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

**FORM 10-Q**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: **January 31, 2019**

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: **000-55036**

**VALUESETTERS INC.**

(Exact name of registrant as specified in its charter)

**Utah**

(State or other jurisdiction of incorporation  
or organization)

**87-0409951**

(I.R.S. Employer  
Identification No.)

**745 Atlantic Avenue**

**Boston MA 02111**

(Address of principal executive offices)

(781) 925-1700

(Registrant's telephone number, including area code)

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

Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of March 18, 2019, the Company had 749,706,712 shares of its common stock, par value \$0.001 per share, issued and outstanding.

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**PART I – FINANCIAL INFORMATION****Item 1. Financial Statements.****VALUESETTERS, INC.**  
Condensed Balance Sheets

	<b>January 31, 2019</b>	<b>April 30,</b>
	<b>(Unaudited)</b>	<b>2018</b>
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 45,799	\$ 1,655
Accounts receivable	41,750	6,750
Prepaid expenses	34,233	35,000
Total current assets	<u>121,782</u>	<u>43,405</u>
Non-current prepaid expenses	—	25,700
Deposits	6,300	6,300
Investments at cost	23,000	23,000
Total assets	<u>\$ 151,082</u>	<u>\$ 98,405</u>
<b>Liabilities and Stockholders' Deficit</b>		
<b>Current liabilities:</b>		
Accounts payable		
Trade	\$ 278,752	\$ 278,987
Related party	16,680	16,680
Accrued expenses	144,750	149,457
Deferred revenue	55,860	885
Notes payable – related parties	76,100	76,100
Loan payable – bank	34,324	37,487
Demand notes payable	15,800	22,800
Total current liabilities	<u>622,266</u>	<u>582,396</u>
Long-term secured note payable to related party	1,000,000	1,000,000
	<u>1,622,266</u>	<u>1,582,396</u>
<b>Commitments and Contingencies</b>		
	—	—
<b>Stockholders' deficit:</b>		
Common stock, \$.001 par value; 900,000,000 shares authorized, 749,706,712 and 731,694,210 shares issued and outstanding at January 31, 2019 and April 30, 2018, respectively	749,707	731,694
Capital in excess of par value	1,444,293	1,434,328
Accumulated deficit	(3,665,184)	(3,650,013)
Total stockholders' deficit	<u>(1,471,184)</u>	<u>(1,483,991)</u>
Total liabilities and stockholders' deficit	<u>\$ 151,082</u>	<u>\$ 98,405</u>

See Accompanying Notes to the Financial Statements

**VALUESETTERS, INC.**  
Condensed Statements of Operations  
(Unaudited)

	For the Nine Months Ended		For the Three Months Ended	
	January 31, 2019	January 31, 2018	January 31, 2019	January 31, 2018
Revenues	\$ 281,995	\$ 70,120	\$ 121,355	\$ 44,068
Cost of revenues	26,337	14,910	13,634	14,910
Gross profit	255,658	55,210	107,721	29,158
Costs and expenses:				
Stock-based compensation	48,744	112,699	12,197	26,387
Consulting fees	119,000	27,750	51,700	8,200
Marketing	15,273	1,289	4,303	998
Rent	38,709	27,633	12,877	708
General and administrative	38,889	49,249	9,096	14,914
Total costs and expenses	260,615	218,620	90,173	51,207
Income (loss) from operations	(4,957)	(163,410)	17,548	(22,049)
Other income (expense):				
Interest expense	(14,814)	(62,209)	(5,157)	(6,163)
Gain (loss) on debt settlement	—	293,664	—	(6,300)
Other income	4,600	3,800	—	2,850
Total other income (expense)	(10,214)	235,255	(5,157)	(9,613)
Net income (loss) before taxes	(15,171)	71,845	12,391	(31,662)
Income tax	—	—	—	—
Net income (loss)	\$ (15,171)	\$ 71,845	\$ 12,391	\$ (31,662)
Basic earnings (loss) per share	\$ (0.00)	\$ 0.00	\$ 0.00	\$ (0.00)
Diluted earnings (loss) per share	\$ (0.00)	\$ 0.00	\$ 0.00	\$ (0.00)
Weighted average number of common shares outstanding:				
Basic	739,049,963	607,249,652	746,894,212	702,066,771
Diluted	739,049,963	607,249,652	746,894,212	702,066,771

See Accompanying Notes to the Financial Statements

**VALUESETTERS, INC.**  
Condensed Statements of Stockholders' Deficit  
For the Nine Months Ended January 31, 2019 and the Year Ended April 30, 2018

