

**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, 2016**

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

(State or other jurisdiction of incorporation or organization)

26-2754069

(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 Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)

Yes No

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

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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

Yes No

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: \$6,742,820.

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 77,775,303 shares of \$0.001 par value common stock outstanding as of December 2, 2016.

SPORT ENDURANCE, INC.
FORM 10-K
Year Ended August 31, 2016

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EXPLANATORY NOTE

Unless otherwise noted, references in this registration statement to “Sport Endurance, Inc.” 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 of 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. Except for our ongoing securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement. Additionally, the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 most likely do not apply to our forward-looking statements as a result of being a penny stock issuer. 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:

- Our current deficiency in working capital;
- Increased competitive pressures from existing competitors and new entrants;
- Our ability to market our services to new subscribers;
- Inability to locate additional revenue sources and integrate new revenue sources into our organization;
- Adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- Changes in U.S. GAAP or in the legal, regulatory and legislative environments in the markets in which we operate;
- Consumer acceptance of price plans and bundled offering of our services;
- Loss of customers or sales weakness;
- Technological innovations;
- Inability to efficiently manage our operations;
- Inability to achieve future sales levels or other operating results;
- Inability of management to effectively implement our strategies and business plan
- Key management or other unanticipated personnel changes;
- The unavailability of funds for capital expenditures; and
- The other risks and uncertainties detailed in this report.

For a detailed description of these and other factors that could cause actual results to differ materially from those expressed in any forward-looking statement, please see “Item 7” in 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 changed name to Sport Endurance, Inc.

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.

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 and direct mail 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 note the absence of revenues and operations in the Independent Audit Report dated December 5, 2016, cites 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 will need to raise capital which concerned the independent auditors because there is insufficient cash for operations for the next twelve months. We will have to seek other sources of capital.

We established the minimum amount of \$200,000 that the Company will need to raise through debt instruments such as bank loans, or private 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 bank loans or private financing.

The Company has developed marketing plans and materials for reaching prospective customers directly through online advertising and direct mail. 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 a next round of financing.

ITEM 1A. RISK FACTORS

Not applicable for smaller reporting companies.

ITEM 2. PROPERTIES

The principal executive office of Sport Endurance, Inc. is located at 222 Broadway, 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, 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 |
| FISCAL YEAR ENDED AUGUST 31, 2015: | | |
| First Quarter | \$ 0.95 | \$ 0.035 |
| Second Quarter | \$ 0.95 | \$ 0.95 |
| Third Quarter | \$ 0.95 | \$ 0.95 |
| Fourth Quarter | \$ 0.95 | \$ 0.035 |

(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 October 21, 2016, we have 77,775,303 shares of common stock issued and outstanding. As of August 31, 2016, there were eighteen (18) record shareholders of the Company's common stock. Equity Stock Transfer (telephone: (212) 575-5757; facsimile: (347) 584-3644 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.

Holders of common stock are entitled to receive ratably such dividends as may be declared by the board of directors 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 stock. 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 of Directors 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

None.

ITEM 6. SELECTED FINANCIAL DATA

Not Required

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**Overview and Outlook**

The Company intends to market and distribute quality dietary supplements throughout the United States. The Company has yet to market and distribute any supplements, but is in the process of launching its first products.

For the year ended August 31, 2016, we had a net loss of \$933,761 as compared to a net loss of \$49,669 for the year ended August 31, 2015. Our accumulated deficit as of August 31, 2016 was \$1,365,214. These conditions raise substantial doubt about our ability to continue as a going concern over the next twelve months.

Results of Operations for the Years Ended August 31, 2016 and 2015

The following table summarizes selected items from the statement of operations for the year ended August 31, 2016 compared to August 31, 2015.

| | For the Years Ended | | Increase / (Decrease) |
|----------------------------------|----------------------------|--------------------|----------------------------------|
| | August 31, | | |
| | 2016 | 2015 | |
| Net revenue | \$ 43 | \$ - | \$ 43 |
| General and administrative | 130,058 | 7,168 | 122,890 |
| Professional fees | 78,526 | 15,296 | 63,230 |
| Intangible asset impairment loss | 248,951 | - | 248,951 |
| Depreciation | 2,190 | 2,190 | - |
| Net Operating (Loss) | <u>(459,682)</u> | <u>(24,654)</u> | <u>(435,028)</u> |
| Total other income (expense) | <u>(474,079)</u> | <u>(25,015)</u> | <u>(449,064)</u> |
| Net (Loss) | <u>\$ (933,761)</u> | <u>\$ (49,669)</u> | <u>\$ (884,092)</u> |

