UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended **April 30, 2017**

OR

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

For the transition period from ____________________ to ____________________

Commission file number: **000-50394**

Biotech Products Services and Research, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Nevada (State or Other Jurisdiction of Incorporation or Organization)	**47-4180540** (I.R.S. Employer Identification No.)
4045 Sheridan Ave, Suite 239 **Miami, FL** (Address of Principal Executive Offices)	**33140** (Zip Code)

Registrant's Telephone Number, Including Area Code: (**888) 963-7881**

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 [X]

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 [X]

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

Large Accelerated Filer	[ ]	Accelerated Filer	[ ]
Non-Accelerated Filer	[ ]	(Do not check if a smaller reporting company)	
		Smaller reporting company	[ ]
		Emerging growth company	[X]

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. [X]

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

There were 111,464,987 shares of common stock, $0.001 par value, of the Registrant issued and outstanding as of July 14, 2017.

BIOTECH PRODUCTS SERVICES AND RESEARCH, INC.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The statements contained in this Quarterly Report of Biotech Products Services and Research Inc. (the "Company"), that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 ("Exchange Act"). These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as "may," "could," "should," "expect," "plan," "project," "strategy," "forecast," "intend," "anticipate," "believe," "estimate," "predict," "potential," "pursue," "target," "continue," or similar expressions help identify forward-looking statements.

The forward-looking statements contained in this Quarterly Report are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management's assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this Quarterly Report are not guarantees of future performance, and management cannot assure any reader that such statements will be realized or the forward-looking events and circumstances will in fact occur. The Company's actual results may differ materially from those anticipated, estimated, projected or expected by management. When considering forward-looking statements, please read " Item 1A. Risk Factors " and " Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations " included in the Company's Annual Report on Form 10-K for the year ended October 31, 2016, which is incorporated by reference.

AVAILABLE INFORMATION

The Company is a reporting company pursuant to Section 12(g) of the Exchange Act. As a result, it files Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K, and amendments to these reports, with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. These reports are also available on the SEC's website at www.SEC.gov . In addition, the Company will provide copies of these reports free of charge upon request addressed to Albert Mitrani, President and Chief Executive Officer, Biotech Products Services and Research Inc., 4045 Sheridan Ave, Suite 239, Miami FL 33140.

The public may also read a copy of any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

All forward-looking statements speak only as of the date of this Quarterly Report. We do not intend to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise.

Part I – FINANCIAL INFORMATION

Item 1.

Biotech Products Services and Research, Inc.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	April 30, 2017	October 31, 2016
ASSETS		
Current Assets		
Cash	$ 103,168	$ 26,223
Accounts receivable	82,305	1,125
Inventories	110,022	9,944
Total Current Assets	295,495	37,292
Property and equipment, net	38,986	27,606
Security deposits	7,675	5,000
TOTAL ASSETS	$ 342,156	$ 69,898
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 284,259	$ 248,847
Accrued liabilities to management	1,079,927	378,274
Notes payable	-	100,000
Convertible secured promissory notes, net of original issue discount of $308,676 – related party	24,658	-
Convertible secured promissory notes, net of original issue discount of $180,061 – third party	14,383	-
Derivative liability of convertible secured promissory notes – related party	450,794	-
Derivative liability of convertible secured promissory notes – third party	262,960	-
Liabilities attributable to discontinued operations	125,851	125,851
Total Current Liabilities	2,242,832	852,972
Commitments and contingencies		
Deficit		
Series A Preferred stock, $0.001 par value, 400 shares authorized; 400 and 0 shares issued and outstanding, respectively	-	-
Series B Preferred stock, $0.001 par value, 1,000,000 shares authorized; 0 shares issued and outstanding	-	-
Common stock, $0.001 par value, 750,000,000 shares authorized; 110,464,982 and 104,214,982 shares issued and outstanding, respectively	110,465	104,215
Additional paid-in capital	7,114,830	1,226,322
Accumulated deficit	(9,268,968)	(2,113,611)
Total deficit attributable to Biotech Products Services and Research, Inc.	(2,043,673)	(783,074)
Non-controlling interest	142,997	
Total Deficit	(1,900,676)	(783,074)
TOTAL LIABILITIES AND DEFICIT	$ 342,156	$ 69,898

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

Biotech Products Services and Research, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	**2016**	**2017**	**2016**
Revenues	$ 140,005	$ 66,701	$ 140,590	$ 128,296
Cost of revenues	51,795	5,648	51,795	22,932
Gross profit	88,210	61,053	88,795	105,364
General and administrative expenses	2,690,113	317,323	6,931,431	560,384
Total Operating Expenses	2,690,113	317,323	6,931,431	560,384
Loss from operations	(2,601,903)	(256,270)	(6,842,636)	(455,020)
Other income (expense)				
Interest expense	(394,329)	-	(396,089)	-
Change in fair value of derivative liabilities	45,815	-	45,815	-
Loss from continuing operations	(2,950,417)	(256,270)	(7,192,910)	(455,020)
Loss from discontinued operations	-	(39,263)	-	(159,301)
Net loss	(2,950,417)	(295,533)	(7,192,910)	(614,321)
Net loss attributable to the non-controlling interest	37,553	-	37,553	-
Net loss attributable to Biotech Products Services and Research, Inc.	$ (2,912,864)	$ (295,533)	$ (7,155,357)	$ (614,321)
Net loss per common share - basic and diluted:				
Continuing operations	$ (0.03)	$ (0.00)	$ (0.07)	$ (0.00)
Discontinued operations	-	(0.00)	-	(0.00)
Total	$ (0.03)	$ (0.00)	$ (0.07)	$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	107,389,701	99,730,805	105,783,214	99,472,521

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

Biotech Products Services and Research, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended April 30,	
	2017	**2016**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (7,192,910)	$ (614,321)
Net loss from discontinued operations	-	(159,301)
Net loss from continuing operations	(7,192,910)	(455,020)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	7,392	173
Interest expense related to derivative liabilities in excess of face value of debt	348,249	-
Original issue discount – convertible note	39,041	-
Change in fair value of derivative liabilities	(45,815)	-
Stock-based compensation	5,506,626	-
Changes in operating assets and liabilities:		
Accounts receivable	(81,180)	19,878
Prepaid expenses	-	117
Inventories	(100,078)	(438)
Security deposits	(2,675)	-
Accounts payable and accrued expenses	35,414	76,479
Accrued liabilities to management	701,653	-
Deferred revenue	-	(15,000)
Net cash used in operating activities – continuing operations	(784,283)	(373,811)
Net cash provided by operating activities - discontinued operations	-	2,960
Net cash used in operating activities	(784,283)	(370,851)
CASH FLOWS FROM INVESTING		
Purchase of fixed assets	(18,772)	-
Net cash used in investing activities – continuing operations	(18,772)	-
Net cash provided by investing activities – discontinued operations	-	6,180
Net cash (used in) provided by investing activities	(18,772)	6,180
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on notes payables	(100,000)	-
Proceeds from issuance of notes payable	475,000	100,000
Proceeds from issuance of notes payable – related party	-	5,000
Proceeds from sale of common stock and warrants	505,000	260,279
Net cash provided by financing activities – continuing operations	880,000	365,279
Net cash provided by financing activities – discontinued operations	-	-
Net cash provided by financing activities	880,000	365,279
Increase in cash	76,945	608
Cash at beginning of period	26,223	37,565
Cash at end of period	$ 103,168	$ 38,173
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for taxes	$ -	$ -
Cash paid for interest	$ 15,983	$ -
NON-CASH INVESTING AND FINANCING TRANSACTIONS:		
Derivative liability of convertible secured promissory note	$ 759,569	$ -
Common stock issued for debt inducement	$ 63,682	$ -

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

BIOTECH PRODUCTS SERVICES AND RESEARCH, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Biotech Products Services and Research, Inc. (formerly Bespoke Tricycles Inc.) (“BPSR” or the “Company”) was incorporated on August 9, 2011 in the State of Nevada. On May 29, 2015, Albert Mitrani acquired controlling interest of BPSR through the purchase of 135,000,000 shares of common stock from John Goodhew and subsequently became a director and the sole officer of BPSR. Until October 30, 2015, the Company’s business included the designing, manufacturing, and selling vending tricycles for commercial customers.

On October 30, 2015, the Company entered into a stock purchase agreement (the “Purchase Agreement”) with John Goodhew, the Company’s director, pursuant to which all of the shares of Bespoke Tricycles, Ltd. (“Bespoke”), a corporation organized under the Laws of England and Wales, were transferred to Mr. Goodhew. As a result of such sale, the Company was no longer in the business of designing, manufacturing, and selling vending tricycles. The purchase price for the shares sold to Mr. Goodhew was $10. The results of Bespoke are reflected as discontinued operations in the financial statements.

Since the change in control of our Company in June 2015 and change in the Company’s operations in July 2015, the Company has been engaged in the health care industry, principally focusing on supplying products and services related to the growing field of regenerative anti-aging medicine.

For the three months and six months ended April 30, 2017, the Company operated through the following wholly owned subsidiaries: Beyond Cells Corp., a Florida corporation (“Beyond Cells”) formed with a business purpose to provide anti-aging and cellular therapy patient marketing and product sales; General Surgical of Florida, Inc., a Florida corporation (“General Surgical”) with a business purpose to sell cellular therapy products to doctors and hospitals; and Anu Life Sciences, Inc. (“ANU”), a Florida corporation with a business purpose of the development, production and manufacturing of anti-aging and cellular therapy products. ANU began operations during November 2016 and commenced sales of its first product offering during February 2017.

Ethan New York, Inc., a New York corporation (“Ethan NY”) formed with a business purpose of selling clothing and accessories through a retail store, closed operations during June 2016 and the results of Ethan NY are reflected as discontinued operations in the financial statements.

During February 2017, the Company established Mint Organics, Inc. (“Mint Organics”) a Florida corporation and a 55%-owned subsidiary of the Company with a business purpose of operating Medical Marijuana Treatment Centers (“MMTC”) for defined MMTC licensed activities. During February 2017, the Company established Mint Organics Florida, Inc., (“Mint Organics Florida”), a Florida corporations and a wholly owned subsidiary of Mint Organics with a business purpose of operating Medical Marijuana Treatment Centers (“MMTC”) for defined MMTC licensed activities within Florida. Subsequent to the formation of Mint Organics and Mint Organics Florida, both entities have issued minority non-voting equity interests.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to the rules and regulations of the Securities Exchange Commission, although we believe that the disclosures made are adequate to make the information not misleading. These unaudited consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended October 31, 2016 filed with the Securities and Exchange Commission.

Reclassifications

Certain prior year amounts have been reclassified to conform with the current financial statement presentation including adjusted footnotes to reflect the presentation of discontinued operations as further discussed in Note 12.

Concentrations of Credit Risk

The balance sheet items that potentially subject us to concentrations of credit risk are primarily cash and cash equivalents and accounts receivable. Balances in accounts are insured up to Federal Deposit Insurance Corporation ("FDIC") limits of $250,000 per institution. At April 30, 2017, the Company did not have any cash balances in financial institutions in excess of FDIC insurance coverage.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles of the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Management bases its estimates on historical experience and on other assumptions considered to be reasonable under the circumstances. However, actual results may differ from the estimates.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

Accounts Receivable

Accounts receivable are recorded at fair value on the date revenue is recognized. The Company provides allowances for doubtful accounts for estimated losses resulting from the inability of its customers to repay their obligation. If the financial condition of the Company's customers were to deteriorate, resulting in an impairment of their ability to repay, additional allowances may be required. The Company provides for potential uncollectible accounts receivable based on specific customer identification and historical collection experience adjusted for existing market conditions.

The policy for determining past due status is based on the contractual payment terms of each customer, which are generally net 30 or net 60 days. Once collection efforts by the Company and its collection agency are exhausted, the determination for charging off uncollectible receivables is made.

Inventory

Inventory is stated at the lower of cost or market using the average cost method. The Company regularly reviews inventory quantities on hand to identify slow-moving merchandise and markdowns necessary to clear slow-moving merchandise. Estimates of markdown requirements may differ from actual results due to changes in quantity, quality and mix of products in inventory, as well as changes in consumer preferences, market and economic conditions.

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets. The estimated useful lives of property and equipment range from 3 to 5 years. Upon sale or retirement, the cost and related accumulated depreciation and amortization are eliminated from their respective accounts, and the resulting gain or loss is included in results of operations. Repairs and maintenance charges, which do not increase the useful lives of the assets, are charged to operations as incurred.

Revenue Recognition

The Company recognizes revenue on arrangements in accordance with FASB ASC Topic. 605 "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

Net Income (Loss) Per Common Share

Basic income (loss) per common share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity.

At April 30, 2017, the Company had 158,137,484 common shares issuable upon the exercise of warrants that were not included in the computation of dilutive loss per share because their inclusion is anti-dilutive for the three months ended April 30, 2017. At April 30, 2016, the Company had 1,737,484 common shares issuable upon the exercise of warrants that were not included in the computation of dilutive loss per share because their inclusion is anti-dilutive for the three months ended April 30, 2016.

Stock-Based Compensation

All share-based payments to employees, including grants of employee stock options, are recognized in the financial statements based on their fair values.

Stock options and warrants issued to consultants and other non-employees as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined.

Income Taxes

The Company is required to file a consolidated tax return that includes all of its subsidiaries.

Current income taxes are based on the year's taxable income for federal and state income tax reporting purposes. Deferred income taxes are provided on a liability basis whereby deferred tax assets are recognized for deductible temporary differences and operating loss carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax law and rates on the date of enactment. The Company records a liability for uncertain tax positions when it is probable that a loss has been incurred and the amount can be reasonably estimated. The Company's policy is to recognize interest and penalties related to income tax matters as a component of income tax expense. For the three months ended January 31, 2017 and 2016, the Company has incurred operating losses, and therefore, there were not any tax expense amounts recorded during that period.

