Stevia Corp
Form 10-K
July 15, 2014
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended March 31, 2014

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

Commission File Number 000-53781

STEVIA CORP.
(Name of registrant as specified in its charter)

Nevada (State or Other Jurisdiction of Incorporation or Organization)	98-0537233 (I.R.S. Employer Identification Number)
7117 US 31 S, Indianapolis, IN (Address of Principal Executive Offices)	46227 (Zip Code)

(888) 250-2566
(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

None (Title of each class)	None (Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, $0.001 par value
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES o NO x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES o NO x

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 x NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§

232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (do not check if smaller reporting company)	Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES o NO x

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of September 30, 2013, was $20,423,205 (computed by reference to the last sale price of a share of the registrant's common stock on that date as reported by the Over the Counter Bulletin Board). For purposes of this computation, it has been assumed that the shares beneficially held by directors and officers of registrant were "held by affiliates"; this assumption is not to be deemed to be an admission by such persons that they are affiliates of registrant.

As of July 14, 2014, there were outstanding 180,632,403 shares of registrant's common stock, par value $0.001 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Exhibits incorporated by reference are referred under Part IV.

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PART I

ITEM 1 — BUSINESS

Background

We are an international farm management company primarily focused on the commercial development of natural products that support a healthy lifestyle, including stevia, hemp (through our wholly owned subsidiary Real Hemp LLC), and their extracts (the "Natural Products").

We were incorporated on May 21, 2007 in the State of Nevada under the name Interpro Management Corp. On March 4, 2011, we changed our name to Stevia Corp. and effectuated a 35 for 1 forward stock split of all of our issued and outstanding shares of common stock. Effective November 15, 2013,we filed a Certificate of Amendment to the Company's Articles of Incorporation to increase the total number of authorized shares of Common Stock from one hundred million (100,000,000) shares of Common Stock to two hundred fifty million (250,000,000) shares of Common Stock, each with a par value of $0.001.

On June 23, 2011, we closed a voluntary share exchange transaction (the "Share Exchange Transaction") with Stevia Ventures International Ltd., a business company incorporated in the British Virgin Islands, pursuant to which we acquired certain rights relating to stevia production, including certain exclusive purchase contracts and a supply agreement related to stevia. In connection with the Share Exchange Transaction, on June 23, 2011, Mohanad Shurrab, a stockholder of the Company, surrendered 33,000,000 shares of the Company's common stock to the Company for cancellation.

On March 19, 2012, we formed a wholly-owned subsidiary, Stevia Asia Limited, a company incorporated under the companies ordinance of Hong Kong ("Stevia Asia") that will allow the Company to expand its China operations. Hero Tact Limited, a wholly-owned subsidiary of Stevia Asia, was incorporated under the companies ordinance of Hong Kong and renamed Stevia Technew Limited on April 28, 2012.

On July 5, 2012, Stevia Asia entered into a Cooperative Agreement with Technew Technology Limited ("Technew Technology"), a company incorporated under the companies ordinance of Hong Kong, and Zhang Ji, a Chinese citizen (together with Technew Technology, the "Partners") pursuant to which Stevia Asia and Partners have agreed to engage in a joint venture to be owned 70% by Stevia Asia and 30% by Technew Technology, through the entity Stevia Technew Limited (the "Joint Venture"). The Partners will be responsible for managing the Joint Venture and Stevia Asia has agreed to contribute $200,000 per month, up to a total of $2,000,000 in financing to be applied on a project by project basis and subject to those projects remaining on target to generate positive EBITDA (earnings before interest, tax, depreciation and amortization) of at least 1.5 times the investment in any particular project and subject to Stevia Asia's financial capabilities in terms of completing a financing or series of financings that provides the Company with the ability to contribute at least $200,000 in any given month. Completion of a financing or series of financings depends on the size of any private placements with investors that the Company may complete. Although Stevia Asia or Technew Technology may believe that a project is on target to generate positive EBITDA of at least 1.5 times the investment, there is no guarantee that any particular project will generate revenue. Stevia Asia contributed $200,000 to the Joint Venture in August 2012 which was applied to a specific aquaculture project that is ongoing but has not and will not contribute additional funds until it completes a financing or series of financings that provides the Company the ability to contribute at least $200,000 in any given month. The aquaculture project is focused on producing prawns and fish using the Company's formulated products. The Joint Venture will participate in the revenue of specific ponds based on the pro-rata capital contribution allowing the flexibility to expand its participation as and when it has the ability to contribute additional funds. The Joint Venture also participated in an agriculture project in Vietnam where

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102.5 acres of chili were cultivated using the Company's formulated products. Part of the harvest occurred during the last quarter of the 2013 fiscal year generating revenue of $2,167,812.54 for the Company. The delay of additional capital is permissible pursuant to the joint venture agreement and will only impact the number and size of specific projects and the companies continue to explore potential stevia commercial applications but failure to complete a financing or series of financings sufficient to make additional contributions will have an adverse effect on our ability to execute our business plan. The Cooperative Agreement shall automatically terminate upon either Stevia Asia or Technew ceasing to be a stockholder in the Joint Venture, or may be terminated by either Stevia Asia or Technew upon a material breach by the other party which is not cured within 30 days of notice of such breach.

On October 1, 2013, we formed SC Brands Pte. Ltd., a Singapore corporation and a subsidiary in which we own a 70% equity interest. SC Brands will allow us to develop consumer brand products.

On February 24, 2014, we formed Real Hemp LLC, a wholly owned Indiana limited liability company that will focus on application of our proprietary processes to the commercial farming of the cannabis plant.

On February 26, 2014, we entered into a farm management and technology agreement with ebbu LLC to advise on scaling commercial extraction of identified cannabinoids from the cannabis plant.

The following diagram illustrates our corporate structure:

Overview

Our focus is on implementing quality agribusiness solutions to our partners, contract growers and customers to maximize the production of agri-products and the commercial development of Natural Products that support a healthy lifestyle.

Our mission is to maximize shareholder value by consistently developing and acquiring the latest intellectual property and expanding our suite of formulated products and their applications and leveraging our farm management business model to maximize efficient production and revenue margins.

To achieve these goals we intend to develop a suite of intellectual property relating to Natural Products that will enhance the value of our farm management operations. Through our relationships with Tech-New Bio-Technology, Growers Synergy and local institutes, we are exploring the market for commercial applications of Natural Products which will be vertically integrated into our services and production.

Our production farms are currently located in Vietnam, Indonesia and China. In Vietnam and Indonesia we have contracted with growers and have established our own nurseries and test fields. In China we are working with local partners to produce our crops and our proprietary formulated products. Although our production is centered in Asia, our products and services will be marketed globally.

The Industry and Our Opportunity

Stevia as a Food Additive

We believe that health issues created by the modern diet are causing consumers to look for more natural products and simpler ingredient lines on the foods and beverages they purchase and causing governments to put pressure on the food industry to offer products with reduced calories.

In evaluating potential sweetener alternatives, manufacturers focus on taste, pricing, and a sustainable and scalable supply. We believe stevia fulfills these four criteria and has the added advantage of contributing no calories to food and beverage with a near zero glycemic index, making it safe for diabetics.

Originating from Paraguay, stevia leaf has been valued for centuries because of its sweetening and herbal properties and has been used as an approved sweetener in Japan and Korea for decades. Extracts from stevia contain a mixture of different molecules that vary depending upon climate and growing conditions and it was historically impossible to come up with clear and consistent specifications of the product needed to make it a reliable ingredient as well as conduct clinical trials required by the FDA for the approval process. This issue was only overcome in recent years by identifying the steviol glycoside molecules with the best taste profiles and by developing innovative and unique process technologies to separate and purify stevia extract to pharmaceutical levels of purity on a reliable and consistent basis: and, importantly, to do so in commercially viable volumes.

In 2008, Rebaudioside A, a steviol glycoside, was granted GRAS (Generally Recognized as Safe) status by the U.S. Food and Drug Administration following applications by Cargill and Merisant. Since then, approval by legislators across the world has opened the door to new formulations and reformulations of foods and beverages with zero or reduced calorie content. In 2009, stevia was incorporated into leading soft drinks brands manufactured by Coca-Cola and PepsiCo and has since been incorporated into many categories of food and beverages.

The stevia industry is segmented into several business processes, which can broadly be categorized as i) plant breeding and propagation, ii) farming, iii) extraction and refining, iv) product formulation, v) distribution and retail.

A significant portion of the cost of Rebaudioside A is a result of the leaf cost and we believe there remains considerable opportunity to build value in the supply chain by focusing on stevia agronomics. The stevia genus includes more than 100 species and each species contains unique sweet compounds. However, only two of these species contain steviol glycosides and of these two the variety with the sweetest compounds is stevia rebaudiana bertoni. There is relatively little technical knowledge of this species and almost all commercial growing of stevia has occurred in China because of the traditional Japanese and Korean markets. Now with the global market demand for high TSG (total steviol glycoside) and high Reb-A (Rebaudioside A) producing plants, there is an increased demand for agronomic and farm management expertise to establish new plantations and rapidly scale leaf production.

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The primary competitors within this market segment include: PureCircle, which has extensive operations in China as well as subsidiaries in South America (Paraguay) and Africa (Kenya); Stevia One, an independent grower established in Peru; S&W Seed Company, who signed a supply agreement with PureCircle in July of 2010 to grow stevia in North America under its subsidiary, Stevia California; and GLG Life Tech Corporation, a China-centric company which has chosen to continue to focus on building and expanding its supply chain within China.

Stevia as a Commercial Product for Agriculture Use

Stevia is classified as a medicinal herb in China where more than 80% of the world's supply of stevia is grown and stevia has been used as a medicinal herb as well as a sweetener for centuries in its native country of Paraguay. Japan is the largest consumer of stevia extract and stevia has accounted for more than 40% of Japan's entire sweetener market consumption since 1992. Research articles studying the efficacy of stevia as a feed supplement and fertilizer have been published by several universities in Japan, China and South Korea for more than ten years. There are also several small local companies in Japan, South Korea and China that produce feed and fertilizer products that are formulated using stevia extracts and they have been supplying these products to their local markets for several years. We believe that the feed and fertilizer markets provide additional growth opportunities for stevia.

In July 2012, we obtained the rights to product formulations that add stevia extracts to an existing probiotic and enzyme product line produced by our technology partner, Tech-New Bio-Technology. We then obtained government approval in Vietnam to use the stevia product formulations for agricultural use such as fertilizer and animal feed supplement.

The first commercial application was started in August of 2012 for the production of approximately 2.5 acres of shrimp in China under a revenue share model with the intention to expand as we confirm available funding. In October 2012, a commercial application was started for the production of 102.5 acres of chili in Vietnam which was harvested during the first and second quarter of 2013. We are also using the formulations for the commercial stevia trial fields in Vietnam.

Our product line includes aquaculture feed for shrimp and fish, feed for livestock, granular fertilizers and foliar spray, each of which, we believe, holds the potential to open new revenue opportunities to us.

By vertically integrating down the supply chain, we believe we significantly enhance our revenue potential. An average hectare of stevia will produce approximately 6 tons of dry leaf per year. We have entered into a five year supply contract with an option to renew for an additional four years with a leaf buyer. Under the agreement, we will set a fixed price for the leaf each year based on the yearly average market prices for the quality of leaf provided. We are growing elite strains and we believe prices for high quality leaf will continue to be more stable than lower quality leaf, and as such, we believe our leaf prices will be more stable and predictable. We expect to generate approximately $2,000 for each ton of dry leaf, so each hectare will potentially produce $12,000 of dry stevia leaf. On average, dry stevia leaf produces approximately 10% of net usable extract by weight and the average price for the extract is approximately $100,000 per ton, so each hectare can potentially produce $60,000 of extract (6 tons x 10% x $100,000) which is five times the value of the dry stevia leaf and when we use the extracts to create our proprietary formulations, we can increase our revenue potential further.

Alternative Applications of Our Technology – Commercial Farming of Cannabis

We believe our expertise growing stevia to produce specific types of extracts and our technologies for post-harvest processing, extraction and product formulation may be applicable to the cannabis industry. In February 2014 we entered into a farm management and technology agreement with ebbu LLC to provide farm management consultancy and technical expertise related to growing the cannabis plant and extracting its cannabinoids. The cannabis plant

produces many chemical compounds called cannabinoids and there are more than 85 different cannabinioids that have been identified and isolated from the cannabis plant that exhibit varied effects and many of these are being studied for their psychoactive and medical properties. Cannabis plants that have been bred to produce high levels of tetrahydrocannabinol (“THC”), a psychoactive constituent, are commonly referred to as marijuana. In 2004 the United Nations estimated that global

consumption of marijuana indicated that approximately 4% of the adult world population (162 million people) used marijuana annually, and that approximately 0.6% (22.5 million) people used marijuana daily. Current federal and most state regulations prevent us from participating directly in the marijuana industry and we cannot guarantee that our services or technology will provide value if the laws do not evolve in favor of marijuana production and the commercial sale of marijuana derived products, but it is our goal to position the Company to take advantage of the shifting regulatory landscape where possible.

Cannabis plants that produce very low levels of THC and are grown for industrial purposes and foodstuff products are commonly referred to as hemp. Hemp products such as seeds, oil, protein, milk, fiber and cannabidiol ("CBD") can be legally imported and traded in the United States, but it is not legal for a U.S. company to grow hemp because of its relationship to marijuana. Seventy percent of the world's hemp production is currently produced in China. In February 2014 we registered a wholly owned subsidiary, Real Hemp LLC ("Real Hemp"), to import, manufacture, license and sell hemp products in the U.S. The 2012 retail value of North American hemp food, vitamin and body care products was estimated to be in the range of $156 to $171 million by the Hemp Industries Association (HIA). When clothing, auto parts, building materials and other non-food or body care products are included, the HIA estimates that the total retail value of U.S. hemp products is about $500 million. Food and fiber uses for industrial hemp are growing rapidly and have increased over 300 percent, to an estimated 25,000 products, in the past few years. Much of that growth is coming from the increased sales of hemp food products. CBD is one of the active cannabinoids in the cannabis plant and is a major constituent of hemp, accounting for up to 40% of the plants extract, and is considered to have a wider scope of medical applications than THC. Similar to our goals in the marijuana industry, we intend to position the Company to take advantage of regulatory changes in the hemp industry. Real Hemp intends to work with partners in China to produce its initial hemp products. The laws in China are very strict regarding the growing and transportation of hemp plant material and the extraction of cannabinoids from hemp. Real Hemp intends to work with a local Chinese partner to apply for a cultivation and processing license that will allow for the commercial production of all parts of the hemp plant including the extraction of CBD and other non-psychoactive cannabinoids.

Products and Services

Our farm management services include training the farmers on the correct protocols and methodologies and providing ongoing technical assistance during the crop cycle as well as providing inputs such as the seedlings, fertilizers and additives they are required to use. We apply our services under three business models which we classify as 1) contract farming model, 2) revenue share model and 3) product supply model.

Under the contract farming and revenue share models we do not charge for the services and inputs, but rather our services provide us with a competitive advantage to secure growers who are willing to dedicate their land and resources to grow crops with an expectation of high yielding, high quality crops and guaranteed purchase prices. Under these models we will generate our revenue from the crops that are grown and we only enter into production agreements with growers when there is already a committed buyer for the end crop. Under the contract farming model we will purchase the crop from the grower at a fixed price and sell to our own customer. Under the revenue share model, the grower already has their own buyer and we will share the revenue.

Under the product supply model we will market our products in combination with technical services to buyers and charge a fee. We believe that this model will contribute a small part of our overall revenue initially until we establish a proven track record and solid reputation for our services and products under the first two models. We do not expect to focus on providing strictly farm management or technical services for a fee and it is difficult to estimate what we would charge for such services.

To support our farm management services we established a research center in Vietnam on 25 acres of leased land. We confirmed elite plant varieties, developed propagation techniques, conducted field trials across several provinces,

documented local operating procedures and post-harvest techniques, and began trial harvests in March 2012.

We continue to focus on research and development to further evolve and develop new protocols, methodologies and intellectual properties and believe that this will be key to maintain our competitive advantage.

Stevia Production

We utilize the contract farming model to produce stevia leaf for our trial harvests and use the stevia extracts to produce our proprietary formulated products, which we are applying under the revenue share model to an aquaculture operation beginning August 2012 and a chili operation beginning October 2012.

In September 2012 we began providing samples of stevia extract to food and beverage companies and we are working closely with local parties in several South East Asian countries to provide technical information in support of recipe development. Although we believe that this product line will have growth potential, there is no guarantee that a high volume of stevia will be utilized by our customers. We expect companies will take another year to plan product launches.

Growth Cycle - The stevia plant is a perennial but the growing cycle varies greatly depending on the particular strain and location. Stevia is sensitive to frost and in China where most stevia is grown today, it is common to only have one or two harvests. Closer to the equator it is possible to harvest year round with some dormancy during the winter months. It is also possible to manipulate the harvest cycle and in developing countries where manual labor is the preferred method, a short cycle of as little as 45 to 60 days between harvests is preferred. However, in more developed countries where mechanization is the focus, a longer growing cycle is preferred and cycles of more than 120 days have been achieved.

Yield - Expected annual dry leaf yields of plant varieties commonly sourced from China is three to six tons per hectare (“Ha”). Field trial data indicates that six tons or more per Ha can be achieved working with elite strains. By continuing to build our inventory of elite strains and refine our farm management practices and technologies, we plan to improve yield and plant performance and exploit the economic value of our intellectual property.

Harvest - Stevia is a very labor intensive plant and traditionally has been harvested by hand. As larger commercial operations have begun to focus on stevia, a considerable amount of research is being put into the mechanization of planting, harvesting and leaf removal. While we will need to maximize mechanization in the United States to be economical, in many Asian locations there is both an abundance of low cost labor and an expectation that stevia will provide an economic stimulus and employ many of the farmers in poor rural areas. So the adoption of mechanization will need to consider both economic and social factors.

Location - Currently over 80% of stevia is grown in China and almost all of the high Reb-A variety stevia leaf is being produced in China. China is the center of commercial stevia growing for historical reasons due to its proximity to Japan and Korea, which have historically been the major markets for stevia. Due to its climate, we believe China is likely not the most geographically optimal location to grow stevia, as stevia is sensitive to frost and China typically produces only one or two crops per year, requiring leaf processors to purchase and store sufficient leaf for an entire year of production.

We believe that diversifying the supply chain of stevia leaf would provide several advantages:

- Incorporating Southern Hemisphere production provides two major growing seasons;
- Incorporation Equatorial production provides for year round production;
- Enables better control of leaf quality where major propagation of stevia varieties is controlled;
- Provides protection against country-specific political, regulatory, disease, and natural disaster risk; and
- Provides operations closer to end markets.

We believe infrastructure is a major criteria for field site selection and can be especially challenging in developing countries. In addition, we believe a viable site must have the proper weather and soil that is suitable for plant growth as well as being in a location that satisfies logistical business considerations, such as being easily accessible and in close proximity to a capable labor pool. It is our belief that access to water can often be a challenge and greatly limits the areas where an irrigation model can be applied. We believe Vietnam has excellent road infrastructure and our fields are easily accessible by passenger car or lorry and most potential growing areas are located within hours of a major port city. Indonesia has an abundance of low cost labor and land available for acquisition that is suitable for new varieties of stevia that we are breeding and/or acquiring to grow in the equatorial zone.

Land Use and Capital Requirements - As we expand our operations, there are two primary business models available to manage farm operations. The plantation model will involve us controlling the land and assets through lease or purchase arrangements and hiring the necessary workers which will require higher upfront capital cost but enable rigorous control over operations with potentially higher revenue per acre. The contract farm model involves entering into agreements with existing farmers to utilize our agriculture inputs and protocols in order to produce specified crops under contract at negotiated prices. The contract farm model requires lower upfront capital and enables us to more quickly scale over larger areas in those instances where we are able to efficiently manage operations and implement supervisory control. If successfully implemented, we believe the contract farming model provides the fastest ramp to positive cash flow while also conserving capital.

We are managing our trial harvest stevia farms under the contract farming model and plan to continue using this model.

Under the revenue share model the grower owns, leases or contracts the land and we provide our farm management services and products as part of the agriculture inputs and then we share the revenue. This does not require us to have any obligations or liability for land and enables us to expand rapidly and maximize revenue by leveraging existing operations with minimal capital commitment.

We intend to scale the use of our formulated products using both the contract farm model and revenue share model which we started implementing in August of 2012. We will initially work on projects with our joint venture partner.

Labor and Research and Development - Our initial research and development funding was used to establish our research center and engage specialists who have secured elite plant varieties, culled the original planted varieties, developed propagation techniques, conducted field trials, documented local operating procedures and developed post-harvest techniques. We target spending approximately fifteen percent of our operating expense budget towards research and development to continue improving and develop new intellectual properties.

Financial - The value of the stevia leaf fluctuates based on supply and demand and the quality of the leaf. Wide seasonal variances on the open market are common and can make long-term planning difficult. Because we have entered into a long-term supply contract with a leaf buyer and we are growing elite strains, we believe our prices will be more stable and predictable and we will be able to plan our growth and commit to large contract growers. In addition, buyers of leaf pay a substantial premium for high quality leaf. This places strong economic value on our intellectual property, including our elite stevia strains, and our farm management solutions.

Current contracted selling price for leaf that meets the minimum standards is set at a fixed price. Leaf exceeding the minimum standards will receive a premium for which the benchmarks and price tiers will be reviewed each year based on comparative market leaf quality and supply and demand.

Historically, leaf that produced 13% TSG and 70% Reb-A was purchased at a premium. Elite strains can potentially deliver TSG well above 12% and Reb-A above 80% providing significant economic advantage. Minimum standards require a TSG of 12% or more, Reb-A to be at least 60% of TSG, maximum of 5% impurities and a maximum moisture content of 10%. During the refining process, the net yields of usable extract will be slightly lower.

Hemp Products/Services

Current US Federal law prohibits US companies from commercially growing hemp although hemp products can be imported for sale in the US. Traditional sources of hemp for the US market such as Canada are not able to cope with the increasing demand of the US market. Our wholly owned subsidiary, Real Hemp LLC is working together with local Chinese partners to secure consistent quality sources of hemp products such as shelled hemp seeds, edible oil, meal, flour, protein, industrial fiber and cannabinoid extracts to meet the requirements of US manufacturers and retailers.

Our Key Contracts and Relationships

Growers Synergy

Effective November 1, 2011, we engaged Growers Synergy Pte Ltd, a regional farm management services provider (“Growers Synergy”), to provide farm management operations and back-office and regional logistical support for our Vietnam and Indonesia operations for a period of two years at a cost of $20,000 per month and the agreement was renewed on November 1, 2013 for an additional year. In addition, Growers Synergy will enter into an agreement to purchase from us all the non-stevia crops produced at the farms for which they are providing management services.

We believe that the relationship with Growers Synergy will provide us with a strategic advantage and potential synergistic partnership by providing us with guaranteed off-take agreements for agriculture crops other than stevia, which will be produced as part of inter-cropping practices to maintain optimal soil conditions for stevia farming. Growers Synergy will work with us and our technology partner, Tech-New Bio-Technology, to combine the agronomy protocol with the farming models. Models and their related protocols have been commercially field tested during the first two years working with the provincial and national programs and establishing 100 Ha of field trials.

