>	8

BLOCKCHAIN INDUSTRIES, INC.
(Formerly Omni Global Technologies, Inc.)
Balance Sheets
As of October 31, 2017 and April 30, 2017

	October 31, 2017	April 30, 2017
	(Unaudited)	Audited
ASSETS		
Current assets		
Cash	\$ —	\$ —
Total assets	<u>\$ —</u>	<u>\$ —</u>
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ —	429,679
Due to related parties	54,917	3,981,423
Accrued liabilities	—	63,917
Note payable	—	501,112
Convertible note	—	53,000
Total liabilities	<u>54,917</u>	<u>5,029,131</u>
Shareholders' Deficit		
Preferred stock, \$0.001 par value, 5,000,000 authorized. None issued	—	—
Common stock; \$0.001 par value; 400,000,000 shares authorized 20,368,703 and 20,368,703 shares issued and outstanding as of Oct. 31, 2017 and April 30, 2017, respectively	20,368	20,368
Additional paid-in capital	6,179,489	6,179,489
Accumulated deficit	(6,254,774)	(11,228,988)
Total shareholders' deficit	<u>(54,917)</u>	<u>(5,029,131)</u>
Total liabilities and shareholders' deficit	<u>\$ —</u>	<u>\$ —</u>

The Accompanying Notes Are An Integral Part Of These Financial Statements.

BLOCKCHAIN INDUSTRIES, INC.
(Formerly Omni Global Technologies, Inc.)
Statements of Operations (unaudited)

	Three Months Ended October 31, 2017	Three Months Ended October 31, 2016	Six Months Ended October 31, 2017	Six Months Ended October 31, 2016
Sales	\$ —	\$ —	\$ —	\$ —
Operating expenses:				
Professional fees	9,300	1,790	19,190	30,290
Administrative expenses	8,908	358	8,908	1,618
Total operating expenses	<u>18,208</u>	<u>2,148</u>	<u>28,098</u>	<u>31,908</u>
Income (loss) from operations	(18,208)	(2,148)	(28,098)	(31,908)
Other income (expense)				
Debt forgiveness	—	—	5,003,192	—
Interest expense	(441)	(293)	(882)	(293)
Total other income (expense)	<u>(441)</u>	<u>(293)</u>	<u>5,002,311</u>	<u>(293)</u>
Income (loss) before income taxes	(18,649)	(2,441)	4,974,213	(32,201)
Provision for income taxes (benefit)	—	—	—	—
Net income (loss)	<u>\$ (18,649)</u>	<u>\$ (2,441)</u>	<u>\$ 4,974,213</u>	<u>\$ (32,201)</u>
Basic and diluted earnings (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.24</u>	<u>\$ (0.09)</u>
Weighted-average number of common shares outstanding:				
Basic and diluted	<u>20,368,703</u>	<u>368,703</u>	<u>20,368,703</u>	<u>368,703</u>

The Accompanying Notes Are An Integral Part Of These Financial Statements.

BLOCKCHAIN INDUSTRIES, INC.
(Formerly Omni Global Technologies, Inc.)
Statement of Cash Flows (unaudited)

	For the six months ended October 31,	
	2017	2016
Cash flows from operating activities:		
Net income(loss)	\$ 4,974,213	\$ (32,201)
Changes in operating assets and liabilities		
Accrued liabilities	-	201
Forgiveness of debt	(5,003,192)	-
Increase in related party liabilities	28,979	-
Net cash (used in) operating activities	-	(32,000)
Cash flows from investing activities:		
Net cash (used in) provided by investing activities	-	-
Cash flows from financing activities:		
Loans and advances	-	32,000
Net cash provided by financing activities	-	32,000
Net change in cash	-	-
Cash, beginning of the period	-	-
Cash, end of the period	\$ -	\$ -

The Accompanying Notes Are An Integral Part Of These Financial Statements.