	Shares	Amount	Capital in Excess of Par Value	Accumulated Deficit	Total Deficit
Balance, April 30, 2017	530,000,000	\$ 530,000	\$ 660,439	\$ (3,781,142)	\$ (2,590,703)
Net loss, July 31, 2017	—	—	—	(108,642)	(108,642)
Q1 stock issued for debt settlement	24,590,000	24,590	12,295	—	36,885
Q1 stock-based compensation	10,000,000	10,000	10,000	—	20,000
Balance, July 31, 2017	564,590,000	564,590	682,734	(3,889,784)	(2,642,460)
Net income, October 31, 2017	—	—	—	212,149	212,149
Q2 stock issued for debt settlement	96,499,346	96,499	487,284	—	583,783
Q2 stock issued for investment	10,000,000	10,000	13,000	—	23,000
Q2 stock-based compensation	12,875,000	12,875	37,013	—	49,888
Balance, October 31, 2017	683,964,346	683,964	1,220,031	(3,677,635)	(1,773,640)
Net loss, January 31, 2018	—	—	—	(31,662)	(31,662)
Q3 stock issued for debt settlement	10,755,867	10,756	24,516	—	35,272
Q3 stock issued for purchase	350,000	350	2,100	—	2,450
Q3 stock-based compensation	12,979,167	12,979	82,642	—	95,621
Balance, January 31, 2018	708,049,380	708,049	1,329,289	(3,709,297)	(1,671,958)
Net income, April 30, 2018	—	—	—	59,284	59,284
Q4 stock issued for debt settlement	21,432,329	21,432	100,732	—	122,164
Q4 stock issuance rescinded	(350,000)	(350)	(2,100)	—	(2,450)
Q4 stock-based compensation	2,562,501	2,563	6,407	—	8,970
Balance, April 30, 2018	731,694,210	731,694	1,434,328	(3,650,013)	(1,483,991)
Net loss, July 31, 2018	—	—	—	(7,207)	(7,207)
Q1 stock-based compensation	3,937,501	3,938	2,757	—	6,695
Q1 stock issued for purchase	200,000	200	500	—	700
Balance, July 31, 2018	735,831,711	735,832	1,437,585	(3,657,220)	(1,483,803)
Net loss, October 31, 2018	—	—	—	(20,355)	(20,355)
Q2 stock-based compensation	8,262,501	8,262	3,946	—	12,208
Q2 sale of common stock	2,800,000	2,800	2,200	—	5,000
Balance, October 31, 2018	746,894,212	746,894	1,443,731	(3,677,575)	(1,486,950)
Net income, January 31, 2019	—	—	—	12,391	12,391
Q3 stock-based compensation	2,812,500	2,813	562	—	3,375
Balance, January 31, 2019	749,706,712	\$ 749,707	\$ 1,444,293	\$ (3,665,184)	\$ (1,471,184)

See Accompanying Notes to the Financial Statements

**VALUESETTERS, INC.**  
Condensed Statements of Cash Flows  
(Unaudited)

	Nine Months Ended January 31, 2019	Nine Months Ended January 31, 2018
<b>Operating activities</b>		
Net income (loss)	\$ (15,171)	\$ 71,845
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Stock-based compensation	48,744	112,699
Gain on debt settlement	—	(293,664)
<b>Changes in non-cash working capital balances</b>		
Accounts receivable	(35,000)	(14,950)
Deposits and other assets	—	(6,300)
Accounts payable	(235)	(13,729)
Accrued expenses	(3,426)	97,747
Deferred revenue	54,975	14,570
Cash provided by (used in) operating activities	<u>49,887</u>	<u>(31,782)</u>
<b>Financing activities</b>		
Payments on bank loan	(3,743)	(1,980)
Payment on related party note	—	(100)
Payments on demand note	(7,000)	—
Proceeds from sale of common stock	5,000	—
Proceeds from notes payable	—	21,700
Proceeds from related party note	—	15,600
Proceeds from note payable – secured related party	—	14,107
Cash provided by (used in) financing activities	<u>(5,743)</u>	<u>49,327</u>
Increase (decrease) in cash and cash equivalents during the period	44,144	17,545
Cash and cash equivalents, beginning of the period	1,655	3,324
Cash and cash equivalents, end of the period	<u>\$ 45,799</u>	<u>\$ 20,869</u>
<b>Cash paid for:</b>		
Interest	<u>\$ 5,461</u>	<u>\$ 1,286</u>
Income taxes	<u>\$ —</u>	<u>\$ —</u>
<b>Non-cash financing activities</b>		
Common stock issued for debt settlement	<u>\$ —</u>	<u>\$ 263,752</u>
Common stock issued for digital marketing database	<u>\$ —</u>	<u>\$ 2,450</u>
Common stock issued prepaid consulting	<u>\$ —</u>	<u>\$ 70,000</u>
Common stock issued for investment	<u>\$ —</u>	<u>\$ 23,000</u>

See Accompanying Notes to the Financial Statements

**VALUESETTERS, INC.****Notes To Condensed Financial Statements (Unaudited)****Note 1– Basis of Presentation**

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) for quarterly reports on Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine- and three-month periods ended January 31, 2019, are not necessarily indicative of the results that may be expected for the fiscal year ended April 30, 2019. For further information, refer to the audited financial statements and footnotes thereto in our Annual Report on Form 10-K for the year ended April 30, 2018.

In May 2014, the FASB issued guidance based on the principle that revenue is recognized in an amount expected to be collected and to which the entity expects to be entitled in exchange for the transfer of goods or services. We adopted this guidance in fiscal year 2019 under the modified retrospective approach. The adoption of this guidance does not have a material impact on our consolidated financial statements. See Note 3.

**Note 2 – Going Concern Matters and Realization of Assets**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has sustained recurring losses from its continuing operations as of January 31, 2019, had negative working capital of \$500,484 and a stockholders’ deficit of \$1,471,184. In addition, the Company is unable to meet its obligations as they become due and sustain its operations. The Company believes that its existing cash resources are not sufficient to fund its lease and debt payments and working capital requirements.

The Company may not be able to raise sufficient additional debt, equity or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, achieve certain other business plan objectives or raise additional funds could have a material adverse effect on the Company’s results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue or shut down its operations.

In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company which, in turn, is dependent upon the Company’s ability to meet its financing requirements on a continuing basis, and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence.