Revenues

The Company had one sale for \$48 during the year ending August 31, 2015 compared to \$0 for the year ended August 31 2015. The company had cost of goods sold related to the sale 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 \$130,058 for the year ended August 31, 2016 compared to \$7,168 for the year ended August 31, 2015, an increase of \$122,890. General and administrative expenses consisted primarily of 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, 2016 was primarily due to implementation of our business plan. We expect general and administrative expenses to increase in future periods as we continue to implement our business plan and commence operations.

Professional fees

Professional fees were \$78,526 for the year ended August 31, 2016 compared to \$15,296 for the year ended August 31, 2015, an increase of \$63,230. Professional fees consist primarily of legal and accounting fees. We expect professional fees to increase in future periods as we implement our business plan.

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.

Depreciation

Depreciation expense for the years ended August 31, 2016 and 2015 totaled \$2,190. During the year ended August 31, 2016 we fully depreciated our property and equipment.

Interest expense

Interest expense for the year ended August 31, 2016 was \$411,968 compared to \$25,015 for the year ended August 31, 2015, an increase of \$386,953. The increase in interest expense for the year ended August 31, 2016 compared to 2015 was primarily due to amortization of debt discounts on the Company's convertible notes payable and convertible interest along with the expense recognized on the valuation of the derivative liability in excess of the face value of the note.

Change in fair value of derivative liability

During the year ended August 31, 2016 the Company issued convertible promissory notes that contained a reset feature that required the Company to record a derivative liability valued at \$192,841. The Company revalued the derivative liability at August 31, 2016 at \$254,952. This revaluation resulted in a loss of \$62,111 which the Company included in operations for the year ended August 31, 2016.

Net loss

For the reasons above, the Company had a net loss for the year ended August 31, 2016 of \$933,761 compared to a net loss of \$49,669 during the year ended August 31, 2015, an increase in our net loss of \$884,092.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at August 31, 2016 compared to August 31, 2015.

| | August 31, 2016 | August 31, 2015 |
|---------------------------|----------------------------|----------------------------|
| Current Assets | <u>\$ 16,640</u> | <u>\$ 0</u> |
| Current Liabilities | <u>\$ 590,963</u> | <u>\$ 59,865</u> |
| Working Capital (Deficit) | <u>\$ (574,323)</u> | <u>\$ (59,865)</u> |

During the year ended August 31, 2016, the Company had cash used in operating activities of \$180,603. This consisted of Company's net loss of \$933,761, increased by depreciation of \$2,190, intangible asset impairment loss of \$248,951, commitment fee share expense of \$128,241, change in fair value of derivative liabilities of \$62,111, amortization of debt discounts of \$268,965, and imputed interest of \$670. The Company's cash position also increased \$42,030 as a result of changes in the components of current assets and current liabilities.

The Company had cash used in investing activities of \$250,000 for the year ended August 31, 2016 which consisted of payments of \$250,000 for the acquisition of inventory. The Company had cash provided by financing activities of \$440,800 for the year ended August 31, 2016 which consisted of proceeds from sale of common stock in the amount of \$14,500, proceeds from officer loans of \$12,626, repayments of officer loans of \$12,626, proceeds from related party convertible debt of \$1,700 and proceeds from issuance of convertible notes payable in the amount of \$424,600.

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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 “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. The Company has entered into forbearance agreements with the investors extending its time to pay the Notes until December 16, 2016.

As of December 2, 2016, we had cash and cash equivalents of approximately \$964. 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.

We anticipate that we will incur operating losses in the next twelve months. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development. Such risks for us include, but are not limited to, an evolving and unpredictable business model; recognition of revenue sources; and the management of growth. To address these risks, we must, among other things, expand our customer base, implement and successfully execute our business and marketing strategy, respond to competitive developments, and attract, retain and motivate qualified personnel. There can be no assurance that we will be successful in addressing such risks, and the failure to do so could have a material adverse effect on our business prospects, financial condition and results of operations.