Valuation of Derivatives

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging." The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments in accordance with ASC 815.

The Company utilized Monte Carlo Simulation models that value the derivative liability based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

The derivative liabilities result in a reduction of the initial carrying amount (as unamortized discount) of the Convertible Notes. This derivative liability is marked-to-market each quarter with the change in fair value recorded in the income statement. Unamortized discount is amortized to interest expense using the effective interest method over the life of the Convertible Note.

Fair Value of Financial Instruments

The Company includes fair value information in the notes to financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

The Company follows FASB ASC 820, Fair Value Measurements and Disclosures, which defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements. It defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company's financial instruments consist of cash and cash equivalents, accounts payable, accrued liabilities and convertible debt. The estimated fair value of cash, accounts payable and accrued liabilities approximate their carrying amounts due to the short-term nature of these instruments.

The Company follows the provisions of ASC 820 with respect to its financial instruments. As required by ASC 820, assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. The Company's convertible promissory notes (see Note 6) which are required to be measured at fair value on a recurring basis under of ASC 815 as of April 30, 2017 are all measured at fair value using Level 3 inputs. Level 3 inputs are unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities as of April 30, 2017:

Level one — Quoted market prices in active markets for identical assets or liabilities;

Level two — Inputs other than level one inputs that are either directly or indirectly observable such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level three — Unobservable inputs that are supported by little or no market activity and developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Determining which category an asset or liability falls within the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter. The Company's derivative liability is measured at fair value on a recurring basis. The Company classifies the fair value of the derivative liability under level three.

Based on ASC Topic 815 and related guidance, the Company concluded the common stock issuable pursuant to conversion of the convertible promissory notes are required to be accounted for as derivatives as of the issue date due to a reset feature on the exercise price. At the date of issuance common stock derivative liabilities were measured at fair value using either quoted market prices of financial instruments with similar characteristics or other valuation techniques. The Company records the fair value of these derivatives on its balance sheet at fair value with changes in the values of these derivatives reflected in the consolidated statements of operations as "change in fair value of derivative liabilities." These derivative instruments are not designated as hedging instruments under ASC 815-10 and are disclosed on the balance sheet under Derivative Liabilities.

Further, and in accordance with ASC 815, the embedded derivatives are revalued using a Monte Carlo Simulation model at issuance and at each balance sheet date and marked to fair value with the corresponding adjustment as a "gain or loss on change in fair values" in the consolidated statement of operations. As of April 30, 2017, the fair value of the derivative liabilities included on the accompanying consolidated balance sheet was $713,754. During the three months period ended April 30, 2017, the Company recognized a gain on change in the fair value totaling $45,815.

The Company classifies the fair value of these securities under level three of the fair value hierarchy of financial instruments. The following table presents liabilities that are measured and recognized at fair value as of April 30, 2017 on a recurring and non-recurring basis:

Description	Level 1	Level 2	Level 3	Gains (Losses)
Derivatives	$ -	$ -	$ 713,754	$ (45,815)
Fair Value at April 30, 2017	$ -	$ -	$ 713,754	$ (45,815)

Changes in the unobservable input values would likely cause material changes in the fair value of the Company's Level 3 financial instruments.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)." The new guidance provides new criteria for recognizing revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new guidance requires expanded disclosures to provide greater insight into both revenue that has been recognized and revenue that is expected to be recognized in the future from existing contracts. Quantitative and qualitative information will be provided about the significant judgments and changes in those judgments that management made to determine the revenue that is recorded. This accounting standard update, as amended, will be effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. Early adoption is permitted, but no earlier than fiscal 2017. The Company is currently assessing the provisions of the guidance and has not determined the impact of the adoption of this guidance on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The new standard requires management to assess the company's ability to continue as a going concern. Disclosures are required if there is substantial doubt as to the company's continuation as a going concern within one year after the issue date of financial statements. The standard provides guidance for making the assessment, including consideration of management's plans which may alleviate doubt regarding the Company's ability to continue as a going concern. ASU 2014-15 is effective for years ending after December 15, 2016. Early adoption is permitted. The Company has adopted this standard for the year ending October 31, 2016, and management has concluded that there is substantial doubt as to the Company's continuation as a going concern within one year after the issuance date of the financial statements.

In February 2016, a pronouncement was issued by the FASB that creates new accounting and reporting guidelines for leasing arrangements. The new guidance requires organizations that lease assets to recognize assets and liabilities on the balance sheet related to the rights and obligations created by those leases, regardless of whether they are classified as finance or operating leases. Consistent with current guidance, the recognition, measurement, and presentation of expenses and cash flows arising from a lease primarily will depend on its classification as a finance or operating lease. The guidance also requires new disclosures to help financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. The new standard is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, with early application permitted. The new standard is to be applied using a modified retrospective approach. The Company is currently evaluating the impact of the new pronouncement on its financial statements.

In April 2016, the FASB issued ASU No. 2016-09, "Compensation – Stock Compensation" (topic 718). The FASB issued this update to improve the accounting for employee share-based payments and affect all organizations that issue share based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The updated guidance is effective for annual periods beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company adopted this guidance in the first quarter of 2017. The adoption of this update had no material effect on the Company's financial position or results of operations.

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

Subsequent Events

The Company has evaluated subsequent events that occurred after April 30, 2017 through the financial statement issuance date for subsequent event disclosure consideration.

NOTE 2 – GOING CONCERN

The accompanying unaudited consolidated financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the Company as a going concern. The Company has had limited revenues since its inception. The Company incurred a net loss of $7,155,357 for the six months ended April 30, 2017. In addition, the Company had an accumulated deficit of $9,268,968 at April 30, 2017. The Company had a negative working capital position of $1,947,337 at April 30, 2017. The Company's efforts to establish a stabilized source of sufficient revenues to cover operating costs has yet to be achieved and ultimately may prove to be unsuccessful unless additional sources of working capital through operations or debt and/or equity financings are realized. These financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management anticipates that the Company will remain dependent, for the near future, on additional investment capital to fund ongoing operating expenses. All of the Company's assets are currently pledged in connection with the SPA and as a result does not have any assets to pledge for the purpose of borrowing additional capital. The Company's current market capitalization and common stock liquidity will hinder its ability to raise equity proceeds. The Company anticipates that future sources of funding, if any, will therefore be costly and dilutive. if available at all.

In view of the matters described in the preceding paragraphs, recoverability of the recorded asset amounts shown in the accompanying consolidated balance sheet assumes that (1) the Company will be able to establish a stabilized source of revenues, (2) obligations to the Company's creditors are not accelerated, (3) the Company's operating expenses remain at current levels and/or the Company is successful in restructuring and/or deferring ongoing obligations, (4) the Company obtains additional working capital to meet its contractual commitments and maintain the current level of Company operations through debt or equity sources.

There is no assurance that the Company will be able to complete its revenue growth strategy or otherwise obtain sufficient working capital to cover ongoing cash requirements. Without sufficient cash reserves, the Company's ability to pursue growth objectives will be adversely impacted. Furthermore, despite significant efforts since July 2015, the Company has thus far been unsuccessful in achieving a stabilized source of revenues. If revenues do not increase and stabilize or if additional funds cannot otherwise be raised, the Company might be required to seek other alternatives which could include the sale of assets, closure of operations and/or protection under the U.S. bankruptcy laws.

NOTE 3 – INVENTORIES

ANU inventory was associated with materials acquired for the manufacturing of products to be sold in 2017.

	April 30, 2017		October 31, 2016	
Raw materials and supplies	$	30,762	$	9,944
Finished goods		79,260		-
Total inventories	$	110,022	$	9,944

NOTE 4 - PROPERTY AND EQUIPMENT

	April 30, 2017		October 31, 2016	
Computer equipment	$	4,084	$	1,724
Manufacturing equipment		42,725		26,313
		46,809		28,037
Less: accumulated depreciation and amortization		(7,823)		(431)
Total property and equipment, net	$	38,986	$	27,606

Depreciation expense of property and equipment from operations totaled $3,744 and $87 for the three months ended April 30, 2017 and 2016, respectively. Depreciation expense of property and equipment from operations totaled $7,392 and $173 for the six months ended April 30, 2017 and 2016, respectively.

NOTE 5 – RELATED PARTY TRANSACTIONS

Effective November 4, 2016, the Company entered into executive employment agreements with Albert Mitrani, the CEO; the CEO's wife Maria Mitrani, the Chief Science Officer ("CSO"); Bruce Werber, the Chief Operating Officer ("COO"); and Ian Bothwell, the Chief Financial Officer ("CFO"). On March 8, 2017, the Company entered into an executive employment agreement with Terrell Suddarth, the Chief Technology Officer ("CTO"), and amended the CSO's, the COO's and CFO's executive employment agreements (collectively the CEO, CSO, COO, CFO's and CTO's executive employment agreements, as amended, are referred to as the "Executive Agreements").

Effective August 1, 2016, the Company's corporate administrative offices were moved to office space in Miami Beach, Florida. The office space is leased from MariLuna, LLC, a Florida limited liability company which is owned by the CSO. The term of the lease is 24 months and the monthly rent is $2,500. The Company paid a security deposit of $5,000.

In connection with the executive employment agreement between the Company and the CFO, the Company agreed to reimburse Rover Advanced Technologies, LLC, a company owned and controlled by the CFO for office rent and other direct expenses (phone, internet, copier and direct administrative fees, etc.) up to a maximum of $2,500 per month.

As of March 29, 2017 the CFO and COO, were owed $150,000 and $150,000, respectively, by the Company for advances and unreimbursed expenses in connection with the Company's operations though March 29, 2017. On March 29, 2017, in connection with the SPA (see Note 6), the advances and unreimbursed expenses owed to the CFO and COO totaling $300,000 were converted and incorporated in the initial tranche funding amounts as provided for in the SPA. As a result of the conversion, the advances and unreimbursed expenses are now secured obligations of the Company, and shall be payable, convertible into common shares of the Company and secured in accordance with the terms of the SPA. On March 29, 2017, in connection with the terms of the SPA, the CFO and the COO were each granted 1,000,000 common shares of the Company valued at $31,840 based on the closing price of the common stock of the Company on the date the stock was issued.

On November 1, 2016, the Company issued 100 shares of Series A Non-Convertible Preferred Stock, par value $0.001 per share ("Series A Preferred Stock") to the CEO. On March 8, 2017, the Company issued 100 shares of the Series A Preferred Stock, to each the COO, CSO and CFO. The Series A Preferred Stock shall vote together with the shares of common stock and other voting securities of the Company as a single class and such shares shall represent 80% of all votes entitled to be voted at any annual or special meeting of stockholders of the Company or action by written consent of stockholders. The Company is still in the process of determining the fair value attributable to the Series A Preferred Stock.

On March 8, 2017, Mint Organics, Inc. issued warrants to the CEO, CSO and CFO to each purchase 79 shares of the Class A Common Stock of Mint Organics, Inc., vesting on the date Mint Organics, Inc., through one of its subsidiaries, obtains a license from any state to dispense cannabis until the fifth anniversary thereof at an exercise price of $0.001 per share.

On February 14, 2017, Mr. Peter Taddeo and Mr. Wayne Rohrbaugh each invested $150,000 in Mint Organics, Inc. in connection with the Company's endeavor, through Mint Organics, Inc., to obtain a license to dispense medical cannabis in Florida. In consideration for their investment, on February 28, 2017, Mr. Taddeo and Mr. Rohrbaugh were each issued 150 shares of Series A Preferred Stock of Mint Organics, Inc. and a warrant from the Company to purchase up to 150,000 shares of common stock of the Company for $0.15 per share exercisable from the date of issuance of the warrant until the third anniversary date of the date of issuance. The warrants and shares were valued together at the amount of proceeds received. Mr. Taddeo was also appointed as the Chief Executive Officer and as a director of Mint Organics, Inc. and Mint Organics Florida, Inc. Mr. Rohrbaugh was also appointed as the Chief Operating Officer and as a director of Mint Organics, Inc. and Mint Organics Florida, Inc. The Series A Preferred Stock is convertible into Class B common stock of Mint Organics, Inc. or into common stock of the Company.

During February 2017, the Company sold 250,000 shares of common stock to the COO's daughter at $0.04 per share for an aggregate purchase price of $10,000 based on the closing price of the common stock of the Company on the date the stock was issued.

On May 17, 2017, Mint Organics entered into an executive employment agreement with Peter Taddeo, the CEO of Mint Organics (the "Taddeo Agreement"). In connection with the Taddeo Agreement, the Company granted Taddeo 1,000,000 shares of unregistered restricted Common Stock valued at $0.012 per share, the closing price of the Common Stock of the Company on the date of grant. The shares vest on the date Mint Organics, through one of its subsidiaries, obtains a license from a state to dispense cannabis or December 31, 2017, whichever is earlier, and provided that Taddeo's employment has not been terminated prior to the time the vesting conditions have been met. The Company will expense the costs over the vesting term of the grant.

Certain of the Company's customers are related and/or affiliated with employees and/or consultants of the Company. For the six months ended April 30, 2017, the total amount of sales to customers related to employees and/or consultants of the Company totaled $39,895.

NOTE 6 — NOTES PAYABLE

On November 12, 2015, the Company entered into an unsecured loan agreement ("$15,000 Note Payable") with an unaffiliated lender pursuant to which the Company received proceeds of $15,000. The $15,000 Note Payable bears interest at 8% per annum compounded annually and was due one year after the date of issuance. On April 3, 2017, in connection with the SPA, the $15,000 Note Payable plus accrued interest was fully paid (see below).