Management’s plans include:

1. Seek to raise debt or equity for working capital purposes and to pay off existing debt balances. With sufficient additional cash available to the Company, it can make additional marketing expenditures and hire people to generate more revenues, and consequently increase cash flow from operations.
2. Continue to look for software niches and other digital products that can be sold via an Internet-based store. Various acquisition opportunities may help us generate the revenues we are seeking and be a quicker path to profitability than organic growth.
3. Continue to provide advisory services to companies seeking to raise capital and assist them with capital raises.

Management has determined, based on its recent history and its liquidity issues that it is not probable that management’s plan will sufficiently alleviate or mitigate, to a sufficient level, the relevant conditions or events noted above. Accordingly, the management of the Company has concluded that there is substantial doubt about the Company’s ability to continue as a going concern within one year after the issuance date of these financial statements.

There can be no assurance that the Company will be able to achieve its business plan objectives or be able to achieve or maintain cash-flow-positive operating results. If the Company is unable to generate adequate funds from operations or raise sufficient additional funds, the Company may not be able to repay its existing debt, continue to operate its business network, respond to competitive pressures or fund its operations. As a result, the Company may be required to significantly reduce, reorganize, discontinue or shut down its operations. The financial statements do not include any adjustments that might result from this uncertainty.



### Note 3 – Revenue Recognition

#### ***Revenue Recognition under ASC 606***

The Company recognizes service revenue from its consulting contracts and its game website using the five-step model as prescribed by ASC 606:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as, the Company satisfies a performance obligation.

The Company identifies performance obligations in contracts with customers, which primarily are professional services and subscription services. The transaction price is determined based on the amount the Company expects to be entitled to receive in exchange for transferring the promised services to the customer. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied. The Company usually bills its customers before it provides any services, and begins performing services after the first payment is received. Contracts are typically one year or less. For larger contracts, in addition to the initial payment, the Company may allow for progress payments throughout the term of the contract.

#### ***Judgments and Estimates***

The estimation of variable consideration for each performance obligation requires the Company to make subjective judgments. The Company enters into contracts with customers that regularly include promises to transfer multiple services, such as digital marketing, web-based videos, offering statements, and professional services. For arrangements with multiple services, the Company evaluates whether the individual services qualify as distinct performance obligations. In its assessment of whether a service is a distinct performance obligation, the Company determines whether the customer can benefit from the service on its own or with other readily available resources, and whether the service is separately identifiable from other services in the contract. This evaluation requires the Company to assess the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated, highly interrelated, or significantly modify each other, which may require judgment based on the facts and circumstances of the contract.

When agreements involve multiple distinct performance obligations, the Company allocates arrangement consideration to all performance obligations at the inception of an arrangement based on the relative standalone selling prices (SSP) of each performance obligation. Where the Company has standalone sales data for its performance obligations which are indicative of the price at which the Company sells a promised service separately to a customer, such data is used to establish SSP. In instances where standalone sales data is not available for a particular performance obligation, the Company estimates SSP by the use of observable market and cost-based inputs. The Company continues to review the factors used to establish list price and will adjust standalone selling price methodologies as necessary on a prospective basis.

#### ***Service Revenue***

Service revenue from subscriptions to the Company's game website is recognized over time on a ratable basis over the contractual subscription term beginning on the date that the platform is made available to the customer. Payments received in advance of subscription services being rendered are recorded as a deferred revenue. Professional services revenue is recognized over time as the services are rendered.

When a contract with a customer is signed, the Company assesses whether collection of the fees under the arrangement is probable. The Company estimates the amount to reserve for uncollectible amounts based on the aging of the contract balance, current and historical customer trends, and communications with its customers. These reserves are recorded as operating expenses against the contract asset (Accounts Receivable).

#### ***Contract Assets***

Contract assets are recorded for those parts of the contract consideration not yet invoiced but for which the performance obligations are completed. The revenue is recognized when the customer receives services. Contract assets are included in other current or non-current assets in the consolidated balance sheets, depending on if their reduction will be recognized during the succeeding twelve-month period or beyond.

**Deferred Revenue**

Deferred revenues represent billings or payments received in advance of revenue recognition and is recognized upon transfer of control. Balances consist primarily of annual plan subscription services and professional and training services not yet provided as of the balance sheet date. Deferred revenues that will be recognized during the succeeding twelve-month period are recorded as current deferred revenues in the consolidated balance sheets, with the remainder recorded as other non-current liabilities in the consolidated balance sheets.

**Costs to Obtain a Customer Contract**

Sales commissions and related expenses are considered incremental and recoverable costs of acquiring customer contracts. These costs are capitalized as other current or non-current assets and amortized on a straight-line basis over the life of the contract, which approximates the benefit period. The benefit period was estimated by taking into consideration the length of customer contracts, technology lifecycle, and other factors. All sales commissions are recorded as consulting fees within the Company's consolidated statement of operations.

**Remaining Performance Obligations**

The Company's subscription terms are typically less than one year. All of the Company's revenues in the nine-month periods ended January 31, 2019 and, which amounted to \$281,995 and \$121,355, are considered contract revenues. Contract revenue as of January 31, 2019 and 2018, which has not yet been recognized, amounted to \$55,860 and \$885, respectively, and is recorded on the balance sheet as deferred revenue. The Company expects to recognize revenue on all of its remaining performance obligations over the next 12 months.