A local farm management service, such as Growers Synergy, is critical to assist us in training local teams with the documented protocol sufficient to scale to 1,000 Ha to create a turnkey project. Our goal is to be vested with fully documented protocols, local teams of trained staff capable of supporting the scale up to 1,000 Ha and farmer communities that are capable of growing stevia and other crops. To help us achieve this Growers Synergy will provide the necessary resources and assign staff to fill certain managerial and support staff positions.

Tech-New Bio-Technology

In March 2012, we entered into both a Supply Agreement and Cooperative Agreement with Guangzhou Health China Technology Development Company Limited, operating under the trade name Tech-New Bio-Technology (“TechNew”). TechNew is a developer and manufacturer of hi-tech biotechnology products which offers a series of specialized ecological fertilizers, microbiological preparations and management systems for the agriculture and aquaculture industry as well as technologies for the extraction and refinement of high purity stevia. Under the terms of the Supply Agreement, we are able to sell dry stevia plant product exclusively to TechNew including all leaf and stem for a term of five years with an option to renew for a further four years with the price to be negotiated by the parties on a yearly basis to reflect changes in the specifications and market price. During the first two years TechNew is obligated to purchase all of our production with quantity to be negotiated from the third year onwards. Under the terms of the Cooperative Agreement, we agreed to explore potential technology partnerships with TechNew, with the intent to formalize a joint venture to pursue promising technologies and businesses. These include the inclusion of stevia extracts in its current product formulations for use in agriculture and aquaculture applications including fertilizers and feed.

Through our cooperative agreement with TechNew, we will also explore a potential relationship to integrate extraction and refining technology to produce high purity Reb-A and other steviol glycosides for the consumer market. We believe that vertically integrating our technologies for both commercial and consumer products may provide advantages of a diversified market, but we do not intend to enter the consumer market with a finished stevia product. It is our goal to develop core strengths in farm management and developing technologies for production and post harvest processes, and we believe that the consumer market for stevia is extremely competitive.

We supplied leaf to TechNew from our trial harvests and all of the leaf we have supplied has been used to produce products formulated with stevia extract. It is our intention to apply as much leaf as possible towards producing the higher value added products rather than sell the leaf as a commodity under the supply contract.

TechNew Technology Limited

On July 5, 2012, our wholly-owned subsidiary, Stevia Asia entered into a Cooperative Agreement with Technew Technology Limited (“Technew Technology”), a company incorporated under the companies ordinance of Hong Kong, and Zhang Ji, a Chinese citizen (together with Technew Technology, the “Partners”) pursuant to which Stevia Asia and Partners have agreed to engage in a joint venture to be owned 70% by Stevia Asia and 30% by Technew Technology (the “Joint Venture”), through the entity Stevia Technew Limited. The Joint Venture will allow us to further explore potential stevia commercial applications, which we would integrate into our farm management services and our own stevia production.

ebbu LLC

In February 2014, we entered into a Farm Management and Technology Agreement with ebbu LLC to provide farm management consultancy and technical expertise related to growing the cannabis plant and extracting its cannabinoids. The cannabis plant produces many chemical compounds called cannabinoids and there are more than 85 different cannabinioids that have been identified and isolated from the cannabis plant that exhibit varied effects and many of these are being studied for their psychoactive and medical properties. Cannabis plants that have been bred to produce high levels of tetrahydrocannabinol (“THC”), a psychoactive constituent, are commonly referred to as marijuana. Current federal and most state regulations prevent us from participating directly in the marijuana industry and we cannot guarantee that our services or technology will provide value if the laws do not evolve in favor of marijuana production and the commercial sale of marijuana derived products.

YOPCP, LLC

In April 2014, we entered into a convertible note financing agreement with YOPCP, LLC, a Colorado based manufacturer of 'In The Soup,' a line of Natural and Organic Premium Soups sold in classic glass jars (“YOPCP”).

The terms of the investment provide that, upon the terms and subject to the conditions set forth therein, we will purchase from YOPCP a senior secured convertible promissory note with an initial principal amount of $250,000 (the "Note"). We have the right to convert the Note into units of YOPCP as well as a right to participate in any future financing of YOPCP. We also have a right of first refusal with respect to the management rights for distribution of YOPCP's products in Asia for a five year period.

YOPCP has tested several recipes using Natural Products including hemp and plans to launch new soup flavors featuring Natural Products as YOPCP confirms new distribution contracts. We believe YOPCP will become a major distribution channel and provide consumer awareness and brand platform for our Natural Products.

Independent Grower Relationships

We plan to develop a network of partner growers who we can market our production methods and technologies to and who will also help supply us with the stevia product necessary to fulfill our supply obligations. To date we have entered into initial purchase agreements for stevia under the contract farming model where we provide the seedlings, fertilizer additives, protocols and technical supervision with an obligation to purchase the stevia leaf at a fixed price per ton and the grower is responsible for the land, labor and all other inputs. The agreements are reviewed annually to negotiate price and quantity for the subsequent

renewal year to reflect changes in specifications, market prices and demand. We have also entered into revenue share agreements with growers where we provide our proprietary feed or fertilizer additives and farm management services in return for a share of the revenue. These agreements are reviewed each growing/harvest cycle with renewal terms to be negotiated and confirmed for each subsequent cycle.

Our Farm Management Services and Intellectual Property

Our objective is to provide a full spectrum of farm management services to manage our contract farms, service industry growers and provide for optimal production. To achieve this objective, our focus is on intellectual property development and continued development and improvement of cultivar varieties for intended growing sites, propagation protocol, cultivation technology including an intercropping system and regional adaptability test, and post-harvest and refinery processes.

We are also continuing to develop and improve local SOP (standard operating procedures) manuals specific to each growing location and plant variety, which document the proper use of all inputs including a proprietary crop production system that we believe is more efficient and cost effective than traditional methods. We believe these customized operating manuals will result in advanced propagation and growing techniques that can improve the quality and efficiency of a variety of crops.

We are also developing a wide portfolio of highly efficient and environmentally friendly crop nutrition products. These products are performance minerals, plant phyto-chemicals, functional nutrients and microbial formulations. All products are derived from natural sources and can be used as sustainable agriculture solutions and/or for organic farming. While it is our intent to develop the foregoing highly efficient and environmentally friendly crop nutrition products, there is no guarantee we will be successful in developing such a portfolio of products.

We are still developing protocols regarding stevia production and we plan to provide a wide spectrum of agricultural consulting and solutions for stevia growers, including:

TechNew Suite of Products - through our technology partner, TechNew, we are able to contract manufacture the extraction and refinement of high purity stevia and we acquired their formulas for using stevia extract in feed and fertilizer applications. We have also entered into a joint venture with Technew Technology to further explore potential stevia commercial applications, which we would integrate into our farm management services and our own stevia production.

Elite Germplasm - high performance mother stock suitable for varied regions and environment.

Advanced Propagation Techniques - methods that are efficient, more cost effective, and produce a higher quality plant.

To date we have not filed patents or registered trademarks and we do not license any of our technologies. On February 28, 2014 Real Hemp LLC filed a trademark registration application to register Real Hemp as a trademark, but the application has not been approved yet. We previously had a license arrangement with Agro-Genesis, however, such license was cancelled when we partnered with TechNew.

Our Competitive Advantage

We believe our intellectual property suite that we are developing and our ability to serve across a wide spectrum of agricultural consulting and solutions will provide us with a competitive advantage against our competitors.

We also believe our intellectual property, particularly our fertilizers and feed additives and other input products used in our protocols, have the potential to create a dedicated customer base because the protocols once implemented on a farm call for continual use of our fertilizers and feed additives and other products as a mandatory production input. We believe this long-term customer relationship can enable us to create a substantial barrier to entry to potential new competitors, while at the same time providing networking benefits that could further propagate our business.

We believe Real Hemp's ability to secure increasing supplies of hemp from China will provide Real Hemp with a competitive advantage to secure new US customers that require increasing hemp supplies. We also believe that the hemp processing technologies that Real Hemp is developing with its Chinese partner will be valuable and provide Real Hemp with a competitive advantage to produce hemp products in the US if future Federal law allows the commercial production of hemp in the US.

Our ability to fully develop our suite of products and apply them to a customer base is dependent on our ability to raise sufficient capital to fund our business operations.

Market Trends

Stevia

The original products launched that used stevia were zero calorie beverages. Subsequent product launches included a blend of sugar and stevia that advertised reduced calories. Stevia is now used across 38 categories of food and beverages with most of the applications involving a blend of sugar and stevia for a reduced calorie product using all natural sweeteners.

Hemp

Recently there has been increased interest in food and fiber uses for hemp. Sales of hemp food products promote their nutritive values. The most successful emerging industrial use of hemp fiber is in the automobile industry. Bio-composites of nonwoven hemp matting and polypropylene or epoxy are pressed into parts such as door panels and luggage racks, replacing heavier and less safe fiberglass composites. Emerging technology for injection molding of natural fibers is expected to accelerate growth in this sector. The non-psychoactive hemp cannabinoid extract, cannabidiol (CBD), is being heavily studied for its dietary and medicinal benefits.

Our Properties

Our primary focus is on providing farm management services to our contract growers. We have acquired two grower supply contracts and three nursery fields in Vietnam. More than twenty fields have been established in five provinces in the northern half of Vietnam with total propagation exceeding 100 Ha (250 acres).

The provincial locations include Vinh Phuc, Tuyen Quang, Thanh Hoa, Ha Tinh and Lai Chau.

On December 14, 2011 we entered into a land lease agreement with Stevia Ventures Corporation, one of our Suppliers, and Vinh Phuc Province People's Committee Tam Dao Agriculture & Industry Co., Ltd ("Vinh Phuc") whereby Stevia Ventures Corporation leased 10 Ha (25 acres) of land over 5 years and we developed a research facility that will also serve as a propagation center for farms located in the surrounding provinces and particularly those serving the provincial and national sponsored projects.

To better service multiple farms located across the many provinces stretching from north central Vietnam to the Chinese border, we will utilize the greenhouse facilities of our local grower partners in a decentralized model that more efficiently addresses the logistical challenges presented by the contract farming model. It is assumed that the commercial fields will be scaled by stem cutting and we will provide the seedlings to the growers as one of the inputs.

In addition to our Vietnam operations, in April 2012, we established a 1 Ha (2.5 acres) initial field trial in Indonesia which utilizes our intercropping model.

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We lease office space with Leverage Investments, LLC, an entity owned and controlled by our President, for $500 per month on a month-to-month basis since July 1, 2011.

Regulation

Stevia

Stevia extracts may be used in a wide variety of consumer products including soft drinks, vegetable products, tabletop sweeteners, confectioneries, fruit products and processed seafood products, in a wide range of countries, including almost all major markets, and as a dietary supplement in others. Clinical studies have supported the safety and stability of stevia's various high purity compounds used in food and beverages. There is no documented health threat.

Cargill and Merisant each submitted applications to the United Stated Food and Drug Administration (FDA) in 2008 for GRAS approval. On December 17, 2008 the stevia extract, Rebaudioside A (Reb-A), received GRAS approval.

In December 2008, Australia and New Zealand approved highly purified forms of stevia extracts as safe for use in food and beverages. Previously, such extracts had only been permitted for use as a dietary supplement in these countries.

Stevia extracts have been sanctioned by the Ministry of Health of China to be used as a food additive, and are listed in the Sanitation Standard of Food Additives.

In July 2010 the FDA issued GRAS clearance for PureCircle's high purity SG95 stevia product which opened up opportunities for many more applications as well as more cost effective solutions.

In November 2011, the European Union cleared stevia for use as a food additive in its twenty seven member states.

Further regulatory clearances were secured for Reb-A in nearly all of the developed countries and South East Asian countries confirming the growing regulatory support for high purity stevia.

Our proprietary fertilizer and feed additive products are approved for use in China and South East Asia and we have started using them in commercial operations. All of the ingredients in the products are natural compounds and are approved by the major developed countries, but registration of the products will be required in each country before importation is allowed.

Hemp and Cannabis

In the United States, local, state and federal cannabis and marijuana laws and regulations are constantly changing and they are subject to evolving interpretations. Marijuana remains illegal under United States federal law. It is a schedule-I controlled substance. Even in those jurisdictions in which the use of medical marijuana has been legalized at the state level, its prescription is a violation of federal law. Hemp remains illegal to grow in the United States under federal law due to its relation to marijuana. However, it may be legally imported and sold in the United States.

Federal law criminalizing the use of marijuana or the growth of hemp trumps state laws, although the current President's administration has expressed a reluctance to enforce federal law in this regard in jurisdictions where it conflicts with state law. However, a change in the federal attitude towards enforcement could occur at any time and could cripple the industry.

It is possible that our contemplated activities could be deemed in violation of the federal Controlled Substances Act, or to constitute aiding or abetting, or being an accessory to, a violation of that Act. Federal authorities have not focused their resources on such tangential or secondary violations of the Act, nor have they threatened to do so. However, if the federal government were to change its practices, or were to expend its resources attacking providers of services or equipment that could be usable by participants in the marijuana industry or the hemp cultivation industry, such action could have a materially adverse effect on our contemplated business, financial condition, and results of operations.

Foreign Currency Exchange Rate

The Company expects that international revenues will account for a majority of our total revenues. Our international operations expose the Company to foreign currency fluctuations. Revenues and related expenses generated from our international subsidiaries will generally be denominated in the functional currencies of the local countries. For example, revenues derived from the People's Republic of China ("PRC") will be denominated in Renminbi, or RMB.

Our statements of income of our international operations are translated into United States dollars at the average exchange rates in each applicable period. To the extent the United States dollar strengthens against foreign currencies, the translation of foreign currency denominated transactions will result in reduced revenues, operating expenses and net income for our business. Similarly, our revenues, operating expenses and net income will increase if the United States dollar weakens against foreign currencies.

We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our foreign subsidiaries and our investments in equity interests into United States dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the foreign subsidiaries' financial statements into United States dollars will lead to a translation gain or loss which is recorded as a component of accumulated other comprehensive income which is part of stockholders' equity. In addition, we may have certain assets and liabilities that are denominated in currencies other than the relevant entity's functional currency. Changes in the functional currency value of these assets and liabilities create fluctuations that will lead to a transaction gain or loss.

China – The Company expects to derive revenue from China. Pursuant to the Foreign Currency Administration Rules promulgated in 1996 and amended in 2008 and various regulations issued by the State Administration of Foreign Exchange ("SAFE"), and other relevant PRC government authorities, RMB is freely convertible only to the extent of current account items, such as trade-related receipts and payments, interest and dividends. Capital account items, such as direct equity investments, loans and repatriation of investments, require the prior approval from the SAFE or its local counterpart for conversion of RMB into a foreign currency, such as U.S. dollars, and remittance of the foreign currency outside the PRC.

Payments for transactions that take place within the PRC must be made in RMB. Unless otherwise approved, PRC companies must repatriate foreign currency payments received from abroad. Foreign-invested enterprises may retain foreign exchange in accounts with designated foreign exchange banks subject to a cap set by the SAFE or its local counterpart. Unless otherwise approved, domestic enterprises must convert all of their foreign currency receipts into RMB. The value of the RMB against the U.S. dollar and other currencies is affected by, among other things, changes in China's political and economic conditions. Since July 2005, the RMB has no longer been pegged to the U.S. dollar. The RMB may appreciate or depreciate significantly in value against the U.S. dollar in the medium to long term. Moreover, it is possible that in the future, PRC authorities may lift restrictions on fluctuations in the RMB exchange rate and lessen intervention in the foreign exchange market.

Because some of our revenue is expected to come from China, appreciation or depreciation in the value of the RMB relative to the U.S. dollar would affect our financial results reported in U.S. dollar terms without giving effect to any underlying change in our business or results of operations. As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our Chinese derived revenue are translated from local currency into U.S. dollar upon consolidation. Our operations are subject to risks typical of international business, including, but not limited to, differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility.

International Laws

Stevia

A significant portion of our initial business operations will occur in Vietnam. We will be generally subject to laws and regulations applicable to foreign investment in Vietnam. Similarly, as we expand into Indonesia and other markets, we will be subject to the laws and regulations of such jurisdictions. The Vietnam legal system is based, at least in part, on written statutes. However, since these laws and regulations are relatively new and the Vietnamese legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involves uncertainties. Similar to Vietnam, the modern Indonesia legal system was formed relatively recently and is continuing to evolve.

Country	Type of Approval
North America	
USA	Food additive
Canada	Food additive
Mexico	Food additive
Latin America	
Argentina	Food additive
Brazil	Food additive
Chile	Food additive
Colombia	Food additive
Ecuador	Food additive
Paraguay	Food additive
Peru	Food additive
Uruguay	Food additive
Venezuela	Food additive
Asia Pacific	
Australia	Food additive
Brunei	Food additive
China	Food additive
Hong Kong	Food additive
Indonesia	Food additive
Japan	Food additive
Malaysia	Food additive
New Zealand	Food additive
Singapore	Food additive
South Korea	Food additive
Taiwan	Food additive
Thailand	Food additive
Vietnam	Food additive

Europe	
Austria	Food additive
Belgium	Food additive
Bulgaria	Food additive
Cyprus	Food additive
Czech Republic	Food additive
Denmark	Food additive
Estonia	Food additive
Finland	Food additive
France	Food additive
Germany	Food additive
Hungary	Food additive
Ireland	Food additive
Italy	Food additive
Latvia	Food additive
Lithuania	Food additive
Luxembourg	Food additive
Malta	Food additive
The Netherlands	Food additive
Poland	Food additive
Portugal	Food additive
Romania	Food additive
Slovakia	Food additive
Slovenia	Food additive
Spain	Food additive
Sweden	Food additive
Switzerland	Food additive
Russia	Food additive
United Kingdom	Food additive

We cannot predict the effect of future developments in the legal systems of developing countries, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, the preemption of local regulations by national laws, or the overturn of local government's decisions by the superior government. These uncertainties may limit legal protections available to us.

Hemp

Real Hemp expects to procure hemp through China where it may be legally grown and manufactured. Hemp and hemp products may be legally imported into the United States from any country where it may be legally grown, including China and Canada.

Marketing

Stevia

We believe it is important to educate the local governments and farmer communities on the merits of stevia becoming a new commercial crop and its potential as a new economic stimulus for rural farmers. Our President, Mr. George Blankenbaker, and our local partner have been conducting talks and training sessions for more than three years in Vietnam and have fostered local support at many levels. To support the farmer's transition to stevia farming and provide an opportunity to showcase the stevia opportunity to farmers' communities, the Vietnam government provided financial support at both the provincial and national level to plant 20 Ha (50 acres) and 50 Ha (125 acres) respectively, both of which were completed in 2012. The fields were small plots located in several villages and served as demonstration fields and stepping stones to gain wide support from growers in several villages.

We have entered into formal cooperative agreements with several local institutes, including the National Institute of Medicinal Materials in Hanoi and the Agricultural Science Institute of Northern Central Vietnam. The terms of these agreements generally provide that we will provide stevia seedlings and other products and services, at prices and in quantities as will be mutually agreed by the parties, at the clients' nurseries and provide the clients with off-take agreements for crops produced using our systems. As part of our services, we provide technical assistance to assure the clients adhere to our established growing protocols. We also agree to work cooperatively with the clients on research projects relating to stevia development, the cost of such projects to be shared between the parties as may be mutually agreed. These agreements provide local technical assistance for our grower partners and also provide additional credibility when our grower partners present the stevia opportunity to the local farmers' communities.

We are also in contact with non-governmental organizations (NGO) that are seeking programs to bring to the communities that they serve which are generally located in poor rural areas in need of economically sound projects. If the stevia model proves to be viable for these locations, the NGOs have indicated that they will be interested in introducing and funding stevia farming programs. However, many of these poor rural areas are located in areas of poor soil quality, that lack adequate access to water or that suffer from other environmental constraints which limit the opportunities for this approach.

We also hope to generate many local testimonials from our field trials and the farmers in Vietnam are very fluid and willing to adopt new crops if the new crops are proven to be more economically viable than their current crops.

In connection with commercial opportunities for stevia derived products, we intend to develop a mark that can be applied to a buyer's brand which would signify premium quality stevia-derived products.

Currently our marketing efforts are focused on educating our growers on our new proprietary formulations. These efforts are more administrative in nature and we do not currently anticipate a need for a large marketing budget to support current operations.

Hemp

Real Hemp plans to market its hemp products through commercial food and fiber distributors focusing on the US market. Real Hemp will also market hemp retail products through online channels such as Amazon.com.

Product Alternatives to Stevia

As a full service stevia farm management service provider we will face competition from both non-stevia sweetener products and from other service providers within the stevia industry.

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Food Additive Product Alternatives - We believe stevia is the leader among natural zero calorie sweeteners at this time and it takes years to develop and bring to market new sweeteners of which few end up possessing all the qualities needed to be adopted mainstream. At this time we are not aware of any proven and viable alternative which possesses all of the positive qualities of stevia. As discussed above, the other sweeteners currently on the market lack many of the qualities that make stevia attractive to consumers and manufacturers, including the zero calorie/near zero glycemic index combination.

Therefore, we believe that the most likely threat to stevia growers will come from alternative “natural” methods to produce stevia extracts that obviate the need to farm stevia, such as fermentation-derived stevia.

A fermentation-derived stevia ingredient can be produced in a lab where low cost plant materials are converted into sweet steviol glycosides through controlled fermentation methods that duplicate the natural biochemical pathways that are involved in the natural production of the sweet components of the stevia leaf and would still meet the requirements to be classified as a “natural” ingredient and when done at volume could potentially be produced more economically than the farming method and without impurities.

Major known companies that are progressing down this track include Evolva Holding SA of Switzerland who acquired San Francisco based Abunda Nutrition, Inc., Blue California of Rancho Santa Margarita, California, and Stevia First Corporation of Yuba City, California.

There are four areas on which we will focus to reduce the risk and/or impact of alternative methods of stevia ingredient production.

1. Increase farming efficiencies . The more efficient and scaled farming becomes, the higher the economic hurdle will be for other methods of production. We believe that our intellectual property and continued research and development activities will allow our farms and those of our customers to increase efficiencies, decrease cost of production and produce better quality leaf.
2. Intellectual Property Protections. We have a strong focus on developing protectable intellectual property which we believe should create barriers to entry and protect our methodologies. Additionally, where applicable we will continue to consider the acquisition of potentially synergistic intellectual property.
3. Crop Diversification. Our farm management infrastructure and the majority of our intellectual property is applicable to most crops providing us with the flexibility to diversify our crops and the customer base for our farm management solutions.
4. Product Diversification . We will explore additional markets and uses for stevia and seek to acquire technology to diversify its applications.

Commercial Product Alternatives

Small regional companies in Japan, China, and South Korea have been producing commercial stevia products for several years, focusing on their local markets. We believe with the awareness of stevia on a global scale, this will provide an opportunity to develop a large commercial market. Once the market reaches critical mass, large companies will likely enter the market.

We intend to protect our market by positioning ourselves as both the primary provider of raw extract to companies as well as establishing our own vertical markets utilizing our farm management core competency to contract farm using our commercial stevia products.

Employees

George Blankenbaker, our President and a director, is our sole employee.