Notes to Unaudited Financial Statements
For the Three and Six Month Interim Periods Ended October 31, 2017
(Unaudited)

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Unless the context otherwise requires, the terms "we", "our", "us", the "Company" or "Blockchain" refers to Blockchain, Industries, Inc. (formerly Omni Global Technologies, Inc.). On November 13, 2017, the Company filed a Certificate of Amendment to its Articles of Incorporation with the State of Nevada for the purpose of changing the name of the Company from Omni Global Technologies, Inc. ("OMNI") to Blockchain Industries, Inc. ("Blockchain"). The Certificate of Amendment was filed based upon the Joint Written Consent of the Registrant's Board of Directors and Majority Consenting Stockholder.

Although we continue to operate and believe we can monetize assets related to our Hotels.VN travel business; our primary near-term corporate objective is to build a diversified financial technology company focused on blockchain. Our core objectives are as follows: 1) building a state chartered bank to facilitate crypto currency related merchant banking activities; 2) financing and operating a cryptomining operation; 3) making strategic and diversified investments in promising emerging companies across the blockchain industry; 4) establishing a net-long position in various crypto-currencies and digital assets; and 5) participating in, originating, and promoting domestic and foreign coin offerings in a manner fully compliant with U.S. Federal, state and other applicable securities laws.

Blockchain was originally formed on September 15, 1995 as Interactive Processing, Inc., a Nevada corporation, to market high-tech consumer electronics through television home-shopping networks, retail stores, catalog companies and their website remotecontrols.com. In March 1999, the Company changed its name to Worldtradeshows.com, Inc. In April, 1999, the Company acquired intellectual property rights to a database and business plan and significantly changed its business plan to develop tradeshow software and market both physical and virtual tradeshow space through the Company's website.

The Company was dormant from October 2008 through May 15, 2016 until it was placed under the control of a Receiver in Nevada's Eighth Judicial District pursuant to Case #A14-715484-P ("the Case"). On March 23, 2017 we entered into a share purchase agreement described below. On June 13, 2017, pursuant to an order by the judge presiding over this Case, OMNI emerged from receivership and substantially all liabilities that had been outstanding since 2009 were officially discharged.

SHARE PURCHASE AGREEMENT

From the period from May 15, 2016 through March 22, 2017 we were under the control of a court appointed Receiver. During that period the Receiver ran the Company and incurred expenses to maintain its status as public company and to locate a potential buyer for the Company. On May 23, 2017, the Company entered into a Share Purchase Agreement ("SPA") with JOJ Holdings (the "Purchaser", LLC maintaining an address at 53 Calle Palmeras, San Juan Puerto Rico. Under the terms of the SPA, the Purchaser agreed to purchase 20,000,000 of our \$0.001 par value common stock; and to assume the liability of a judgement creditor in the amount of \$25,690.41. Additionally, and concurrent with the signing of the SPA by the Company; the Receiver resigned from the Company, and the Purchaser elected Olivia Funk as the sole officer and director of the Company. On November 15, 2017, Patrick Moynihan replaced Ms. Funk as the sole officer and director of the Company.

The \$150,000 received at closing was distributed by an escrow agent and was used to cover Receiver expenses incurred during the receivership period, and other company expenses. All \$150,000 was disbursed prior to April 30, 2017. During the six-month period ended October 31, 2017, the Purchaser has loaned the Company \$28,098 to pay certain professional fees to maintain the company's status as a public company.

Reverse Split and Name Change

On November 18, 2016, the Company effected a 1 for 150 reverse split and changed its name from Business.vn, Inc., to Omni Global Technologies, Inc., and the Company's trading symbol changed from "BVNI" to "OMGT". Under the guidelines of Staff Accounting Bulletin 4c, a capital structure change such as a stock split that occurs after the date of the most recent balance sheet must be given retroactive effect in the balance sheet. Accordingly, all references to the numbers of Common Shares and per share data in the accompanying financial statements have been adjusted to reflect this forward split on a retroactive basis, unless indicated otherwise.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Management's Representation of Interim Financial Statements

The accompanying unaudited consolidated financial statements have been prepared by the Company without audit pursuant to the rules and regulations of the SEC. Certain information and disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These consolidated financial statements include all of the adjustments, which in the opinion of management are necessary to a fair presentation of financial position and results of operations. All such adjustments are of a normal and recurring nature. Interim results are not necessarily indicative of results for a full year. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements at April 30, 2017 as presented in the Company's Annual Report on Form 10-K filed on August 30, 2017 with the SEC.