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 \$1,365,214 and a working capital deficit of \$574,323 at August 31, 2016, 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 have a material impact on the Company’s consolidated financial position, results of operations or cash flows.

RISK FACTORS

Risks Related to Our Business

WE HAVE NO OPERATING HISTORY AND EXPECT TO INCUR LOSSES FOR THE FORESEEABLE FUTURE. SHOULD WE CONTINUE TO INCUR LOSSES FOR A SIGNIFICANT AMOUNT OF TIME, THE VALUE OF YOUR INVESTMENT IN THE COMMON STOCK WILL BE AFFECTED, AND YOU COULD EVEN LOSE YOUR ENTIRE INVESTMENT.

Presently we have very limited revenues and have an accumulated deficit at August 31, 2016 of \$1,365,214. We expect to incur further losses for the foreseeable future due to additional costs and expenses related to:

- The implementation of our direct mail and online sales models will cost at least \$200,000. We need to create, print, and distribute all of marketing material. We have allocated \$30,000 toward the production and optimization of marketing materials which include direct mail pieces, 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 continued improvements and upgrade to our systems is 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 \$80,000 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.

ONCE TRANSACTING BUSINESS, THE COMPETITION FOR AND DIFFICULTY IN SELLING OUR PRODUCTS COULD AFFECT OUR ABILITY TO DEVELOP PROFITABLE OPERATIONS.

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.

WE HAVE LIMITED OPERATING HISTORY AND FACE MANY OF THE RISKS AND DIFFICULTIES FREQUENTLY ENCOUNTERED BY A YOUNG COMPANY.

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 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.

WE MAY NEED ADDITIONAL CAPITAL TO DEVELOP OUR BUSINESS.

Because of the difficulty that microcap companies have in raising capital, the lack of available credit for companies like us, and our stock price, we may be hampered in our ability to raise the necessary working capital. Even if we do find a source of additional capital, we may not be able to negotiate terms and conditions for receiving the additional capital that are acceptable to us. Any future capital investments may dilute or otherwise materially and adversely affect the holdings or rights of our existing shareholders. In addition, new equity or debt securities issued by us to obtain financing could have rights, preferences and privileges senior to our common stock.

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.

WE MAY NOT BE ABLE TO BUILD OUR BRAND AWARENESS.

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 one customer.

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.

WE MAY NOT BE ABLE TO MAINTAIN AND EXPAND OUR BUSINESS IF WE ARE NOT ABLE TO RETAIN, HIRE AND INTEGRATE KEY MANAGEMENT AND OPERATING PERSONNEL.

David Lelong is presently our sole executive officer and employee. Our success depends in large part on the continued services and efforts of Mr. Lelong and our ability to recruit and retain additional key management personnel. Competition for such employees is intense and the process of locating key personnel with the combination of skills and attributes required to execute our business strategies may be lengthy. The loss of Mr. Lelong or failure to recruit additional key personnel could have a material adverse impact on our ability to execute our business objectives.

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 U.S. 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 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 Securities Exchange Act of 1934, as amended (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

WE DO NOT EXPECT TO PAY DIVIDENDS IN THE FUTURE, WHICH MEANS THAT 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. 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 OTC Market 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.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

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

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Financial Statements

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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, 2016 and 2015 and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended August 31, 2016 and 2015. 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, 2016 and 2015, 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.mkcpas.com
Houston, Texas
December 5, 2016