**Note 4 – Earnings (Loss) Per Common**

Income (loss) per common share data was computed as follows:

	Nine Months Ended January 31, 2019	Nine Months Ended January 31, 2018	Three Months Ended January 31, 2019	Three Months Ended January 31, 2018
Net income (loss) attributable to common stockholders – basic	\$ (15,171)	\$ 71,845	\$ 12,391	\$ (31,662)
Adjustments to net income (loss)	—	—	—	—
Net income (loss) attributable to common stockholders – diluted	<u>\$ (15,171)</u>	<u>\$ 71,845</u>	<u>\$ 12,391</u>	<u>\$ (31,662)</u>
Weighted average common shares outstanding – basic	739,049,963	607,249,652	746,894,212	702,066,771
Effect of dilutive securities	—	—	—	—
Weighted average common shares outstanding – diluted	<u>739,049,963</u>	<u>607,249,652</u>	<u>746,894,212</u>	<u>702,066,771</u>
Earnings (loss) per common share – basic	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>
Earnings (loss) per common share – diluted	<u>\$ (0.00)</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>

For the Nine- and three-month periods ended January 31, 2019, the Company excluded 18,000,000 shares of common stock, issuable upon the exercise of outstanding stock options from the calculation of net loss per share because the effect would be anti-dilutive. For the nine- and three-month periods ended January 31, 2018, the Company excluded 38,000,000 and 38,733,333 shares of common stock, respectively, issuable upon the exercise of outstanding stock options and fixed-rate convertible debt from the calculation of net income per share because the effect would be anti-dilutive.

### Note 5 – Principal Financing Arrangements

The following table summarizes components debt as of January 31, 2019 and April 30, 2018:

	January 31, 2019	April 30, 2018	Interest Rate
Secured lender (affiliate)	\$ 1,000,000	\$ 1,000,000	1.25%
Notes payable – related parties	76,100	76,100	0.0 – 8.0 %
Demand notes payable	15,800	22,800	0.0 – 10.0%
Loan payable – bank	34,324	37,487	5.5%
<b>Total Debt</b>	<b>\$ 1,126,224</b>	<b>\$ 1,136,387</b>	

As of January 31, 2019 and April 30, 2018, the Company owed its principal lender (“Lender”) \$1,000,000 under a loan and security agreement (“Loan”) dated April 28, 2011, that was amended on July 26, 2014 and again on October 31, 2017. The Lender is also the largest shareholder of the Company, owning 271,371,454 shares of common stock, or 36% of the 749,706,712 shares issued and outstanding, as of January 31, 2019.

The Loan was amended on October 31, 2017 to change the maturity date to October 31, 2020, reduce the interest rate from 8% to 1.25% per annum, and reduce the default interest rate from 15% to 8% per annum (the “Amendments”). In conjunction with the Amendments, the Lender also agreed to reduce the total debt and accrued interest payable by \$453,031 to \$1,000,000, in exchange for the Company issuing to the Lender 44,198,246 shares of its common stock. Consequently, upon issuance of the 44,198,246 shares, the Company recorded an increase of \$44,198 in common stock and \$408,833 in capital in excess of par value.

In connection with the financing, the Company has agreed to certain restrictive covenants, including, among others, that the Company may not convey, sell, lease, transfer or otherwise dispose of any part of its business or property, except as permitted in the agreement, dissolve, liquidate or merge with any other party unless, in the case of a merger, the Company is the surviving entity, incur any indebtedness except as defined in the agreement, create or allow a lien on any of its assets or collateral that has been pledged to the Lender, make any loans to any person, except for prepaid items or deposits incurred in the ordinary course of business, or make any material capital expenditures. To secure the payment of all obligations to the Lender, the Company granted to the Lender a continuing security interest and first lien on all of the assets of the Company.

As of January 31, 2019 and April 30, 2018, the Company’s related-party unsecured notes payable totaled \$76,100. The Company also owes \$34,324 and \$37,487 as of January 31, 2019 and April 30, 2018, respectively, to Chase Bank. The Company pays nominal monthly principal payments on the outstanding balance, plus the monthly interest expense, which is calculated at a rate of 5.5% per annum.

The debt to Chase Bank is personally guaranteed by a former Chief Executive Officer and Chairman of the Board (the “Former CEO”). The Former CEO sold shares of the Company to a third-party, and in addition to payments to the Former CEO, the contract of sale requires the third-party make monthly payments to Chase Bank to pay down the money owed to Chase Bank. Total payments received from the third-party in the nine and three months ended January 31, 2019 amounted to \$4,600 and \$0, respectively. Total payments received from the third-party in the nine and three months ended January 31, 2018 amounted to \$3,800 and \$2,850, respectively. These payments were recorded as other income.

Demand notes payable totaled \$15,800 and \$22,800 at January 31, 2019 and April 30, 2018. In fiscal 2019, the Company made principal payments to one note holder of \$7,000, and interest payments of \$3,036, which paid off the note in full.

The Company owed \$533,066 at April 30, 2017 to two individual note holders. A \$200,000 note was due in September 2017 and accrued interest at an annual rate of 2%. On April 9, 2018, the holder converted the note and interest payable into 21,432,329 shares of common stock at a price of \$0.01 per share. At the time of conversion the Company issued common stock valued at \$122,164 to settle \$214,323 in debt and accrued interest payable, resulting in a gain on debt conversion of \$92,159 in the fourth quarter of fiscal 2018.