Similarly, management must make estimates of the uncollectibility of accounts receivable. Management specifically analyzes accounts receivable and historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Management's Representation of Interim Financial Statements

The accompanying unaudited consolidated financial statements have been prepared by the Company without audit pursuant to the rules and regulations of the SEC. Certain information and disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These consolidated financial statements include all of the adjustments, which in the opinion of management are necessary to a fair presentation of financial position and results of operations. All such adjustments are of a normal and recurring nature. Interim results are not necessarily indicative of results for a full year. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements at April 30, 2017 as presented in the Company's Annual Report on Form 10-K filed on August 30, 2017 with the SEC.

Income Taxes

The Company utilizes SFAS No. 115, *Accounting for Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Going Concern

The Company has an accumulated deficit of \$6,254,744 to date. We will need additional working capital for ongoing operations, which raises substantial doubt about its ability to continue as a going concern. Management of the Company is working a strategy to meet future operational goals which may include equity funding, short term or long term financing or debt financing, to enable the Company to reach profitable operations, however, there can be no assurances that the plan will succeed, nor that the Company will be able to execute its plans.

Professional fees

With the exception of accounting fees and audit fees, substantially all professional fees prior to March 2017 expensed by the Company, represent hours of work performed by the Court appointed receiver to help the Company emerge from receivership by obtaining external financing. The fees are expensed as incurred as a liability of the Company and the reimbursement of these fees incurred by Receiver is dependent on the amount of financing obtained. Subsequent to March 2017, when the Receiver was discharged, professional fees are comprised of accounting and legal fees, as well as consulting fees to maintain the Company's public company status.

Basic and Diluted Net Loss Per Share

Net earnings or loss per share is calculated in accordance with SFAS No. 128, *Earnings Per Share* for the period presented. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that we have no convertible debt or dilutive equivalents such as warrants or stock options.

Use of Estimates

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

Significant estimates made by management are, among others, realizability of long-lived assets, deferred taxes and stock option valuation. Management reviews its estimates on a quarterly basis and, where necessary, makes adjustments prospectively.

NOTE 3. PROVISION FOR INCOME TAXES

As of October 31, 2017, the Company has a federal net operating loss carry forwards of \$6,264,744 that can be utilized to reduce future taxable income. The net operating loss carry forward will expire through 2023 if not utilized. Utilization of the net operating loss and tax credit carry forward may be subject to substantial annual limitations due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitation may result in the expiration of net operating loss and tax credit carry forwards before utilization. The Company has provided a full valuation allowance on the deferred tax asset because of uncertainty regarding realizability.

NOTE 4. STOCKHOLDER'S EQUITY

Common Stock

The Company has 400,000,000 shares of Common Stock authorized with a par value of \$0.001 per share and 5,000,000 shares of Preferred Stock authorized, with a par value of \$0.001 per share. As of October 31, 2017, and April 30, 2017 there were 20,368,703 and 20,368,703 common shares outstanding, respectively. No shares of Preferred Stock are outstanding.

Common Stock Issued in Private Placements

During the six-month period ended October 31, 2017, the Company did not accept any subscription agreements for the sale of its common stock.

NOTE 5. SUBSEQUENT EVENTS

On November 13, 2017, the Company filed a Certificate of Amendment to its Articles of Incorporation with the State of Nevada for the purpose of changing the name of the Company from Omni Global Technologies, Inc. to Blockchain Industries, Inc. The Certificate of Amendment was filed based upon the Joint Written Consent of the Registrant's Board of Directors and Majority Consenting Stockholder.

During the period from November 1, 2017 through December 8, 2017, the Company has raised \$765,000 through the private placements of its common stock at prices ranging from \$0.20 to \$2.50. As part of these private placements, 1,856,250 warrants were issued with a conversion price at \$0.50 per share, which expire after 3 years.

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

The following discussion should be read in conjunction with our financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward-looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by, or on our behalf. We disclaim any obligation to update forward looking statements.