SPORT ENDURANCE, INC.
BALANCE SHEETS

| | <u>August 31,</u> <u>2016</u> | <u>August 31,</u> <u>2015</u> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 10,197 | \$ - |
| Accounts receivable | 45 | - |
| Inventory | 6,398 | - |
| Total current assets | <u>16,640</u> | <u>-</u> |
| Equipment, net of accumulated depreciation | <u>-</u> | <u>2,190</u> |
| Total Assets | <u><u>16,640</u></u> | <u><u>2,190</u></u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | 68,746 | 21,322 |
| Derivative liability | 254,952 | - |
| Convertible notes - related party | - | 38,543 |
| Convertible notes, net of unamortized debt discounts of \$172,735 and \$0 | <u>267,265</u> | <u>-</u> |
| Total current liabilities | 590,963 | 59,865 |
| 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, 2016 and 2015 | 1 | 1 |
| Common stock, \$0.001 par value, 580,000,000 shares authorized, 77,775,303 and 37,581,903 shares issued and outstanding as of August 31, 2016 and 2015 | 77,775 | 37,582 |
| Additional paid-in capital | 718,487 | 336,195 |
| Subscription receivable | (5,372) | - |
| Accumulated deficit | <u>(1,365,214)</u> | <u>(431,453)</u> |
| Total stockholders' equity (deficit) | (574,323) | (57,675) |
| Total liabilities and stockholders' equity (deficit) | <u><u>16,640</u></u> | <u><u>\$ 2,190</u></u> |

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

SPORT ENDURANCE, INC.
STATEMENTS OF OPERATIONS

| | For the Year Ended August 31, 2016 | For the Year Ended August 31, 2015 |
|-----------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| Revenue | \$ 48 | \$ - |
| Cost of goods sold | 5 | - |
| Net revenue | <u>43</u> | <u>-</u> |
| Operating expenses: | | |
| General and administrative | 130,058 | 7,168 |
| Professional fees | 78,526 | 15,296 |
| Intangible asset impairment loss | 248,951 | - |
| Depreciation | <u>2,190</u> | <u>2,190</u> |
| Total operating expenses | <u>459,725</u> | <u>24,654</u> |
| Net Operating Loss | (459,682) | (24,654) |
| Other income (expense): | | |
| Interest expense | (411,968) | (25,015) |
| Change in fair value of derivative liability | <u>(62,111)</u> | <u>-</u> |
| Total other expense | (474,079) | (25,015) |
| Loss before provision for income taxes | (933,761) | (49,669) |
| Provision for income taxes | - | - |
| Net loss | <u>\$ (933,761)</u> | <u>\$ (49,669)</u> |
| Net loss per share - basic | <u>\$ (0.01)</u> | <u>\$ (0.00)</u> |
| Net loss per share - diluted | <u>\$ (0.01)</u> | <u>\$ (0.00)</u> |
| Weighted average shares outstanding - basic | <u>70,463,282</u> | <u>37,581,903</u> |
| Weighted average shares outstanding - diluted | <u>70,463,282</u> | <u>37,581,903</u> |

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

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

| | <u>Preferred Stock</u> | | <u>Common Stock</u> | | <u>Additional Paid-In Capital</u> | <u>Common Stock Subscriptions Receivable</u> | <u>Accumulated Deficit</u> | <u>Total Stockholders' Equity (Deficit)</u> |
|-------------------------------------------------------------------|------------------------|---------------|---------------------|---------------|-------------------------------------------|----------------------------------------------------------|--------------------------------|---------------------------------------------------------|
| | <u>Shares</u> | <u>Amount</u> | <u>Shares</u> | <u>Amount</u> | | | | |
| Balance, August 31, 2014 | 1,000 | 1 | 37,581,903 | 37,582 | 311,180 | - | (381,784) | (33,021) |
| Imputed interest on notes payable | - | - | - | - | 2,139 | - | - | 2,139 |
| Discount due to beneficial conversion feature on convertible debt | - | - | - | - | 22,876 | - | - | 22,876 |
| Net loss for the year | - | - | - | - | - | - | (49,669) | (49,669) |
| Balance, August 31, 2015 | <u>1,000</u> | <u>1</u> | <u>37,581,903</u> | <u>37,582</u> | <u>336,195</u> | <u>-</u> | <u>(431,453)</u> | <u>(57,675)</u> |
| 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 year | - | - | - | - | - | - | (933,761) | (933,761) |
| Balance, August 31, 2016 | <u>1,000</u> | <u>1</u> | <u>77,775,303</u> | <u>77,775</u> | <u>718,487</u> | <u>(5,372)</u> | <u>(1,365,214)</u> | <u>(574,323)</u> |