Our relationship with our farm management partner, Growers Synergy, currently provides the staffing necessary to operate our farms and our technology partner, TechNew, provides the staffing for our technical operations.

We chose to outsource the operations management during our development phase to minimize expenses and provide a team of qualified experienced staff to lead us through the development phase until we are ready to commercialize. As we begin commercialization and revenue generation, we intend to begin to hire full time staff.

ITEM 1A— RISK FACTORS

With the exception of historical facts stated herein, the matters discussed in this report on Form 10-K are “forward looking” statements that involve risks and uncertainties that could cause actual results to differ materially from projected results. Such “forward looking” statements include, but are not necessarily limited to statements regarding anticipated levels of future revenues and earnings from the operations of Stevia Corp. and its subsidiaries, (the “Company,” “we,” “us” or “our”), projected costs and expenses related to our operations, liquidity, capital resources, and availability of future equity capital on commercially reasonable terms. Factors that could cause actual results to differ materially are discussed below. We disclaim any intent or obligation to publicly update these “forward looking” statements, whether as a result of new information, future events or otherwise.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

We have a limited operating history on which to evaluate our business or base an investment decision.

Our business prospects are difficult to predict because of our limited operating history, early stage of development and unproven business strategy. Stevia is still a relatively new product in the sweetener marketplace and it has historically not been commercially grown in Vietnam or many of our other target locations. Both the continued growth of the stevia market in general, and our ability to introduce commercial development of stevia to new regions, face numerous risks and uncertainties. In particular, we have not proven that we can produce stevia in a manner that enables us to be profitable and meet manufacturer requirements, develop intellectual property to enhance stevia production, develop and maintain relationships with key growers and strategic partners to extract value from our intellectual property, raise sufficient capital in the public and/or private markets, or respond effectively to competitive pressures. If we are unable to accomplish these goals, our business is unlikely to succeed and you should consider our prospects in light of these risks, challenges and uncertainties.

We have incurred significant losses and our auditors have expressed uncertainty about our ability to continue as a going concern.

Our auditors have expressed uncertainty as to our ability to continue as a going concern as of our fiscal year ended March 31, 2014. As of March 31, 2014, we had an accumulated deficit of $13,597,941. We anticipate that our existing cash and cash equivalents will not be sufficient to fund our longer term business needs and we will need to generate additional revenue or receive additional investment in the Company to continue operations. Such financing may not be available in sufficient amounts, or on terms acceptable to us and may dilute existing stockholders.

If we fail to raise additional capital, our ability to implement our business model and strategy could be compromised.

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We have limited capital resources and operations. To date, our operations have been funded entirely from the proceeds from debt and equity financings. We expect to require substantial additional capital in the near future to develop our intellectual property base and to establish the targeted levels of commercial production of stevia. We may not be able to obtain additional financing on terms acceptable to us, or at all. Even if we obtain financing for our near term operations, we expect that we will require additional capital beyond the near term. If we are unable to raise capital when needed, our business, financial condition and results of operations would be materially adversely affected, and we could be forced to reduce or discontinue our operations.

We face intense competition which could prohibit us from developing a customer base and generating revenue.

The industries within which we compete, including the sweetener industry and the fertilizer and feed industries, are highly competitive with companies that have greater capital resources, facilities and diversity of product lines. Additionally, if demand for stevia continues to grow, we expect many new competitors to enter the market as there are no significant barriers to stevia production. More established agricultural companies with much greater financial resources which do not currently compete with us may be able to easily adapt their existing operations to production of stevia. Due to this competition, there is no assurance that we will not encounter difficulties in obtaining revenues and market share or in the positioning of our services or that competition in the industry will not lead to reduced prices for the stevia leaf. Our competitors may also introduce new non-stevia based low-calorie sweeteners or be successful in developing a fermentation-derived stevia ingredient or other alternative production method which could also increase competition and decrease demand for stevia-based products.

Inability to protect our proprietary rights could damage our competitive position.

Our business will be heavily dependent upon the intellectual property we develop or acquire. Any infringement or misappropriation of our intellectual property could damage its value and limit our ability to compete. We will rely on patents, copyrights, trademarks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect our intellectual property. We may have to engage in litigation to protect the rights to our intellectual property, which could result in significant litigation costs and require a significant amount of our time. In addition, our ability to enforce and protect our intellectual property rights may be limited in certain countries outside the United States, which could make it easier for competitors to capture market position in such countries by utilizing technologies that are similar to those developed or licensed by us.

Competitors may also harm our sales by designing products that mirror the capabilities of our products or technology without infringing our intellectual property rights. If we do not obtain sufficient protection for our intellectual property, or if we are unable to effectively enforce our intellectual property rights, our competitiveness could be impaired, which would limit our growth and future revenue.

A successful claim of infringement against us could result in a substantial damage award and materially harm our financial condition. Even if a claim against us is unsuccessful, we would likely have to devote significant time and resources to defending against it.

We may also find it necessary to bring infringement or other actions against third parties to seek to protect our intellectual property rights. Litigation of this nature, even if successful, is often expensive and disruptive of a company's management's attention, and in any event may not lead to a successful result relative to the resources dedicated to any such litigation.

We may be unable to effectively develop an intellectual property portfolio or may fail to keep pace with advances in technology.

We have a limited operating history in the agriculture industry and there is no certainty that we will be able to effectively develop a viable portfolio of intellectual property. The success of our farm management services, which are the core of our business, depends upon our ability to create such intellectual property.

Even if we are able to develop, manufacture and obtain any regulatory approvals and clearances necessary for our technologies and methods, the success of such services will depend upon market acceptance. Levels of market acceptance for our services could be affected by several factors, including:

- the availability of alternative services from our competitors;
- the price and reliability of the our services relative to that of our competitors; and
- the timing of our market entry.

Additionally, our intellectual property must keep pace with advances by our competitors. Failure to do so could cause our position in the industry to erode rapidly.

Confidentiality agreements with employees and others may not adequately prevent disclosure of our trade secrets and other proprietary information.

Our success depends upon the skills, knowledge and experience of our technical personnel, our consultants and advisors as well as our licensors and contractors. Because we operate in a highly competitive field, we will rely significantly on trade secrets to protect our proprietary technology and processes. However, trade secrets are difficult to protect. We enter into confidentiality and intellectual property assignment agreements with our corporate partners, employees, consultants, outside scientific collaborators, developers and other advisors. These agreements generally require that the receiving party keep confidential and not disclose to third parties confidential information developed by us during the course of the receiving party’s relationship with us. These agreements also generally provide that inventions conceived by the receiving party in the course of rendering services to us will be our exclusive property. However, these agreements may be breached and may not effectively assign intellectual property rights to us. Our trade secrets also could be independently discovered by competitors, in which case we would not be able to prevent use of such trade secrets by our competitors. The enforcement of a claim alleging that a party illegally obtained and was using our trade secrets could be difficult, expensive and time consuming and the outcome would be unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets. The failure to obtain or maintain meaningful trade secret protection could adversely affect our competitive position.

We will produce products for consumption by consumers that may expose us to litigation based on consumer claims and product liability.

The stevia produced at our farms will be integrated into stevia-based products which will be consumed by the general public. Additionally, we may manufacture and sell private label stevia-based food products. Even though we intend to grow and sell products that are safe, we have potential product risk from the consuming public. We could be party to litigation based on consumer claims, product liability or otherwise that could result in significant liability for us and adversely affect our financial condition and operations.

If our services do not gain acceptance among stevia growers, we may not be able to recover the cost of our intellectual property development.

Our business model relies on the assumption that we will be able to develop methods and protocols, secure valuable plant strains and develop other intellectual property for stevia farming that will be attractive to both stevia growers and manufacturers. We spent $288,357 on research and development in the fiscal year ended March 31, 2014 and issued 3,000,000 shares to acquire intellectual property related to stevia and we estimate spending approximately

fifteen percent of our operating expense budget to continue developing and improving this intellectual property portfolio. If we are unable to secure such intellectual property or if

our methods and protocols do not gain acceptance among growers or manufacturers, our intellectual property will have limited value. A number of factors may affect the market acceptance of our products and services, including, among others, the perception by growers of the effectiveness of our intellectual property, the perception among manufacturers of the quality of stevia produced using our intellectual property, our ability to fund marketing efforts, and the effectiveness of such marketing efforts. If such products and services do not gain acceptance by growers and/or manufacturers, we may not be able to fund future operations, including the expansion of our own farming projects and development and/or acquisition of additional intellectual property, which inability would have a material adverse effect on our business, financial condition and operating results.

Any failure to adequately establish a network of growers and manufacturers will impede our growth.

We expect to be substantially dependent on manufacturers to purchase the stevia produced both at our own farms and at those of our customers. We have entered into a supply agreement with a manufacturer and two purchase agreements with growers and are in the process of establishing a network of growers to produce stevia using the methods and protocols we are developing. The relationship with this manufacturer and its perception of the stevia produced using our farm management services will determine its willingness to enter into purchase contracts with us and our customers on attractive terms. Our ability to secure such contracts will influence our attractiveness to growers who are potentially interested in partnering with us. Achieving significant growth in revenue will depend, in large part, on our success in establishing this production network. If we are unable to develop an efficient production network, it will make our growth more difficult and our business could suffer.

If we are unable to deliver a consistent, high quality stevia leaf at sufficient volumes, our relationship with our manufacturers may suffer and our operating results will be adversely affected.

Manufacturers will expect us to be able to consistently deliver stevia at sufficient volumes, while meeting their established quality standards. If we are unable to consistently deliver such volumes either from our own farms, or those of our grower partners, our relationship with these manufacturers could be adversely affected which could have a negative impact on our operating results.

Laws and regulations affecting the cannabis and marijuana industries are constantly changing, which could detrimentally affect our contemplated business, and we cannot predict the impact that future regulations may have on us.

Local, state and federal cannabis and marijuana laws and regulations are constantly changing and they are subject to evolving interpretations, which could require us to incur substantial costs associated with compliance or to alter one or more of our contemplated service offerings. In addition, violations of these laws, or allegations of such violations, could disrupt our contemplated business and result in a material adverse effect on our revenues, profitability, and financial condition. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our contemplated business. Any change in law or interpretation could have a material adverse effect on our contemplated business, financial condition, and results of operations.

Marijuana remains illegal under federal law.

Marijuana remains illegal under federal law. It is a schedule-I controlled substance. Even in those jurisdictions in which the use of medical marijuana has been legalized at the state level, its prescription is a violation of federal law. Federal law criminalizing the use of marijuana trumps state laws that legalize its use for medicinal purposes, although the current President's administration has expressed a reluctance to enforce federal law in this regard in jurisdictions where it conflicts with state law. However, a change in the federal attitude towards enforcement could

occur at any time and could cripple the industry.

It is possible that our contemplated activities could be deemed to be facilitating the selling or distribution of marijuana in violation of the federal Controlled Substances Act, or to constitute aiding or abetting, or being an accessory to, a violation of that Act. Federal authorities have not focused their resources on such tangential or secondary violations of the Act, nor have they threatened to do so. However, if the federal government were to change its practices, or were to expend its resources attacking providers of services or equipment that could be usable by participants in the marijuana industry, such action could have a materially adverse effect on our contemplated business, financial condition, and results of operations.

Hemp remains illegal to grow under federal law.

Hemp remains illegal to grow in the United States under federal law due to its relation to marijuana. However, it may be legally imported and sold in the United States. In certain states, the cultivation of hemp is legal, however federal law criminalizing such cultivation trumps state laws in this regard. The current President's administration has expressed a reluctance to enforce federal law in this regard in jurisdictions where it conflicts with state law. However, a change in the federal attitude towards enforcement could occur at any time and could cripple the industry.

It is possible that our contemplated activities could be deemed to be facilitating hemp cultivation in violation of the federal Controlled Substances Act, or to constitute aiding or abetting, or being an accessory to, a violation of that Act. Federal authorities have not focused their resources on such tangential or secondary violations of the Act, nor have they threatened to do so. However, if the federal government were to change its practices, or were to expend its resources attacking providers of services or equipment that could be usable by participants in the hemp cultivation industry, such action could have a materially adverse effect on our contemplated business, financial condition, and results of operations.

Changes in consumer preferences or negative publicity or rumors may reduce demand for our products.

Recent data suggests consumers are adopting stevia as a sweetener in many products. However, stevia is a relatively new ingredient in consumer products and many consumers are not familiar with it. Therefore, any negative reports or rumors regarding either the taste or perceived health effects of stevia, whether true or not, could have a severe impact on the demand for stevia-based products. Manufacturers may decide to rely on alternative sweeteners which have a more established history with consumers. Primarily operating at the grower level, we will have little opportunity to influence these perceptions and there can be no assurance that the increased adoption of stevia in consumer food and beverage products will continue. Additionally, new sweeteners with similar characteristics to stevia may emerge which could be cheaper to produce or be perceived to have other qualities superior to stevia. Any of these factors could adversely affect our ability to produce revenues and our business, financial condition and results of operations would suffer.

The demand and acceptance for hemp products are subject to a level of uncertainty and growing competition.

Our future operating results depend in part on the development and growth of the hemp products market. The demand and acceptance for hemp products are subject to a level of uncertainty and growing competition. This competition may increase in the future if consumer demand for hemp products increases. If a market for hemp products does not develop or the hemp products we sell do not receive market acceptance, our business, revenues, operating results and financial condition could be adversely affected.

Failure to effectively manage growth of internal operations and business may strain our financial resources.

We intend to significantly expand the scope of our farming operations and our research and development activities in the near term. Our growth rate may place a significant strain on our financial resources for a number of reasons,

including, but not limited to, the following:

The need for continued development of our financial and information management systems;
The need to manage strategic relationships and agreements with manufacturers, growers and partners; and

Difficulties in hiring and retaining skilled management, technical and other personnel necessary to support and manage our business.

Additionally, our strategy envisions a period of rapid growth that may impose a significant burden on our administrative and operational resources. Our ability to effectively manage growth will require us to substantially expand the capabilities of our administrative and operational resources and to attract, train, manage and retain qualified management and other personnel. Our failure to successfully manage growth could result in our sales not increasing commensurately with capital investments. Our inability to successfully manage growth could materially adversely affect our business.

Adverse weather conditions, natural disasters, crop disease, pests and other natural conditions can impose significant costs and losses on our business.

Weather-related events could significantly affect our results of operations. We do not currently maintain insurance to cover weather-related losses and if we do obtain such insurance it likely will not cover all weather-related events and, even when an event is covered, our retention or deductible may be significant. Cooler temperatures in the regions where we operate could negatively affect us, while not affecting our competitors in other regions.

Our crops, and those of our grower partners, could also be affected by drought, temperature extremes, hurricanes, windstorms and floods. In addition, such crops could be vulnerable to crop disease and to pests, which may vary in severity and effect, depending on the stage of agricultural production at the time of infection or infestation, the type of treatment applied and climatic conditions. Unfavorable growing conditions caused by these factors can reduce both crop size and crop quality. In extreme cases, entire harvests may be lost. These factors may result in lower production and, in the case of farms we own or manage, increased costs due to expenditures for additional agricultural techniques or agrichemicals, the repair of infrastructure, and the replanting of damaged or destroyed crops. We may also experience shipping interruptions, port damage and changes in shipping routes as a result of weather-related disruptions.

Competitors and industry participants may be affected differently by weather-related events based on the location of their production and supply. If adverse conditions are widespread in the industry, it may restrict supplies and lead to an increase in prices for stevia leaf, but our typical fixed-price supply contracts may prevent us from recovering these higher costs.

Our operations and products are regulated in the areas of food safety and protection of human health and the environment.

Our operations and products are subject to inspections by environmental, food safety, health and customs authorities and to numerous governmental regulations, including those relating to the use and disposal of agrichemicals, the documentation of food shipments, the traceability of food products, and labeling of our products for consumers, all of which involve compliance costs. Changes in regulations or laws may require, operational modifications or capital improvements at various locations. If violations occur, regulators can impose fines, penalties and other sanctions. The costs of these modifications and improvements and of any fines or penalties could be substantial. We can be adversely affected by actions of regulators or if consumers lose confidence in the safety and quality of stevia, even if our products are not implicated.

If we are unable to continually innovate and increase efficiencies, our ability to attract new customers may be adversely affected.

In the area of innovation, we must be able to develop new processes, plant strains, and other technologies that appeal to stevia growers. This depends, in part, on the technological and creative skills of our personnel and on our ability to protect our intellectual property rights. We may not be successful in the development, introduction, marketing and sourcing of new technologies or innovations, that satisfy customer needs, achieve market acceptance or generate satisfactory financial returns.

Global economic conditions may adversely affect our industry, business and result of operations.

Disruptions in the global credit and financial market could result in diminished liquidity and credit availability, a decline in consumer confidence, a decline in economic growth, an increased unemployment rate, and uncertainty about economic stability. These economic uncertainties can affect businesses such as ours in a number of ways, making it difficult to accurately forecast and plan our future business activities. Such conditions can lead consumers to postpone spending, which can cause manufacturers to cancel, decrease or delay orders with us. We are unable to predict the likelihood of the occurrence, duration or severity of such disruptions in the credit and financial markets and adverse global economic conditions and such economic conditions could materially and adversely affect our business and results of operations.

Our business depends substantially on the continuing efforts of our executive officers and our business may be severely disrupted if we lose their services.

Our future success depends substantially on the continued services of our executive officers, especially our President and director, Mr. George Blankenbaker. We do not maintain key man life insurance on any of our executive officers and directors. If one or more of our executive officers are unable or unwilling to continue in their present positions, we may not be able to replace them readily, if at all. Therefore, our business may be severely disrupted, and we may incur additional expenses to recruit and retain new officers. In addition, if any of our executives joins a competitor or forms a competing company, we may lose some of our customers.

Our engagement of Growers Synergy Pte Ltd. may represent a potential conflict of interest.

We have engaged Growers Synergy Pte Ltd, a regional farm management services provider, to provide farm management operations and back-office and regional logistical support for our Vietnam and Indonesia operations for a period of two years. During the fiscal year ended March 31, 2013, Growers Synergy received $240,000 for consulting services rendered to the Company and during the fiscal year ended March 31, 2014, Growers Synergy received $160,095 for consulting services rendered to the Company. George Blankenbaker, our president, director and stockholder is the managing director of Growers Synergy. Growers Fresh Pte Ltd ("Growers Fresh) owns a 51% interest in Growers Synergy and Mr. Blankenbaker controls a 49% interest in Growers Fresh. As a result, there is a potential conflict of interest on Mr. Blankenbaker's role in the Company and Growers Synergy and such potential conflict could materially affect the terms of any engagement entered into by the Company and Growers Synergy. Such terms, if not negotiated at arms length may not be in the best interest of the Company and our stockholders.

Litigation may adversely affect our business, financial condition and results of operations.

From time to time in the normal course of our business operations, we may become subject to litigation that may result in liability material to our financial statements as a whole or may negatively affect our operating results if changes to our business operation are required. The cost to defend such litigation may be significant and may require a diversion of our resources. There also may be adverse publicity associated with litigation that could negatively affect customer perception of our business, regardless of whether the allegations are valid or whether we are ultimately found liable. As a result, litigation may adversely affect our business, financial condition and results of operations.

We may be required to incur significant costs and require significant management resources to evaluate our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act, and any failure to comply or any adverse result from such evaluation may have an adverse effect on our stock price.

As a smaller reporting company as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, we are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of

2002 (“Section 404”). Section 404 requires us to include an internal control report with our Annual Report on Form 10-K. This report must include management’s assessment of the effectiveness of our internal control over financial reporting as of the end of the fiscal year. This report must also include disclosure of any material weaknesses in internal control over financial reporting that we have identified. Failure to comply, or any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on the trading price of our equity securities. As of March 31, 2014, the management of the Company assessed the effectiveness of the Company’s

internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Management concluded, as of the year ended March 31, 2014, that its internal controls and procedures were not effective to detect the inappropriate application of U.S. GAAP rules. Management realized there were deficiencies in the design or operation of our internal control that adversely affected our internal controls which management considers to be material weaknesses including those described below:

We have not achieved the optimal level of segregation of duties relative to key financial reporting functions.
We do not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is the management's view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over our financial statements.

Achieving continued compliance with Section 404 may require us to incur significant costs and expend significant time and management resources. No assurance can be given that we will be able to fully comply with Section 404 or that we and our independent registered public accounting firm would be able to conclude that our internal control over financial reporting is effective at fiscal year end. As a result, investors could lose confidence in our reported financial information, which could have an adverse effect on the trading price of our securities, as well as subject us to civil or criminal investigations and penalties. In addition, our independent registered public accounting firm may not agree with our management's assessment or conclude that our internal control over financial reporting is operating effectively.

RISKS RELATED TO DOING BUSINESS IN VIETNAM AND OTHER DEVELOPING COUNTRIES

Our international operations will be subject to the laws of the jurisdictions in which we operate.

A significant portion of our initial business operations will occur in Vietnam. We will be generally subject to laws and regulations applicable to foreign investment in Vietnam. The Vietnamese legal system is based, at least in part, on written statutes. However, since these laws and regulations are relatively new and the Vietnamese legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involves uncertainties.

In April 2012, we announced plans to begin field tests in Indonesia. Similar to Vietnam, the modern Indonesia legal system was formed relatively recently and is continuing to evolve. As we continue our expansion into Indonesia and other developing countries, we will face similar risks and uncertainties regarding the legal system as we currently face in Vietnam.

We cannot predict the effect of future developments in the legal systems of developing countries, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, the preemption of local regulations by national laws, or the overturn of local government's decisions by the superior government. These uncertainties may limit legal protections available to us.

Our international operations involve the use of foreign currencies, which subjects us to exchange rate fluctuations and other currency risks.

The revenues and expenses of our international operations are generally denominated in local currencies, which subjects us to exchange rate fluctuations between such local currencies and the U.S. dollar. These exchange rate fluctuations will subject us to currency translation risk with respect to the reported results of our international

operations, as well as to other risks sometimes associated with international operations. In the future, we could experience fluctuations in financial results from our operations outside of the United States, and there can be no assurance we will be able, contractually or otherwise, to reduce the currency risks associated with our international operations.

We may be adversely affected by economic and political conditions in the countries where we operate.

We operate in Vietnam and other countries throughout the world. Economic and political changes in these countries, such as inflation rates, recession, foreign ownership restrictions, restrictions on transfer of funds into or out of a country and similar factors may adversely affect results of operations.

While it is our understanding that the economy in Vietnam has grown significantly in the past 20 years, the growth has been uneven, both geographically and among various economic sectors. The government of Vietnam has implemented various measures to encourage or control economic growth and guide the allocation of resources. Some of these measures benefit the overall Vietnamese economy, but may also have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations that are applicable to us.

The Vietnamese economy has been transitioning from a planned economy to a more market-oriented economy. Although in recent years the Vietnamese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises, a substantial portion of the productive assets in Vietnam are still owned by the Vietnamese government. The continued control of these assets and other aspects of the national economy by Vietnam government could materially and adversely affect our business. The Vietnamese government also exercises significant control over Vietnamese economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Efforts by the Vietnamese government to slow the pace of growth of the Vietnamese economy could negatively affect our business.

Our insurance coverage may be inadequate to cover all significant risk exposures.