On December 24, 2015, the Company entered into an unsecured loan agreement ("$50,000 Note Payable") with an unaffiliated lender pursuant to which the Company received proceeds of $50,000. The $50,000 Note Payable bears interest at 8% per annum compounded annually and was due one year after the date of issuance. On April 3, 2017, in connection with the SPA, the $50,000 Note Payable plus accrued interest was fully paid (see below).

On April 27, 2016, the Company entered into an unsecured loan agreement ("$35,000 Note Payable") with a consultant of the Company pursuant to which the Company received proceeds of $35,000. The payoff amount of the $35,000 Note Payable was $42,000 and was due on May 31, 2016 (an annualized interest rate of approximately 221%). On April 3, 2017, in connection with the SPA, the $35,000 Note Payable plus accrued interest was fully paid (see below).

SPA - Convertible Promissory Note

On March 29, 2017, the Company entered into a Securities Purchase Agreement, dated March 29, 2017 ("SPA"), with an unaffiliated "accredited investor" ("Agent"), Dr. Bruce Werber, the Company's Chief Operating Officer and a member of the Board of Directors of the Company ("Werber"), and Ian T. Bothwell, the Company's Chief Financial Officer and member of the Board of Directors ("Bothwell") (each, including its successors and assigns, a "Purchaser" and collectively, the "Purchasers"). The transactions contemplated by the SPA were consummated on April 3, 2017.

Purchase and Sale

Pursuant to the SPA, the Purchasers shall be entitled to purchase a 10% Original Issue Discount Convertible Secured Promissory Note and Guarantee in the principal amount of up to $1,666,667, corresponding to a subscription amount of up to $1,500,000 ("Note"). The purchase of the Note is to occur in several tranches (each a "Tranche") pursuant to the terms and conditions of the SPA. In connection with the terms of the SPA, the Purchasers agreed to subscribe to the initial Tranche through the second Tranche for an amount in the aggregate of up to $600,000 (subject to adjustment as described in the SPA) corresponding to an aggregate of up to $666,667 in principal amount of the Note. The initial Tranche of $475,000 (which correlates to a principal amount of $527,778 of the Note) was consummated on the closing of the SPA, of which an aggregate of $300,000 (which correlates to a principal amount of $333,333 of the Note) was funded through the rollover of unreimbursed advances and expenses made to the Company by Werber and Bothwell prior to the closing date of the SPA and the remaining $175,000 was funded at Closing by the Agent. The second Tranche will be for $125,000 ($138,889 in principal amount of the Note) and will be funded to the Company by the Agent on July 15, 2017, subject to certain conditions contained in the SPA.

Subject to the acceleration and/or prepayment provisions as provided for in the SPA, all unpaid principal, fees and accrued and unpaid interest of the Note shall be due and payable in full on March 31, 2018.

The unpaid principal amount of the Note shall accrue interest at 10% per annum, provided that upon the occurrence and during the continuance of an event of default as defined in the SPA, the outstanding principal amount of this Note and any accrued and unpaid interest and all other overdue amounts shall each bear interest until paid at the rate of 18% per annum. Additionally, in the event that the publicly traded price of the common stock falls below $0.0125 for 3 consecutive trading days, then the Note shall accrue interest at the default interest rate. During the period April 27, 2017 to May 1, 2017, the closing price of the common stock fell below $0.0125 and accordingly beginning May 2, 2017, the default interest rate of 18% is in effect. Accrued interest shall be payable commencing on June 30, 2017, and continuing on the last business day of each subsequent calendar quarter. In the event of a conversion of this Note prior to the maturity date, all accrued and unpaid interest shall be added to the principal amount being converted as of the date of conversion to determine the amount of securities into which the Note shall be converted.

In connection with the terms of the SPA, as of July 14, 2017, the Company has reserved 82,008,230 shares of the authorized common stock of the Company in favor of the Agent and is obligated to ensure that there is an adequate number of reserved shares in favor of the Agent in the future in accordance with the provisions contained in the SPA.

In connection with the terms of the SPA, the Company issued the Agent, Werber and Bothwell a total of 2,000,000, 1,000,000 and 1,000,000 common shares of the Company ("Commitment Shares"), respectively, valued in the aggregate at $63,580, based on the closing price of the Common Stock of the Company on the date the stock was issued.

The Note may be prepaid by the Company at any time, provided however that any prepayment amount will be subject to a prepayment penalty of 20% to 40% based on the date that the prepayment is made. At any time after the six (6) month anniversary of the closing date and until this Note is no longer outstanding, any outstanding principal portion of this Note shall be convertible, in whole or in part, into shares of common stock of the Company at the option of each Purchaser (subject to the conversion limitations set forth in the SPA). The conversion price in effect on any conversion date shall be equal to the lower of (i) $0.15, and (ii) 60% of the lowest daily volume weighted average price in the 20 trading days prior to the conversion date. Under the terms of the SPA, Bothwell and Werber are not eligible to convert their portion of the Note until the Agent has been fully repaid.

According to the SPA, the Purchasers may fund the Company in different Subscription Amounts at each closing after the second Tranche and are not required to participate in each such subsequent Tranche. In the event that any Purchaser does not participate in any Tranche after the second Tranche, the remaining Purchasers shall have the right to participate in such Tranche in an amount up to 100% of the entire Tranche. In the event that such participating Purchasers do not collectively fund 100% of the desired Tranche amount, then the Company shall be permitted to request from any Person (as defined in the SPA) the remaining amount, so long as such Person(s) agree to execute the SPA (and further, the Company and the Purchasers agree to amend the Agreement and the Note as necessary). The Company is not obligated to consummate any additional Tranche fundings subsequent to the second Tranche.

The SPA contains customary representations, warranties and covenants for similar transactions by the Company and Purchasers, including restrictions on incurrence of future indebtedness and/or issuance of equity. In addition, included in the covenants was a covenant made by the Company to be up to date with all of its filings with the Securities and Exchange Commission by July 15, 2017, including without limitation, all reports, schedules, forms, statements and other documents required to be filed by the Company under the Securities Exchange Act of 1934, as amended.

The Company used the proceeds received at closing from the initial tranche for general working capital purposes and the repayment of all outstanding obligations owing in connection with the $15,000 Note Payable, the $50,000 Note Payable and the $35,000 Note Payable.

In connection with the SPA, the Company recorded original issue discount of $116,458 consisting of the discount in the aggregate cash received at closing and the intrinsic value of the Commitment Shares. In addition, the Company performed an independent valuation (using “Monte Carlo Simulation Models”) of the underlying value attributable to the embedded derivatives liabilities associated with the Notes at the issuance date (the Notes contain full ratchet reset provisions and variable market based conversion derivative features) and determined that the fair value of the derivative liabilities associated with the Note was $759,569. As a result, the Company has recorded the amount of the derivative liabilities at the time of closing as a reduction of the remaining initial carrying amount of the Notes of $411,320 (as unamortized discount) and the excess amount of $348,249 after reducing the initial carrying amount of the Note to $0, as interest expense. The derivative liability will be marked-to-market each quarter with the change in fair value recorded in the income statement. At April 30, 2017, the Company recorded a gain of $45,815 associated with change in fair value at April 30, 2017 from the fair value as of the closing date. Unamortized discount is amortized to interest expense using the effective interest method over the life of the Note ($39,041 for the three months and six months ended April 30, 2017).

NOTE 7 – DERIVATIVE LIABILITIES

In connection with the sale of debt or equity instruments, the Company may sell options or warrants to purchase our common stock. In certain circumstances, these options or warrants may be classified as derivative liabilities, rather than as equity. Additionally, the debt or equity instruments may contain embedded derivative instruments, such as embedded derivative features which in certain circumstances may be required to be bifurcated from the associated host instrument and accounted for separately as a derivative instrument liability.

The Company’s derivative instrument liabilities are re-valued at the end of each reporting period, with changes in the fair value of the derivative liability recorded as charges or credits to income in the period in which the changes occur. For options, warrants and bifurcated embedded derivative features that are accounted for as derivative instrument liabilities, the Company estimates fair value using either quoted market prices of financial instruments with similar characteristics or other valuation techniques. The valuation techniques require assumptions related to the remaining term of the instruments and risk-free rates of return, our current common stock price and expected dividend yield, and the expected volatility of our common stock price over the life of the instrument.

The following table summarizes the derivative liability activity for the period ending April 30, 2017:

Description	Derivative Liabilities
Fair value at October 31, 2016	$ -
Change due to issuances	759,569
Change in fair value	(45,815)
Fair value at April 30, 2017	$ 713,754

For the three and six month periods ended April 30, 2017, net derivative income was $45,815.

The Company classifies the fair value of these securities under level three of the fair value hierarchy of financial instruments. The fair value of the derivative liability was calculated using a Monte Carlo Simulation model that values the liability of the Convertible Notes based on a risk neutral valuation where the price of the option is its discounted expected value. The technique applied generates a large number of possible (but random) price paths for the underlying (or underlyings) via simulation, and then calculate the associated conversion value (i.e. “payoff”) of the note (limited buy a percentage of trading volume) for each path. These payoffs are then averaged and discounted to the date of valuation resulting in the fair value of the option. The valuation of the embedded derivatives within the convertible note was completed with the following assumptions:

Assumptions	April 3, 2017	April 30, 2017
Dividend yield	0.00%	0.00%
Risk-free rate for term	1.14%	1.14%
Volatility	254.7%	257.1%
Remaining Term (years)	1.0	0.93
Stock Price	0.0159	0.0122

NOTE 8 – CAPITAL STOCK

Preferred Stock

The Company is authorized to issue 10,000,000 shares of $0.001 par value preferred stock in one or more designated series, each of which shall be so designated as to distinguish the shares of each series of preferred stock from the shares of all other series and classes. The Company’s board of directors is authorized, without stockholders’ approval, within any limitations prescribed by law and the Company’s Articles of Incorporation, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of preferred stock.

Series A Non-Convertible Preferred Stock

On November 1, 2016, the Company filed a Certificate of Designation with the Secretary of State of Nevada therein designating out of the 10,000,000 authorized shares of Preferred Stock, a class of Preferred Stock as “Series A Non-Convertible Preferred Stock” consisting of 100 shares (the “Series A Certificate of Designation”). On March 2, 2017, the Company filed with the Secretary of State of Nevada an amendment to increase the number of shares provided for in the Series A Certificate of Designation from 100 shares to 400 shares.

Set forth below is a summary of the Series A Certificate of Designation, as amended.

Voting

Generally, the outstanding shares of Series A Non-Convertible Preferred Stock shall vote together with the shares of Common Stock and other voting securities of the Company as a single class and, regardless of the number of shares of Series A Non-Convertible Preferred Stock outstanding, and as long as at least one share of Series A Non-Convertible Preferred Stock is outstanding, such shares shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of stockholders of the Company or action by written consent of stockholders. Each outstanding share of the Series A Non-Convertible Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series A Non-Convertible Preferred Stock.

Dividends

The holders of shares of Series A Non-Convertible Preferred Stock shall not be entitled to receive any dividends.

Issued Shares

On November 1, 2016, the Company issued 100 shares of its Series A Non-Convertible Preferred Stock, par value $0.001 per share ("Series A Preferred Stock") to the CEO. On March 8, 2017, the Company issued 100 shares of the Series A Preferred Stock, to each of the COO, CSO and CFO. The Company is still in the process of determining the fair value attributable to the Series A Preferred Stock issued.

Series B Convertible Preferred Stock

On November 1, 2016, the Company filed a Certificate of Designation with the Secretary of State of Nevada therein designating out of the 10,000,000 authorized shares of Preferred Stock, a class of Preferred Stock as "Series B Convertible Preferred Stock" consisting of 1,000,000 shares ("Series B Certificate of Designation").

Issued Shares

There are currently no shares of Series B Convertible Preferred Stock outstanding as of the filing date of this report on Form 10-Q for the quarter ended April 30, 2017.

Common Stock

On September 17, 2015, the Company completed an eighteen-for-one forward stock split. The consolidated financial statements and notes reflect a retroactive adjustment for the forward stock split.

On July 10, 2017, the Company increased the authorized shares of Common Stock from 250,000,000 to 750,000,000, without changing the par value of the Common Stock or authorized number and par value of Preferred Stock.

Sales of Common Stock

During January 2017, the Company sold 100,000 shares of common stock at $0.05 per share for an aggregate purchase price of $5,000.

During January 2017 and February 2017, the Company sold an aggregate of 600,000 Units and 300,000 Units, respectively. Each Unit cost $0.10 and consisted of two shares of common stock, one Class A Warrant and one Class B Warrant. The Company issued a total of 1,800,000 shares, Class A warrants to purchase 900,000 common shares and Class B warrants to purchase 900,000, common shares. The Class A Warrant and Class B Warrant have exercise prices of $0.075 and $0.150, respectively, and have a three-year term. The aggregate grant date fair value of the warrants issued in connection with this offering was $33,480. The total proceeds received from the above sales occurring in January 2017 and February 2017 were $60,000 and $30,000, respectively.

During February 2017, the Company sold 250,000 shares of common stock to a related party at $0.04 per share for an aggregate purchase price of $10,000.

On March 8, 2017, in consideration for consulting services rendered to the Company and Mint Organics, Inc., the Board approved the issuance of 100,000 shares of unregistered common stock valued at $0.02 per share, the closing price of the common stock of the Company on that date to a consultant. The Company recorded $2,000 of stock-based compensation expense based on the grant date fair value of these shares.