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

SPORT ENDURANCE, INC.
STATEMENTS OF CASH FLOWS

| | For the Year Ended August 31, 2016 | For the Year Ended August 31, 2015 |
|-----------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (933,761) | \$ (49,669) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation | 2,190 | 2,190 |
| Intangible asset impairment loss | 248,951 | - |
| Commitment fee share expense | 128,241 | - |
| Change in fair value of derivative liability | 62,111 | - |
| Amortization of discount on convertible debt | 268,965 | 22,876 |
| Imputed interest | 670 | 2,139 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (45) | - |
| Inventory | (5,349) | - |
| Accounts payable and accrued liabilities | 47,424 | (411) |
| Net cash used in operating activities | <u>(180,603)</u> | <u>(22,875)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Payments to acquire assets | <u>(250,000)</u> | <u>-</u> |
| Net cash used in investing activities | <u>(250,000)</u> | <u>-</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from sale of common stock | 14,500 | - |
| Proceeds from notes payable - related party | 12,626 | - |
| Repayments of notes payable - related party | (12,626) | - |
| Proceeds from convertible debt - related party | 1,700 | 22,875 |
| Proceeds from convertible debt | 424,600 | - |
| Net cash provided by financing activities | <u>440,800</u> | <u>22,875</u> |
| Net increase in cash and cash equivalents | 10,197 | - |
| Cash and cash equivalents at beginning of period | - | - |
| Cash and cash equivalents at end of period | <u>\$ 10,197</u> | <u>\$ -</u> |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Interest paid | <u>\$ -</u> | <u>\$ -</u> |
| Income taxes paid | <u>\$ -</u> | <u>\$ -</u> |
| NON-CASH INVESTING AND FINANCING ACTIVITIES: | | |
| Common stock issued for conversion of notes payable - related party | \$ 40,243 | \$ - |
| Common stock issued as discount on convertible notes | 231,760 | - |
| Discount on beneficial conversion feature | 1,700 | 22,875 |
| Discount due to derivative | 192,841 | - |
| Stock issued for subscription receivable | 5,372 | - |

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 as Cayenne Construction, Inc. in the state of Nevada on January 3, 2001 (“Inception”). The Company was formed to be an independent service provider of ready-mix concrete, whereby management was to arrange purchases of ready-mixed concrete by small contractors and customers on a fee basis. The Company ceased operations in 2002 and was revived in 2009 with a name change to, “Sport Endurance, Inc.” on August 6, 2009. The Company intends to market and distribute 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 \$10,197 and \$0 as of August 31, 2016 and 2015.

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 357 containers of a performance drink currently marketed under the name “sports leg and lung” included in inventory at August 31, 2016. The Company had no inventory at August 31, 2015.

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.

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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.

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Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of August 31, 2016. 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 February 2016, FASB issued ASU 2016-02, Leases (Topic 842). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. The new guidance will be effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period and is applied retrospectively. Early adoption is permitted. The adoption of ASU 2016-02 is not expected to have a material effect on the Company's consolidated financial statements.

In September, 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805) ("ASU 2015-16"). Topic 805 requires that an acquirer retrospectively adjust provisional amounts recognized in a business combination, during the measurement period. To simplify the accounting for adjustments made to provisional amounts, the amendments in the Update require that the acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amount is determined. The acquirer is required to also record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. In addition an entity is required to present separately on the face of the income statement or disclose in the notes to the financial statements the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. ASU 2015-16 is effective for fiscal years beginning December 15, 2015. The adoption of ASU 2015-016 is not expected to have a material effect on the Company's consolidated financial statements.

In August, 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date (“ASU 2015-14”). The amendment in this ASU defers the effective date of ASU No. 2014-09 for all entities for one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning December 15, 2017, including interim reporting periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 31, 2016, including interim reporting periods with that reporting period.

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 have a material impact on the Company’s 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 \$1,365,214 and a working capital deficit of \$574,323 as of August 31, 2016. 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 | \$ | <u>250,000</u> |

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

Note 5 – Equipment

Equipment consists of the following:

| | <u>August 31, 2016</u> | <u>August 31, 2015</u> |
|-------------------------------|------------------------|------------------------|
| Computer equipment | \$ 10,000 | \$ 10,000 |
| Furniture and fixtures | <u>15,340</u> | <u>15,340</u> |
| Property and equipment | 25,340 | 25,340 |
| Less accumulated depreciation | <u>(25,340)</u> | <u>(23,150)</u> |
| Property and equipment, net | <u>\$ -</u> | <u>\$ 2,190</u> |

Depreciation expense totaled \$2,190 and \$2,190 for the years ended August 31, 2016 and August 31, 2015, respectively.