We will be exposed to liabilities that are unique to the products we provide. While we intend to maintain insurance for certain risks, the amount of our insurance coverage may not be adequate to cover all claims or liabilities, and we may be forced to bear substantial costs resulting from risks and uncertainties of our business. It is also not possible to obtain insurance to protect against all operational risks and liabilities. The failure to obtain adequate insurance coverage on terms favorable to us, or at all, could have a material adverse effect on our business, financial condition and results of operations. In addition, because the insurance industry in Vietnam and other developing countries are still in their early stages of development, business interruption insurance available in such countries relating to our intended services and products offers limited coverage compared to that offered in many other developed countries. We do not have any business interruption insurance. Any business disruption or natural disaster could result in substantial costs and diversion of resources.

It will be extremely difficult to acquire jurisdiction and enforce liabilities against our officers, directors and assets outside the United States.

Substantially all of our assets are currently located outside of the United States and a significant number of our officers and directors may reside outside of the United States as well. As a result, it may not be possible for United States investors to enforce their legal rights, to effect service of process upon our directors or officers or to enforce judgments of United States courts predicated upon civil liabilities and criminal penalties of our directors and officers under Federal securities laws. Moreover, we have been advised that Vietnam in particular does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States. Further, it is unclear if extradition treaties now in effect between the United States and Vietnam would permit effective enforcement of criminal penalties of the Federal securities laws.

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RISKS RELATED TO AN INVESTMENT IN OUR SECURITIES

The relative lack of public company experience of our management team may put us at a competitive disadvantage.

Our management team lacks public company experience and is generally unfamiliar with the requirements of the United States securities laws and U.S. Generally Accepted Accounting Principles, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. The individuals who now constitute our senior management team have never had responsibility for managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately responds to such increased legal, regulatory compliance and reporting requirements. Our failure to comply with all applicable requirements could lead to the imposition of fines and penalties and distract our management from attending to the growth of our business.

Our stock is categorized as a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations which may limit a stockholder's ability to buy and sell our stock.

Our stock is categorized as a "penny stock". The SEC has adopted Rule 15g-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than $4.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, the Financial Industry Regulatory Authority ("FINRA") has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

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We expect to experience volatility in our stock price, which could negatively affect stockholders' investments.

Although our common stock is quoted on the OTCQB under the symbol "STEV", there is a limited public market for our common stock. No assurance can be given that an active market will develop or that a stockholder will ever be able to liquidate its shares of common stock without considerable delay, if at all. Many brokerage firms may not be willing to effect transactions in the securities. Even if a purchaser finds a broker willing to effect a transaction in these securities, the combination of brokerage commissions, state transfer taxes, if any, and any other selling costs may exceed the selling price. Furthermore, our stock price may be impacted by factors that are unrelated or disproportionate to our operating performance. These market fluctuations, as well as general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations may adversely affect the market price and liquidity of our common stock.

In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. Due to the volatility of our common stock price, we may be the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management's attention and resources.

Stockholders should also be aware that, according to SEC Release No. 34-29093, the market for "penny stock", such as our common stock, has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the future volatility of our share price.

To date, we have not paid any cash dividends and no cash dividends will be paid in the foreseeable future.

We do not anticipate paying cash dividends on our common stock in the foreseeable future and we may not have sufficient funds legally available to pay dividends. Even if the funds are legally available for distribution, we may nevertheless decide not to pay any dividends. We presently intend to retain all earnings for our operations.to pay dividends. Even if the funds are legally available for distribution, we may nevertheless decide not to pay any dividends. We presently intend to retain all earnings for our operations.

The elimination of monetary liability against our directors, officers and employees under Nevada law and the existence of indemnification rights to our directors, officers and employees may result in substantial expenditures by our company and may discourage lawsuits against our directors, officers and employees.

Our Articles of Incorporation contain a provision permitting us to eliminate the personal liability of our directors to our company and stockholders for damages for breach of fiduciary duty as a director or officer to the extent provided by Nevada law. We may also have contractual indemnification obligations under our employment agreements with our officers. The foregoing indemnification obligations could result in the Company incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and resultant costs may also discourage our company from bringing a lawsuit against directors and

officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our stockholders against our directors and officers even though such actions, if successful, might otherwise benefit our company and stockholders.

If our outstanding warrants and/or convertible notes are exercised and/or converted it will result in the dilution of our existing stockholders.

Our outstanding warrants and convertible notes are exercisable/convertible into a substantial number of shares of our common stock. The exact number of shares depends upon the market price for our common stock and other factors. Although we have a call right or repayment right with respect to certain of the notes and warrants, we may not be financially capable of exercising such call right or may otherwise choose not to do so, and therefore we may not control if and when the notes and warrants are exercised and/or converted. The exercise/conversion of the notes and/or warrants would result in dilution to our existing stockholders and could contribute to a reduction in the market price of the outstanding shares of our common stock.

ITEM 1B — UNRESOLVED STAFF COMMENTS

None.

ITEM 2 — PROPERTIES

Our international corporate office is located at 14 Chin Bee Road, Singapore 619824. We also maintain an office in Vietnam at No. 602, CC2A, Thanh Ha‘s building, Bac Linh Dam, Hoang Mai district, Hanoi, Vietnam and in Hong Kong, at 19/F Kam Chung Comm Bldg 19-21, Hennessy Rd, Hong Kong and in the United States, at 7117 US 31 South, Indianapolis, IN 46227.

We have also developed a research facility on 10 Ha (25 Acres) of land leased by Stevia Ventures Corporation and have prepaid the first year lease payment of $30,000 and the six month lease payment of $15,000 as security deposit.

ITEM 3 — LEGAL PROCEEDINGS

None.

ITEM 4 — MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 — MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is quoted on the OTCQB under the symbol STEV. The closing bid price for our stock as of July 11, 2014, was $0.0742.

The following is the range of high and low bid prices for our common stock for the periods indicated. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not represent actual transactions.

Fiscal Year Ended March 31, 2014	High	Low
First Quarter (June 30, 2013)	$ 0.349	$ 0.20
Second Quarter (September 30, 2013)	$ 0.2595	$ 0.1234
Third Quarter (December 31, 2013)	$ 0.164	$ 0.097
Fourth Quarter (March 31, 2014)	$ 0.29	$ 0.083

Fiscal Year Ended March 31, 2013	High	Low
First Quarter (June 30, 2012)	$ 1.69	$ .75
Second Quarter (September 30, 2012)	$ 0.83	$ 0.26
Third Quarter (December 31, 2012)	$ 0.341	$ .101
Fourth Quarter (March 31, 2013)	$ 0.41	$ 0.146

Stockholders

As of July 14, 2014, there were 180,632,403 shares of common stock issued and outstanding held by 17 stockholders of record (including street name holders).

Dividends

We have not paid dividends to date and do not anticipate paying any dividends in the foreseeable future. Our Board of Directors intends to follow a policy of retaining earnings, if any, to finance our growth. The declaration and payment of dividends in the future will be determined by our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements and other factors.

Equity Compensation Plan Information

The company has no active equity compensation plans and there are currently no outstanding options from prior plans.

Unregistered Sales of Equity Securities

Warrant Issuance

On February 15, 2014, the Company issued warrants to purchase 563,874 shares of the Company's common stock (the "Placement Agent Warrants") to the placement agent with an exercise price between $0.053365 and $0.30 per share as commission for the issuance of convertible note and conversion. The issuance of the Placement Agent Warrants were conducted in reliance upon Regulation D of the Securities Act to investors who are "accredited investors," as such term is defined in Rule 501(a) under the Securities Act.

Supplemental Warrant

On February 20, 2014, in consideration for Cranshire Capital Master Fund, Ltd.'s ("Cranshire") immediate cash exercise of an outstanding warrant to purchase common stock of the Company, we agreed to issue Cranshire an additional warrant to purchase 683,202 shares of common stock (the "Supplemental Warrant"). The issuance of the Supplemental Warrant was conducted in reliance upon Regulation D of the Securities Act to investors who are "accredited investors," as such term is defined in Rule 501(a) under the Securities Act.

Promissory Note

On February 20, 2014 the Company issued a convertible note in the principal amount of $55,556 with a 10% Original Issuance Discount ("OID") and 12% one time interest (the "Note"). The Note is due February 20, 2015, one (1) year from the date of issuance, convertible at 65% of the lowest trade price for the 25 trade day period before the conversion date. The issuance of the Note was conducted in reliance upon Regulation D of the Securities Act to investors who are "accredited investors," as such term is defined in Rule 501(a) under the Securities Act.

Restricted Stock Awards

On February 26, 2014, we issued an aggregate of 28,300,000 shares of common stock pursuant to restricted stock award agreements to employees and consultants of the Company for services rendered (the "Restricted Shares"). 20,000,000 of the Restricted Shares were issued to Blankenbaker Ventures (Asia) Pte. Ltd. on behalf of George Blankenbaker, the Company's President and director; 4,000,000 of such shares vest at the time of issuance and the remainder vest over the following four years in equal annual installments. 3,000,000 of the shares were issued to Growers Synergy Pte Ltd., a corporation organized under the laws of Singapore ("Growers Synergy"), all of which were fully vested at the time of issuance. Mr. Blankenbaker is the managing director of Growers Synergy and Growers Fresh Pte Ltd ("Growers Fresh) owns a 51% interest in Growers Synergy and Mr. Blankenbaker controls a 49% interest in Growers Fresh.

Thomas Ong, a director of the Company is a director of Growers Synergy and is also a 25% shareholder of Agriventure Pte Ltd., which is a 49% shareholder of Growers Synergy. The issuance of the Restricted Stock was conducted in reliance upon Regulation D of the Securities Act to investors who are “accredited investors,” as such term is defined in Rule 501(a) under the Securities Act and Regulation S of the Securities Act, in offshore transactions (as defined in Rule 902 under Regulation S of the Securities Act).

Accounts Payable Conversion

On February 26, 2014, the Company agreed to convert an aggregate of approximately $893,579.93 of advances for working capital received from George Blankenbaker, the Company’s President and director, and entities affiliated with Mr. Blankenbaker, into an aggregate of 16,744,682 shares of common stock at a deemed fair market value of $0.053365 per share. The issuance was conducted in reliance upon Regulation D of the Securities Act to investors who are “accredited investors,” as such term is defined in Rule 501(a) under the Securities Act.

Conversion of Convertible Notes

During the period from April1, 2014 to July 11, 2014, convertible note holders converted a total of $583,127, at conversion price range from $0.0390 to 0.0879 per share into 12,151,771 shares of the Company’s common stock. The issuances pursuant to the conversion were conducted in reliance upon Regulation D of the Securities Act to investors who are “accredited investors,” as such term is defined in Rule 501(a) under the Securities Act.

Warrant Exercises

During the period from April1, 2014 to July 11, 2014, investors exercised warrants to purchase a total of 10,151,294 shares of the Company’s common stock with an exercise price range from $0.0402 to 0.053365 per share for $529,490 in cash. The issuances pursuant to the exercises were conducted in reliance upon Regulation D of the Securities Act to investors who are “accredited investors,” as such term is defined in Rule 501(a) under the Securities Act.

Securities Purchase Agreement

Subsequent to the fiscal year ended March 31, 2014, on April 8, 2014, the Company entered into a Securities Purchase Agreement (the "SPA") with an investor to raise $225,000 in a private placement financing. Pursuant to the SPA, the Company issued to the investor: (i) an aggregate of 1,500,000 shares of the Company's common stock at $0.15 per share and (ii) warrants to purchase 4,000,000 shares of the Company's common stock at an exercise price of $0.45 expiring five (5) years from the date of issuance for a gross proceeds of $225,000. The private placement was conducted in reliance upon Regulation D of the Securities Act to investors who are “accredited investors,” as such term is defined in Rule 501(a) under the Securities Act.

ITEM 6 — SELECTED FINANCIAL DATA

Not applicable.

ITEM 7 — MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. Forward looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward-looking statements are based upon estimates, forecasts, and assumptions that are inherently

subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by us, or on our behalf. We disclaim any obligation to update forward-looking statements.

Overview

We were incorporated on May 21, 2007 in the State of Nevada under the name Interpro Management Corp. On March 4, 2011, we changed our name to Stevia Corp. and effectuated a 35 for 1 forward stock split of all of our issued and outstanding shares of common stock. Effective November 15, 2013, we filed a Certificate of Amendment to the Company's Articles of Incorporation to increase the total number of authorized shares of Common Stock from one hundred million (100,000,000) shares of Common Stock to two hundred fifty million (250,000,000) shares of Common Stock, each with a par value of $0.001.

We generated revenues during the 2013 fiscal year. We expect our primary sources of revenue will be (i) providing farm management services, which will provide protocols and other services to agriculture, aquaculture, and livestock operators, (ii) the sale of inputs such as fertilizer and feed additives to agriculture, aquaculture and livestock operators, (iii) the sale of crops and seafood produced under contract farming, (iv) the sale of products derived from the stevia plant and other agriculture crops, (v) providing extraction and refining technology services related to stevia and other medicinal herbs and (v) the sale of branded consumer products made from natural ingredients.

During 2012, we completed our first commercial trials of stevia production in Vietnam. In connection with such production we have entered into supply agreements for the off-take of the stevia we produce and entered into an agreement with Growers Synergy Pte Ltd to assist in the management of our Asia day-to-day operations. We have also developed commercial applications of stevia derived products and have developed and acquired certain proprietary technology relating to stevia development which we can integrate into our own stevia production and our farm management services. In connection with our intellectual property development efforts we have engaged TechNew Technology Limited ("TechNew), as our technology partner in Vietnam and on July 5, 2012 we entered into a Cooperative Agreement (the "Cooperative Agreement") through our subsidiary Stevia Asia Limited ("Stevia Asia"), with Technew and Zhang Ji, a Chinese citizen (together with Technew, the "Partners") pursuant to which Stevia Asia and Partners have agreed to engage in a joint venture to develop certain intellectual property related to stevia development, such joint venture to be owned 70% by Stevia Asia and 30% by Technew (the "Joint Venture"). Pursuant to the Cooperative Agreement Stevia Asia agreed to contribute $200,000 per month, up to a total of $2,000,000 in financing, subject to the performance of the Joint Venture and Stevia Asia's financial capabilities.

We have also continued to establish research and production relationships with local institutions and companies in Vietnam. In April, 2012 we announced plans to begin field trials in Indonesia.

On March 19, 2012, we formed a wholly-owned subsidiary, Stevia Asia Limited, a company incorporated under the companies ordinance of Hong Kong ("Stevia Asia") that will allow the Company to expand its China operations. Hero Tact Limited, a wholly-owned subsidiary of Stevia Asia, was incorporated under the companies ordinance of Hong Kong and renamed Stevia Technew Limited on April 28, 2012.

On October 1, 2013, we formed SC Brands Pte. Ltd., a Singapore corporation and a subsidiary in which we own a 70% equity interest, SC Brands will allow us to develop branded consumer products.

On February 24, 2014, we formed Real Hemp LLC, a wholly owned Indiana limited liability company that will focus on developing hemp products to be sold in the US. Real Hemp will work with our China partner to source hemp products from China and will focus on developing distribution channels in the US to serve commercial food and fiber buyers as well as develop online marketing channels such as Amazon.com to serve retail consumers.

Results of Operations

Our operations to-date have primarily consisted of securing purchase and supply contracts, office space and a research center, developing relationships with potential partners, and developing products derived from the stevia plant. We have earned nominal revenues since inception.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital.

The following discussion of the financial condition, results of operations, cash flows, and changes in our financial position should be read in conjunction with our audited consolidated financial statements and notes included herein. Such financial statements have been prepared in conformity with U.S. GAAP and are stated in United States dollars.

Financial Condition as of March 31, 2014

We reported total current assets of $2,908,132 at March 31, 2014 consisting of cash of $735,044, accounts receivable of $673,039, prepaid fertilizer of $1,498,008 and other current assets of $2,041. Total current liabilities reported of $1,356,233 included accounts payable of $540,144 and convertible notes payable of $455,761. We had a working capital surplus of $1,551,899 at March 31, 2014.

Stockholders' Equity/Deficiency went from equity of $250,607 at March 31, 2013 to a deficiency of $806,272 at March 31, 2014. This change is due primarily to an increase in additional paid in capital from $4,760,624 as of March 31, 2013 to $11,383,415 as of March 31, 2014.

Cash and Cash Equivalents

As of March 31, 2014, we had cash of $735,044. We anticipate that a substantial amount of cash will be used as working capital and to execute our strategy and business plan. As such, we further anticipate that we will have to raise additional capital through debt or equity financings to fund our operations during the next 6 to 12 months.

Results of Operations for the Fiscal Year Ended March 31, 2014

For the fiscal year ended March 31, 2014, we incurred a net loss of $9,238,526.

Revenues

Our revenues during the fiscal year ended March 31, 2014 totaled $6,373,199, compared to $2,168,093 in the fiscal year ended March 31, 2013. The increase in revenue was the result of increased sales of farm produce.

Cost of Revenues

Cost of revenues during the fiscal year ended March 31, 2014 totaled $5,682,016, compared to $2,617,381 during the fiscal year ended March 31, 2013. The largest component of our cost of revenues is farm produce, which was $5,118,943.

Gross Margin

Gross margin for the fiscal year ended March 31, 2014 was $691,183, compared to a negative $449,288 for the fiscal year ended March 31, 2013. The improved gross margin was attributable to a decrease in cost of farm produce as a percentage of revenues.

General and Administrative Expenses, Salary and Compensation and Directors' and Professional Fees

General and administration expenses for the fiscal year ended March 31, 2014, amounted to $490,361 compared to $412,409 in the fiscal year ended March 31, 2013. Salary and compensation expenses amounted to $813,460, directors' fees amounted to $218,750 and professional fees amounted to $1,132,151 in the fiscal year ended March 31, 2014.

Results of Operations for the Fiscal Year Ended March 31, 2013

For the fiscal year ended March 31, 2013, we incurred a net loss of $2,035,864.

General and administration expenses for the fiscal year ended March 31, 2013, amounted to $412,409 compared to $113,742 in the fiscal year ended March 31, 2012. Salary and compensation expenses amounted to $190,549, directors' fees amounted to $375,000 and professional fees amounted to $454,958 in the fiscal year ended March 31, 2013.

Liquidity and Capital Resources

As at March 31, 2014 we have $735,044 in cash and $1,356,233 in current liabilities. As at March 31, 2014, our total assets were $4,389,686 and our total liabilities were $6,747,857. We had a working capital surplus of $1,551,899 at March 31, 2014.

On August 1, 2012, we entered into a Securities Purchase Agreement with certain accredited investors (the "Financing Stockholders") to raise $500,000 in a private placement financing (the "Offering"). On August 6, 2012, after the satisfaction of certain closing conditions, the Offering closed and the Company issued to the Financing Stockholders: (i) an aggregate of 1,066,667 shares of the Company's common stock at a price per share of $0.46875 and (ii) warrants to purchase an equal number of shares of the Company's common stock at an exercise price of $0.6405 with a term of five (5) years, for gross proceeds of $500,000. Garden State Securities, Inc. ("GSS") served as the placement agent for such equity financing. Per the engagement agreement signed between GSS and the Company on June 18, 2012, in consideration for services rendered as the placement agent, the Company agreed to: (i) pay GSS cash commissions equal to $40,000, or 8.0% of the gross proceeds received in the equity financing, and (ii) issue to GSS or its designee, a warrant to purchase up to 85,333 shares of the Company's common stock representing 8% of the Shares sold in the Offering) with an exercise price of $0.6405 per share and a term of five (5) years. Pursuant to the anti-dilution adjustment provision included in the Offering, the total share amount under the Cranshire Warrant has been increased to 2,036,381 and the exercise price has been reduced to $0.0671 as a result of certain other offerings of the Company. We may receive gross proceeds of up to $136,640.40 upon the cash exercise of the Cranshire Warrants. Any such proceeds we receive will be used for working capital and general corporate matters.

On February 26, 2013, the Company issued a convertible note in the principal amount of $100,000, convertible at $0.25 per share, with interest at 12% per annum due on September 30, 2013. The convertible note is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum.

On May 3, 2013, in consideration for the immediate cash exercise of outstanding warrants to purchase 853,333 shares of common stock of the Company at a price per share of $0.20, the Company issued the Anson Warrants. The warrant to purchase 1,877,333 shares of common stock is subject to a right of repurchase by the Company upon the satisfaction of certain conditions, at a price of $0.001 per warrant share. The warrant to purchase 2,346,666 shares is only exercisable upon the investor's exercise in full of the warrant to purchase 1,877,333 shares. We will not receive any proceeds from the sale of those shares of common stock. We may, however, receive gross proceeds of up to $1,228,799.60 upon the cash exercise of the Anson Warrants. Any such proceeds we receive will be used for working capital and general corporate matters.

On July 16, 2013, the Company entered into a $400,000 Promissory Note (the "June 2013 Note") with an accredited investor (the "Investor") whereby the Investor agreed to loan to the Company up to $400,000 pursuant to the terms of the June 2013 Note. The June 2013 Note provides for the first $100,000 to be advanced upon closing and additional amounts will be advanced at the Investor's sole discretion. Each advance is subject to a 10% original issue discount, such that the total amount which may actually be received by the Company pursuant to the June 2013 Note is only

$360,000. The maturity date for each advance

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made under the June 2013 Note is one year from the date of such advance. If the Company repays the June 2013 Note on or before 90 days from the effective date, the interest rate shall be 0%, otherwise a one-time interest charge of l2% shall be applied to the principal sum. The June 2013 Notes are convertible into common stock of the Company on a cashless basis at any time, at a conversion price equal to the lesser of $0.26 or 65% of the lowest trade price in the 25 trading days prior to the conversion. If the conversion shares are not deliverable by DWAC an additional 10% discount will apply, and if the shares are ineligible for deposit into the DTC system and only eligible for Xclearing deposit an additional 5% discount will apply. So long as the June 2013 Note is outstanding, upon any issuance by the Company or any of its subsidiaries of any security with any term more favorable to the holder of such security or with a term in favor of the holder of such security that was not similarly provided to the Investor in the June 2013 Note, then the Company shall notify the Investor of such additional or more favorable term and such term, at the Investor's option, shall become a part of the transaction documents with the Company.

On August 22, 2013, we issued a convertible promissory note to Asher Enterprises, Inc. in the principal amount of $153,500 (the “Asher Note”), pursuant to the terms of a Securities Purchase Agreement. The Note matures on May 26, 2014, incurs interest at the rate of 8% per annum, and is convertible into shares of our common stock at a 35% discount to the average of the lowest three trading prices for our common stock during the 30 day trading period prior to the conversion date.

On March 7, 2012, the Company issued a convertible note in the principal amount of $200,000 with interest at 10% per annum due one (1) year from the date of issuance with the conversion price to be the same as the next private placement price on a per share basis, provided that the Company completes a private placement with gross proceeds of at least $100,000. On March 15, 2013, the above note was cancelled and reissued with a new convertible note consisting of the prior principal amount and the entire accrued unpaid interest for the total amount of $220,438 with interest at 12% per annum convertible at $0.25 per share due on September 30, 2013. The note is currently past due with no penalty and the Company continues to accrue the interest at 10% per annum.