On March 29, 2017, in connection with the terms of the SPA, the Company issued the Agent, Werber and Bothwell a total of 2,000,000, 1,000,000 and 1,000,000 common shares of the Company, respectively, valued in the aggregate at $63,680, based on the closing price of the common stock of the Company on the date the stock was issued.

On May 17, 2017, in connection with the Taddeo Agreement, the Company granted Taddeo 1,000,000 shares of unregistered common stock valued at $0.012 per share ($12,000), based on the closing price of the common stock of the Company on the date of grant. The shares vest on the date Mint Organics, through one of its subsidiaries, obtains a license from a state to dispense cannabis or December 31, 2017, whichever is earlier, and provided that Taddeo's employment has not been terminated prior to the time the vesting conditions have been met.

NOTE 9 – WARRANTS

In connection with the Executive Employments Agreements dated November 4, 2016 (see Note 10), the Company granted the following warrants to each executive as described below:

Bothwell: a warrant to purchase, on a cashless basis, up to 31,800,000 shares of common stock of the Company for $0.06 per share, the closing price of the Company's common stock on the date of the grant, exercisable in accordance with the vesting schedule below until the 10th anniversary of the date of issuance:

(a) Immediately on the effective date, 50% of the Warrant shall vest and the remaining 50% shall vest in 18 equal monthly installments beginning on November 30, 2016 or until Bothwell no longer remains employed by the Company, whichever is earlier.

Notwithstanding the foregoing vesting schedule, the unvested portion of the Warrant shall be accelerated upon the achievement of the milestones set forth below, to the satisfaction of the Board in its sole discretion and contingent upon Mr. Bothwell's continued employment at the time of consummation:

1. 25% upon the consummation of an equity or debt financing and resulting in gross proceeds of at least $300,000, including, but not limited to, the currently contemplated financing in connection with the SPA; and

2. 25% upon the consummation of a series of equity or debt financings resulting in aggregate process gross proceeds in excess of $1,500,000.

The Company valued the above warrants on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate of 1.79%, (2) term of 10 years, (3) expected stock volatility of 152%, and (4) expected dividend rate of 0%. The grant date fair value of the warrants issued was $1,879,380 of which $559,339 and $1,655,644 has been amortized during the three months and six months ended April 30, 2017, respectively, and the remaining unamortized costs will be expensed pro rata as the warrants vest.

Werber: a warrant to purchase, on a cashless basis, up to 31,800,000 shares of common stock of the Company for $0.06 per share, the closing price of the Company's common stock on the date of the grant, fully vested at the time of the grant and exercisable until the 10th anniversary of the date of issuance.

The Company valued the above warrants on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate of 1.79%, (2) term of 10 years, (3) expected stock volatility of 152%, and (4) expected dividend rate of 0%. The grant date fair value of the warrants issued was $1,879,380 of which $0 and $1,879,380 has been amortized during the three months and six months ended April 30, 2017, respectively.

M. Mitrani: a warrant to purchase, on a cashless basis, up to 10,000,000 shares of common stock of the Company for $0.06 per share, the closing price of the Company's common stock on the date of the grant, fully vested at the time of the grant and exercisable until the 10th anniversary of the date of issuance.

The Company valued the above warrants on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate of 1.79%, (2) term of 10 years, (3) expected stock volatility of 152%, and (4) expected dividend rate of 0%. The grant date fair value of the warrants issued was $591,000 of which $0 and $591,000 has been amortized during the three months and six months ended April 30, 2017, respectively.

During January 2017 and February 2017, the Company issued 1,200,000 and 600,000 warrants, respectively, in connection with common stock offerings and valued the warrants on the dates of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate 1.43% to 1.45%, (2) term of 3 years, (3) expected stock volatility of 106%, and (4) expected dividend rate of 0%. All of the warrants vested immediately. The grant date fair value of the warrants issued during January 2017 and February 2017 was $22,320 and $11,160, respectively.

In connection with the Participation Agreement, on March 8, 2017, the Company issued warrants to Mr. Peter Taddeo, a member of the Board and the Chief Executive Officer and a director of both Mint Organics and Mint Organics Florida and Mr. Wayne Rohrbaugh, the Chief Operating Officer and a director of both Mint Organics and Mint Organics Florida, to each purchase 150,000 shares of common stock of the Company at an exercise price of $0.15 per share, exercisable from the date of issuance until the third anniversary date of the date of issuance. The Company valued the above warrants on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate of 1.38%, (2) term of 3 years, (3) expected stock volatility of 106%, and (4) expected dividend rate of 0%. The grant date fair value of the warrants issued was $4,770.

On March 8, 2017, in connection with Mr. Suddarth's employment agreement, the Company granted Mr. Suddarth a warrant to purchase, on a cashless basis, 23,850,000 shares of the Company's common stock at an exercise price of $0.02 per share, the closing price of common stock of the Company on March 8, 2017, exercisable in accordance with the vesting schedule below until the 10 th anniversary of the date of issuance:

(a) Immediately on the effective date, 50% of the Warrant shall vest and, thereafter, the remaining 50% shall vest in 18 equal monthly installments beginning on March 31, 2017 or until Suddarth no longer remains employed by the Company, whichever is earlier.

(b) Notwithstanding the foregoing vesting schedule, the unvested portion of the Warrant shall be accelerated upon the achievement of the milestones set forth below, to the satisfaction of the Board in its sole discretion and contingent upon Mr. Suddarth's continued employment at the time of consummation:

1. 25% for the commercial availability of a sheet type human amnion product

2. 15% for the third commercially available product; and

3. 10% for the fourth commercially available product

The Company valued the above warrants on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate of 2.57%, (2) term of 10 years, (3) expected stock volatility of 153%, and (4) expected dividend rate of 0%. The grant date fair value of the warrants issued was $469,845 of which $0 and $257,657 has been amortized during the three months and six months ended April 30, 2017, respectively and the remaining unamortized costs will be expensed pro rata as the warrants vest.

On March 8, 2017, the Board of the Company granted warrants to purchase shares of common stock of the Company on a cashless basis to the following executive officers and directors of the Company:

Executive Officer	**Warrants:**
Dr. Bruce Werber (Chief Operating Officer and Director)	21,500,000
Ian T. Bothwell (Chief Financial Officer and Director)	21,500,000
Dr. Maria Ines Mitrani (Chief Science Officer and Director)	13,850,000
TOTAL	**56,850,000**

The foregoing warrants are exercisable for $0.02 per share, the closing price of Common Stock of the Company on March 8, 2017, and are exercisable from the date of issuance until the 10th anniversary of the date of issuance. The Company valued the above warrants on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: (1) risk free interest rate of 2.57%, (2) term of 10 years, (3) expected stock volatility of 153%, and (4) expected dividend rate of 0%. The grant date fair value of the warrants issued was $1,119,945 of which $0 and $1,119,945 has been amortized during the three months and six months ended April 30, 2017, respectively.

A summary of warrant activity for the six months ended April 30, 2016 is presented below:

	Number of Shares	Weighted-average Exercise Price	Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at October 31, 2015	1,008,114	$ 0.75	3.78	$ -
Granted	729,370	$ 0.75	4.00	$ -
Exercised	-	$ -		
Expired/Forfeited	-	$ -		
Outstanding and exercisable at April 30, 2016	1,737,484	$ 0.75	3.82	$ -

A summary of warrant activity for the six months ended April 30, 2017 is presented below.

	Number of Shares	Weighted-average Exercise Price	Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at October 31, 2016	1,737,484	$ 0.75	3.01	$ -
Granted	156,400,000	$ 0.05	9.90	$ -
Exercised	-	$ -		
Expired/Forfeited	-	$ -		
Outstanding and exercisable at April 30, 2017	158,137,484	$ 0.05	9.53	$ -

NOTE 10 – COMMITMENTS AND CONTINGENCIES

On June 22, 2015, the Company entered into an agreement with a consultant whereby the Company agreed to issue the consultant a warrant to purchase shares of common stock for up to 4.9% of the outstanding common stock of the Company. The terms of the warrant agreement were not determined or authorized by the Board of Directors of the Company, and accordingly, the warrant obligation has not been recorded by the Company.

Executive Employment Agreements

Effective November 4, 2016, the Company entered into executive employment agreements with Albert Mitrani, the CEO; the CEO's wife Maria Mitrani, the Chief Science Officer ("CSO"); Bruce Werber, the Chief Operating Officer ("COO"); and Ian Bothwell, the Chief Financial Officer ("CFO"). On March 8, 2017, the Company entered into an executive employment agreement with Terrell Suddarth, the Chief Technology Officer ("CTO"), and amended the CSO's, the COO's and CFO's executive employment agreements (collectively the CEO, CSO, COO, CFO's and CTO's executive employment agreements, as amended, are referred to as the "Executive Agreements"). The terms provided for in the each of the Executive Agreements are summarized below:

CEO

Mr. Mitrani shall serve as the Company's CEO and Chairman of the Board of Directors of the Company. The employment term shall be for five years, unless terminated earlier pursuant to the terms of the agreement, and thereafter deemed to be automatically extended, upon the same terms and conditions, for successive periods of five years, unless either party provides written notice of its intention not to extend the term at least 90 days prior to the applicable renewal date. The CEO's base annual salary is $360,000, which shall accrue commencing October 1, 2016 and shall be payable upon the Company generating sufficient net revenue or obtaining sufficient third party financing. The base salary shall be reviewed at least annually by the Board and the Board may, but shall not be required to, increase the base salary during the employment term. In connection with the execution of the agreement, the Company agreed to pay the CEO a $100,000 signing bonus which shall be accrued and paid by the Company upon the Company having sufficient cash flow. In addition, the agreement provided for the settlement of unpaid expenses and prior salary of approximately $120,000 to be paid upon the earliest reasonable practicable time that there is sufficient working capital as determined by the Board. The agreement also contains terms regarding eligibility for future annual bonuses, annual equity awards under the Company's equity plan, if any, fringe benefits and perquisites consistent with the practices of the Company (including health and dental insurance, an automobile expense allowance of $2,500 per month plus all expenses related to the maintenance, repair and operation of such automobile, reimbursement for all reasonable and necessary out-of-pocket business, entertainment and travel expenses incurred by the CEO in accordance with the Company's expense reimbursement policies and procedures and a personal life insurance policy of up to $2,000,000. The Company may terminate the agreement at any time with or without "Cause" and the CEO may resign at any time with or without "Good Reason" (as defined in the agreement). The nature of the obligations owing to the CEO upon termination is more fully described in the agreement.

COO

Mr. Werber shall serve as the Company's COO and member of the Board of Directors of the Company. The employment term shall be for three years, unless terminated earlier pursuant to the terms of the agreement, and thereafter deemed to be automatically extended, upon the same terms and conditions, for successive periods of one year, unless either party provides written notice of its intention not to extend the term at least 90 days prior to the applicable renewal date. The COO's base annual salary is $360,000, which shall accrue commencing October 1, 2016 and shall be payable upon the Company generating sufficient net revenue or obtaining sufficient third party financing. The base salary shall be reviewed at least annually by the Board and the Board may, but shall not be required to, increase the base salary during the employment term. In connection with the execution of the agreement, the Company agreed to pay the COO a $35,000 signing bonus which shall be accrued and paid by the Company upon the Company having sufficient cash flow. The agreement also contains terms regarding eligibility for future annual bonuses, annual equity awards under the Company's equity plan, if any, fringe benefits and perquisites consistent with the practices of the Company (including health and dental insurance, an automobile expense allowance of $650 per month, reimbursement for all reasonable and necessary out-of-pocket business, entertainment and travel expenses incurred by the COO in accordance with the Company's expense reimbursement policies. The Company may terminate the agreement at any time with or without "Cause" and the COO may resign at any time with or without "Good Reason" (as defined in the agreement). The nature of the obligations owing to the COO upon termination is more fully described in the agreement. In connection with the execution of the agreement, the Company granted the COO a warrant to purchase, on a cashless basis, up to 31,800,000 shares of common stock of the Company for $0.06 per share, the closing price of the Company's common stock on the effective date, fully vested at the time of the grant and exercisable until the 10th anniversary of the date of issuance (see Note 9).