Note 6 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following:

| | <u>August 31, 2016</u> | <u>August 31, 2015</u> |
|------------------------|------------------------|------------------------|
| Trade accounts payable | 28,371 | 21,322 |
| Payroll and related | 26,903 | - |
| Accrued interest | <u>13,472</u> | <u>-</u> |
| | <u>68,746</u> | <u>21,322</u> |

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, 2016, these convertible notes had been fully repaid.

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.

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.

Former Majority Shareholder – BK Consulting

On October 28, 2015, the Company issued an unsecured convertible loan to a related party of \$1,700, non-interest bearing, due on demand and convertible into Common Stock at a rate \$0.002 per share, from a major shareholder, BK Consulting, to fund operations. The Company calculated the beneficial conversion feature embedded in the convertible note. The conversion feature, in the amount of \$1,700, was recorded as debt discount.

On November 10, 2015, the Company converted \$10,744 of convertible debt due to BK Consulting, 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 2, 2015, the Company converted \$29,500 of convertible debt due to BK Consulting, 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.

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 | <u>62,111</u> |
| Balance as of August 31, 2016 | \$ 254,952 |

During the year ended August 31, 2016, the Company recognized a loss on the fair value of the derivative liability in the amount of \$62,111 bringing the fair value of the derivative liability to \$254,952.

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

| Assumption | May 11, 2016 | August 31, 2016 |
|--------------------------|-------------------------|----------------------------|
| Expected dividends: | 0% | 0% |
| Expected volatility: | 261.4% | 244.4% |
| Expected term (years): | 0.50 years | 0.20 years |
| Risk free interest rate: | 0.36% | 0.26% |
| Stock price | \$ 1.80 | \$ 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.

In addition the Company issued to the Holders an aggregate of 200,000 shares of common stock value at \$360,000 as commitment shares. These shares were issued during the period and are considered a discount to the Notes. Due to the reset feature of the conversion price of the convertible notes, the Company concluded that a derivative liability existed at the date of issuance and recorded a derivative liability in the amount of \$192,841 (see note 9). The sum of the value of the derivative liability of \$192,841, the original issue discount of \$15,400, and the discount attributable to the 200,000 commitment shares of \$360,000 was \$568,241, which exceeded the \$440,000 face amount of the 3.5% OID Convertible Notes by \$128,241; this amount was charged to interest expense during the year ended August 31, 2016. The discount of \$440,000 will be charged to interest expense via the effective interest method over the life of the note; \$268,965 of this amount was charged to interest expense during the year ended August 31, 2016. As of August 31, 2016 the balance due on the 3.5% OID Convertible Notes was \$267,265 net of unamortized debt discount of \$172,735, respectively.

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During the year ended August 31, 2016, the Company accrued interest on the 3.5% OID Convertible Notes in the amount of \$13,472. Accrued interest on these notes is convertible to common stock at the same terms as the principal.

BK Consulting Notes

On October 28, 2015, the Company issued an unsecured convertible loan to a related party of \$1,700, non-interest bearing, due on demand and convertible into Common Stock at a rate \$0.002 per share, from a major shareholder, BK Consulting, to fund operations. The Company calculated the beneficial conversion feature embedded in the convertible note. The conversion feature, in the amount of \$1,700, was recorded as debt discount.

On November 2, 2015, the Company converted \$29,500 of convertible debt due to the Company's major shareholder, BK Consulting, 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 10, 2015, the Company converted \$10,744 of convertible debt due to the debt holder, BK Consulting, 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.