On September 26, 2013, we issued a convertible note in the principal amount of $27,778 with a 10% original issuance discount and a one-time interest charge of 12%. The note is due one (1) year from the date of issuance with the conversion price at 65% of the lowest trade price for the 25 trade day period before the conversion date.

On October 15, 2013, we issued a Convertible Debenture in the principal amount of $58,000 (the “Debenture”), to Black Mountain Equities, Inc. (“Black Mountain”). On March 31, 2014, the Debenture was converted in full into 1,119,299 shares of common stock. The Debenture provides that on the next registration statement the Company files, the Company will include the shares issuable upon conversion of the Debenture. Black Mountain also received a warrant to purchase 1,000,000 shares of our common stock with an exercise price of $0.25 per share, subject to adjustment, and a term of five years.

On November 21, 2013, we issued a convertible note in the principal amount of $53,000, convertible at 65% of the three lowest bids for 30 trading days before the conversion date with interest at 8% per annum, due on August 25, 2014.

On December 9, 2013, we issued a convertible note in the principal amount of $55,556 with a 10% original issuance discount and 12% one time interest. The note is due one (1) year from the date of issuance with the conversion price at 65% of the lowest trade price for the 25 trade day period before the conversion date.

On February 7, 2014, we issued a Convertible Debenture to an investor in the principal amount of $80,000. The Convertible Debenture matures on February 6, 2015, incurs interest at the rate of 8% per annum, and is convertible into shares of our common stock at a conversion price of $0.10 per share.

On February 20, 2014 we issued a convertible note in the principal amount of $55,556 with a 10% Original Issuance Discount ("OID") and 12% one time interest. The note is due February 20, 2015, one (1) year from the date of issuance, convertible at 65% of the lowest trade price for the 25 trade day period before the conversion date.

On March 3, 2014, the Company entered into a securities purchase agreement (the "Purchase Agreement") with Nomis Bay Ltd., a Bermuda company ("Nomis Bay"). The Purchase Agreement provides that, upon the terms and subject to the conditions set forth therein, (i) Nomis Bay shall purchase from the Company on the Closing Date a senior convertible note with an initial principal amount of $500,000 (the "Initial Convertible Note") for a purchase price of $340,000 (a 32% original issue discount) and (ii) the Company shall have the right to require Nomis Bay to purchase from the Company on or prior to the 10th trading day after the effective date of the registration statement registering the shares issuable upon conversion of the Initial Convertible Note an additional senior convertible note with an initial principal amount of $600,000 (the "Additional Convertible Note" and, together with the Initial Convertible Note, the "Convertible Notes") for a purchase price of $600,000. On May 16, 2014, the Company issued the Additional Convertible Note to Nomis Bay pursuant to the Purchase Agreement. The Initial Convertible Note matures on December 27, 2014 (subject to extension as provided in the Initial Convertible Note) and, in addition to the 32% original issue discount, accrues interest at the rate of 8% per annum. The Additional Convertible Note matures on March 16, 2015 (subject to extension as provided in the Initial Convertible Note) and accrues interest at the rate of 8% per annum. The Initial Convertible Note is convertible at any time, in whole or in

part, at Nomis Bay's option into shares of the Company's common stock, par value $0.001 per share (the "Common Stock"), at a conversion price equal to the lesser of (i) the product of (x) the arithmetic average of the lowest three (3) volume weighted average prices of the Common Stock during the 10 consecutive trading days ending and including the trading day immediately preceding the applicable conversion date and (y) 40% (the "Variable Conversion Price"), and (ii) $0.30 (as adjusted for stock splits, stock dividends, stock combinations or other similar transactions). The Additional Convertible Note is convertible at any time, in whole or in part, at Nomis Bay's option into shares of Common Stock at a conversion price that will be equal to the lesser of (i) the Variable Conversion Price and (ii) $0.30 (as adjusted for stock splits, stock dividends, stock combinations or other similar transactions). At no time will Nomis Bay be entitled to convert any portion of the Convertible Notes to the extent that after such conversion, Nomis Bay (together with its affiliates) would beneficially own more than 4.99% of the outstanding shares of Common Stock as of such date. The Company has the right at any time to redeem all, but not less than all, of the total outstanding amount then remaining under the Initial Convertible Note and/or the Additional Convertible Note in cash at a price equal to 140% of the total amount of such Convertible Note then outstanding.

Subsequent to the fiscal year ended March 31, 2014, on April 8, 2014, the Company entered into a Securities Purchase Agreement (the "SPA") with an investor to raise $225,000 in a private placement financing. Pursuant to the SPA, the Company issued to the investor: (i) an aggregate of 1,500,000 shares of the Company's common stock at $0.15 per share and (ii) warrants to purchase 4,000,000 shares of the Company's common stock at an exercise price of $0.45 expiring five (5) years from the date of issuance for a gross proceeds of $225,000.

During the year ended March 31, 2014, we funded our operations from the proceeds of private sales of equity and convertible notes, proceeds from the exercise of warrants, and operating revenues. During the year ended March 31, 2014, we generated revenues of $6,373,199, we received an aggregate of $901,500 from the issuance of convertible promissory notes, and we received an aggregate of $454,174 upon the exercise of warrants to purchase our common stock. Subsequent to the fiscal year ended March 31, 2014, as of July 11, 2014, investors had exercised warrants to purchase a total of 10,151,294 shares of the Company's common stock with an exercise price range from $0.0402 to 0.053365 per share for $529,490 in cash.

During the fiscal year ended March 31, 2014, an aggregate of $855,944 of outstanding indebtedness was converted into shares of our common stock. As of March 31, 2014, convertible promissory notes in the aggregate principal amount of $848,994 remained outstanding. Subsequent to the fiscal year ended March 31, 2014, as of July 11, 2014, convertible note holders converted a total of $583,127, at conversion price range from $0.0390 to 0.0879 per share to 12,151,771 shares of the Company's common stock.

We do not expect that our revenues from operations will be wholly sufficient to fund our operating plan, so we are currently seeking further financing and we believe that, along with our revenues, will provide sufficient working capital to fund our operations for at least the next six months. Changes in our operating plans, increased expenses, acquisitions, or other events, may cause us to seek additional equity or debt financing in the future.

Our current cash requirements are significant due to the planned development and expansion of our business. The successful implementation of our business plan is dependent upon our ability to develop valuable intellectual property relating to stevia through our research programs, as well as our ability to develop and manage our own crop and aquaculture production operations. These planned research and agricultural development activities require significant cash expenditures. We do not expect to generate the necessary cash from our operations during the next 6 to 12 months to expand our business as desired. As such, in order to fund our operations during the next 6 to 12 months, we anticipate that we will have to raise additional capital through debt and/or equity financings, which may result in substantial dilution to our existing stockholders. There are no assurances that we will be able to raise the required working capital on terms favorable, or that such working capital will be available on any terms when needed. In addition, the terms of the Securities Purchase Agreement contain certain restrictions on our ability to engage in

financing transactions. Specifically, for a period of two years after the effective date of the Securities Purchase Agreement, the Securities Purchase Agreement contains restrictions on certain types of financing transactions. The Securities Purchase Agreement contains carveouts to such financing restrictions for certain exempted transactions including (i) issuances pursuant to a stock option plan, (ii) securities issued upon the conversion of outstanding securities, (iii) securities issued pursuant to acquisitions or other strategic transactions, (iv) up to $500,000 in stock and warrants on the same terms as set forth in the Securities Purchase Agreement, and (v) up to $3,000,000 of the Company's securities.

Contractual Obligations and Off-Balance Sheet Arrangements

As of March 31, 2014, the end of our latest fiscal year, we did not have any long-term debt or purchase obligations.

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as stockholder's equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

Critical Accounting Estimates

The Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were:

(i) Assumption as a going concern: Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.
(ii) Allowance for doubtful accounts: Management's estimate of the allowance for doubtful accounts is based on historical sales, historical loss levels, and an analysis of the collectability of individual accounts; and general economic conditions that may affect a client's ability to pay. The Company evaluated the key factors and assumptions used to develop the allowance in determining that it is reasonable in relation to the financial statements taken as a whole.
(iii) Fair value of long-lived assets: Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of

the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

(iv) Valuation allowance for deferred tax assets: Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry–forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.

(v) Estimates and assumptions used in valuation of equity instruments: Management estimates expected term of share options and similar instruments, expected volatility of the Company's common shares and the method used to estimate it, expected annual rate of quarterly dividends, and risk free rate(s) to value share options and similar instruments.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Principles of Consolidation

The Company applies the guidance of Topic 810 "Consolidation" of the FASB Accounting Standards Codification to determine whether and how to consolidate another entity. Pursuant to ASC Paragraph 810-10-15-10 all majority-owned subsidiaries—all entities in which a parent has a controlling financial interest—shall be consolidated except (1) when control does not rest with the parent, the majority owner; (2) if the parent is a broker-dealer within the scope of Topic 940 and control is likely to be temporary; (3) consolidation by an investment company within the scope of Topic 946 of a non-investment-company investee. Pursuant to ASC Paragraph 810-10-15-8 the usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than 50 percent of the outstanding voting shares of another entity is a condition pointing toward consolidation. The power to control may also exist with a lesser percentage of ownership, for example, by contract, lease, agreement with other stockholders, or by court decree. The Company consolidates all less-than-majority-owned subsidiaries, if any, in which the parent's power to control exists.

The Company's consolidated subsidiaries and/or entities are as follows:

Name of consolidated subsidiary or entity	State or other jurisdiction of incorporation or organization	Date of incorporation or formation (date of acquisition, if applicable)	Attributable interest
Stevia Ventures International Ltd.	The Territory of the British Virgin Islands	April 11, 2011	100%
Stevia Asia Limited	Hong Kong SAR	March 19, 2012	100%
Stevia Technew Limited	Hong Kong SAR	April 28, 2012	70%
SC Brands Pte Ltd	Singapore	October 1, 2013	
Real Hemp, LLC	State of Indiana	February 24, 2014	

The consolidated financial statements include all accounts of the Company and the consolidated subsidiaries and/or entities as of reporting period ending date(s) and for the reporting period(s) then ended.

All inter-company balances and transactions have been eliminated.

Fair Value of Financial Instruments

The Company follows paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments and paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, prepayments and other current assets, accounts payable, accrued expenses, and accrued interest, approximate their fair values because of the short maturity of these instruments.

The Company's convertible notes payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2014 and 2013.

The Company's Level 3 financial liabilities consist of the derivative warrants for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation and the derivative liability on the conversion feature of the convertible notes payable. The Company valued the automatic conditional conversion, re-pricing/down-round, change of control; default and follow-on offering provisions using a lattice model, with the assistance of a third party valuation specialist, for which management understands the methodologies. These models incorporate transaction details such as Company stock price, contractual terms, maturity, risk free rates, as well as assumptions about future financings, volatility, and holder behavior as of the date of issuance and each balance sheet date.

Fair Value of Financial Assets and Liabilities Measured on a Recurring Basis

Level 3 Financial Liabilities – Derivative Warrant Liabilities and Derivative Liability on Conversion Feature

The Company uses Level 3 of the fair value hierarchy to measure the fair value of the derivative liabilities and revalues its derivative warrant liability and derivative liability on the conversion feature at every reporting period and recognizes gains or losses in the consolidated statements of operations that are attributable to the change in the fair value of the derivative liabilities.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount, net of an allowance for doubtful accounts. The Company follows paragraph 310-10-50-9 of the FASB Accounting Standards Codification to estimate the allowance for doubtful accounts. The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer’s current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and economic conditions.

Pursuant to paragraph 310-10-50-2 of the FASB Accounting Standards Codification account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company has adopted paragraph 310-10-50-6 of the FASB Accounting Standards Codification and determine when receivables are past due or delinquent based on how recently payments have been received.

Outstanding account balances are reviewed individually for collectability. The allowance for doubtful accounts is the Company’s best estimate of the amount of probable credit losses in the Company’s existing accounts receivable. Bad debt expense is included in general and administrative expenses, if any.

There was no allowance for doubtful accounts as March 31, 2014 or 2013.

The Company does not have any off-balance-sheet credit exposure to its customers.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company’s long-lived assets, which include property and equipment, acquired technology, and website development costs are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset’s expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company’s overall strategy with respect to the manner or use of the acquired assets or changes in the Company’s overall business strategy;

(iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The key assumptions used in management's estimates of projected cash flow deal largely with forecasts of sales levels and gross margins. These forecasts are typically based on historical trends and take into account recent developments as well as management's plans and intentions. Other factors, such as increased competition or a decrease in the desirability of the Company's products or services, could lead to lower projected sales levels, which would adversely impact cash flows. A significant change in cash flows in the future could result in an impairment of long lived assets.

The impairment charges, if any, is included in operating expenses in the accompanying consolidated statements of operations.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of furniture and fixture is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life of five (5) years. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Intangible Assets Other Than Goodwill

The Company has adopted paragraph 350-30-25-3 of the FASB Accounting Standards Codification for intangible assets other than goodwill. Under the requirements, the Company amortizes the acquisition costs of intangible assets other than goodwill on a straight-line basis over the estimated useful lives of the respective assets as follows:

	Estimated Useful Life (Years)
Acquired technology	15
Website development costs	5

Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for

which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Extinguishment Accounting

On July 25, 2013, the Supreme Court of the State of New York, County of New York (the "Court"), entered an order (the "Order") approving the settlement (the "Settlement Agreement") between the Company and Hanover Holdings I, LLC, a New York limited liability company ("Hanover"), Hanover commenced the action against the Company on July 12, 2013 to recover $1,042,000 of past-due accounts payable of the Company, plus fees and costs (the "Claim"). The Settlement Agreement became effective and binding upon the Company and Hanover upon execution of the Order by the Court on July 25, 2013.

The Settlement Agreement provides that the Initial Settlement Shares will be subject to adjustment on the trading day immediately following the Calculation Period to reflect the intention of the parties that the total number of shares of Common Stock to be issued to Hanover pursuant to the Settlement Agreement be based upon a specified discount to the trading volume weighted average price (the "VWAP") of the Common Stock for a specified period of time subsequent to the Court's entry of the Order.

The Company considered the settlement of debt with common shares as an extinguishment of debt and applied extinguishment accounting accordingly. The Company compared the trade accounts payable and related settlement costs with the fair value of common shares issued. Because the fair value of common shares issued was $561,077 greater than trade accounts payable and related settlement costs, the Company applied extinguishment accounting, resulting in a loss on extinguishment of debt of $561,077, for the reporting period ended March 31, 2014.

Derivative Instruments and Hedging Activities

The Company accounts for derivative instruments and hedging activities in accordance with paragraph 815-10-05-4 of the FASB Accounting Standards Codification ("Paragraph 815-10-05-4"). Paragraph 815-10-05-4 requires companies to recognize all derivative instruments as either assets or liabilities in the balance sheet at fair value. The accounting for changes in the fair value of a derivative instrument depends upon: (i) whether the derivative has been designated and qualifies as part of a hedging relationship, and (ii) the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument based upon the exposure being hedged as either a fair value hedge, cash flow hedge or hedge of a net investment in a foreign operation.

Derivative Liability

The Company evaluates its convertible debt, options, warrants or other contracts, if any, to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 815-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations and comprehensive income (loss) as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then that the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company adopted Section 815-40-15 of the FASB Accounting Standards Codification ("Section 815-40-15") to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions. The adoption of Section 815-40-15 has affected the accounting for (i) certain freestanding warrants that contain exercise price adjustment features and (ii) convertible bonds issued by foreign subsidiaries with a strike price denominated in a foreign currency.

The Company marks to market the fair value of the embedded derivative warrants at each balance sheet date and records the change in the fair value of the embedded derivative warrants as other income or expense in the consolidated statements of operations and comprehensive income (loss).

The Company utilizes the Lattice model that values the liability of the derivative warrants based on a probability weighted discounted cash flow model with the assistance of the third party valuation firm. The reason the Company picks the Lattice model is that in many cases there may be multiple embedded features or the features of the bifurcated derivatives may be so complex that a Black-Scholes valuation does not consider all of the terms of the instrument. Therefore, the fair value may not be appropriately captured by simple models. In other words, simple

models such as Black-Scholes may not be appropriate in many situations given complex features and terms of conversion option (e.g., combined embedded derivatives). The Lattice model is based on future projections of the various potential outcomes. The features that were analyzed and incorporated into the model included the exercise and full reset features. Based on these

features, there are two primary events that can occur; the Holder exercises the Warrants or the Warrants are held to expiration. The Lattice model analyzed the underlying economic factors that influenced which of these events would occur, when they were likely to occur, and the specific terms that would be in effect at the time (i.e. stock price, exercise price, volatility, etc.). Projections were then made on the underlying factors which led to potential scenarios. Probabilities were assigned to each scenario based on management projections. This led to a cash flow projection and a probability associated with that cash flow. A discounted weighted average cash flow over the various scenarios was completed to determine the value of the derivative warrants.

Beneficial Conversion Feature

When the Company issues an debt or equity security that is convertible into common stock at a discount from the fair value of the common stock at the date the debt or equity security counterparty is legally committed to purchase such a security (Commitment Date), a beneficial conversion charge is measured and recorded on the Commitment Date for the difference between the fair value of the Company's common stock and the effective conversion price of the debt or equity security. If the intrinsic value of the beneficial conversion feature is greater than the proceeds allocated to the debt or equity security, the amount of the discount assigned to the beneficial conversion feature is limited to the amount of the proceeds allocated to the debt or equity security.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company’s business, financial position, and results of operations or cash flows.

Non-controlling Interest

The Company follows paragraph 810-10-65-1 of the FASB Accounting Standards Codification to report the non-controlling interests in its majority owned subsidiaries in the consolidated statements of balance sheets within the equity section, separately from the Company’s stockholders’ equity. Non-controlling interests represents the non-controlling interest holder’s proportionate share of the equity of the Company’s majority-owned subsidiaries. Non-controlling interest is adjusted for the non-controlling interest holder’s proportionate share of the earnings or losses and other comprehensive income (loss) and the non-controlling interest continues to be attributed its share of

losses even if that attribution results in a deficit non-controlling interest balance.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

Shipping and Handling Costs

The Company accounts for shipping and handling fees in accordance with paragraph 605-45-45-19 of the FASB Accounting Standards Codification. While amounts charged to customers for shipping products are included in revenues, the related costs are classified in cost of goods sold as incurred.

Research and Development

The Company follows paragraph 730-10-25-1 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 2 "Accounting for Research and Development Costs") and paragraph 730-20-25-11 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 68 "Research and Development Arrangements") for research and development costs. Research and development costs are charged to expense as incurred. Research and development costs consist primarily of remuneration for research and development staff, depreciation and maintenance expenses of research and development equipment, material and testing costs for research and development as well as research and development arrangements with unrelated third party research and development institutions.

Non-refundable Advance Payments for Goods or Services to be Used in Future Research and Development Activities

The research and development arrangements usually involve specific research and development projects. Often times, the Company makes non-refundable advances upon signing of these arrangements. The Company adopted paragraph 730-20-25-13 and 730-20-35-1 of the FASB Accounting Standards Codification (formerly Emerging Issues Task Force Issue No. 07-3 "Accounting for Nonrefundable Advance Payments for Goods or Services to be Used in Future Research and Development Activities") for those non-refundable advances. Non-refundable advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the related services are performed. The management continues to evaluate whether the Company expect the goods to be delivered or services to be rendered. If the management does not expect the goods to be delivered or services to be rendered, the capitalized advance payment are charged to expense.

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of section 718-10-30 of the FASB Accounting Standards Codification. Pursuant to paragraph 718-10-30-6 of the FASB Accounting Standards Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

The fair value of non-derivative option award is estimated on the date of grant using a Black-Scholes option-pricing valuation model. The ranges of assumptions for inputs are as follows:

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Expected term of share options and similar instruments: The expected life of options and similar instruments represents the period of time the option and/or warrant are expected to be outstanding. Pursuant to Paragraph 718-10-50-2(f)(2)(i) of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and employees' expected exercise and post-vesting employment termination behavior into the fair value (or calculated value) of the instruments. Pursuant to paragraph 718-10-S99-1, it may be appropriate to use the simplified method, i.e., expected term = ((vesting term + original contractual term) / 2), if (i) A company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time its equity shares have been publicly traded; (ii) A company significantly changes the terms of its share option grants or the types of employees that receive share option grants such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term; or (iii) A company has or expects to have significant structural changes in its business such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term. The Company uses the simplified method to calculate expected term of share options and similar instruments as the company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

- Expected volatility of the entity's shares and the method used to estimate it. Pursuant to ASC Paragraph 718-10-50-2(f)(2)(ii) a thinly-traded or nonpublic entity that uses the calculated value method shall disclose the reasons why it is not practicable for the Company to estimate the expected volatility of its share price, the appropriate industry sector index that it has selected, the reasons for selecting that particular index, and how it has calculated historical volatility using that index. The Company uses the average historical volatility of the comparable companies over the expected contractual life of the share options or similar instruments as its expected volatility. If shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

- Expected annual rate of quarterly dividends. An entity that uses a method that employs different dividend rates during the contractual term shall disclose the range of expected dividends used and the weighted-average expected dividends. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.

- Risk-free rate(s). An entity that uses a method that employs different risk-free rates shall disclose the range of risk-free rates used. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the expected term of the share options and similar instruments.

The Company’s policy is to recognize compensation cost for awards with only service conditions and a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Equity Instruments Issued to Parties other than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Subtopic 505-50 of the FASB Accounting Standards Codification (“Subtopic 505-50”).

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If shares of the Company are thinly traded the use of share prices established in the Company’s most recent private placement memorandum ("PPM”), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

The fair value of non-derivative option or warrant award is estimated on the date of grant using a Black-Scholes option-pricing valuation model. The ranges of assumptions for inputs are as follows:

- Expected term of share options and similar instruments: Pursuant to Paragraph 718-10-50-2 of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and holder’s expected exercise behavior into the fair value (or calculated value) of the instruments. The Company uses historical data to estimate holder’s expected exercise behavior. If the Company is a newly formed corporation or shares of the Company are thinly traded the contractual term of the share options and similar instruments is used as the expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

- Expected volatility of the entity’s shares and the method used to estimate it. An entity that uses a method that employs different volatilities during the contractual term shall disclose the range of expected volatilities used and the weighted-average expected volatility. A thinly-traded or nonpublic entity that uses the calculated value method shall disclose the reasons why it is not practicable for the Company to estimate the expected volatility of its share price, the appropriate industry sector index that it has selected, the reasons for selecting that particular index, and how it has calculated historical volatility using that index. The Company uses the average historical volatility of the comparable companies over the expected contractual life of the share options or similar instruments as its expected volatility. If shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

- Expected annual rate of quarterly dividends. An entity that uses a method that employs different dividend rates during the contractual term shall disclose the range of expected dividends used and the weighted-average expected dividends. The expected dividend yield is based on the Company’s current dividend yield as the best estimate of projected dividend yield for periods within the expected contractual life of the option and similar instruments.

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Risk-free rate(s). An entity that uses a method that employs different risk-free rates shall disclose the range of risk-free rates used. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the contractual life of the option and similar instruments.

Pursuant to Paragraphs 505-50-25-8, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services. Section 505-50-30 provides guidance on the determination of the measurement date for transactions that are within the scope of this Subtopic.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a stock option that the counterparty has the right to exercise expires unexercised.