CFO

Mr. Bothwell shall serve as the Company's CFO and member of the Board of Directors of the Company. The employment term shall be for three years, unless terminated earlier pursuant to the terms of the agreement, and thereafter deemed to be automatically extended, upon the same terms and conditions, for successive periods of one year, unless either party provides written notice of its intention not to extend the term at least 90 days prior to the applicable renewal date. The CFO's base annual salary is $360,000, which shall accrue commencing October 1, 2016 and shall be payable upon the Company generating sufficient net revenue or obtaining sufficient third party financing. The base salary shall be reviewed at least annually by the Board and the Board may, but shall not be required to, increase the base salary during the employment term. In connection with the execution of the agreement, the Company agreed to pay the CFO a $35,000 signing bonus which shall be accrued and paid by the Company upon the Company having sufficient cash flow. The agreement also contains terms regarding eligibility for future annual bonuses, annual equity awards under the Company's equity plan, if any, fringe benefits and perquisites consistent with the practices of the Company (including health and dental insurance, an automobile expense allowance of $650 per month, reimbursement of office related expenses up to $2,500 per month, reimbursement for all reasonable and necessary out-of-pocket business, entertainment and travel expenses incurred by the CFO in accordance with the Company's expense reimbursement policies. The Company may terminate the agreement at any time with or without "Cause" and the CFO may resign at any time with or without "Good Reason" (as defined in the agreement). The nature of the obligations owing to the CFO upon termination is more fully described in the agreement. In connection with the execution of the agreement, the Company granted the CFO a warrant to purchase, on a cashless basis, up to 31,800,000 shares of common stock of the Company for $0.06 per share, the closing price of the Company's common stock on the effective date, exercisable in accordance with the vesting schedule as described in the agreement until the 10th anniversary of the date of issuance (see Note 9);

CSO

Dr. Maria Ines Mitrani shall serve as the Company's CSO and member of the Board of Directors of the Company. The employment term shall be for five years, unless terminated earlier pursuant to the terms of the agreement, and thereafter deemed to be automatically extended, upon the same terms and conditions, for successive periods of five years, unless either party provides written notice of its intention not to extend the term at least 90 days prior to the applicable renewal date. The CSO's base annual salary is $250,000 (subsequently amended to $300,000 on March 8, 2017), which shall accrue commencing October 1, 2016 and shall be payable upon the Company generating sufficient net revenue or obtaining sufficient third party financing. The base salary shall be reviewed at least annually by the Board and the Board may, but shall not be required to, increase the base salary during the employment term. In connection with the execution of the agreement, the Company agreed to pay the CSO a $50,000 signing bonus which shall be accrued and paid by the Company upon the Company having sufficient cash flow. In addition, the agreement provided for the settlement of unpaid expenses and prior consulting fees owed to Mariluna LLC, an entity owned by the CSO, of approximately $84,000 to be paid upon the earliest reasonable practicable time that there is sufficient working capital as determined by the Board. The agreement also contains terms regarding eligibility for future annual bonuses, annual equity awards under the Company's equity plan, if any, fringe benefits and perquisites consistent with the practices of the Company (including health and dental insurance, an automobile expense allowance of $1,000 per month plus all expenses related to the maintenance, repair and operation of such automobile and reimbursement for all reasonable and necessary out-of-pocket business, entertainment and travel expenses incurred by the CSO in accordance with the Company's expense reimbursement policies and procedures. The Company may terminate the agreement at any time with or without "Cause" and the CSO may resign at any time with or without "Good Reason" (as defined in the agreement). The nature of the obligations owing to the CSO upon termination is more fully described in the agreement. In connection with the execution of the agreement, the Company granted the CSO a warrant to purchase, on a cashless basis, up to 10,000,000 shares of common stock of the Company for $0.06 per share, the closing price of the Company's common stock on the effective date, fully vested at the time of the grant and exercisable until the 10th anniversary of the date of issuance (see Note 9).

CTO

Mr. Suddarth shall serve as the Company's CTO and member of the Board of Directors of the Company. The employment term shall be for three years, unless terminated earlier pursuant to the terms of the agreement, and thereafter deemed to be automatically extended, upon the same terms and conditions, for successive periods of one year, unless either party provides written notice of its intention not to extend the term at least 90 days prior to the applicable renewal date. The CEO's base annual salary is $300,000, which shall accrue commencing October 1, 2016 and shall be payable upon the Company generating sufficient net revenue or obtaining sufficient third party financing. The base salary shall be reviewed at least annually by the Board and the Board may, but shall not be required to, increase the base salary during the employment term. In connection with the execution of the agreement, the Company agreed to pay the CTO a $35,000 signing bonus which shall be accrued and paid by the Company upon the Company having sufficient cash flow. The agreement also contains terms regarding eligibility for future annual bonuses, annual equity awards under the Company's equity plan, if any, fringe benefits and perquisites consistent with the practices of the Company (including health and dental insurance, an automobile expense allowance of $650 per month, and reimbursement for all reasonable and necessary out-of-pocket business, entertainment and travel expenses incurred by the CTO in accordance with the Company's expense reimbursement policies. The Company may terminate the agreement at any time with or without "Cause" and the CTO may resign at any time with or without "Good Reason" (as defined in the agreement). The nature of the obligations owing to the CTO upon termination is more fully described in the agreement. In connection with the execution of the agreement, the Company granted the CTO a warrant to purchase, on a cashless basis, up to 23,850,000 shares of common stock of the Company for $0.02 per share, the closing price of the Company's common stock on the effective date, exercisable in accordance with the vesting schedule as described in the agreement until the 10th anniversary of the date of issuance (see Note 9);

Leases

Ethan NY

On September 3, 2015, Ethan NY entered into a five-year lease agreement ("Ethan Lease") for a store located in New York City, New York. The Ethan Lease commenced on October 1, 2015. Under the terms of the Ethan Lease, Ethan NY provided an $18,585 security deposit and a former employee of Ethan NY provided a personal guaranty for a portion of the amounts due under the Ethan Lease.

During June 2016, Ethan NY exited from its leased premises. Ethan NY has not made any of the required minimum monthly lease payments pursuant to this 5-year lease totaling $586,242 (excluding late fees and interest provided for under the Ethan Lease).

All of Ethan NY's obligations under the Ethan Lease are recourse only to the assets at Ethan NY, except for certain obligations under the Ethan Lease that were guaranteed by a former employee. Under the terms of the Ethan Lease, the obligations of Ethan NY for future rents are to be mitigated based on the amount of any future rents that are received for the rental of the leased premises to other tenants during the initial term. During August 2016, Ethan NY received confirmation that the Leased Premises had been leased to another tenant. In connection with the termination of the Ethan Lease, Ethan NY has made several unsuccessful attempts to contact the landlord for the purpose of obtaining a settlement and release for any amounts that the landlord may claim are owing under the Ethan Lease, if any. Ethan NY is not aware of any claim pending or threatened in connection with the Ethan Lease.

Anu Life Sciences, Inc.

In connection with the Company's decision to relocate its existing placental tissue bank processing laboratory in Miami, Florida, on May 23, 2017, our wholly-owned subsidiary, Anu Life Sciences Inc. a Florida corporation ("Anu"), entered into a five-year lease agreement ("Lab Lease") for an approximately 3,500 square foot laboratory and administrative office facility in Sunrise, Florida. The Lab Lease is effective July 1, 2017 and expires on June 30, 2022, and provides for the ability of Anu to move into the premises beginning June 20, 2017. Under the terms of the Lab Lease, Anu has the option to renew the Lab Lease for two additional 5-year periods. Anu was required to provide a $37,275 security deposit of which $18,638 is to be returned to Anu after the 2 nd year anniversary of the Lab Lease, provided Anu has been compliant under the terms of the Lab Lease through that date. The minimum monthly lease payments under the Lab Lease, excluding applicable Florida sales tax and additional rents as may be required under the terms of the Lab Lease, are approximately $7,500 for the first 24 months and $8,500 per month, $8,715 per month and $8,934 per month for the third, fourth and fifth years, respectively. Minimum lease payments commence July 1, 2017. The Company will record lease expense on a straight-line basis over the life of the Lab Lease.

Convertible Equity Securities

Conversion of Notes issued in connection with the SPA

In connection with the SPA, at any time after the six (6) month anniversary of the closing date and until the Note is no longer outstanding, any outstanding principal portion of the Note shall be convertible, in whole or in part, into shares of common stock of the Company at the option of each Purchaser (subject to the conversion limitations set forth in the SPA). The conversion price in effect on any conversion date shall be equal to the lower of (i) $0.15, and (ii) 60% of the lowest daily volume weighted average price in the 20 trading days prior to the conversion Date. Under the terms of the SPA, Bothwell and Werber are not eligible to convert their portion of the Note until the Agent has been fully repaid.

The Company performed an independent valuation (using "Monte Carlo Simulation Models") of the underlying value attributable to the fair value of the embedded derivatives liabilities associated with the Notes at the issuance date (the Notes contain full ratchet reset provisions and variable market based conversion derivative features) and determined that the fair value of the derivative liabilities associated with the Note was $759,570 (the derivative liability will be marked-to-market each quarter with the change in fair value recorded in the income statement). As of April 30, 2017, the amounts owed under the SPA, including original issue discount and accrued interest was approximately $531,826.

Series A Preferred Stock of Mint Organics, Inc.

As more fully described in Note 11, each share of the Series A Preferred Stock shall automatically convert into 1.5 shares of Class B Common Stock of Mint Organics upon the earlier of (a) the fifth anniversary of the date such share of Series A Preferred Stock was issued; or (b) Mint Organics' receipt of the necessary licenses and permits required to operate business operations in the medical cannabis industry. In addition, commencing on the first anniversary of the issuance date, each holder of the Series A Preferred Stock shall have the right, but not the obligation, to convert some or all of such holder's shares of Series A Preferred Stock (or Class B Common Stock equivalent) into unregistered shares, par value $0.001 per share, of common stock of BPSR, based on the Stated Value divided by the average trading price of BPSR common stock for the ten trading days prior the conversion date. Notwithstanding the foregoing, the number of shares of Class B Common Stock issuable upon the conversion of the outstanding Series A Preferred Stock shall be adjusted to ensure that the outstanding Class B Common Stock represents 45% of the outstanding capital stock of Mint Organics (based on conversion of 300 shares of the Series A Preferred Stock or pro rata portion thereof).

NOTE 11 – MINT ORGANICS INC.

On February 14, 2017, the Company entered into a participation agreement with Mr. Peter Taddeo ("Taddeo") and Mr. Wayne Rohrbaugh ("Rohrbaugh") (collectively, the "Investors") in connection with the Company's endeavor to obtain a license to dispense medical cannabis in Florida.

Pursuant to the agreement, the Company sold a total 45% non-controlling interest in Mint Organics, Inc. to Taddeo and Rohrbaugh for $150,000 from each. The Company also established Mint Organics Florida, Inc., a wholly owned subsidiary of Mint Organics Inc. In connection with the agreement, $150,000 of the proceeds received from the Investors was obligated to be used to fund the operations of Mint Organics, Inc. and/or Mint Organics Florida, Inc. and the remainder was to be used for working capital of the Company.

Mint Organics authorized capital consists of (i) 1,000 shares of Class A Voting Common Stock, par value $0.001 per share (“Class A Common Stock”); (ii) 1,000 shares of Class B Non-Voting Common Stock, par value $0.001 per share (“Class B Common Stock”); and (iii) 1,000 shares of Preferred Stock, par value $0.001 per share. BPSR owns 550 shares of Class A Common Stock, representing 100% of the outstanding shares of Class A Common Stock. There are no shares of Class B Common Stock currently outstanding.

Pursuant to the Certificate Of Designation with respect to a Series A Convertible Preferred Stock (“Series A Preferred Stock”) filed with the state of Nevada on February 28, 2017 and as amended on March 23, 2017, Mint Organics authorized 300 shares of Series A Preferred Stock, par value $0.001 per share and a stated value of $1,000 per share. The Series A Preferred Stock is non-voting and non-redeemable. The amount of each share of the Series A Preferred Stock shall automatically convert into 1.5 shares of Class B Common Stock of Mint Organics upon the earlier of (a) the fifth anniversary of the date such share of Series A Preferred Stock was issued; or (b) Mint Organics’ receipt of the necessary licenses and permits required to operate business operations in the medical cannabis industry. In addition, commencing on the first anniversary of the issuance date, each holder of the Series A Preferred Stock shall have the right, but not the obligation, to convert some or all of such holder’s shares of Series A Preferred Stock (or Class B Common Stock equivalent) into unregistered shares, par value $0.001 per share, of common stock of BPSR, based on the stated value divided by the average trading price of BPSR common stock for the ten trading days prior the conversion date. Notwithstanding the foregoing, the number of shares of Class B Common Stock issuable upon the conversion of the outstanding Series A Preferred Stock shall be adjusted to ensure that the outstanding Class B Common Stock represents 45% of the outstanding capital stock of Mint Organics (based on conversion of 300 shares of the Series A Preferred Stock or pro rata portion thereof).

In connection with the agreement, Mint Organics issued to each of Taddeo and Rohrbaugh (i) 150 shares of Series A Preferred Stock and (ii) a warrant exercisable for up to 150,000 shares of BPSR’s common stock for $0.15 per share exercisable from the date of issuance until the third anniversary of the date of issuance (see Note 9).

In addition, in connection with the agreement, Taddeo was appointed as the Chief Executive Officer and as a director of Mint Organics, Inc. and Mint Organics Florida, Inc. Rohrbaugh was appointed as the Chief Operating Officer and as a director of Mint Organics, Inc. and Mint Organics Florida, Inc.

On March 8, 2017, Mint Organics issued warrants to purchase shares of Class A Common Stock, of Mint Organics, Inc., vesting on the date Mint Organics, through one of its subsidiaries, obtains a license from a state to dispense cannabis until the fifth anniversary thereof to the following executives of Mint Organics:

Name:	**Warrants:**	**Exercise Price:**
Albert Mitrani	79	$ 0.001
Ian T. Bothwell	79	$ 0.001
Dr. Maria I. Mitrani	79	$ 0.001
TOTAL	**237**	

The Company estimates the fair value of these warrants to be approximately $20,000, with current period amortization of approximately $3,000, considering the contingency for the vesting of the warrants, the term of the warrants and the restrictive components of the underlying stock. In addition, the Company will consider the contingencies, risks and viability typically associated with start-up businesses and the current uncertainty involving the conflict of state and federal legislation of the marijuana industry.