The Company calculates any beneficial conversion feature embedded in its convertible notes via the intrinsic value method. The conversion feature was considered a discount to the notes, to the extent the aggregate value of the conversion feature did not exceed the face value of the notes. These discounts are amortized to interest expense through earlier of the term or conversion of the notes. During the year ended August 31, 2016 and 2015, the Company recorded debt discounts in the amount of \$1,700 and \$22,876, respectively. During the year ended August 31, 2016 and 2015, the Company amortized debt discounts to interest expense in the aggregate amount of \$1,700 and \$22,876.

As of August 31, 2016 and 2015 the balance of the convertible debt due to BK Consulting was \$0 and \$38,543. The Company recorded imputed interest on all outstanding BK Consulting convertible notes at a rate of 8%. The Company recorded imputed interest in the amount of \$557 and \$1,427 during the year ended August 31, 2016 and 2015 related to the BK Consulting convertible notes.

Note 10 – 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, 2016 and 2015. The Company has 1,000 shares of preferred stock issued and outstanding as of August 31, 2016 and 2015.

Common stock

The Company is authorized to issue 580,000,000 shares of \$0.001 par value common stock as of August 31, 2016 and 2015. The Company has 77,775,303 and 37,581,903 shares of common stock issued and outstanding as of August 2016 and 2015.

During the year ended August 31, 2015, no shares of common stock were issued.

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.

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 November 10, 2015, the Company converted \$10,744 of convertible debt due to BK Consulting, 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 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 2, 2015, the Company converted \$29,500 of convertible debt due to BK Consulting, 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.

Note 11 – 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, 2016 and 2015.

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

| | August 31, 2015 | | | |
|------------------------|------------------------|----------------|----------------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Liabilities | | | | |
| Derivative liabilities | \$ - | \$ - | \$ - | \$ - |

Note 12 – 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, 2016, 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, 2016 | August 31, 2015 |
|---------------------------------------------|----------------------------|----------------------------|
| Federal and State Statutory Rate | 35.00% | 35.00% |
| Net operating loss carry forwards | \$ 202,349 | \$ 124,427 |
| Valuation allowance for deferred tax assets | (202,349) | (124,427) |
| Net deferred tax assets | \$ - | \$ - |

As of August 31, 2016, the Company had net operating loss carry forwards of approximately \$578,141 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 13 – Subsequent Events

During November 2016 Company entered into forbearance agreements with the investors of the 3.5% OID Convertible Notes extending its time to pay the Notes until December 16, 2016 (see note 9).

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 Securities Exchange Act of 1934 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 Securities Exchange Act of 1934, 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, 2016. 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, 2016, we did not maintain effective controls over the control environment. Specifically we have not developed and effectively communicated to our employees and consultants its accounting policies and procedures. This has resulted in inconsistent practices. Further, the Board of Directors 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, 2016, 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, 2016 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 | 40 | President and CEO | 2016 |

David Lelong CHIEF EXECUTIVE OFFICER PRESIDENT, (PRINCIPAL EXECUTIVE OFFICER)

For the past five years, Mr. Lelong, 40, has served as a consultant to businesses and entrepreneurs in the development of products and sales channels that can be scaled through the use of Internet marketing. As previously disclosed in the Company's filings with the Securities and Exchange Commission, effective February 4, 2016, Mr. Lelong purchased 52.2% of the Company's outstanding common stock from a third party to become the Company's controlling shareholder.

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 of Directors 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our executive officers and directors, and persons who beneficially own more than ten percent of our common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Executive officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. In addition, a 10% shareholder, Python Marketing PTY LTD, did not comply with all Section 16(a) filing requirements. Specifically, Python Marketing PTY LTD failed to file a Form 3 with respect to the acquisition of common stock for the fiscal year ended August 31, 2016.

Audit Committee

We do not have an Audit Committee. Our Board of Directors acted as the Company's Audit Committee during fiscal 2016, 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. The Company does not currently have a written audit committee charter or similar document.

Nominating Committee

We do not have a Nominating Committee or Nominating Committee Charter. Our Board of Directors performed some of the functions associated with a Nominating Committee. We have elected not to have a Nominating Committee in that we are continuously updating our operations and have limited resources with which to establish additional committees of our board of directors.

Compensation Committee

At this time, David Lelong is the only member of the committee. The Board of Directors intends to add additional members to the compensation committee and expects it to consist solely of independent members. Until more members are appointed to the compensation committee, our entire Board of Directors will review all forms of compensation provided to any new executive officers, directors, consultants and employees, including stock compensation and options.