Pursuant to ASC paragraph 505-50-30-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

Recently Issued Accounting Pronouncements

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. The amendments in this Update change the requirements for reporting discontinued operations in Subtopic 205-20.

Under the new guidance, a discontinued operation is defined as a disposal of a component or group of components that is disposed of or is classified as held for sale and “represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results.” The ASU states that a strategic shift could include a disposal of (i) a major geographical area of operations, (ii) a major line of business, (iii) a major equity method investment, or (iv) other major parts of an entity. Although “major” is not defined, the standard provides examples of when a disposal qualifies as a discontinued operation.

The ASU also requires additional disclosures about discontinued operations that will provide more information about the assets, liabilities, income and expenses of discontinued operations. In addition, the ASU requires disclosure of the pre-tax profit or loss attributable to a disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation in the financial statements.

The ASU is effective for public business entities for annual periods beginning on or after December 15, 2014, and interim periods within those years.

In May 2014, the FASB issued the FASB Accounting Standards Update No. 2014-09 “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”)

This guidance amends the existing FASB Accounting Standards Codification, creating a new Topic 606, Revenue from Contracts with Customer. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

To achieve that core principle, an entity should apply the following steps:

1. Identify the contract(s) with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligations

The ASU also provides guidance on disclosures that should be provided to enable financial statement users to understand the nature, amount, timing, and uncertainty of revenue recognition and cash flows arising from contracts with customers. Qualitative and quantitative information is required about the following:

1. Contracts with customers – including revenue and impairments recognized, disaggregation of revenue, and information about contract balances and performance obligations (including the transaction price allocated to the remaining performance obligations)
2. Significant judgments and changes in judgments – determining the timing of satisfaction of performance obligations (over time or at a point in time), and determining the transaction price and amounts allocated to performance obligations
3. Assets recognized from the costs to obtain or fulfill a contract.

ASU 2014-09 is effective for periods beginning after December 15, 2016, including interim reporting periods within that reporting period for all public entities. Early application is not permitted.

In June 2014, the FASB issued ASU No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation.

The amendments in this Update remove the definition of a development stage entity from the Master Glossary of the Accounting Standards Codification, thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage.

The amendments also clarify that the guidance in Topic 275, Risks and Uncertainties, is applicable to entities that have not commenced planned principal operations.

Finally, the amendments remove paragraph 810-10-15-16. Paragraph 810-10-15-16 states that a development stage entity does not meet the condition in paragraph 810-10-15-14(a) to be a variable interest entity if (1) the entity can demonstrate that the equity invested in the legal entity is sufficient to permit it to finance the activities that it is currently engaged in and (2) the entity’s governing documents and contractual arrangements allow additional equity investments.

The amendments in this Update also eliminate an exception provided to development stage entities in Topic 810, Consolidation, for determining whether an entity is a variable interest entity on the basis of the amount of investment equity that is at risk. The amendments to eliminate that exception simplify U.S. GAAP by reducing avoidable complexity in existing accounting literature and improve the relevance of information provided to financial statement users by requiring the application of the same consolidation guidance by all reporting entities. The elimination of the exception may change the consolidation analysis, consolidation decision, and disclosure requirements for a reporting entity that has an interest in an entity in the development stage.

The amendments related to the elimination of inception-to-date information and the other remaining disclosure requirements of Topic 915 should be applied retrospectively except for the clarification to Topic 275, which shall be applied prospectively. For public business entities, those amendments are effective for annual reporting periods beginning after December 15, 2014, and interim periods therein.

Early application of each of the amendments is permitted for any annual reporting period or interim period for which the entity’s financial statements have not yet been issued (public business entities) or made available for issuance (other entities). Upon adoption, entities will no longer present or disclose any information required by Topic 915.

In June 2014, the FASB issued the FASB Accounting Standards Update No. 2014-12 “Compensation—Stock Compensation (Topic 718) : Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period” (“ASU 2014-12”).

The amendments clarify the proper method of accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The Update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered.

The amendments in this Update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Going Concern

As reflected in the consolidated financial statements, the Company had an accumulated deficit at March 31, 2014, a net loss and net cash used in operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to generate sufficient revenue; however, the Company's cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds.

The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

ITEM 7A — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8 — FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Reference is made to the financial statements, the reports of our independent registered public accounting firm, and the notes thereto of this report, which financial statements, reports, and notes are incorporated herein by reference.

ITEM 9 — CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A — CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design of our disclosure controls and procedures (as defined by Exchange Act Rules 13a-15(e) or 15d-15(e)) as of March 31, 2014 pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of March 31, 2014 in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's (the "SEC") rules and forms. This conclusion is based on findings that constituted material weaknesses. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Management concluded, as of March 31, 2014, that our internal control over financial reporting was not effective. Management realized there were deficiencies in the design or operation of the Company's internal control that adversely affected the Company's internal controls which management considers to be material weaknesses.

In performing the above-referenced assessment, our management identified the following material weaknesses:

i) We have not achieved the optimal level of segregation of duties relative to key financial reporting functions.

ii) We did not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is the management's view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over our financial statements.

We are currently reviewing our disclosure controls and procedures related to these material weaknesses and expect to implement changes in the near term, including identifying specific areas within our governance, accounting and financial reporting processes to add adequate resources and personnel to potentially mitigate these material weaknesses.

Our present management will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of the fiscal year ending March 31, 2014 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within any company have been detected.

ITEM 9B— OTHER INFORMATION

None.

PART III

ITEM 10— DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

The following table sets forth the names and ages of our current directors and executive officers, the principal offices and positions held by each person:

Person	Age	Position
George Blankenbaker	48	Director, President, Secretary and Treasurer
Dr. Pablo Erat	42	Director
Thomas Ong	42	Director

The information below with respect to our directors includes such director’s experience, qualifications, attributes, and skills that led us to the conclusion that they should serve as directors.

George Blankenbaker – President, Secretary, Treasurer and Director

Mr. Blankenbaker became our President, Secretary, Treasurer and Director in June 2011. Since November 2008, Mr. Blankenbaker has been leading the development of high Reb-A stevia farming in Vietnam. Mr. Blankenbaker was raised on a farm and became involved in large scale commercial agriculture in 2002 when he began working with the Agri-Food Veterinary Authority of Singapore (AVA) to provide strategically important food supplies to Singapore and has extensive experience managing agriculture projects in South East Asia. Mr. Blankenbaker received a Bachelors of Science in Business Finance from Indiana University in 1988, where he also studied Asian Political Science. Mr. Blankenbaker's recent activities and experience in Vietnam have laid the groundwork for the Company's current business strategy, and his in-depth knowledge of such matters are invaluable to our Board of Directors.

Dr. Pablo Erat - Director

Dr. Erat was elected to our board of directors on October 4, 2011. Since January 2009, Dr. Erat has served as CEO of Pal & Partners AG, a Swiss-based group domiciled in Zug with offices in Zurich and Mumbai and with a focus on the Indian agriculture industry. Prior to joining Pal & Partners AG, in 2008 Dr. Erat served as a consultant to corporations and start-up companies in various industries to assist in the development and implementation of innovative strategies. In April 2001, he co-founded Executive Insight, a strategy consulting firm and in January 2003, he co-founded DocsLogic, a company specialized on the development of knowledge applications, where he remained through 2007. Dr. Erat is also Assistant Professor at the ETH Zurich and regularly delivers speeches and workshops on strategic management principles for educational and business communities. Dr. Erat received a Doctorate from the University of St. Gallen in Switzerland in June 2003. Dr. Erat's extensive knowledge and experience working for and advising early stage companies as well as his experience in the agriculture industry will be extremely relevant to the Board of Directors.

Thomas Ong - Director

Since November 1, 2011, Mr. Ong has served as our Director of Operations, Asia and he was elected to our board of directors on December 4, 2013. Since November 6, 2009, Mr. Ong also serves as a Director of the Singapore registered farm management firm Growers Synergy Pte Ltd, an agriculture consultancy and farm management company producing and trading crops for the domestic and export markets. He is a member of the SPRING Start-up Enterprise Development Scheme (SPRING SEEDS) Investment Panel, a wholly owned subsidiary of SPRING Singapore, a statutory board under the Singapore Ministry of Trade and Industry, that provides equity-based co-financing options for Singapore-based early-stage companies. Prior to focusing on the food supply sector, Mr. Ong was a director of A.D. Venture Limited, a Singapore-registered fund investment and management company with operating arms in Hong Kong and the People's Republic of China (PRC). Previously, Mr. Ong served 5 years with the Ministry of the Environment and subsequently joined the National Environment Agency (NEA) and worked with the Economic Development Board (EDB), International Enterprise Singapore (IE Singapore), Workforce Development Agency (WDA) and related industry groups to promote high value environmental services to the domestic and international markets. Mr. Ong received his Bachelor of Business Administration from the National University of Singapore in 1995 and his Master of Science in Information Studies from Nanyang Technological University in 2000. Mr. Ong's familiarity with our operations specifically and Asian farm management generally will be of great value to our Board of Directors.

Involvement in Certain Legal Proceedings

No director, executive officer, significant employee or control person of the Company has been involved in any legal proceeding listed in Item 401(f) of Regulation S-K in the past 10 years.

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Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our bylaws. Our officers are appointed by our Board of Directors and hold office until removed by the Board, absent an employment agreement.

Committees of the Board

Our Board of Directors held no formal meetings during the fiscal year ended March 31, 2014. All proceedings of the Board of Directors were conducted by resolutions consented to in writing by the Board of Directors. Such resolutions consented to in writing by the director entitled to vote on that resolution at a meeting of the directors are, according to the Nevada Revised Statutes and the bylaws of the Company, as valid and effective as if they had been passed at a meeting of the directors duly called and held. We do not presently have a policy regarding director attendance at meetings.

We do not currently have standing audit, nominating or compensation committees, or committees performing similar functions. Due to the size of our board, our Board of Directors believes that it is not necessary to have standing audit, nominating or compensation committees at this time because the functions of such committees are adequately performed by our Board of Directors. We do not have an audit, nominating or compensation committee charter as we do not currently have such committees. We do not have a policy for electing members to the Board.

Audit Committee

Our Board of Directors has not established a separate audit committee within the meaning of Section 3(a)(58)(A) of the Exchange Act. Instead, the entire Board of Directors acts as the audit committee within the meaning of Section 3(a)(58)(B) of the Exchange Act and will continue to do so until such time as a separate audit committee has been established. Mr. Blankenbaker does not meet the definition of an “audit committee financial expert” within the meaning of Item 407(d)(5) of Regulation S-K.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of Forms 3, 4 and 5 delivered to us as filed with the Securities Exchange Commission, as of March 31, 2014, all of our executive officers and directors, and persons who own more than 10% of our Common Stock timely filed all required reports pursuant to Section 16(a) of the Securities Exchange Act.

Code of Ethics

On October 25, 2011, the Board of Directors of the Company adopted a Code of Ethics for the Company, establishing a wide range of ethical standards for all directors, officers and employees. A copy of the Code of Ethics will be provided, without charge, to any person who so requests. A copy of the Code of Ethics may be requested via the following address or phone number:

Stevia Corp.
7117 US 31 South
Indianapolis, IN 46227
(888) 250-2566

ITEM 11— EXECUTIVE COMPENSATION

Executive Compensation

The summary compensation table below shows certain compensation information for services rendered in all capacities to us by our principal executive officer and principal financial officer and by each other executive officer whose total annual salary and bonus exceeded $100,000 during the fiscal periods ended March 31, 2013 and March 31, 2014. Other than as set forth below, no executive officer's total annual compensation exceeded $100,000 during our last fiscal period.

Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($) (e)	Option Awards ($) (f)	Non Equity Incentive Plan Compensation ($) (g)	Non-qualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) (i)	Total ($) (j)
George Blankenbaker	2014	$ 0	$ 0	$ 213,460	$ 0	$ 0	$ 0	$ 0	$ 213.460
President, Secretary, Treasurer, Director (Principal Executive Officer and Principal Financial Officer)	2013	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0

On June 23, 2011, as a result of the Share Exchange Agreement, the sole stockholder of Stevia Ventures International Ltd. ("Stevia Ventures") received 12,000,000 shares of our common stock in exchange for 100% of the issued and outstanding common stock of Stevia Ventures. Mr. Blankenbaker, our President and director, was the sole stockholder and officer of Stevia Ventures. Accordingly, he was a recipient of 12,000,000 shares of our common stock issued in connection with the Share Exchange Transaction, 6,000,000 of which were to be held in escrow pending the achievement by the Company of certain business milestones (the "Escrow Shares"). On December 23, 2011, 3,000,000 of the 6,000,000 Escrow Shares were earned and released to Mr. Blankenbaker upon achievement of certain business objectives by the Company. Those shares were valued at $0.25 per share or $750,000 on the date of release and recorded as compensation. The remaining 3,000,000 Escrow Shares were earned and released from escrow on July 12, 2013 upon achievement of certain business objectives by the Company. Those shares were valued at $0.20 per share or $600,000 on the date of release and recorded as compensation.

On February 26, 2014, the Company issued 20,000,000 Restricted Shares to George Blankenbaker, the Company's President and director for services to be rendered. 4,000,000 of such shares vest at the time of issuance and the remainder vest over the following four years in equal annual installments. These shares were valued at $0.053365 per share or $1,067,300 at the date of grant, $213,460 of which were recorded as salary and compensation at the time of issuance and $853,840 of which are being amortized over the vesting period of four (4) years or $213,460 annually recorded as salary and compensation - officers.

Other than as set forth above, none of our executive officers received, nor do we have any arrangements to pay out, any bonus, stock awards, option awards, non-equity incentive plan compensation, or non-qualified deferred compensation.

Director Compensation

On October 14, 2011 we issued 1,500,000 shares to each of Rodney L. Cook and Pablo Erat, as newly appointed members of our Board of Directors, as compensation for future services. These shares shall vest with respect to 750,000 shares of restricted stock for each director on each of the first two anniversaries of the date of grant, subject to the director's continuous service to the Company. These shares were valued at $0.25 per share, or an aggregate of $750,000, on the date of grant and are being amortized over the vesting period of two (2) years or $93,750 per quarter.

On December 4, 2013 the Company issued 1,500,000 shares to Thomas Ong. As a newly appointed member of our Board of Directors, as compensation for future services. These shares shall vest with respect to 750,000 shares of restricted stock on each of the first two anniversaries of the date of grant, subject to the director's continuous service to the Company as a director. These shares were valued at $0.125 per share or $187,500 on the date of grant and are being amortized over the vesting period of two (2) years or $7,811 per month.

We recorded $375,000 in directors' fees for the fiscal year ended March 31, 2013 and $218,750 in directors' fees for the fiscal year ended March 31, 2014.

We have no standard arrangement to compensate directors for their services in their capacity as directors. Except as set forth above, directors are not paid for meetings attended. All travel and lodging expenses associated with corporate matters are reimbursed by us, if and when incurred.

Employment Agreements

None of our executive officers currently have employment agreements with us and the manner and amount of compensation for the above-referenced new officer and director has not yet been determined.

Potential Payments Upon Termination or Change-in-Control

We currently have no employment agreements with any of our executive officers, nor any compensatory plans or arrangements resulting from the resignation, retirement or any other termination of any of our executive officers, from a change-in-control, or from a change in any executive officer's responsibilities following a change-in-control. As a result, we have omitted this table.

Compensation Committee Interlocks and Insider Participation

No interlocking relationship exists between our Board of Directors and the Board of Directors or compensation committee of any other company, nor has any interlocking relationship existed in the past.

ITEM 12 — SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENTAND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information as of July 14, 2014 with respect to the beneficial ownership of our common stock for (i) each director and officer, (ii) all of our directors and officers as a group, and (iii) each person known to us to own beneficially 5% or more of the outstanding shares of our common stock. To our knowledge, except as indicated in any footnotes to this table or pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to the shares of common stock indicated.

Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership	Percentage of Class (2)	
George Blankenbaker President, Secretary, Treasurer, and Director 6451 Buck Creek Pkwy Indianapolis, IN 46227	52,244,682(3)	28.92	%
Thomas Ong Director 7117 US 31S Indianapolis, IN 46227	5,000,000(4)	2.77	%

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Pablo Erat Director Ludretikonerstrasse 53 880 Thalwil Switzerland	1,500,000	0.83	%
All Officers and Directors as a Group	55,244,982	30.58	%

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act. Pursuant to the rules of the SEC, shares of common stock which an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be beneficially owned and outstanding for the purpose of computing the percentage ownership of any other person shown in the table.
(2) Based on 180,632,403 shares of our common stock outstanding as of July 14, 2014.
(3) Mr. Blankenbaker is the beneficial owner of 52,244,982 shares of common stock. Mr. Blankenbaker owns 12,000,000 shares of common stock directly. 3,500,000 shares of common stock are owned by Growers Synergy Pte Ltd. ("Growers Synergy"). Mr. Blankenbaker is the managing director of Growers Synergy. Growers Fresh Pte Ltd ("Growers Fresh) owns a 51% interest in Growers Synergy and the Reporting Person controls a 49% interest in Growers Fresh. Mr. Blankenbaker may be deemed to be the indirect beneficial owner of the shares held by Growers Synergy under Rule 13d-3(a) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"). However, pursuant to Rule 13d-4 promulgated under the Exchange Act, Mr. Blankenbaker disclaims that he is a beneficial owner of such shares, except to the extent of his pecuniary interest herein. 36,744,682 shares of common stock are owned by Blankenbaker Ventures (Asia) Pte. Ltd. ("BV Asia"). Mr. Blankenbaker owns a 65% controlling interest in BV Asia.
(4) Mr. Ong is the beneficial owner of 5,000,000 shares of common stock. Mr. Ong owns 1,500,000 shares of common stock directly and 3,500,000 shares of common stock are owned by Growers Synergy. Mr. Ong, a director of the Company, is a director of Growers Synergy and is also a 25% shareholder of Agriventure Pte Ltd., which is a 49% shareholder of Growers Synergy. Mr. Ong may be deemed to be the indirect beneficial owner of the shares held by Growers Synergy under Rule 13d-3(a) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"). However, pursuant to Rule 13d-4 promulgated under the Exchange Act, Mr. Ong disclaims that he is a beneficial owner of such shares, except to the extent of his pecuniary interest herein.

Equity Compensation Plan Information

The company has no active equity compensation plans and there are currently no outstanding options from prior plans.

ITEM 13— CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR

Certain Relationships and Related Party Transactions

On June 23, 2011, as a result of the Share Exchange Agreement, the sole stockholder of Stevia Ventures International Ltd. ("Stevia Ventures") received 12,000,000 shares of our common stock in exchange for 100% of the issued and outstanding common stock of Stevia Ventures. Mr. Blankenbaker, our President and director, was the sole stockholder and officer of Stevia Ventures. Accordingly, he was a recipient of 12,000,000 shares of our common stock issued in

connection with the Share Exchange Transaction, 6,000,000 of which were to be held in escrow pending the achievement by the Company of certain business milestones (the "Escrow Shares"). On December 23, 2011, 3,000,000 of the 6,000,000 Escrow Shares were earned and released to Mr. Blankenbaker upon achievement of certain business objectives by the Company. Those shares were valued at $0.25 per share or $750,000 on the date of release and recorded as compensation. The remaining 3,000,000 Escrow Shares were earned and released from escrow on July 12, 2013 upon achievement of certain business objectives by the Company. Those shares were valued at $0.20 per share or $600,000 on the date of release and recorded as compensation.

On November 1, 2011, the Company entered into a Management and Off-Take Agreement (the "Management Agreement") with Growers Synergy Pte Ltd. ("Growers Synergy"), a Singapore corporation. Mr. Ong, a director of the Company, is a director of Growers Synergy and is also a 25% shareholder of Agriventure Pte Ltd., which is a 49% shareholder of Growers Synergy. Mr. Blankenbaker is the managing director of Growers Synergy. Growers Fresh Pte Ltd (“Growers Fresh) owns a 51% interest in Growers Synergy and Mr. Blankenbaker controls a 49% interest in Growers Fresh. Under the terms of the Management Agreement, the Company engaged Growers Synergy to supervise the Company's farm management operations, recommend quality farm management programs for stevia cultivation, assist in the hiring of employees and provide training to help the Company meet its commercialization targets, develop successful models to propagate future agribusiness services, and provide back-office and regional logistical support for the development of proprietary stevia farm systems in Vietnam, Indonesia and potentially other countries. Growers Synergy will provide services for a term of two (2) years from the date of signing, at $20,000 per month. The Management Agreement may be terminated by the Company upon 30 day notice. In connection with the Management Agreement, the parties agreed to enter into an off-take agreement whereby Growers Synergy agreed to purchase all of the non-stevia crops produced at the Company's Growers Synergy supervised farms. On July 5, 2012, the Company issued 500,000 shares of its common stock to Growers Synergy as consideration for services rendered by Growers Synergy to the Company. On February 26, 2014, the Company issued 3,000,000 shares of its common stock to Growers Synergy as consideration for services rendered by Growers Synergy to the Company. On October 31, 2013, the Company extended the Management Agreement with the same terms and conditions for a period of two (2) years expiring October 31, 2015 and provided further that the Management Agreement shall automatically be extended for subsequent period of one (1) year expiring October 31, 2016 unless earlier terminated in writing.

On February 26, 2014, we issued 20,000,000 shares to Blankenbaker Ventures (Asia) Pte. Ltd., on behalf of George Blankenbaker, our president, director and stockholder in exchange for services to be rendered by Mr. Blankenbaker. 4,000,000 of the shares were fully vested at the time of grant and the remainder vest in four equal installments on each anniversary of February 26, 2014. Mr. Blankenbaker owns a 65% controlling interest in BV Asia.

On February 26, 2014, we issued 16,744,682 shares of our common stock to Blankenbaker Ventures (Asia) Pte. Ltd., on behalf of George Blankenbaker, our president, director and stockholder, in exchange for the cancellation of approximately $893,579.93 of working capital advances received from Mr. Blankenbaker and his affiliated companies.

Review, Approval or Ratification of Transactions with Related Persons

Although we have adopted a Code of Ethics, we still rely on our Board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our Board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliation’s of such person’s immediate family. Transactions are presented to our Board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our Board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our Board approves or ratifies a transaction if it determines that the transaction is consistent with the best interests of the Company.

Director Independence

During the year ended March 31, 2014, we had two independent directors on our Board, Dr. Erat and Mr. Ong. Mr. Blankenbaker is not independent. We evaluate independence by the standards for director independence established by applicable laws, rules, and listing standards including, without limitation, the standards for independent directors established by The New York Stock Exchange, Inc., the NASDAQ National Market, and the SEC.

Subject to some exceptions, these standards generally provide that a director will not be independent if (a) the director is, or in the past three years has been, an employee of ours; (b) a member of the director's immediate family is, or in the past three years has been, an executive officer of ours; (c) the director or a member of the director's immediate family has received more than $120,000 per year in direct compensation from us other than for service as a director (or for a family member, as a non-executive employee); (d) the director or a member of the director's immediate family is, or in the past three years has been, employed in a professional capacity by our independent public accountants, or has worked for such firm in any capacity on our audit; (e) the director or a member of the director's immediate family is, or in the past three years has been, employed as an executive officer of a company where one of our executive officers serves on the compensation committee; or (f) the director or a member of the director's immediate family is an executive officer of a company that makes payments to, or receives payments from, us in an amount which, in any twelve-month period during the past three years, exceeds the greater of $1,000,000 or 2% of that other company's consolidated gross revenues.