Mint CEO Employment Agreement

Pursuant to an employment agreement entered into effective May 1, 2017, with Mr. Taddeo and Mint Organics, Mr. Taddeo shall serve as the Mint CEO and member of the Board of Directors of Mint Organics. The employment term shall be for three years, unless terminated earlier pursuant to the terms of the agreement, and thereafter deemed to be automatically extended, upon the same terms and conditions, for successive periods of one year, unless either party provides written notice of its intention not to extend the term at least 90 days prior to the applicable renewal date. The Mint CEO's base annual salary is $180,000 during the period prior to Mint Organics, through one of its subsidiaries, or by other means, obtains or acquires access for a license from a state to dispense cannabis which shall accrue commencing as of the effective date and shall be payable upon Mint Organics generating sufficient net revenue or obtaining sufficient third party financing; and thereafter payable in periodic installments in accordance with Mint Organics customary payroll practices, but no less frequently than monthly. The Mint CEO's base salary shall automatically be adjusted to an annual rate of base salary of $250,000 once the license is obtained. The base salary shall be reviewed at least annually by the Mint Board and the Mint Board may, but shall not be required to, increase the base salary during the employment term. In connection with the execution of the agreement, Mint Organics agreed to pay the Mint CEO a $25,000 signing bonus which shall be accrued and paid by Mint Organics upon Mint Organics having sufficient cash flow. The agreement also contains terms regarding eligibility for future annual bonuses, annual equity awards under Mint Organics' equity plan, if any, fringe benefits and perquisites consistent with the practices Mint Organics (including health and dental insurance, an automobile expense allowance of $1,000 per month, and reimbursement for all reasonable and necessary out-of-pocket business, entertainment and travel expenses incurred by the Mint CEO in accordance with Mint Organics' expense reimbursement policies. Mint Organics may terminate the agreement at any time with or without "Cause" and the Mint CEO may resign at any time with or without "Good Reason" (as defined in the agreement). The nature of the obligations owing to the Mint CEO upon termination is more fully described in the agreement. In connection with the execution of the agreement, the Company granted the Mint CEO 1,000,000 shares of unregistered Common Stock of BPSR, vesting on the date Mint Organics, through one of its subsidiaries, obtains a license from a state to dispense cannabis or December 31, 2017, whichever is earlier, and provided that the Mint CEO's employment has not been terminated prior to the time the vesting conditions have been met.

Mint Organics Florida, Inc.

Mint Organics Florida's authorized capital structure consists of (1) 10,000 shares of Class A Voting Common Stock, par value $0.001 per share and (ii) 10,000 shares of Class B Non-Voting Common Stock, par value $0.001 per share. The Class A Common Stock shall have the sole right and power to vote on all matters on which a vote of shareholders is to be taken. In all matters, with respect to actions both by vote and by consent, each holder of shares of the Class A Common Stock shall be entitled to cast one vote in person or by proxy for each share of Class A Common Stock standing in such holder's name on the transfer books of the Corporation. The Class B Common Stock shall not be entitled to vote on any matters.

On February 28, 2017, the Board of Mint Organics Florida issued 2,125 shares of Class A Voting Common Stock, par value $0.001 per share, of Mint Organics Florida to Mint Organics and determined that the fair consideration for the initial issuance of the Series A Voting Common Stock is $0.001 per share.

Offering:

On March 17, 2017, Mint Organics Florida initiated a private offering to raise up to $1,000,000 in exchange for up to 212.5 shares of Class B common stock, representing approximately 10.0% of the outstanding equity of Mint Organics Florida as of the date of the offering. The proceeds of the offering are to be used for general working capital purposes. On April 6, 2017, Mint Organics received proceeds of $100,000 in connection with the sale of 21.25 units to an investor in connection with the offering.

Agreements:

On February 15, 2017, Mint Organics Florida entered into a consulting agreement with a lobbying firm in connection with Mint Organics Florida's efforts to obtain a license to dispense medical cannabis in Florida. The initial term of the agreement is for a minimum period of one year and will automatically renew for additional one-year terms unless either party provides 60 days' prior written notice of intent to cancel the agreement. Under the terms of the agreement, Mint Organics Florida is required to pay a monthly fee of $7,500, plus expenses and upon Mint Organics Florida's receipt of a license to dispense medical cannabis in Florida, the Consulting Firm will be entitled to receive a 3% equity interest in Mint Organics Florida through granting of 63.75 shares of Class B Common Stock of Mint Organics Florida. The issuance will be recorded as additional non-controlling interests in Mint Organics Florida beginning in May 2017 when the services begin to be performed.

The Company's non-controlling interests in Mint Organics and Mint Organics Florida are determined based on the pro rata equity percentage held by the non-controlling equity holders of 45.0% and 1.0%, respectively, provided that the carrying amount of non-controlling interests shall not be negative. As of April 30, 2017, the non-controlling interests amount of $142,997 represents the minority interest's share of Mint Organics and Mint Organics Florida.

NOTE 12 – DISCONTINUED OPERATIONS

Ethan NY

During September 2015, the Company formed Ethan NY for the purpose of selling clothing and accessories through a retail store. During June 2016, the Ethan NY operations were closed and as a result the operations of Ethan NY have been reflected as discontinued operations in the financial statements.

The following summarizes the carrying amounts of the assets and liabilities of Ethan NY:

	April 30, 2017	October 31, 2016
Assets:	$ -	$ -
Liabilities:		
Accounts payable	$ 94,835	$ 94,835
Accrued expenses	31,016	31,016
	$ 125,851	$ 125,851

The following summaries Ethan NY's revenues and expenses, net and net income of discontinued operations:

	Three Months Ended April 30, 2017	Three Months Ended April 30, 2016
Total revenues	$ -	$ 38,658
Total expenses, net	-	77,921
Loss from discontinued operations	$ -	$ (39,263)

	Six Months Ended April 30, 2017	Six Months Ended April 30, 2016
Total revenues	$ -	$ 67,228
Total expenses, net	-	226,529
Loss from discontinued operations	$ -	$ (159,301)

NOTE 13 - SEGMENT INFORMATION

Beginning during the quarter ended April 30, 2017, the Company had two operating segments (providing of anti-aging and cellular therapy patient marketing and product sales ("Patient Referral and Product Sales") and the operating of Medical Marijuana Treatment Centers ("MMTC") for defined MMTC licensed activities ("MMTC Activities"). The MMTC activities do not yet have a license to open and operate MMTC's and to date has not generated revenues.

The following are amounts related to the Patient Referral and Product Sales and the MMTC businesses included in the accompanying consolidated financial statements for the three months ended April 30, 2017 and 2016 and the six months ended April 30, 2017 and 2016, respectively:

	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	2017	2016
Revenues:				
Patient referrals and product sales	$ 140,005	$ 66,701	$ 140,590	$ 128,296
MMTC activities	-	-	-	-
Total revenues	$ 140,005	$ 66,701	$ 140,590	$ 128,296
Gross profit:				
Patient referrals and product sales	$ 88,210	$ 61,053	$ 88,795	$ 105,364
MMTC activities	-	-	-	-
Gross profit	$ 88,210	$ 61,053	$ 88,795	$ 105,364
Net loss from continuing operations:				
Patient referrals and product sales	$ (2,830,421)	$ (256,270)	$ (7,072,914)	$ (455,020)
MMTC activities	(82,443)	-	(82,443)	-
Net loss from continuing operations	$ (2,912,864)	$ (256,270)	$ (7,155,357)	$ (455,020)

	April 30, 2017	October 31, 2016
Total assets:		
Patient referrals and product sales	$ 304,646	$ 69,898
MMTC activities	37,510	-
Total	$ 342,156	$ 69,898

NOTE 14 – ADDITIONAL SUBSEQUENT EVENT

On June 22, 2017, Mint Organics entered into an unsecured loan agreement with a third party and a principal balance of $60,000, an annual interest rate of 10%, and all accrued and unpaid interest and outstanding principal are due on the one-year anniversary of the note.

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

The following discussion of the Company's liquidity and capital resources should be read in conjunction with our unaudited consolidated financial statements and related notes thereto appearing elsewhere herein. Unless stated otherwise, the words "we," "us," "our," the "Company" or "BPSR" in this section collectively refer to Biotech Products Services and Research, Inc., a Nevada corporation, and its subsidiaries.

Overview

Since the change in control of our Company in June 2015 and change in the Company's operations in July 2015, we have been engaged in the health care industry, principally focusing on supplying products and services related to the growing field of regenerative anti-aging medicine ("RAAM"). Our goal is to supply newly designed advanced biologically processed cellular and tissue based products developed from internally based research and development activities and/or from other state-of-the-art RAAM-related products developed by third parties under exclusive supply arrangements and to provide other related services used in the growing health care field of regenerative medicine ("RAAM Products"). We intend to distribute the RAAM Products and market RAAM-related services to the health care industry and a referral network of doctors and clinics (collectively, the "Providers"), through our newly established in-house sales force and/or through arrangements with independent distributors.

Revenues from these above activities during the fiscal year ended October 31, 2016 did not increase as projected primarily due to the Company's ongoing cash constraints which limited the ability of the Company to attract and retain sales personnel and the level of advertising and social media marketing efforts that could be deployed towards increasing revenues. In addition, costs charged from the suppliers of the Company's products were higher than projected due to the Company's inability to provide certain minimum guaranteed purchase commitments, which further impacted the Company's ability to attract distributors to supply and market its products, primarily due to the lower commissions that could be offered to the potential distributors as a result of the higher product costs and the Company's need to achieve minimum gross margins, and the inability for the Company to negotiate terms with these suppliers to provide the Company with private labeling and/or granting of exclusive sales territories, factors important to many distributors. As a result of the above, the Company determined during November 2016 that it would immediately focus on implementing its strategy to develop products internally in order to effectively position itself and compete in the RAAM market, provide the Company with improved margins obtained on the sale of its products, and to increase revenues resulting from the ability to differentiate its products as superior to its competitors combined with leveraging existing marketing programs and strategies aimed to attract distributors and Providers.

During January 2017, Anu Life Sciences Inc. ("Anu"), a wholly owned subsidiary of the Company, announced that it successfully completed several trial production runs of its first amnion placental tissue product ("New Amnio Product"). During February 2017, the Company received satisfactory validation for its first production batch of the New Amnio Product and commenced shipping the New Amnio Product to customers. The New Amnio Product is being sold through Anu's designated distributor and affiliate, General Surgical Florida Inc. ("General Surgical"), under the name "Regen Anu Rheo." The Company expects to increase production of the New Amnio Product in quantities to ensure there is satisfactory inventory to meet anticipated demand.

In connection with the new regulations recently enacted as of November 8, 2016 by the Florida state legislature that permits Florida residents to apply to open Medical Marijuana Treatment Centers ("MMTC") for defined MMTC licensed activities, the Company entered into a Participation Agreement, effective February 14, 2017 (the "Agreement"), with two accredited investors (collectively, the "Investors"). Pursuant to the terms of the Agreement, the Company formed and capitalized a new 55%-owned subsidiary, Mint Organics, Inc., a Florida corporation, ("Mint Organics"). Mint Organics intends to explore, develop and to provide products and services in connection with the MMTC activities that it is licensed to operate.

Currently, our RAAM-related operations are conducted through the following wholly-owned subsidiaries*:

- *Anu Life Sciences, Inc* ., a Florida corporation formed with a business purpose to manufacture newly designed advanced biologically processed cellular and tissue based products developed from internally based research and development activities ("Anu");

- *Beyond Cells Corp* ., a Florida corporation formed with a business purpose to provide consumers with education regarding the field of regenerative and anti-aging and medicine and providing access to a specialized physician network ("Beyond Cells");

- *General Surgical Florida, Inc* ., a Florida corporation with a business purpose of selling and distributing regenerative biologic therapies based on amnion placental tissue derived products to doctors and hospitals ("General Surgical");

Currently, our MMTC activities are being conducted through the following subsidiaries*:

- *Mint Organics, Inc* ., a Florida corporation with a business purpose of operating Medical Marijuana Treatment Centers ("MMTC") for defined MMTC licensed activities ("Mint Organics"); and

- *Mint Organics Florida, Inc* ., a Florida corporation and a subsidiary of Mint Organics with a business purpose of operating Medical Marijuana Treatment Centers ("MMTC") for defined MMTC licensed activities within Florida ("Mint Organics Florida").

  * Mint Organics and Mint Organics Florida have issued minority non-voting equity interests.

Current and Future Operations :

Our current strategy is to achieve the following goals and milestones:

- Research and Development and Product Development:
  - Increase the number of RAAM product offerings for various modalities using proprietary processing, formulas and administration techniques;
  - Engage researchers that bring additional expertise and capacity to develop ongoing research and development and growth opportunities for additional RAAM-related products;
  - Increase the capacity our existing research and manufacturing lab facilities to accommodate additional expansion and product development;
  - Perform clinical based studies associated with our products and ongoing research and seek accelerated approval for each product application in accordance with the 21st Century Cures Act ("Cures Act") and/or through the granting of an FDA-approved biologics application (BLA) to allow products to be lawfully marketed in the United States;
  - Identify sources of exclusive and superior suppliers of raw materials; and
  - Acquisition of existing IP consistent with our product strategy.

- Develop and expand the distribution of our internally developed RAAM related products, including the New Amnio Product by:
  - Extending the referral network of Providers;
  - Engaging additional in-house sales personnel;
  - Selectively engaging independent distributors;
  - Marketing Private Label to distributors; and
  - Developing and providing educational programs for Providers regarding our products.

- Develop the MMTC business segment:
  - Engage consultants to lobby on behalf of the Company in our efforts to obtain a license to operate MMTC dispensaries;
  - Identify and establish key relationships with growers and processors of cannabis for the purpose of securing reliable and superior supply of products;
  - Develop sources of financing to fund the expected capital needed to comply with the financial requirements of license applicants and to be prepared to timely construct and operate dispensaries once a license is received; and
  - Identify potential partners that might facilitate and/or enhance opportunities to obtain licenses and/or enhance the operation of planned dispensaries.