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, 2016 and 2015:

Summary Compensation Table

| Name and Principal Position | Fiscal Year | Salary | Stock Awards | Option Awards | All Other Compensation | Total Compensation |
|-----------------------------------------------|--------------------|---------------|---------------------|----------------------|-------------------------------|---------------------------|
| David Lelong, President and CEO (1) (2) | 2016 | \$ 56,000 | \$ -0- | \$ -0- | \$ -0- | \$ 56,000 |
| | 2015 | \$ -0- | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| Gerald Ricks, Former President and CEO (2) | 2016 | \$ -0- | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| | 2015 | \$ -0- | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| Vincent Kelly, Former CFO | 2016 | \$ -0- | \$ -0- | \$ -0- | \$ -0- | \$ -0- |
| | 2015 | \$ -0- | \$ -0- | \$ -0- | \$ -0- | \$ -0- |

- (1) Mr. Lelong was appointed Chairman, President and Chief Executive Officer of the Company on April 29, 2016. Although Mr. Lelong's employment agreement provides for an annual salary of \$96,000 per annum; to date, he has deferred \$24,000 in compensation from the Company, including the referenced salary. At present, Mr. Lelong also serves as our Chief Financial Officer.
- (2) 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.

Employment Agreements

Sport Endurance and David Lelong entered into a one year employment agreement effective February 1, 2016. Under the agreement Mr. Lelong is entitled to receive an annual salary of \$96,000.

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 of directors. Our directors are, however, entitled to receive compensation as determined by the board of directors.

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, 2016, 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, 19 th Floor New York, NY 10038 | 40,531,600 | 52.114% |
| Michael S. Morrow, 4791 S Kings Row Dr. Apt 23 Salt Lake City, Utah 84117 | 14,500,000 | 18.643% |
| Python Marketing PTY LTD Level 1, 1 Burelli St., Wollongong, NSW 2500 Australia | 12,771,500 | 16.421% |
| All executive officers and directors as a group. | 40,531,600 | 52.114% |

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

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 were unsecured, non-interest bearing and due on demand. These advances were repaid in full during the year ended August 31, 2016.

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, 2016 and 2015.

| | August 31, 2016 | August 31, 2015 |
|--------------------------------------------------------|--------------------|--------------------|
| Audit fees: | | |
| M&K CPAS, PLLC | \$ 17,250 | \$ 7,250 |
| Audit-related fees: | | |
| M&K CPAS, PLLC | — | — |
| Tax fees: | | |
| All other fees: | — | — |
| Total fees paid or accrued to our principal accountant | \$ 17,250 | \$ 7,250 |

We do not have an Audit Committee. Our Board of Directors acted as the Company’s Audit Committee during the fiscal year ended August 31, 2016, 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.

PART IV**ITEM 15. EXHIBITS.**

| Exhibit | Exhibit Description | Filed herewith | Incorporated by reference | | |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------|--------------------|
| | | | Form | Exhibit | Filing date |
| 3.1 | Articles of Incorporation | | S-1 | 3.1 | 02/19/10 |
| 3.2 | Bylaws | | 8-K | 3.2 | 04/29/16 |
| 3.3 | Certificate of Designation | | S-1 | 3.2 | 02/19/10 |
| 4.1 | Form of Senior Secured Convertible Promissory Note | | 8-K | 4.1 | 05/13/16 |
| 10.1 | Form of Securities Purchase Agreement | | 8-K | 10.1 | 05/13/16 |
| 10.2 | Form of Security Agreement | | 8-K | 10.2 | 05/13/16 |
| 10.3 | Asset Purchase and Sale Agreement | | 8-K | 10.3 | 07/15/16 |
| 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: December 5, 2016

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 |
|-----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| <u>/s/ David Lelong</u> David Lelong | President, Chief Executive Officer, Director (Principal Executive Officer, Principal Financial Officer, and Principal Accounting Officer) | December 5, 2016 |

**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: December 5, 2016

/s/ David Lelong

David Lelong
Chief Executive Officer

**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: December 5, 2016

/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, 2016 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: December 5, 2016

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