The Company was dormant from October 2008 through May 15, 2016 until it was placed under the control of a Receiver in Nevada's Eighth Judicial District pursuant to Case #A14-715484-P ("the Case"). On March 23, 2017 we entered into a share purchase agreement described below. On June 13, 2017, pursuant to an order by the judge presiding over this Case, OMNI emerged from receivership and substantially all liabilities that had been outstanding since 2009 were officially discharged. As a result the company recorded \$5,003,192 in income from the forgiveness of debt that had been outstanding since the Company became dormant in 2009.

SHARE PURCHASE AGREEMENT

From the period from May 15, 2016 through March 22, 2017 we were under the control of a court appointed Receiver. During that period the Receiver ran the Company and incurred expenses to maintain its status as public company and to locate a potential buyer for the Company. On May 23, 2017 the Company entered into a Share Purchase Agreement ("SPA") with JOJ Holdings the Purchaser, LLC maintaining an address at 53 Calle Palmeras, San Juan Puerto Rico. Under the terms of the SPA, the Purchaser agreed to purchase 20,000,000 of our \$0.001 par value common stock; and to assume the liability of a judgement creditor in the amount of \$25,690.41. Additionally, and concurrent with the signing of the SPA by the Company; the Receiver resigned from the Company, and the Purchaser elected Olivia Funk as the sole officer and director of the Company. The \$150,000 received at closing was distributed by an escrow agent and was used to cover Receiver expenses incurred during the receivership period, and other company expenses. All \$150,000 was disbursed prior to April 30, 2017. During the six months ended October 31, 2017, the Purchaser loaned the Company \$28,098 to pay certain professional fees to maintain the company's status as a public company.

Reverse Split and Name Change

On November 18, 2016, we effected a 1 for 150 reverse split and changed our name from Business.vn, Inc. to Omni Global Technologies, Inc., and the Company's trading symbol changed from "BVNI" to "OMGT". Under the guidelines of Staff Accounting Bulletin 4c, a capital structure change such as a stock split that occurs after the date of the most recent balance sheet must be given retroactive effect in the balance sheet. Accordingly, all references to the numbers of Common Shares and per share data in the accompanying financial statements have been adjusted to reflect this reverse split on a retroactive basis, unless indicated otherwise. As of October 31, 2017, we had 20,368,703 shares outstanding.

RESULTS OF OPERATIONS

Results of Operations for the six months ended October 31, 2017 and 2016

The Company has not commenced any operating activity subsequent to the SPA. For the six months ended October 31, 2017 we incurred \$28,098 in operating expenses to maintain our status as a public company. Additionally, we incurred \$882 in interest expense. For the six-month period ended October 31, 2016 we recorded \$31,908 in expenses of which \$30,290 were professional fees.

As a result of the discharge of all liabilities pursuant to the court order in the Case, we recorded non-cash other income of \$5,003,192 for the six-month period ended October 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

We had no cash on hand as of October 31, 2017. All funding for company expenses through the period ended October 31, 2017 was being provided by the Purchaser who holds controlling interest in the Company.

We are also focused on securing sufficient capital to fund our ongoing operations. In that regard, as part of our current fundraising efforts, subsequent to October 31, 2017, we raised approximately \$765,000 through the sale of restricted shares of our common stock, par value \$0.001 (the "Shares") at prices ranging from \$.20 to \$2.50 per Share in private placements made in reliance upon Section 4(2) of the Securities Act of 1933, as amended (the "Act") and Regulation D promulgated by the United States Securities and Exchange Commission (the "SEC") under the Act. The Company's intention in furtherance of its business plan is to raise a total of at least \$10 million through equity and debt offerings pursuant to Regulation D and Regulation S under the Act, which should enable us to sustain operations through the end of calendar year 2019. We are in the process of meeting with numerous investors in the U.S. and Europe, and believe that our financing initiatives will be successful. However, there can be no assurance that we will, in fact, be successful in our efforts at terms and conditions satisfactory to the Company. If the Company is unsuccessful in attracting additional capital at satisfactory terms, if at all, the lack of adequate equity and/or debt funding could adversely impact the Company's business operations and ability to fulfill its business plan and future prospects.

Inflation

Although our operations may be influenced by general economic conditions, we do not believe that inflation had a material effect on our results of operations during the six-month period ended October 31, 2017.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements as of October 31, 2017 and April 30, 2017.