A second note for \$333,066 (the “Second Note”), accrued interest at 3% per annum was due in June 2017. This note plus accrued interest was converted into shares of common stock on October 5, 2017. The Second Note was settled by issuing a total number of shares of 52,301,100, which were valued at \$130,753, for the settlement of obligations of \$443,011, resulting in a gain on debt settlement of \$312,259 in the second quarter of fiscal 2018.

In addition to the above conversions of debt into equity, in the first quarter of fiscal 2018, the Company recorded a loss of \$12,295 upon the issuance of 24,590,000 shares of stock to retire \$24,590 in debt. The Company also converted debt and accrued interest payable totaling \$26,973 in exchange for common stock valued at \$33,273 during the third quarter of fiscal 2018, and recorded a loss of \$6,300. The gain of \$312,259 from the debt conversion of the Second Note, less the debt conversion losses of \$12,295 and \$6,300, netted to a gain on debt settlements for the nine-months ended January 31, 2018 of \$293,664.

#### Note 6 – Income Taxes

At January 31, 2018 and April 30, 2018, the Company had net operating loss carryforwards for Federal income tax purposes of approximately \$1,800,000 expiring in the years of 2019 through 2034. Utilization of the net operating losses may be subject to annual limitations provided by Section 382 of the Internal Revenue Code and similar State provisions.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the “Act”) was signed into law. The Act makes broad and significantly complex changes to the U.S. corporate income tax system by, among other things; reducing the U.S. federal corporate income tax rate from 35% to 21%, and potentially impacting our net operating loss carryforwards. Given the significant changes resulting from and complexities associated with the Act, the estimated financial impacts for fiscal 2018 are provisional. The ultimate outcome may differ from these provisional amounts, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued and actions the Company may take as a result of the Act. Actual impacts on the Company’s net operating loss carryforwards are expected to be finalized after the Company’s fiscal 2019 U.S. corporate income tax return is filed, which is the first time the Company will use the 2018 federal tax forms.

Due to the loss for the nine-month period ended January 31, 2019, the Company has recorded no income tax expense in this nine-month period. Due to the nominal income for the three-month period ended January 31, 2019, and the availability of a tax loss carryforward to offset any potential tax, the Company has recorded no income tax expense for the three months ended January 31, 2019. Due to the non-taxable nature of the gain incurred by the company for the nine-and three-month periods ended January 31, 2018, the Company has recorded no income tax expense in either of these periods.

#### Note 7 – Related Party Transactions

The Company’s largest shareholder is also its principal lender. As of January 31, 2019 and April 30, 2018, the Company owed its largest shareholder, under a secured lending agreement, \$1,000,000. Under the existing loan agreement, as amended, the maximum amount of the loan is \$1,250,000, and the loan matures on October 31, 2020. The largest shareholder of the Company owns 271,371,454 shares of common stock, or 36% of the 749,706,712 shares issued and outstanding.

Compensation to officers in the nine- and three-month periods ended January 31, 2019 consisted of common stock valued at \$12,563 and \$3,375, respectively, and cash payments of \$100,000 and \$40,000, respectively.

The Company owes a director \$16,680 as of January 31, 2019 and April 30, 2018, which is recorded as accounts payable, plus \$15,000 in a non-interest bearing note payable.

The Company owes a related party \$61,100 as of January 31, 2019 and April 30, 2018 under a note payable with interest at 8% per annum, which had a maturity date of November 18, 2017.

Accrued interest payable on related party debt amounted to \$20,173 and \$7,990 at January 31, 2019 and April 30, 2018, respectively. Such amounts are included in accrued expenses.

#### Note 8 – Stockholders’ Deficit

The Company is authorized to issue 900,000,000 shares of its common stock, par value \$0.001. 749,706,712 and 731,694,210 shares were outstanding as of January 31, 2019 and April 30, 2018, respectively.

In the first quarter of fiscal 2018, the Company issued 10,000,000 shares of restricted stock to its chief executive officer and 24,590,000 to a creditor to settle \$24,590 in debt.

In the second quarter of fiscal 2018, the Company issued an aggregate of 12,875,000 shares of restricted common stock to its three officers, as compensation expense. The Company also issued 10,000,000 shares of restricted common stock to AthenaSoft Corp., to purchase a 20% ownership. The Company can exert no influence on AthenaSoft Corp., considers its ownership a passive investment and has no access to the financial records of AthenaSoft Corp. Consequently, the investment is recorded using the cost method. In conjunction with the acquisition, the Company incorporated a new wholly owned subsidiary, AthenaSoft Inc., a Delaware corporation, for the purpose of being a U.S. marketing arm for programming projects that AthenaSoft Corp. completes with its labor force in India. Additionally, the Company issued 96,499,346 shares of restricted common stock to settle debt obligations, including accrued interest payable, of \$896,042.

In the first quarter of fiscal 2019, the Company issued 200,000 restricted shares of stock in conjunction with the purchase of a virtual reality game known as SpaceoutVR. The Company also issued 3,937,501 restricted shares of common stock as part of stock-based compensation agreements. Shares issued for compensation amounted to 3,625,000 shares to Company officers, and 312,501 to a consultant.

In the second quarter of fiscal 2019, the Company sold \$5,000 of restricted common stock in a private placement and issued 2,800,000 shares of restricted stock. The Company also issued 8,262,501 restricted shares of common stock as part of stock-based compensation agreements. Shares issued for compensation amounted to 2,750,000 shares to Company officers, and 5,512,501 to three consultants.