ITEM 14— PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table shows the fees paid or accrued by us for the audit and other services provided by Li & Company for the fiscal periods shown

	March 31, 2014	March 31, 2013
Audit Fees	$ 35,500	$ 35,500
Audit — Related Fees	0	0
Tax Fees	0	0
All Other Fees	1,700	1,700
Total	$ 37,200	$ 37,200

Audit fees consist of fees billed for professional services rendered for the audit of our financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by the above auditors in connection with statutory and regulatory fillings or engagements.

In the absence of a formal audit committee, the full Board of Directors pre-approves all audit and non-audit services to be performed by the independent registered public accounting firm in accordance with the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended. The Board of Directors pre-approved 100% of the audit and audit-related services performed by the independent registered public accounting firm in the past fiscal year. The percentage of hours expended on the principal accountant's engagement to audit the Company's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was 0%.

PART IV

ITEM 15 — EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Financial Statement Schedules

(1) Financial Statements are listed in the Index to Financial Statements of this report.

(b) Exhibits

The exhibit list in the Index to Exhibits is incorporated herein by reference as the list of exhibits required as part of this Report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

STEVIA CORP.

Dated: July 15, 2014	/s/ George Blankenbaker By: George Blankenbaker Its: President (Principal Executive Officer)

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

Signature	Capacity	Date
/s/ George Blankenbaker George Blankenbaker	President and Director (Principal Financial Officer and Principal Accounting Officer)	July 15, 2014
/s/ Thomas Ong Thomas Ong	Director	July 15, 2014

Stevia Corp.

March 31, 2014 and 2013

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Stevia Corp.

We have audited the accompanying consolidated balance sheets of Stevia Corp. (the "Company") as of March 31, 2014 and 2013, and the related consolidated statements of operations, equity (deficit) and cash flows for the fiscal years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2014 and 2013, and the related consolidated statements of its operations and its cash flows for the fiscal years then ended in conformity with accounting principles generally accepted in the United States of America.

The consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business. As discussed in Note 3 to the consolidated financial statements, the Company had an accumulated deficit at March 31, 2014, a net loss and net cash used in operating activities for the fiscal year then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Li and Company, PC
Li and Company, PC

Skillman, New Jersey
July 14, 2014

Stevia Corp.
Consolidated Balance Sheets

	March 31, 2014	March 31, 2013
Assets		
Current assets:		
Cash	$735,044	$424,475
Accounts receivable	673,039	158,008
Prepaid fertilizer	1,498,008	-
Other current assets	2,041	33,096
Total current assets	2,908,132	615,579
Non-current assets:		
Property and equipment	24,400	7,925
Accumulated depreciation	(5,627)	(1,234)
Property and equipment, net	18,773	6,691
Acquired technology	1,635,300	1,635,300
Accumulatd amortization	(190,785)	(81,765)
Acquired technology, net	1,444,515	1,553,535
Website development costs	6,203	5,315
Accumulated amortization	(2,937)	(1,869)
Website development costs, net	3,266	3,446
Security deposit	15,000	15,000
Total assets	$4,389,686	$2,194,251
Liabilities and equity (deficit)		
Current liabilities:		
Accounts payable	$540,144	$948,073
Accounts payable - president and CEO	252,486	89,193
Accrued expenses	17,500	19,700
Accrued interest	89,490	21,627
Advances from president and significant stockholder	852	21,238
Convertible notes payable - net of discount	455,761	357,700
Current portion of derivative liability	-	-
Total current liabilities	1,356,233	1,457,531
Non-Current liabilities:		
Derivative note liabilities	1,027,434	-
Derivative warrant liabilities	4,364,190	486,113

Total non-current liabilities	5,391,624	486,113
Total liabilities	6,747,857	1,943,644
Equity (Deficit)		
Stevia Corp stockholders' equity (deficit):		
Preferred stock par value $0.001: 1,000,000 shares authorized;		
none issued or outstanding	-	-
Common stock par value $0.001: 250,000,000 shares authorized,		
149,109,271 and 63,555,635 shares issued and outstanding, respectively	149,108	63,556
Additional paid-in capital	11,383,415	4,760,624
Common stock to be issued	-	-
Accumulated deficit	(13,597,941)	(4,359,415)
Total Stevia Corp stockholders' equity (deficit)	(2,065,418)	464,765
Non-controlling interest in subsidiary		
Noncontrolling interest - retained earnings in consolidated subsidiaries	(292,753)	(214,158)
Non-controlling interest in subsidiary	(292,753)	(214,158)
Total Equity (Deficit)	(2,358,171)	250,607
Total Liabilities and Equity (Deficit)	$4,389,686	$2,194,251

See accompanying notes to the consolidated financial statements.

Stevia Corp.
Consolidated Statements of Operations

	For the Fiscal Year Ended March 31, 2014	For the Fiscal Year Ended March 31, 2013
Revenues	$ 6,373,199	$ 2,168,093
Cost of revenues		
Farm produce	5,118,943	1,789,034
Farm expenses	323,073	94,547
Farm field lease	-	21,250
Farm management services - related parties	240,000	712,550
Total cost of revenues	5,682,016	2,617,381
Gross margin	691,183	(449,288)
Operating expenses:		
Directors' fees	218,750	375,000
Professional fees	1,132,151	454,958
Research and development	288,357	177,169
Salary and compensation - officer	813,460	-
Salary and compensation - others	66,594	190,549
General and administrative expenses	490,361	412,409
Total operating expenses	3,009,673	1,610,085
Loss from operations	(2,318,490)	(2,059,373)
Other (income) expense:		
Change in fair value of derivative liability	5,290,703	74,308
Debt discount	773,305	32,050
Debt settlement loss	561,077	-
Excess of fair value of warrants over notes, net of OID	38,075	-
Financing cost	54,400	28,625
Foreign currency transaction gain (loss)	-	1,316
Interest expense	197,728	54,350
Other (income) expense	83,343	-
Other (income) expense, net	6,998,631	190,649
Loss before income tax provision and non-controlling interest	(9,317,121)	(2,250,022)
Income tax provision	-	-
Net loss		
Net loss before non-controlling interest	(9,317,121)	(2,250,022)
Net loss attributable to the non-controlling interest	(78,595)	(214,158)
Net loss attributable to Stevia Corp.	$ (9,238,526)	$ (2,035,864)

Net loss per common share				
- Basic and diluted:	$	(0.11)	$	(0.03)
Weighted average common shares outstanding				
- Basic and diluted		81,867,804		62,092,487

See accompanying notes to the consolidated financial statements.

Stevia Corp.
Consolidated Statement of Equity (Deficit)
For the Fiscal Year Ended March 31, 2014 and 2013

	Common Stock Par Value $0.001 Number of Shares	Amount	Additional Paid-in Capital	Common Stock to be Issued	Accumulated Deficit	Total STEV Stockholders' Equity (Deficit)	Non-controlling Interest	To Equ (Def
Balance, March 31, 2012	58,354,775	$58,355	$1,474,751	$-	$(2,323,551)	$(790,445)	$-	$(790
Restricted common shares issued for farm management services to a related party valued at $0.79 per share discounted at 69% on July 5, 2012	500,000	500	272,050			272,550		272,
Restricted common shares issued for technology rights valued at $0.79 per share discounted at 69% on July 5, 2012	3,000,000	3,000	1,632,300			1,635,300		1,63
Common shares issued for notes conversion at $0.832143 per share on July 6, 2012	600,858	601	499,399			500,000		500,
Common shares issued for conversion of accrued interest								

at $0.832143 per share on July 6, 2012	33,335	33	27,707	27,740	27,74
Common shares and warrants issued to two investors for cash at $0.46875 per unit on August 6, 2012	1,066,667	1,067	498,933	500,000	500,(
Warrants issued to investors in connection with the sale of equity units on August 6, 2012 classified as derivative liability			(381,300)	(381,300)	(381
Commissions and legal fees paid in connection with the sale of equity units on August 6, 2012			(52,500)	(52,500)	(52,5
Warrants issued to placement agent in connection with the sale of equity units on August 6, 2012 classified as derivative liability			(30,504)	(30,504)	(30,5
Issuance of warrants in connection with convertible note payable			220,438	220,438	220,4

issued in February and March 2013							
Beneficial conversion feature in connection with convertible note payable issued in February and March 2013			224,350		224,350		224,3
Common shares issued for future director services on October 4, 2011 earned during the period			375,000		375,000		375,0
Net loss				(2,035,864)	(2,035,864)	(214,158)	(2,25
Balance, March 31, 2013	63,555,635	63,556	4,760,624	(4,359,415)	464,765	(214,158)	250,6
Common shares issued for consulting services valued at $0.20 per share on April 30, 2013	500,000	500	99,500		100,000		100,0
Exercise of warrant with exercise price adjusted to $0.20 per share on May 6, 2013	853,333	853	169,813		170,666		170,6
Commissions and legal fees paid in connection with the							

exercise of warrants on May 6, 2013			(18,653)	(18,653)	(18,6
Reclassification of derivative liability to additional paid-in capital associated with the exercise of warrants			595,852	595,852	595,8
Warrants issued to investors in connection with warrants exercised on May 6, 2013 classified as derivative liability			(833,106)	(833,106)	(833
Make good shares released to officer for achieving the second and third milestones on June 21, 2013	3,000,000	3,000	597,000	600,000	600,0
Common shares issued for future director services on October 4, 2011 earned during the period endng June 30,2013			93,750	93,750	93,7
Reclassification to derivative liability for warrants that became derivatives			(167,949)	(167,949)	(167

Common shares issued for future director services on October 4, 2011 earned during the period endng September 30, 2013			93,750		93,750	93,7
Anti-dilution shares issued in accordance with the Security Purchase Agreement dated August 1, 2012 on October 1, 2013	286,666	286	(286)		-	-
Common shares issued for future director service on December 4, 2013	1,500,000	1,500	186,000		187,500	187,
Common shares issued for future director service on December 4, 2013			(187,500)		(187,500)	(187
Common shares issued per debt settlement agreement for past due accounts payable and related settlement costs	13,000,000	13,000	1,416,715	279,222	1,708,937	1,70
Common shares issued						

for future director service on December 4, 2013						
earned during the period endng December 31, 2013			7,811		7,811	7,81
Common shares issued per debt settlement agreement for past due accounts payable and related settlement costs	2,538,882	2,539	276,683	(279,222)	-	-
Exercise of warrants with exercise price reset to $0.0585 per share on February 13, 2014	1,877,333	1,877	107,947		109,824	109,8
Exercise of warrants with exercise price reset to $0.053365 per share on February and March, 2014	4,096,534	4,097	214,515		218,612	218,6
Commissions paid in connection with the exercise of warrants on during the quarter ending March 31, 2014			(26,275)		(26,275)	(26,2
Reclassification of derivative						

liability to additional paid-in capital associated with the exercise of warrants			943,456		943,456	943,4
Cashless exercise of warrants with exercise price reset to $0.053365 per share on March 11, 2014	3,438,181	3,438	180,040		183,478	183,4
Cashless exercise of warrants on March 11, 2014	(611,391)	(611)	(182,867)		(183,478)	(183
Reclassification of derivative liability to additional paid-in capital associated with the cashless exercise of warrants			145,612		145,612	145,6
Common shares issued for notes and accrued interest conversion at $0.1194 per share on March 11, 2014	1,973,337	1,973	233,643		235,616	235,6
Common shares issued for notes and accrued interest conversion at $0.25 per share on March 11 ,2014	1,124,274	1,124	279,945		281,069	281,0
Common shares issued						

for notes conversion at $0.0585 per share on January 21 and February 04 ,2014	850,000	850	48,875	49,725	49,72
Common shares issued for notes and accrued interest conversion at $0.053365 per share on February 19 and 27 ,2014	1,400,158	1,400	73,319	74,719	74,7
Common shares issued for notes conversion at $0.0555 per share on March 3, 2014	630,631	631	34,369	35,000	35,00
Common shares issued for notes and accrued interest conversion at $0.0551per share on February 28 and March 5 ,2014	2,262,069	2,262	122,378	124,640	124,
Common shares issued for notes and accrued interest conversion at $0.0559 per share on March 26 and 27 ,2014	1,669,648	1,670	91,663	93,333	93,3
Common shares issued for notes and accrued interest					

conversion at $0.057 per share on March 31 ,2014	1,119,299	1,119	62,681	63,800	63,80
Reclassification of derivative liability to additional paid-in capital associated with the notes and accrued interest conversion			627,333	627,333	627,3
Warrants issued to the placement agent in connection with issuance and conversion of convertible notes			(139,223)	(139,223)	(139
Common shares issued for consulting services valued at $0.053365 per share on February 24, 2014	7,300,000	7,300	382,265	389,565	389,5
Common shares issued for officer's service valued at $0.053365 per share on February 24, 2014	20,000,000	20,000	1,047,300	1,067,300	1,067
Common shares issued for officer's service			(1,067,300)	(1,067,300)	(1,06

valued at $0.053365 per share on February 24, 2014					
Common shares issued for officer's service valued at $0.053365 per share on February 24, 2014			213,460	213,460	213,4
Common shares issued per the debt conversion Agreement valued at $0.053365 per share on February 26, 2014	9,339,348	9,339	489,055	498,394	498,3
Common shares issued for the subsidiary's Debt Conversion valued at $0.053365 per share on February 26, 2014	7,405,334	7,405	387,781	395,186	395,
Common shares issued for future director service on December 4, 2013 earned during the period endng March 31, 2014			23,439	23,439	23,43

Net loss						(9,238,526)	(9,238,526)	(78,595)	(9,31
Balance, March 31, 2014	149,109,271	$149,108	$11,383,415	$ -		$(13,597,941)	$(2,065,418)	$(292,753)	$(2,35

See accompanying notes to the consolidated financial statements.

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Stevia Corp.
Consolidated Statements of Cash Flows

	For the Fiscal Year Ended March 31, 2014	For the Fiscal Year Ended March 31, 2013
Cash flows from operating activities:		
Net loss before non-controlling interest	$ (9,317,121)	$ (2,250,022)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation expense	4,393	1,234
Amortization expense - acquired technology	109,020	81,765
Amortization expense - website development costs	1,068	1,068
Amortization of discount on convertible notes payable	773,305	(412,738)
Original issue discount	27,908	-
Debt settlement loss	561,077	-
Excess of fair value of warrants over notes, net of OID	38,075	-
Change in fair value of derivative liability	5,290,703	74,308
Common shares issued for compensation	-	-
Common shares issued for director services earned during the period	218,750	375,000
Common shares issued for services-related party	813,460	272,550
Common shares issued for outside services	595,425	-
Changes in operating assets and liabilities:		
Accounts receivable	(515,031)	(158,008)
Prepaid fertizer	(456,008)	-
Other current assets	31,055	135,778
Accounts payable	485,651	690,565
Accounts payable - president and CEO	163,293	89,193
Accrued expenses	(2,200)	14,300
Accrued interest	169,821	54,284
Net cash used in operating activities	(1,007,356)	(1,030,723)
Cash flows from investing activities:		
Purchases of property and equipment	(16,475)	(4,889)
Website development costs	(888)	-
Net cash used in investing activities	(17,363)	(4,889)
Cash flows from financing activities:		
Advances from (repayments to) president and significant stockholder	(20,386)	2,100
Proceeds from issuance of convertible notes, net of costs	901,500	550,000
Proceeds from sale of common stock, net of costs	-	892,289
Proceeds from exercise of warrants, net of costs	454,174	-
Net cash provided by financing activities	1,335,288	1,444,389
Net change in cash	310,569	408,777

Cash at beginning of reporting period		424,475		15,698
Cash at end of reporting period	$	735,044	$	424,475
Supplemental disclosure of cash flows information:				
Interest paid	$	-	$	-
Income tax paid	$	-	$	-
Non-cash investing and financing activities:				
Issuance of common stock for past due payables	$	1,042,000	$	-
Issuance of common stock for conversion of convertible notes	$	-	$	500,000
Issuance of common stock for conversion of accrued interest	$	-	$	27,740

See accompanying notes to the consolidated financial statements.

Stevia Corp.

March 31, 2014 and 2013

Notes to the Consolidated Financial Statements

Note 1 – Organization and Operations

Stevia Corp. (Formerly Interpro Management Corp.)

Interpro Management Corp ("Interpro") was incorporated under the laws of the State of Nevada on May 21, 2007. Interpro focused on developing and offering web based software that was designed to be an online project management tool used to enhance an organization's efficiency through planning and monitoring the daily operations of a business.

On March 4, 2011, Interpro amended its Articles of Incorporation, and changed its name to Stevia Corp. ("Stevia" or the "Company") to reflect its intended acquisition of Stevia Ventures International Ltd.

The Company discontinued its web-based software business upon the acquisition of Stevia Ventures International Ltd. on June 23, 2011.

Stevia Ventures International Ltd.

Stevia Ventures International Ltd. ("Ventures") was incorporated on April 11, 2011 under the laws of the Territory of the British Virgin Islands ("BVI"). Ventures owns certain rights relating to stevia production, including certain assignable exclusive purchase contracts and an assignable supply agreement related to stevia.

Acquisition of Stevia Ventures International Ltd. Recognized as a Reverse Acquisition

On June 23, 2011 (the "Closing Date"), the Company closed a voluntary share exchange transaction with Ventures pursuant to a Share Exchange Agreement (the "Share Exchange Agreement") by and among the Company, Ventures and George Blankenbaker, the stockholder of Ventures (the "Ventures Stockholder").

Immediately prior to the consummation of the Share Exchange Agreement on June 23, 2011, the Company had 79,800,000 common shares issued and outstanding. Simultaneously with the closing of the Share Exchange Agreement, on the Closing Date, Mohanad Shurrab, a shareholder and, as of the Closing Date, the Company's former Director, President, Treasurer and Secretary, surrendered 33,000,000 shares of the Company's common stock to the Company for cancellation.

As a result of the Share Exchange Agreement, the Company issued 12,000,000 common shares for the acquisition of 100% of the issued and outstanding shares of Ventures. Of the 12,000,000 common shares issued 6,000,000 shares were being held in escrow pending the achievement by the Company of certain post-Closing business milestones (the "Milestones"), pursuant to the terms of the Make Good Escrow Agreement, between the Company, Greenberg Traurig, LLP, as escrow agent and the Ventures' Stockholder (the "Escrow Agreement"). Even though the shares issued only represented approximately 20.4% of the issued and outstanding common stock, immediately after the consummation of the Share Exchange Agreement, the stockholder of Ventures completely took over and controlled the board of directors and management of the Company upon acquisition.

As a result of the change in control to the then Ventures Stockholder, for financial statement reporting purposes, the merger between the Company and Ventures has been treated as a reverse acquisition with Ventures deemed the

accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the FASB Accounting Standards Codification. The reverse acquisition is deemed a capital transaction and the net assets of Ventures (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of Ventures which are recorded at their historical cost. The equity of the Company is the historical equity of Ventures retroactively restated to reflect the number of shares issued by the Company in the transaction.

Formation of Stevia Asia Limited

On March 19, 2012, the Company formed Stevia Asia Limited ("Stevia Asia") under the laws of the Hong Kong Special Administrative Region ("HK SAR") of the People's Republic of China ("PRC"), as a wholly-owned subsidiary.

Formation of Stevia Technew Limited (Formerly Hero Tact Limited)/Cooperative Agreement

On April 28, 2012, Stevia Asia formed Hero Tact Limited, as a wholly-owned subsidiary, under the laws of HK SAR, which subsequently changed its name to Stevia Technew Limited ("Stevia Technew"). Stevia Technew intends to facilitate a joint venture relationship with the Company's technology partner, Guangzhou Health China Technology Development Company Limited, operating under the trade name Tech-New Bio-Technology and Guangzhou's affiliates Technew Technology Limited. Prior to July 5, 2012, the date of entry into the Cooperative Agreement, Stevia Technew was inactive and had no assets or liabilities.

On July 5, 2012, Stevia Asia entered into a Cooperative Agreement (the "Cooperative Agreement") with Technew Technology Limited ("Technew"), a company incorporated under the companies ordinance of Hong Kong and an associate of Guangzhou Health China Technology Development Company Limited, and Zhang Jia, a Chinese citizen (together with Technew, the "Partners") pursuant to which Stevia Asia and Partners have agreed to make Stevia Technew, a joint venture, of which Stevia Asia legally and beneficially owns 70% of the issued shares and Technew legally and beneficially owns 30% of the issued shares. The Partners will be responsible for managing Stevia Technew and Stevia Asia has agreed to contribute $200,000 per month, up to a total of $2,000,000 in financing, subject to the performance of Stevia Technew and Stevia Asia's financial capabilities. On March 1, 2013, the partners agreed to terminate the Cooperative Agreement specific to the investment in an agricultural project and no further obligation by either party related to the payment of $200,000.

The Cooperative Agreement shall automatically terminate upon either Stevia Asia or Technew ceasing to be a shareholder in Stevia Technew, or may be terminated by either Stevia Asia or Technew upon a material breach by the other party which is not cured within 30 days of notice of such breach.

Formation of SC Brands Pte Ltd

On October 1, 2013, the Company formed SC Brands Pte Ltd ("SC Brands") under the laws of Singapore, with the Company owning 70% of the shares and 30% owned by a Singapore strategic partner that will provide the working capital funds via fixed convertible notes to the Company. As of March 31, 2014 SC Brands was inactive.

Formation of Real Hemp, LLC

On February 24, 2014, the Company formed Real Hemp, LLC ("Real Hemp"), a limited liability company under the laws of State of Indiana, as a wholly-owned subsidiary.

Note 2 – Summary of Significant Accounting Policies

The Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Fiscal Year End

The Company elected March 31st as its fiscal year end date upon its formation.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were:

(i) Assumption as a going concern: Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

(ii) Allowance for doubtful accounts: Management's estimate of the allowance for doubtful accounts is based on historical sales, historical loss levels, and an analysis of the collectability of individual accounts; and general economic conditions that may affect a client's ability to pay. The Company evaluated the key factors and assumptions used to develop the allowance in determining that it is reasonable in relation to the financial statements taken as a whole.

(iii) Fair value of long-lived assets: Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives. The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

(iv) Valuation allowance for deferred tax assets: Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry–forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.

(v) Estimates and assumptions used in valuation of equity instruments: Management estimates expected term of share options and similar instruments, expected volatility of the Company's common shares and the method used to estimate it, expected annual rate of quarterly dividends, and risk free rate(s) to value share options and similar instruments.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Principles of Consolidation

The Company applies the guidance of Topic 810 "Consolidation" of the FASB Accounting Standards Codification to determine whether and how to consolidate another entity. Pursuant to ASC Paragraph 810-10-15-10 all majority-owned subsidiaries—all entities in which a parent has a controlling financial interest—shall be consolidated except (1) when control does not rest with the parent, the majority owner; (2) if the parent is a broker-dealer within the scope of Topic 940 and control is likely to be temporary; (3) consolidation by an investment company within the scope of Topic 946 of a non-investment-company investee. Pursuant to ASC Paragraph 810-10-15-8 the usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than 50 percent of the outstanding voting shares of another entity is a condition pointing toward consolidation. The power to control may also exist with a lesser percentage of ownership, for example, by contract, lease, agreement with other stockholders, or by court decree. The Company consolidates all less-than-majority-owned subsidiaries, if any, in which the parent's power to control exists.