- Secure additional working capital to
  - o Fund ongoing expenses until revenues are stabilized and to fund desired facility expansion and research and development projects;
  - o Develop and expand our sales and distribution capabilities in order to obtain revenues objectives;
  - o Perform ongoing research and development for new product offerings;
  - o Enter into strategic relationships that will allow us to acquire desired IP or other objectives; and
  - o Begin clinical based studies

Since inception, we have incurred net operating losses. Losses have principally occurred as a result of our inability to increase and stabilize revenues which have remained insufficient as a result of a lack of working capital to (a) fund effectively the marketing of our products, (b) the ability to attract and retain needed personnel and/or (c) to fund the expansion into other growth opportunities, including the substantial resources required for research and development. We expect operating losses to continue. Our available funds combined with our current revenue levels will not fund current levels of ongoing general and administrative expenses associated with our operations. We expect to need additional financing to develop, produce market our products and to cover the general and administrative expenses of the Company.

Results of Operations from Discontinued Operations

During September 2015, the Company formed Ethan New York, Inc., a New York corporation ("Ethan NY") for the purpose of selling clothing and accessories through a retail store. On September 3, 2015, Ethan NY entered into a five-year lease agreement ("Ethan Lease") for a store located in New York City, New York. The Ethan Lease commenced on October 1, 2015. Under the terms of the Ethan Lease, Ethan NY provided an $18,585 security deposit and a former employee of Ethan NY provided a personal guaranty for a portion of the amounts due under the Ethan Lease. During June 2016, Ethan NY exited from its leased premises and the Ethan NY operations were closed. As a result, the operations of Ethan NY have been reflected as discontinued operations in the financial statements. Ethan NY did not make any of the required minimum monthly lease payments pursuant to the Ethan Lease totaling $586,242 (excluding late fees and interest provided for under the Ethan Lease).. All of Ethan NY's obligations under the Ethan Lease are recourse only to the assets at Ethan NY, except for certain obligations under the Ethan Lease that were guaranteed by a former employee. Under the terms of the Ethan Lease, the obligations of Ethan NY for future rents are to be mitigated based on the amount of any future rents that are received for the rental of the leased premises to other tenants during the initial term. During August 2016, Ethan NY received confirmation that the leased premises had been leased to another tenant. In connection with the termination of the Ethan Lease, Ethan NY has made several unsuccessful attempts to contact the landlord for the purpose of obtaining a settlement and release for any amounts that the landlord may claim are owing under the Ethan Lease, if any. Ethan NY is not aware of any claim pending or threatened in connection with the Ethan Lease.

Results of Operations

As a result of the discontinuation of the Ethan NY business in June 2016, our continuing operations only consist of the Patient Referral and Product Sales business which commenced on July 1, 2015 and were briefly suspended beginning November 2016, as the Company began to implement its strategy of developing and producing its own line of RAAM products. Revenues resumed in February 2017 as the first of the Company's products developed became available for sale to Providers.

For the Three Months Ended April 30, 2017 and April 30, 2016

<u>Revenues</u>

Our revenues for the three months ended April 30, 2017 were $140,005 compared with revenues of $66,701 for the three months ended April 30, 2016. The increase in revenues during the three months ended April 30, 2017 was the result of the Company's successful development and commercialization of its first manufactured RAAM product during February 2017 which followed the new strategy implemented during November 2016 to distribute its own developed products to better differentiate against competitor products and provide distributors with the necessary financial incentives to sell our products. All of revenues during the three months ended April 30, 2016 were from patient referral and sales of products supplied by third parties.

Cost of Revenues

Our cost of revenues for the three months ended April 30, 2017 were $51,795 compared with cost of revenues of $5,648 for the three months ended April 30, 2016. The increase in cost of revenues during the three months ended April 30, 2017 was the result of the Company's sales of its newly developed RAAM product which did not occur until the quarter ended April 30, 2017 and represented a significantly higher amount of lower cost of units. In addition, the cost of revenues during the three months ended April 30, 2016 were mostly from patient referrals that have significantly higher margins and in some instances do not involve any cost of revenues associated with products sold.

Gross Profit

Our gross profit for the three months ended April 30, 2017 was $88,210 compared with gross profit of $61,053 for the three months ended April 30, 2016. The increase in gross profit during the three months ended April 30, 2017 was the result of the Company's successful development and commercialization of its first manufactured RAAM product during February 2017. This strategy resulted in a larger volume of units sold for the three months ended April 30, 2017 compared with the three months ended April 30, 2016. In addition, the costs of the products manufactured were less than the costs to purchase products previously supplied by third parties. The increase in gross profits from the increased product sales described above were partially offset from the reduced higher margin patient referral revenues.

General and Administrative Expenses

General and administrative expenses for the three months ended April 30, 2017 were $2,690,113 compared with $317,323 for the three months ended April 30, 2016. The increase in the general and administrative expenses for the three months ended April 30, 2017 was the result of payroll related costs and stock based compensation costs from the vesting of issued warrants to executives in connection with employment agreements executed during November 2016 and March 2017 totaling $417,500 and $1,936,941, respectively. The general and administrative expenses for the three months ended April 30, 2016 were related to payroll and professional fees.

Other Expense

Other expense for the three months ended April 30, 2017 was $348,514 compared with $0 for the three months ended April 30, 2016. The increase in the other expense was the result of the net costs associated with the issuance of the convertible secured promissory note in connection with the SPA on March 29, 2017

For the Six Months Ended April 30, 2017 and April 30, 2016

Revenues

Our revenues for the six months ended April 30, 2017 were $140,590 compared with revenues of $128,296 for the six months ended April 30, 2016. The increase in revenues during the six months ended April 30, 2017 was the result of the Company's successful development and commercialization of its first manufactured RAAM product during February 2017 which followed the new strategy implemented during November 2016 to distribute its own developed products to better differentiate against competitor products and provide distributors with the necessary financial incentives to sell our products. All of revenues during the six months ended April 30, 2016 were from patient referral and sales of products supplied by third parties.

Cost of Revenues

Our cost of revenues for the six months ended April 30, 2017 were $51,795 compared with cost of revenues of $22,932 for the six months ended April 30, 2016. The increase in cost of revenues during the six months ended April 30, 2017 was the result of the Company's sales of its newly developed RAAM product which did not occur until the quarter ended April 30, 2017 and represented significantly higher amount of lower costing units. In addition, the cost of revenues during the six months ended April 30, 2016 were mostly from patient referrals that have significantly higher margins and in some instances do not involve any cost of revenues associated with products sold.

Gross Profit

Our gross profit for the six months ended April 30, 2017 was $88,795 compared with gross profit of $105,364 for the six months ended April 30, 2016. The decrease in gross profit during the six months ended April 30, 2017 was the result of the reduction in the Company's sales from higher margin patient referral revenues during the six months ended April 30, 2016 and the abbreviated time that the Company has to sell its first manufactured RAAM product which only commenced sales during February 2017, partially offset by the successful development and commercialization of the Company's first manufactured RAAM product that commenced during February 2017. The sale of its own products follows the Company's earlier stated planned strategy to distribute its own developed products to better differentiate against competitor products and provide distributors with the necessary financial incentives to sell our products.

General and Administrative Expenses

General and administrative expenses for the six months ended April 30, 2017 were $6,931,431 compared with $560,384 for the six months ended April 30, 2016. The increase in the general and administrative expenses for the six months ended April 30, 2017 was the result of payroll related costs and stock-based compensation costs from the vesting of issued warrants to executives in connection with employment agreements executed during November 2016 and March 2017 totaling $910,000 and $5,503,626, respectively, costs associated with the operations of the new laboratory facility which began operating in November 2016 in connection with the Company's efforts beginning November 2016, to implement its strategy of developing and producing its own line of RAAM products. The general and administrative expenses for the three months ended April 30, 2016 were related to payroll and professional fees.

Other Income (Expense)

Other expense for the six months ended April 30, 2017 was $350,074 compared with $0 for the six months ended April 30, 2016. The increase in the other expense was the result of the net costs associated with the issuance of the convertible secured promissory note in connection with the SPA on March 29, 2017.

Liquidity and Capital Resources

Since July 2015 and through the date of the filing of this Form 10-Q for the fiscal quarter ended April 30, 2017, the Company has relied on the sale of equity securities, the issuance of debt or restructuring of debt obligations to meet the shortfall in cash to fund its operations.

- During September 2015, the Company issued 4,590,000 shares of common stock to a consultant of the Company. The Company recorded $268,000 of stock-based compensation expense based on the grant date fair value of these shares.

- From November 2015 to March 2016, the Company sold an aggregate of 364,685 Units to 9 "accredited investors". Each Unit cost $0.70 and consisted of two shares of common stock, one Class A Warrant and one Class B Warrant. The Company issued a total of 729,370 shares, Class A warrants to purchase 364,685 common shares and Class B warrants to purchase 364,685 common shares for total proceeds of $255,280. The Class A Warrant and Class B Warrant have exercise prices of $0.50 and $1.00, respectively, and have a four-year term. The grant date fair value of the warrants issued in connection with this offering was $379,893.

- On November 12, 2015, the Company entered into an unsecured loan agreement with an unaffiliated lender pursuant to which the Company received proceeds of $15,000. The note bears interest at 8% per annum compounded annually and was due one year after the date of issuance. On April 3, 2017, in connection with the SPA, the note plus accrued interest was fully paid and the lender provided the Company with a full release.

- On December 24, 2015, the Company entered into an unsecured loan agreement ("$50,000 Note Payable") with an unaffiliated lender pursuant to which the Company received proceeds of $50,000. The $50,000 Note Payable bears interest at 8% per annum compounded annually and was due one year after the date of issuance. On April 3, 2017, in connection with the SPA, the $50,000 Note Payable plus accrued interest was fully paid and the lender provided the Company with a full release (see below).

- On April 27, 2016, the Company entered into an unsecured loan agreement ("$35,000 Note Payable") with a consultant of the Company pursuant to which the Company received proceeds of $35,000. The payoff amount of the $35,000 Note Payable was $42,000 and was due on May 31, 2016 (an annualized interest rate of approximately 221%). On April 3, 2017, in connection with the SPA, the $35,000 Note Payable plus accrued interest was fully paid and the lender provided the Company with a full release (see below).

- During April 2016, the Company sold 25,000 shares of common stock to an individual for cash proceeds of $5,000.

- During July 2016, the Company sold 2,200,000 shares of common stock to investors for cash proceeds of $92,000 (net of $18,000 in offering costs).

- During August 2016, the Company sold 62,500 shares of common stock to an "accredited investor" at $0.08 per share for an aggregate purchase price of $5,000. The proceeds were used for working capital.

- During September 2016, the Company sold 2,000,000 shares of common stock to an "accredited investor" at $0.05 per share for an aggregate purchase price of $100,000. The proceeds were used for working capital.

- During January 2017, the Company sold 100,000 shares of common stock to an "accredited investor" at $0.05 per share for an aggregate purchase price of $5,000. The proceeds were used for working capital.

- From January 2017 to February 2017, the Company sold an aggregate of 900,000 Units. Each Unit cost $0.05 and consisted of two shares of common stock, one Class A Warrant and one Class B Warrant. The Company issued a total of 1,800,000 shares, Class A warrants to purchase 900,000 common shares and Class B warrants to purchase 900,000, common shares for total proceeds of $90,000. The Class A Warrant and Class B Warrant have exercise prices of $0.075 and $0.015, respectively, and have a three-year term.

- During February 2017, the Company sold 250,000 shares of common stock to a related party at $0.04 per share for an aggregate purchase price of $10,000. The proceeds were used for working capital.

- On March 8, 2017, in consideration for consulting services rendered to the Company and Mint Organics, Inc., the Board approved the issuance of 100,000 shares of unregistered Common Stock valued at $0.02 per share, the closing price of the Common Stock of the Company on the date hereof, to a consultant.

- On March 29, 2017, the Company entered into a SPA, dated March 29, 2017, with an unaffiliated "accredited investor" ("Agent"), Dr. Bruce Werber, the Company's Chief Operating Officer and a member of the Board of Directors of the Company ("Werber"), and Ian T. Bothwell, the Company's Chief Financial Officer and member of the Board of Directors ("Bothwell") (each, including its successors and assigns, a "Purchaser " and collectively, the "Purchasers"). The transactions contemplated by the SPA were consummated on April 3, 2017 ("Closing"). Pursuant to the SPA, the Purchasers shall be entitled to purchase a 10% Original Issue Discount Convertible Secured Promissory Note and Guarantee in the principal amount of up to $1,666,667, corresponding to a subscription amount of up to $1,500,000 ("Note"). The purchase of the Note is to occur in several tranches (each a "Tranche") pursuant to the terms and conditions of the SPA. In connection with the terms of the SPA, the Purchasers agreed to subscribe to the initial Tranche through the second Tranche for an amount in the aggregate of up to $600,000 (subject to adjustment as described the SPA) corresponding to an aggregate of up to $666,667 in principal amount of the Note. The initial Tranche of $475,000 (which correlates to a principal amount of $527,778 of the Note) was consummated on the Closing of the SPA, of which an aggregate of $300,000 (which correlates to a principal amount of $333,333 of the Note) was funded through the rollover of unreimbursed advances and expenses made to the Company by Werber and Bothwell prior to the closing date of the SPA and the remaining $175,000 was funded at Closing by the Agent.

- On June 22, 2017, Mint Organics entered into an unsecured loan agreement ("$60,000 Note Payable") with a third party pursuant to which the Company received proceeds of $60,000. The $60,000 Note Payable accrues interest at an annual rate of 10% and all accrued and unpaid interest and outstanding principal are due on the one year anniversary of the $60,000 Note Payable. The $60,000 Note Payable may be prepaid without penalty.

The Company issued the foregoing securities pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended, available under Section 4(a)(2) promulgated thereunder due to the fact that they were isolated sales to a limited number of people and did not involve a public offering of securities.