In the third quarter of fiscal 2019, the Company also issued 2,812,500 restricted shares of common stock to the three corporate officers, as part of stock-based compensation agreements.

Expense was recorded of \$26,466 and \$8,822 for the nine- and three- month periods ended January 31, 2019, for previously issued shares in conjunctions with a consulting agreement.

#### Note 9 – Fair Value

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
  
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
  
- Level 3: inputs are unobservable inputs for the asset or liability.

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, we base fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could significantly affect the results of current or future value.

#### Note 10 – Stock-Based Compensation Plans

The Company entered consulting agreements to issue common stock and options to purchase common stock, and recorded the applicable non-cash expense in accordance with the authoritative guidance of the Financial Accounting Standards Board. For the nine- and three-month periods ended January 31, 2019, the Company recorded \$48,744 and \$12,197 respectively, in stock-based compensation expense. For the nine- and three-month periods ended January 31, 2018, the Company recorded \$86,312 and \$53,097, respectively, in stock-based compensation expense.

As of January 31, 2019, there was \$34,233 of prepaid stock-based compensation expense for services that end in January 2020.

As of January 31, 2019, an aggregate of 9,062,500 shares of common stock can be earned by our three executive officers from unvested stock grants.

#### Note 11 – Deposits and Commitments

The Company utilizes office space in Boston, Massachusetts, under a month-to-month lease agreement that allows to company to end its lease by providing 30-day written notice. The lease agreement includes a deposit of \$6,300.

The Company has a business development arrangement with an independent contractor to compensate the contractor up to 20% of the revenue generated and collected from customers, pursuant to the Company's commission policy. Payments totaling \$8,000 and \$4,000, for the nine- and three-month periods ending January 31, 2019, respectively, have been made under this arrangement.

#### Note 12 – Concentrations

For the nine- and three-month periods ended January 31, 2019, the Company had one customer that constituted 74% and 70% of its revenues, respectively. For the three-month period ended January 31, 2019, the Company had a different customer that constituted 10% of its revenues.

#### Note 13 – Subsequent Events

The Company evaluated subsequent events through March 18, 2019, the date these financial statements were available to be issued. There were no other material subsequent events that required recognition or additional disclosure in these financial statements.

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

This quarterly report on Form 10-Q and other reports filed by the Company from time to time with the U.S. Securities and Exchange Commission (collectively, the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by Company's management. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. When used in the Filings, the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan," or the negative of these terms and similar expressions as they relate to the Company or the Company's management identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions, and other factors. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this report.

### **Overview**

We are a boutique advisory firm, based in Boston, Massachusetts. Our team of experts, including entrepreneurs, angel investors, industry specialists and digital marketing professionals work with companies at all stages to provide assistance with capital raising, strategy, technology consulting and marketing.

We sometimes take equity stakes in promising technology start-ups. We play an active role in growing these companies by providing strategic advice, technology consulting, and help with capital raising.

In those cases where we take an equity stake in an early-stage company for which we consult, we do not always record the investment as an asset on our books. Our policy is to record the investment, based on the value of our services rendered, only in instances where the early-stage company begins generating revenues. If the early-stage company is unable to generate revenues by the time we file our periodic reports, we do not consider our consulting services as revenue to our company.

One such company that we own equity in, as a result of our consulting services, is NetCapital Systems LLC ("Netcapital"). This company owns a Title III JOBS Act funding portal, and as of today is one a only a few dozen FINRA approved crowdfunding portals allowed to sell securities in startup companies to non-accredited investors, via the Internet. We continue to consult for Netcapital (see <https://netcapital.com>) and have invested in additional early-stage companies that we met through Netcapital by providing our consulting services.

In addition to the consulting we provide to Netcapital, we provide consulting services to some of our clients that utilize the Netcapital website to raise money from non-accredited and accredited investors. We believe we have been successful in providing advice and digital marketing services to our clients, who are allowed to advertise their fund raising, in conjunction with advertising provisions contained in the JOBS Act. During fiscal 2019, many high-tech firms have become our clients, including Braidy Industries, Inc., Phoenix PharmaLabs Inc, Vantem Global, LLC, Advanced Aesthetic Technologies, Inc., Ocean Renewable Power Company, Inc. and Centerline Biomedical. These companies have contributed to our growth this fiscal year and we expect that several of our current customers will continue to be a source of revenue generation in the fourth quarter of fiscal 2019 and in fiscal 2020.

Furthermore, we owned 15% of a company, KingsCrowd LLC, that recently raised the maximum amount it was seeking, \$106,699, on the NetCapital portal. KingsCrowd was founded with the vision that everyone should have access to institutional grade research and analytics tools that enable informed startup investment decisions, regardless of investment experience.

We also consulted for Zelgor, a mobile phone game company, which builds massive multiplayer online social games on top of the real world map. It combines elements of classic arcade games and GPS technology, and ValueSetters currently owns 5% of Zelgor, which recently raised additional capital through the Netcapital platform. See <http://www.zelgor.com>.

Our limited operating history and the uncertain nature of our future operations and the markets we address or intend to address make prediction of our future results of operations difficult.

## **Results of Operations**

*For the Nine Months Ended January 31, 2019 Compared to the Nine Months Ended January 31, 2018.*

Our revenues for the nine months ended January 31, 2019 increased by \$211,875, or 302%, to \$281,995 as compared to \$70,120 reported for the nine months ended January 31, 2018. The increase in revenues is attributable to an increase in the number of clients that engage us for consulting services. With the hiring in May 2018 of a Chief Marketing Officer, we have been able to expand our digital marketing capabilities. We anticipate our largest customer will continue to generate revenues in the fourth quarter of fiscal 2019, and we anticipate that \$55,000, which is recorded on our January 31, 2019 balance sheet as deferred revenue, will become revenue for us in the fourth quarter of fiscal 2019.