Critical Accounting Estimates

Our financial statements and accompanying notes have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect reported amounts of assets, liabilities, revenues and expenses. We continually evaluate the accounting policies and estimates used to prepare the financial statements. The estimates are based on historical experience and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management. Certain accounting policies that require significant management estimates and are deemed critical to our results of operations or financial position are discussed in our 2017 in Form 10-K Critical Accounting Policies section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of October 31, 2017. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer/Chief Financial Officer. Based on this evaluation, our CEO has concluded that our disclosure controls and procedures were ineffective as of October 31, 2017.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the last quarterly period covered by this report that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. *Legal Proceedings.*

We are not a party to any legal proceeding that we believe will have a material adverse effect upon our business or financial position and no such action has been threatened.

Item 1A. *Risk Factors*

As a smaller reporting company, we are not required to provide the information required by this Item.

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

During the six-month period ended October 31, 2017 we did not sell any shares of our common stock.

Item 3. *Defaults upon Senior Securities*

None.

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

None.

Item 6 Exhibits

EXHIBIT

EXHIBIT NUMBER	DESCRIPTION
3.1*	Articles of Incorporation of the Company Filed September 15, 1995 (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
4.1*	Form of Common Stock Certificate (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.1*	Business.com.vn MOU (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.2*	Hotels.vn Marketing agreement (Business.com.vn agreement) (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.3*	Hotels Extension document (Business.com.vn extension) (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.4*	Hi-Tek Reservation Engine agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.5*	Maxima discount card (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.6*	Hi-Tek service agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.8*	My BajaGuide.com MOU (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.9*	Mexican association agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.10*	DotVN agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.11*	VTIC MOU (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.12*	Consulting Agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.13*	Hi-Tek interest agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.14*	Hi-Tek Reservation Engine Extension (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.15*	Independent contractors' agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.16*	Independent contractors' agreement (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.17*	Hi-Tek Service agreement with attached schedule "A" (Incorporated by reference to Form 10SB12G/A filed on June 30, 2006)
10.18*	Share Purchase Agreement (Incorporated by reference to Form 10-K filed August 30, 2017)
10.19*	Change order of Discharge (Incorporated by reference to Form 10-Q filed August 31, 2017)
31.1**	Certification of the Chief Executive Officer and Chief Financial Officer to Exchange Act Rule 13a-14(a)
32.1**	Certification of the Chief Executive Officer and Chief Financial Officer to Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350
101.INS**	XBRL Instances Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* These documents are incorporated herein by reference as exhibits hereto. Following the description of each such exhibit is a reference to the document as it appeared in a specified report previously filed with the SEC, to which there have been no amendments or changes.

** Filed or Furnished herewith.

SIGNATURES

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

BLOCKCHAIN INDUSTRIES, INC.

Date: December 15, 2017

By: /s/ Patrick Moynihan
Patrick Moynihan
Chairman and Chief Executive Officer and Chief
Financial Officer

**CERTIFICATION PURSUANT TO
RULE 13a-14(a) AND 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANE-OXLEY ACT.**

I, Patrick Moynihan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Blockchain Industries, Inc. for the period ended October 31, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Omni Global Technologies, Inc., as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Omni Global Technologies, Inc., and have:
 - a. Designed such disclosure controls and procedures to ensure that material information relating to Blockchain Industries, Inc. including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal controls over financial reporting 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 Blockchain Industries, Inc., 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 Blockchain Industries, Inc.'s internal controls over financial reporting that occurred during Blockchain Industries, Inc.'s most recent fiscal quarter that has materially affected or is reasonably likely to materially affect, Blockchain Industries, Inc., internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to Blockchain Industries, Inc., auditors and the audit committee of Blockchain Industries, Inc., board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Blockchain Industries, Inc., 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 Blockchain Industries, Inc., internal control over financial reporting.

Dated: December 15, 2017

/s/ Patrick Moynihan
Patrick Moynihan
Chief Executive Officer, Chief Financial Officer and Chairman

**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 Quarterly Report of Blockchain Technologies, Inc., (the "Company") on Form 10-Q for the period ended October 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report") the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of 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.

Dated: December 15, 2017

By: /s/ Patrick Moynihan
Patrick Moynihan
Chief Executive Officer, Chief Financial Officer and
Director