Going Concern Consideration

The accompanying unaudited consolidated financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the Company as a going concern. The Company has had limited revenues since its inception. The Company incurred a net loss of $7,155,357 for the six months ended April 30, 2017. In addition, the Company had an accumulated deficit of $9,268,968 at April 30, 2017. The Company had a negative working capital position of $1,947,337 at April 30, 2017. The Company's efforts to establish a stabilized source of sufficient revenues to cover operating costs has yet to be achieved and ultimately may prove to be unsuccessful unless additional sources of working capital through operations or debt and/or equity financings are realized.

Management anticipates that the Company will remain dependent, for the near future, on additional investment capital to fund ongoing operating expenses. All of the Company's assets are currently pledged in connection with the SPA and as a result does not have any assets to pledge for the purpose of borrowing additional capital. The Company's current market capitalization and common stock liquidity will hinder its ability to raise equity proceeds. The Company anticipates that future sources of funding, if any, will therefore be costly and dilutive, if available at all.

In view of the matters described in the preceding paragraphs, recoverability of the recorded asset amounts shown in the accompanying consolidated balance sheet assumes that (1) the Company will be able to establish a stabilized source of revenues, (2) obligations to the Company's creditors are not accelerated, (3) the Company's operating expenses remain at current levels and/or the Company is successful in restructuring and/or deferring ongoing obligations, (4) the Company obtains additional working capital to meet its contractual commitments and maintain the current level of Company operations through debt or equity sources.

There is no assurance that the Company will be able to complete its revenue growth strategy or otherwise obtain sufficient working capital to cover ongoing cash requirements. Without sufficient cash reserves, the Company's ability to pursue growth objectives will be adversely impacted. Furthermore, despite significant efforts since July 2015, the Company has thus far been unsuccessful in achieving a stabilized source of revenues. If revenues do not increase and stabilize or if additional funds cannot otherwise be raised, the Company might be required to seek other alternatives which could include the sale of assets, closure of operations and/or protection under the U.S. bankruptcy laws.

Cash and Cash Equivalents

The following table summarizes the sources and uses of cash for the periods stated. The Company held no cash equivalents for any of the periods presented.

	For the Three Months Ended April 30,	
	2017	2016
Cash, beginning of period	$ 26,223	$ 37,565
Net cash used in operating activities	(784,283)	(370,851)
Net cash (used in) provided by investing activities	(18,772)	6,180
Net cash provided by financing activities	880,000	365,279
Cash, end of period	$ 103,168	$ 38,173

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Recently Issued Financial Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)." The new guidance provides new criteria for recognizing revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new guidance requires expanded disclosures to provide greater insight into both revenue that has been recognized and revenue that is expected to be recognized in the future from existing contracts. Quantitative and qualitative information will be provided about the significant judgments and changes in those judgments that management made to determine the revenue that is recorded. This accounting standard update, as amended, will be effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. Early adoption is permitted, but no earlier than fiscal 2017. The Company is currently assessing the provisions of the guidance and has not determined the impact of the adoption of this guidance on its consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The new standard requires management to assess the company's ability to continue as a going concern. Disclosures are required if there is substantial doubt as to the company's continuation as a going concern within one year after the issue date of financial statements. The standard provides guidance for making the assessment, including consideration of management's plans which may alleviate doubt regarding the Company's ability to continue as a going concern. ASU 2014-15 is effective for years ending after December 15, 2016. Early adoption is permitted. The Company has adopted this standard for the year ending October 31, 2016, and management has concluded that there is substantial doubt as to the Company's continuation as a going concern within one year after the issuance date of the financial statements.

In February 2016, a pronouncement was issued by the FASB that creates new accounting and reporting guidelines for leasing arrangements. The new guidance requires organizations that lease assets to recognize assets and liabilities on the balance sheet related to the rights and obligations created by those leases, regardless of whether they are classified as finance or operating leases. Consistent with current guidance, the recognition, measurement, and presentation of expenses and cash flows arising from a lease primarily will depend on its classification as a finance or operating lease. The guidance also requires new disclosures to help financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. The new standard is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, with early application permitted. The new standard is to be applied using a modified retrospective approach. The Company is currently evaluating the impact of the new pronouncement on its financial statements.

In April 2016, the FASB issued ASU No. 2016-09, "Compensation – Stock Compensation" (topic 718). The FASB issued this update to improve the accounting for employee share-based payments and affect all organizations that issue share based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The updated guidance is effective for annual periods beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption of the update is permitted. The Company adopted this guidance in the first quarter of 2017. The adoption of this update had no material effect on the Company's financial position or results of operations.

Critical Accounting Policies

Our unaudited consolidated financial statements reflect the selection and application of accounting policies which require us to make significant estimates and judgments. See Note 2 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2016, "Summary of Significant Accounting Policies".

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), such as this Quarterly Report, is recorded, processed, summarized and reported in accordance with the rules of the United States Securities and Exchange Commission (the "SEC"). Disclosure controls are also designed with the objective of ensuring that such information is accumulated appropriately and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosures.

Our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial and accounting officer) evaluated the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of April 30, 2017, the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act were recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that our disclosure controls are not effectively designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended April 30, 2017 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

There are no pending legal proceedings to which the Company, or any of its subsidiaries, is a party or of which any of their property is subject, nor are there any material proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

Item 1A. Risk Factors

As a "smaller reporting company/emerging growth company" we are not required to disclose information under this item. However, see "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources" regarding the risks associated with the Company's efforts to achieve sufficient revenues and/or obtain additional working capital.

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

We issued the following securities during the six months ended April 30, 2017 to the date of filing of this Report:

- During January 2017, the Company sold 100,000 shares of common stock to an "accredited investor" at $0.05 per share for an aggregate purchase price of $5,000.

- From January 2017 to February 2017, the Company sold an aggregate of 900,000 Units. Each Unit cost $0.10 and consisted of two shares of common stock, one Class A Warrant and one Class B Warrant. The Company issued a total of 1,800,000 shares, Class A warrants to purchase 900,000 common shares and Class B warrants to purchase 900,000, common shares for total proceeds of $90,000. The Class A Warrant and Class B Warrant have exercise prices of $0.075 and $0.15, respectively, and have a three-year term.

- During February 2017, the Company sold 250,000 shares of common stock to a related party at $0.04 per share for an aggregate purchase price of $10,000.

- On February 14, 2017, the Company entered into a participation agreement ("Agreement") with Mr. Peter Taddeo ("Taddeo") and Mr. Wayne Rohrbaugh ("Rohrbaugh"), two non-affiliated accredited investors (collectively, the "Investors") in connection with the Company's endeavor to obtain a license to dispense medical cannabis in Florida. Pursuant to Agreement, Taddeo and Rohrbaugh each invested $150,000 in the Company and the Company immediately established Mint Organics, Inc., a subsidiary of and controlled by the Company, and Mint Organics Florida, Inc., a subsidiary of and controlled by Mint Organics Inc., each dedicated to pursue the objectives of the Agreement. In connection with the Agreement, $150,000 of the proceeds received from the Investors was obligated to be used to fund the operations of Mint Organics, Inc. and/or Mint Organics Florida, Inc. and the remainder was to be used for working capital of the Company. In connection with the Agreement, Mint Organics issued to each of Taddeo and Rohrbaugh (i) 150 shares of Series A Preferred Stock and (ii) a warrant exercisable for up to 150,000 shares of BPSR's common stock for $0.15 per share exercisable from the date of issuance until the third anniversary of the date of issuance.

- On March 8, 2017, in consideration for consulting services rendered to the Company and Mint Organics, Inc., the Company granted 100,000 shares of unregistered Common Stock valued at $0.02 per share, the closing price of the Common Stock of the Company on the date hereof, to a consultant.

- On March 17, 2017, Mint Organics Florida initiated an offering to raise up to $1,000,000 in exchange for up to 212.5 shares of Class B common stock (the "Offering"), representing approximately 10.0% of the outstanding equity of Mint Organics Florida as of the date of the Offering. The proceeds of the Offering are to be used for general working capital purposes. On April 6, 2017, Mint Organics received proceeds of $100,000 in connection with the sale of 21.25 units to an investor in connection with the Offering.

- On March 29, 2017, the Company entered into a SPA, with an unaffiliated "accredited investor" ("Agent"), Dr. Bruce Werber, the Company's Chief Operating Officer and a member of the Board of Directors of the Company ("Werber"), and Ian T. Bothwell, the Company's Chief Financial Officer and member of the Board of Directors ("Bothwell") (each, including its successors and assigns, a "Purchaser" and collectively, the "Purchasers"). The transactions contemplated by the SPA were consummated on April 3, 2017 ("Closing"). Pursuant to the SPA, the Purchasers shall be entitled to purchase a 10% Original Issue Discount Convertible Secured Promissory Note and Guarantee in the principal amount of up to $1,666,667, corresponding to a subscription amount of up to $1,500,000 ("Note"). The purchase of the Note is to occur in several tranches (each a "Tranche") pursuant to the terms and conditions of the SPA. In connection with the terms of the SPA, the Purchasers agreed to subscribe to the initial Tranche through the second Tranche for an amount in the aggregate of up to $600,000 (subject to adjustment as described the SPA) corresponding to an aggregate of up to $666,667 in principal amount of the Note. The initial Tranche of $475,000 (which correlates to a principal amount of $527,778 of the Note) was consummated on the Closing of the SPA, of which an aggregate of $300,000 (which correlates to a principal amount of $333,333 of the Note) was funded through the rollover of unreimbursed advances and expenses made to the Company by Werber and Bothwell prior to the closing date of the SPA and the remaining $175,000 was funded at Closing by the Agent. The second Tranche will be for $125,000 ($138,889 in principal amount of the Note) and will be funded to the Company by the Agent on July 15, 2017, subject to certain conditions contained in the SPA.

- On March 29, 2017, in connection with the terms of the SPA, the Company issued the Agent, Dr. Werber and Mr. Bothwell a total of 2,000,000, 1,000,000 and 1,000,000 common shares of the Company, respectively.

None of the above issuances involved any underwriters, underwriting discounts or commissions, or any public offering and we believe were exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) promulgated thereunder due to the fact that there was no solicitation or advertising and the did not involve a public offering of securities.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

On June 6, 2017, pursuant to the Nevada Revised Statutes and the Bylaws of the Company, the Board of Directors of the Company and the stockholders holding the Company's outstanding Series A Preferred Stock, having the voting equivalency of 80% of the outstanding capital stock, approved the filing of an amendment to the Articles of Incorporation of the Company to increase the authorized amount of Common Stock from 250,000,000 to 750,000,000, without changing the par value of the Common Stock or authorized number and par value of "blank check" Preferred Stock. On June 19, 2017, the Company filed a Definitive 14C with the SEC regarding the corporate action. On June 22, 2017, the Company filed a Certificate of Amendment to the Company's Articles of Incorporation with the Secretary of State of Nevada to effectuate the corporate action on July 10, 2017.

Item 6 . Exhibits

Exhibit No:	Description:
31.1*	Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Executive Officer
31.2*	Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Financial and Accounting Officer
32.1*	Section 1350 Certification of Principal Executive Officer
32.2*	Section 1350 Certification of Principal Financial and Accounting Officer
101.INS **	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Extension Labels Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

All of the Exhibits are available from the SEC's website at www.sec.gov . In addition, the Company will furnish a copy of any Exhibit upon payment of a fee (based on the estimated actual cost which shall be determined at the time of the request) together with a request addressed to Albert Mitrani, Biotech Products Services and Research Inc., 4045 Sheridan Ave, Suite 239, Miami, FL 33140.

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, thereunto duly authorized.

BIOTECH PRODUCTS SERVICES AND RESEARCH, INC.

By: */s/ ALBERT MITRANI*

Albert Mitrani
President, Chief Executive Officer, Secretary and Treasurer
(Principal Executive Officer)

July 14, 2017

By: */s/ IAN T. BOTHWELL*

Ian T. Bothwell
Chief Financial Officer
(Principal Financial and Accounting Officer)

July 14, 2017

Exhibit 31.1

CERTIFICATION

I, Albert Mitrani, certify that:

1. I have reviewed this report on Form 10-Q of Biotech Products Services and Research, Inc.;

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

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

4. The Registrant's other certifying officer 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 reports 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.

5. The Registrant's other certifying officer 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:

   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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2017

/s/ Albert Mitrani

Albert Mitrani,
President, Chief Executive Officer, Secretary and Treasurer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Ian T. Bothwell, certify that:

1. I have reviewed this report on Form 10-Q of Biotech Products Services and Research, Inc.;

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

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

4. The Registrant's other certifying officer 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 reports 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.

5. The Registrant's other certifying officer 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:

   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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2017

/s/ Ian T. Bothwell

Ian T. Bothwell,
Chief Financial Officer
(Principal Financial and Accounting 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 Quarterly Report of Biotech Products Services and Research, Inc. on Form 10-Q for the quarter ended April 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Albert Mitrani, Chief Executive Officer and President of Biotech Products Services and Research, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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 Biotech Products Services and Research, Inc.

Date: July 14, 2017

/s/ ALBERT MITRANI

Albert Mitrani
President, Chief Executive Officer, Secretary and Treasurer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report of Biotech Products Services and Research, Inc. on Form 10-Q for the quarter ended April 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Ian T. Bothwell, Chief Financial Officer of Biotech Products Services and Research, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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 Biotech Products Services and Research, Inc.

Date: July 14, 2017

/s/ IAN T. BOTHWELL

Ian T. Bothwell
Chief Financial Officer
(Principal Financial and Accounting Officer)