Consulting fees increased by \$91,250, or 329%, to \$119,000 for the nine months ended January 31, 2019, as compared to \$27,750 reported for the nine months ended January 31, 2018. The increase in expense is due to additional consultants performing services for us in fiscal 2019.

Marketing expense increased by \$13,984, or 1,085%, to \$15,273 for the nine months ended January 31, 2019, as compared to \$1,289 reported for the nine months ended January 31, 2018. The increase in expense is due to the efforts of our Chief Marketing Officer, who has been promoting our services to increase our customer base and our revenues in fiscal 2019.

Rent expense increased by \$11,076, or 40%, to \$38,709 for the nine months ended January 31, 2019, as compared to \$27,633 reported for the nine months ended January 31, 2018. The increase in expense is because we did not pay rent expense for a full nine months in the nine-month period ended January 31, 2018.

General and administrative expenses decreased by \$10,360, or 21%, to \$38,889 for the nine months ended January 31, 2019, from \$49,249 for the nine months ended January 31, 2018. The decrease is primarily attributed to a decrease in professional fees.



Stock-based compensation expense decreased by 57% to \$48,744 for the nine months ended January 31, 2019, as compared to \$112,699 reported for the nine months ended January 31, 2018. The decrease in expense is primarily due to the lower price per share of our common stock when shares were issued in fiscal 2019.

Interest expense decreased by \$47,395 to \$14,814 for the nine-month period ended January 31, 2019, as compared to \$62,209 for the nine months ended January 31, 2018. The decrease in interest expense is attributable to a decrease in our debt at January 31, 2019, as compared to January 31, 2018, and the lowering of the annual interest rate from our senior secured lender from 8.0% to 1.25%.

For the nine-month period ended January 31, 2018, we recorded a gain on debt settlement of \$293,664, as compared to no gain in the nine-month period ended January 31, 2019. No debt settlements have occurred in fiscal 2019. Each instance of a debt settlement gain or loss is contingent upon the price of our stock and the amount of debt retired.

*For the Three Months Ended January 31, 2019 Compared to the Three Months Ended January 31, 2018*

Our revenues for the three-months ended January 31, 2019 increased by \$77,287, or 175%, to \$121,355 as compared to \$44,068 reported for the three months ended January 31, 2018. The increase in revenues is attributable to the new consulting services, including digital marketing, that we provided to companies seeking to raise capital in the quarter ended January 31, 2019.

Costs of revenues decreased by \$1,276 to \$13,634 for the three-months ended January 31, 2019 from \$14,910 reported in the three-months ended January 31, 2018. The decrease is primarily attributable to a reduction in the variable cost component of our cost of revenues in the third quarter of fiscal 2019.

Consulting fees increased by \$43,500, or 530%, to \$51,700 for the three months ended January 31, 2019, as compared to \$8,200 reported for the three months ended January 31, 2018. The increase in expense is due to additional consultants performing services for us in fiscal 2019.

Marketing expense increased by \$3,305, or 331%, to \$4,303 for the three months ended January 31, 2019, as compared to \$998 reported for the three months ended January 31, 2018. The increase in expense is due to the efforts of our Chief Marketing Officer, who has been promoting our services to increase our customer base and our revenues in fiscal 2019.

Rent expense increased by \$12,169, or 1,719%, to \$12,877 for the three months ended January 31, 2019, as compared to \$708 reported for the three months ended January 31, 2018. The increase in expense is a result of lower initial rent costs in the three-month period ended January 31, 2018.

General and administrative expenses decreased by \$5,818, or 39%, to \$9,096 for the three months ended January 31, 2019, from \$14,914 for the three months ended January 31, 2018. The decrease is primarily attributed to a decrease in professional fees.

Stock-based compensation decreased by \$14,190, to \$12,197 for the three-months ended January 31, 2019 from \$26,387 reported in the three-months ended January 31, 2018. The decrease in expense is primarily due to the lower price per share of our common stock when shares were issued in fiscal 2019.

Interest expense decreased by \$1,006 to \$5,157 for the three-months ended January 31, 2019, as compared to \$6,163 for the three months ended January 31, 2018. The decrease in interest expense is attributable to reduced debt amounts of more than \$200,000.

## Liquidity and Capital Resources

At January 31, 2019, we had cash and cash equivalents of \$45,799 and negative working capital of \$500,484 as compared to cash and cash equivalents of \$1,655 and negative working capital of \$538,991 at April 30, 2018.

Net cash provided by (used in) operating activities amounted to \$49,887 and (\$31,782) in the nine-months ended January 31, 2019 and 2018, respectively. The principal use of cash from operating activities in the nine-months ended January 31, 2019 was the net loss of \$15,171, but it was offset by a non-cash item, stock-based compensation of \$48,744. Net cash used in operating activities amounted to \$31,782 in the nine months ended January 31, 2018. The principal source of cash from operating activities in the nine-month period ended January 31, 2018 came from net income of \$71,845, plus stock-based compensation of \$112,699 and an increase in accrued expenses of \$97,747, which was offset by a gain on debt settlement of \$293,664.

There was no investing activity in the nine-months ended January 31, 2019 and 2018.

For the nine months ended January 31, 2019, net cash used in financing activities amounted to \$5,743, which consisted of \$10,743 in principal payments of outstanding loans, offset by proceeds from the sale of common stock of \$5,000. Net cash provided by financing activities aggregated \$49,327 in the nine-month period ended January 31, 2018. The principal source of cash from financing activities in the nine-month period ended January 31, 2018 came from loan proceeds of \$14,107 from our secured lender, \$15,600 from a related party, and \$21,700 from a single investor.

In the nine-months ended January 31, 2019 and 2018, there were no expenditures for capital assets. We do not anticipate any capital expenditures in fiscal 2019.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of our company as a going concern. However, we have sustained net losses from operations during the last several years, and we have very limited liquidity. Management anticipates that we will be dependent, for the near future, on additional capital to fund our operating expenses and anticipated growth, which we intend to achieve through consulting services and the further development of our digital marketing applications. Although we are choosing methods of growth that potentially minimize the use of cash, and we were successful for the nine-month period ended January 31, 2019 in generating positive cash flow from operations of \$49,887, we cannot be assured that we will be able to continue our success until we have secured customers that will provide us with repeat business. Furthermore, the most recent report of our independent registered public accounting firm expresses doubt about our ability to continue as a going concern. Although we have not had to borrow from a related party in fiscal 2019, in the past, our operating losses have been funded primarily through borrowings from related-party lenders.

We have not paid principal or interest on any related party debt; the interest accrues each month. We believe our related party creditors will not demand payment of our current liabilities to them, in the near future, although each lender may have a change in circumstances and demand payment. Any demand for payment from a related party will have an adverse impact on our ability to achieve our longer-term business objectives, and will adversely affect our ability to continue operating as a going concern.

Although we are not yet profitable, we generated cash from operations in the nine-months ended January 31, 2019, and were able to make debt service payments to non-affiliated lenders without borrowing money. We believe we have short-term financing available from our largest shareholder to fund a monthly cash-flow deficit, if needed. While we continually look for other financing sources, in the current economic environment, the procurement of outside funding is extremely difficult and there can be no assurance that such financing will be available, or, if available, that such financing will be at a price that will be acceptable to us. Failure to generate sufficient revenues or raise additional capital will have an adverse impact on our ability to achieve our longer-term business objectives, and will adversely affect our ability to continue operating as a going concern.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

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

**Item 4. Controls and Procedures.***(a) Disclosure Controls and Procedures.*

The Company's management, with the participation of the Company's principal executive officer ("PEO") and principal financial officer ("PFO"), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on this evaluation, the PEO and PFO concluded that, as of the end of such period, the Company's disclosure controls and procedures were not effective to ensure that information that is required to be disclosed by the Company in the reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the Company's management, including the PEO and PFO, as appropriate, to allow timely decisions regarding required disclosure. The material weaknesses in our disclosure controls and procedures consisted of:

- There is a lack of accounting personnel with the requisite knowledge of Generally Accepted Accounting Principles in the US ("GAAP") and the financial reporting requirements of the SEC; and
- There are insufficient written policies and procedures to insure the correct application of accounting and financial reporting with respect to the current requirements of GAAP and SEC disclosure requirements.

*(b) Changes in Internal Control Over Financial Reporting*

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II – OTHER INFORMATION****Item 1. Legal Proceedings.**

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

**Item 1A. Risk Factors.**

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

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

During the three-month period ended January 31, 2019, we issued 2,812,500 shares of common stock to our executives and consultants as stock-based compensation.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

31 [Rule 13a-14\(a\) Certification](#)

32 [Rule 13a-14\(b\) Certification](#)

101.INSXBRL Instance  
101.SCHXBRL Schema  
101.CAL XBRL Calculation  
101.DEFBRL Definition  
101.LABXBRL Label  
101.PREXBRL Presentation

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 18, 2019

**VALUESETTERS, INC.**

By: /s/ Cecilia Lenk

Cecilia Lenk

Chairman of the Board and Chief Executive Officer

By: /s/ Coreen Kraysler

Coreen Kraysler

Principal Financial Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Cecilia Lenk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ValueSetters, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-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 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. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

By: /s/ Cecilia Lenk

Cecilia Lenk  
Principal Executive Officer,  
ValueSetters, Inc.

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Coreen Kraysler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ValueSetters, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-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 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. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 18, 2019

By: /s/ Coreen Kraysler

Coreen Kraysler  
Principal Financial Officer  
ValueSetters, Inc.

**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 this Quarterly Report of ValueSetters Inc. (the "Company"), on Form 10-Q for the quarter ended January 31, 2019, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Cecilia Lenk, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the quarter ended January 31, 2019, 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 such Quarterly Report on Form 10-Q for the quarter ended January 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 18, 2019

By: */s/ Cecilia Lenk*

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Cecilia Lenk  
Principal Executive Officer,  
ValueSetters, Inc.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.



**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 this Quarterly Report of ValueSetters Inc. (the "Company"), on Form 10-Q for the quarter ended January 31, 2019, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Coreen Kraysler, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (3) Such Quarterly Report on Form 10-Q for the quarter ended January 31, 2019, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (4) The information contained in such Quarterly Report on Form 10-Q for the quarter ended January 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 18, 2019

By: */s/ Coreen Kraysler*

\_\_\_\_\_  
Coreen Kraysler  
Principal Financial Officer  
ValueSetters, Inc.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.