The Company's consolidated subsidiaries and/or entities are as follows:

Name of consolidated subsidiary or entity	State or other jurisdiction of incorporation or organization	Date of incorporation or formation (date of acquisition, if applicable)	Attributable interest
Stevia Ventures International Ltd.	The Territory of the British Virgin Islands	April 11, 2011	100%
Stevia Asia Limited	Hong Kong SAR	March 19, 2012	100%
Stevia Technew Limited	Hong Kong SAR	April 28, 2012	70%
SC Brands Pte Ltd	Singapore	October 1, 2013	70%
Real Hemp, LLC	State of Indiana	February 24, 2014	100%

The consolidated financial statements include all accounts of the Company and the consolidated subsidiaries and/or entities as of reporting period ending date(s) and for the reporting period(s) then ended.

All inter-company balances and transactions have been eliminated.

Fair Value of Financial Instruments

The Company follows paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments and paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
Level 2	Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, prepayments and other current assets, accounts payable, accrued expenses, and accrued interest, approximate their fair values because of the short maturity of these instruments.

The Company's convertible notes payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2014 and 2013.

The Company's Level 3 financial liabilities consist of the derivative warrants for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation and the derivative liability on the conversion feature of the convertible notes payable. The Company valued the automatic conditional conversion, re-pricing/down-round, change of control; default and follow-on offering provisions using a lattice model, with the assistance of a third party valuation specialist, for which management understands the methodologies. These models incorporate transaction details such as Company stock price, contractual terms, maturity, risk free rates, as well as assumptions about future financings, volatility, and holder behavior as of the date of issuance and each balance sheet date.

Fair Value of Financial Assets and Liabilities Measured on a Recurring Basis

Level 3 Financial Liabilities – Derivative Warrant Liabilities and Derivative Liability on Conversion Feature

The Company uses Level 3 of the fair value hierarchy to measure the fair value of the derivative liabilities and revalues its derivative warrant liability and derivative liability on the conversion feature at every reporting period and recognizes gains or losses in the consolidated statements of operations that are attributable to the change in the fair value of the derivative liabilities.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount, net of an allowance for doubtful accounts. The Company follows paragraph 310-10-50-9 of the FASB Accounting Standards Codification to estimate the allowance for doubtful accounts. The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and economic conditions.

Pursuant to paragraph 310-10-50-2 of the FASB Accounting Standards Codification account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company has adopted paragraph 310-10-50-6 of the FASB Accounting Standards Codification and determine when receivables are past due or delinquent based on how recently payments have been received.

Outstanding account balances are reviewed individually for collectability. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. Bad debt expense is included in general and administrative expenses, if any.

There was no allowance for doubtful accounts as of March 31, 2014 or 2013.

The Company does not have any off-balance-sheet credit exposure to its customers.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include property and equipment, acquired technology, and website development costs are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with

respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The key assumptions used in management's estimates of projected cash flow deal largely with forecasts of sales levels and gross margins. These forecasts are typically based on historical trends and take into account recent developments as well as management's plans and intentions. Other factors, such as increased competition or a decrease in the desirability of the Company's products or services, could lead to lower projected sales levels, which would adversely impact cash flows. A significant change in cash flows in the future could result in an impairment of long lived assets.

The impairment charges, if any, is included in operating expenses in the accompanying consolidated statements of operations.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of furniture and fixture is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life of five (5) years. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

Intangible Assets Other Than Goodwill

The Company has adopted paragraph 350-30-25-3 of the FASB Accounting Standards Codification for intangible assets other than goodwill. Under the requirements, the Company amortizes the acquisition costs of intangible assets other than goodwill on a straight-line basis over the estimated useful lives of the respective assets as follows:

	Estimated Useful Life (Years)
Acquired technology	15
Website development costs	5

Upon becoming fully amortized, the related cost and accumulated amortization are removed from the accounts.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Extinguishment Accounting

On July 25, 2013, the Supreme Court of the State of New York, County of New York (the "Court"), entered an order (the "Order") approving the settlement (the "Settlement Agreement") between the Company and Hanover Holdings I, LLC, a New York limited liability company ("Hanover"), Hanover commenced the action against the Company on July 12, 2013 to recover $1,042,000 of past-due accounts payable of the Company, plus fees and costs (the "Claim"). The Settlement Agreement became effective and binding upon the Company and Hanover upon execution of the Order by the Court on July 25, 2013.

The Settlement Agreement provides that the Initial Settlement Shares will be subject to adjustment on the trading day immediately following the Calculation Period to reflect the intention of the parties that the total number of shares of Common Stock to be issued to Hanover pursuant to the Settlement Agreement be based upon a specified discount to the trading volume weighted average price (the "VWAP") of the Common Stock for a specified period of time subsequent to the Court's entry of the Order.

The Company considered the settlement of debt with common shares as an extinguishment of debt and applied extinguishment accounting accordingly. The Company compared the trade accounts payable and related settlement costs with the fair value of common shares issued. Because the fair value of common shares issued was $561,077 greater than the trade accounts payable and related settlement costs, the Company applied extinguishment accounting, resulting in a loss on extinguishment of debt of $561,077, for the reporting period ended March 31, 2014.

Derivative Instruments and Hedging Activities

The Company accounts for derivative instruments and hedging activities in accordance with paragraph 815-10-05-4 of the FASB Accounting Standards Codification (“Paragraph 815-10-05-4”). Paragraph 815-10-05-4 requires companies to recognize all derivative instruments as either assets or liabilities in the balance sheet at fair value. The accounting for changes in the fair value of a derivative instrument depends upon: (i) whether the derivative has been designated and qualifies as part of a hedging relationship, and (ii) the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument based upon the exposure being hedged as either a fair value hedge, cash flow hedge or hedge of a net investment in a foreign operation.

Derivative Liability

The Company evaluates its convertible debt, options, warrants or other contracts, if any, to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 815-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations and comprehensive income (loss) as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then that the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company adopted Section 815-40-15 of the FASB Accounting Standards Codification (“Section 815-40-15”) to determine whether an instrument (or an embedded feature) is indexed to the Company’s own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument’s contingent exercise and settlement provisions. The adoption of Section 815-40-15 has affected the accounting for (i) certain freestanding warrants that

contain exercise price adjustment features and (ii) convertible bonds issued by foreign subsidiaries with a strike price denominated in a foreign currency.

The Company marks to market the fair value of the embedded derivative warrants at each balance sheet date and records the change in the fair value of the embedded derivative warrants as other income or expense in the consolidated statements of operations and comprehensive income (loss).

The Company utilizes the Lattice model that values the liability of the derivative warrants based on a probability weighted discounted cash flow model with the assistance of the third party valuation firm. The reason the Company picks the Lattice model is that in many cases there may be multiple embedded features or the features of the bifurcated derivatives may be so complex that a Black-Scholes valuation does not consider all of the terms of the instrument. Therefore, the fair value may not be appropriately captured by simple models. In other words, simple models such as Black-Scholes may not be appropriate in many situations given complex features and terms of conversion option (e.g., combined embedded derivatives). The Lattice model is based on future projections of the various potential outcomes. The features that were analyzed and incorporated into the model included the exercise and full reset features. Based on these

features, there are two primary events that can occur; the Holder exercises the Warrants or the Warrants are held to expiration. The Lattice model analyzed the underlying economic factors that influenced which of these events would occur, when they were likely to occur, and the specific terms that would be in effect at the time (i.e. stock price, exercise price, volatility, etc.). Projections were then made on the underlying factors which led to potential scenarios. Probabilities were assigned to each scenario based on management projections. This led to a cash flow projection and a probability associated with that cash flow. A discounted weighted average cash flow over the various scenarios was completed to determine the value of the derivative warrants.

Beneficial Conversion Feature

When the Company issues an debt or equity security that is convertible into common stock at a discount from the fair value of the common stock at the date the debt or equity security counterparty is legally committed to purchase such a security (Commitment Date), a beneficial conversion charge is measured and recorded on the Commitment Date for the difference between the fair value of the Company's common stock and the effective conversion price of the debt or equity security. If the intrinsic value of the beneficial conversion feature is greater than the proceeds allocated to the debt or equity security, the amount of the discount assigned to the beneficial conversion feature is limited to the amount of the proceeds allocated to the debt or equity security.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company’s business, financial position, and results of operations or cash flows.

Non-controlling Interest

The Company follows paragraph 810-10-65-1 of the FASB Accounting Standards Codification to report the non-controlling interests in its majority owned subsidiaries in the consolidated statements of balance sheets within the equity section, separately from the Company’s stockholders’ equity. Non-controlling interests represents the non-controlling interest holder’s proportionate share of the equity of the Company’s majority-owned subsidiaries. Non-controlling interest is adjusted for the non-controlling interest holder’s proportionate share of the earnings or losses and other comprehensive income (loss) and the non-controlling interest continues to be attributed its share of

losses even if that attribution results in a deficit non-controlling interest balance.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

Shipping and Handling Costs

The Company accounts for shipping and handling fees in accordance with paragraph 605-45-45-19 of the FASB Accounting Standards Codification. While amounts charged to customers for shipping products are included in revenues, the related costs are classified in cost of goods sold as incurred.

Research and Development

The Company follows paragraph 730-10-25-1 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 2 “Accounting for Research and Development Costs”) and paragraph 730-20-25-11 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 68 “Research and Development Arrangements”) for research and development costs. Research and development costs are charged to expense as incurred. Research and development costs consist primarily of remuneration for research and development staff, depreciation and maintenance expenses of research and development equipment, material and testing costs for research and development as well as research and development arrangements with unrelated third party research and development institutions.

Non-refundable Advance Payments for Goods or Services to be Used in Future Research and Development Activities

The research and development arrangements usually involve specific research and development projects. Often times, the Company makes non-refundable advances upon signing of these arrangements. The Company adopted paragraph 730-20-25-13 and 730-20-35-1 of the FASB Accounting Standards Codification (formerly Emerging Issues Task Force Issue No. 07-3 “Accounting for Nonrefundable Advance Payments for Goods or Services to be Used in Future Research and Development Activities”) for those non-refundable advances. Non-refundable advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the related services are performed. The management continues to evaluate whether the Company expect the goods to be delivered or services to be rendered. If the management does not expect the goods to be delivered or services to be rendered, the capitalized advance payment are charged to expense.

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of section 718-10-30 of the FASB Accounting Standards Codification. Pursuant to paragraph 718-10-30-6 of the FASB Accounting Standards Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If shares of the Company are thinly traded the use of share prices established in the Company’s most recent private placement memorandum ("PPM”), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

The fair value of non-derivative option award is estimated on the date of grant using a Black-Scholes option-pricing valuation model. The ranges of assumptions for inputs are as follows:

- Expected term of share options and similar instruments: The expected life of options and similar instruments represents the period of time the option and/or warrant are expected to be outstanding. Pursuant to Paragraph 718-10-50-2(f)(2)(i) of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and employees’ expected exercise and post-vesting employment termination behavior into the fair value (or calculated value) of the instruments. Pursuant to paragraph 718-10-S99-1, it may be appropriate to use the simplified method, i.e., expected term = ((vesting term + original

contractual term) / 2), if (i) A company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time its equity shares have been publicly traded; (ii) A company significantly changes the terms of its share option grants or the types of employees that receive share option grants such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term; or (iii) A company has or expects to have significant structural changes in its business such that its historical exercise data may no longer provide a reasonable basis upon which to estimate expected term. The Company uses the simplified method to calculate expected term of share options and similar instruments as the company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

- Expected annual rate of quarterly dividends. An entity that uses a method that employs different dividend rates during the contractual term shall disclose the range of expected dividends used and the weighted-average expected dividends. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected term of the share options and similar instruments.

- Risk-free rate(s). An entity that uses a method that employs different risk-free rates shall disclose the range of risk-free rates used. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the expected term of the share options and similar instruments.

The Company's policy is to recognize compensation cost for awards with only service conditions and a graded vesting schedule on a straight-line basis over the requisite service period for the entire award.

Equity Instruments Issued to Parties other than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Subtopic 505-50 of the FASB Accounting Standards Codification ("Subtopic 505-50").

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

The fair value of non-derivative option or warrant award is estimated on the date of grant using a Black-Scholes option-pricing valuation model. The ranges of assumptions for inputs are as follows:

- Expected term of share options and similar instruments: Pursuant to Paragraph 718-10-50-2 of the FASB Accounting Standards Codification the expected term of share options and similar instruments represents the period of time the options and similar instruments are expected to be outstanding taking into consideration of the contractual term of the instruments and holder's expected exercise behavior into the fair value (or calculated value) of the instruments. The Company uses historical data to estimate holder's expected exercise behavior. If the Company is a newly formed corporation or shares of the Company are thinly traded the contractual term of the share options and similar instruments is used as the expected term of share options and similar instruments as the Company does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

- Expected volatility of the entity's shares and the method used to estimate it. An entity that uses a method that employs different volatilities during the contractual term shall disclose the range of expected volatilities used and the weighted-average expected volatility. A thinly-traded or nonpublic entity that uses the calculated value method shall disclose the reasons why it is not practicable for the Company to estimate the expected volatility of its share price, the appropriate industry sector index that it has selected, the reasons for selecting that particular index, and how it has calculated historical volatility using that index. The Company uses the average historical volatility of the comparable companies over the expected contractual life of the share options or similar instruments as its expected volatility. If shares of a company are thinly traded the use of weekly or monthly price observations would generally be more appropriate than the use of daily price observations as the volatility calculation using daily observations for such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

- Expected annual rate of quarterly dividends. An entity that uses a method that employs different dividend rates during the contractual term shall disclose the range of expected dividends used and the weighted-average expected dividends. The expected dividend yield is based on the Company's current dividend yield as the best estimate of projected dividend yield for periods within the expected contractual life of the option and similar instruments.

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Risk-free rate(s). An entity that uses a method that employs different risk-free rates shall disclose the range of risk-free rates used. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods within the contractual life of the option and similar instruments.

Pursuant to Paragraphs 505-50-25-8, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services. Section 505-50-30 provides guidance on the determination of the measurement date for transactions that are within the scope of this Subtopic.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a stock option that the counterparty has the right to exercise expires unexercised.

Pursuant to ASC paragraph 505-50-30-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statements of income and comprehensive income (loss) in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty (50) percent likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management’s opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the reporting period ended March 31, 2014 or 2013.

Limitation on Utilization of NOLs due to Change in Control

Pursuant to the Internal Revenue Code Section 382 ("Section 382"), certain ownership changes may subject the NOL's to annual limitations which could reduce or defer the NOL. Section 382 imposes limitations on a corporation's ability to utilize NOLs if it experiences an "ownership change." In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percentage points over a three-year period. In the event of an ownership change, utilization of the NOLs would be subject to an annual limitation under Section 382 determined by multiplying the value of its stock at the time of the ownership change by the applicable long-term tax-exempt rate. Any unused annual limitation may be carried over to later years. The imposition of this limitation on its ability to use the NOLs to offset future taxable income could cause the Company to pay U.S. federal income taxes earlier than if such limitation were not in effect and could cause such NOLs to expire unused, reducing or eliminating the benefit of such NOLs.

Net Income (Loss) per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

The following table shows the potentially outstanding dilutive common shares excluded from the diluted net income (loss) per common share calculation as they were anti-dilutive:

	Potentially Outstanding Dilutive Common Shares	
	For Fiscal Year Ended March 31, 2014	For Fiscal Year Ended March 31, 2013
Make Good Escrow Shares		
Make Good Escrow Agreement shares issued and held with the escrow agent in connection with the Share Exchange Agreement consummated on June 23, 2011 pending the achievement by the Company of certain post-Closing business milestones (the "Milestones").	-	3,000,000
Sub-total Make Good Escrow Shares	-	3,000,000
Convertible Note Shares		
On March 7, 2012, the Company issued a convertible note in the principal amount of $200,000 with interest at 10% per annum due one (1) year from the date of issuance with the conversion price to be the same as the next private placement price on a per share basis, provided that the Company completes a private placement with gross proceeds of at least $100,000. On August 6, 2012, the Company completed the very next private placement at $0.46875 per share with gross proceeds of at least $100,000. On March 15, 2013, the above note was cancelled and reissued with a new convertible note consisting of the prior principal amount and the entire accrued unpaid interest for the total amount of $220,438 with interest at 12% per annum convertible at $0.25 per share due on September 30, 2013. The note is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum.	881,752	881,572
On May 30, 2012, the Company issued a convertible note in the principal amount of $200,000 with interest at 10% per annum due one (1) year from the date of issuance convertible at the lower of (a) the price per share at which shares of capital stock issued in the Financing or (b) the average closing bid price over the thirty (30) day period prior to the Conversion Date. The note with accrued interest of $235,616 was converted to 1,973,337 shares on March 11, 2014	-	426,667
On February 26, 2013, the Company issued two (2) convertible notes in the principal amount of $250,000 and $100,000, respectively, convertible at $0.25 per share, with interest at 12% per annum due on September 30, 2013. The Convertible Note in the principal amount of $250,000 with the accrued interest was of $29,945 converted to 1,124,274 shares on March 11, 2014. The Convertible Note in the principal amount of $100,000 is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum.	400,000	1,400,000

On November 21, 2013, the Company issued a convertible note in the principal amount of $53,000, convertible at 65% of the three lowest bids for 30 trading days before the conversion date with interest at 8% per annum, due on August 25, 2014.	993,160	-
On February 7, 2014, the Company issued a convertible notes in the principal amount of $80,000 convertible at $0.10 per share, with interest at 8% per annum due on February 6, 2015.	800,000	-
On February 20, 2014 the Company issued a convertible note in the principal amount of $55,556 with a 10% Original Issuance Discount ("OID") and 12% one time interest. The note is due February 20, 2015, one (1) year from the date of issuance, convertible at 65% of the lowest trade price for the 25 trade day period before the conversion date.	1,041,057	-
On March 3, 2014 the Company issued a convertible note in the principal amount of $500,000 with a 32% Original Issuance Discount ("OID") that is to be waived upon filing a registration report and convertible at 60% of the two lowest bids for 10 trading days before the conversion date with interest at 8% per annum, due on December 17, 2014.	6,371,217	-
Sub-total Convertible Note Shares	10,487,186	2,708,419

Warrant Shares		
On August 6, 2012, the Company issued (i) warrants to purchase 1,066,667 shares, in the aggregate, of the Company’s common stock to investors (the “investor warrants”) and (ii) warrants to purchase 85,333 shares of the Company's common stock to the placement agent (the "agent warrants") with an exercise price of $0.6405 per share, subject to certain adjustments pursuant to Section 3(b) Subsequent Equity Sales of the SPA, expiring five (5) years from the date of issuance. On February 26, 2013, warrants issued subsequent to these warrants triggered a reset of these warrants exercise price to $0.25 per share and the shares to be issued under the warrants were adjusted to 2,951,424 shares accordingly. On May 8, 2013, the Company completed a private placement at $0.20 per share with gross proceeds more than $100,000; this event triggered the reset of the conversion price of the convertible note to $0.20 per share and the shares to be issued under the warrants were adjusted to 3,689,280 shares accordingly. On May 8, 2013, investors exercised the warrants to purchase 2,732,799 shares (853,333 original shares) at $0.20 per share. On February 7, 2014, the number of shares and exercise price of the remaining unexercised warrants were reset to 11,093,791 shares and $0.053365 per share.	11,093,791	2,951,424
On February 26, 2013, the Company issued warrants to purchase 1,000,000 and 400,000 shares respectively, or 1,400,000 shares in aggregate, of the Company’s common stock to two (2) note holders in connection with the issuance of convertible notes.	1,400,000	1,400,000
On March 15, 2013, the Company issued a warrant to purchase 881,753 shares of the Company’s common stock to the note holder in connection with the issuance of the convertible note.	881,753	881,753
On May 6, 2013, the Company issued three (3) series of warrants:		
Series A warrants include (i) warrants to purchase 1,877,333 shares of the Company’s common stock to the investor and (ii) warrants to purchase 150,187 shares of the Company's common stock to the placement agent (the "agent warrants") with an exercise price of $0.20 per share and full reset feature expiring five (5) years from the date of issuance, which was subsequently reset to 7,035,821 and 562,866 with exercise price being reset to $0.053365 per share. In February 2014, the warrant holders exercised certain warrants and acquired 1,877,333 shares at $0.053365 per share in February 2014.	5,721,354	-
Series B warrants include (i) warrants to purchase 1,066,666 shares of the Company’s common stock to the investor and (ii) warrants to purchase 85,333 shares of the Company's common stock to the placement agent (the "agent warrants") with an exercise price of $0.25 per share and full reset feature expiring five (5) years from the date of issuance, which was subsequently reset to 4,997,030 and 399,762 with exercise price being reset	1,300,258	-

to $0.053365 per share. In February 2014, the warrant holders exercised certain warrants and acquired 4,096,534 shares at $0.053365 per share in February 2014.		
Series C warrants include (i) warrants to purchase 2,346,666 shares of the Company's common stock to the investor and (ii) warrants to purchase 187,733 shares of the Company's common stock to the placement agent (the "agent warrants") with an exercise price of $0.25 per share and full reset feature expiring five (5) years from the date of issuance. The warrants are exercisable under the condition of Series A warrants are exercised, which was subsequently reset to 10,997,430 and 879,478 with exercise price being reset to $0.053365 per share. In February 2014, the warrant holders exercised certain warrants and acquired 3,438,181 shares at $0.053365 per share in February 2014.	8,434,767	-
On October 15, 2013, the Company issued warrants to purchase 1,000,000 shares of the Company's common stock to a note holder with an exercise price of $0.25 per share and full reset feature in connection with the issuance of convertible note, which was subsequently reset to 4,684,718 with exercise price being reset to $0.053365 per share in February 2014.	4,684,718	-
On February 7, 2014, the Company issued warrants to purchase 1,000,000 shares of the Company's common stock to a note holder with an exercise price of $0.10 per share and full reset feature in connection with the issuance of convertible note, which was subsequently reset to 1,873,887 with exercise price being reset to $0.053365 per share in February 2014.	1,873,887	-
On February 15, 2014, the Company issued warrants to purchase 563,874 shares of the Company's common stock to the placement agent with an exercise price between $0.053365 and $0.30 per share as commission for the issuance of convertible note and conversion.	563,874	-
On February 20, 2014, the Company issued warrants to purchase 683,202 shares of the Company's common stock to a note holder with an exercise price of $0.053365 per share as replacement warrant.	683,202	-
Sub-total Warrant Shares	36,637,604	5,233,177
Total potentially outstanding dilutive common shares	47,124,790	10,941,596

Cash Flows Reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements are issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

Recently Issued Accounting Pronouncements

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. The amendments in this Update change the requirements for reporting discontinued operations in Subtopic 205-20.

Under the new guidance, a discontinued operation is defined as a disposal of a component or group of components that is disposed of or is classified as held for sale and "represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results." The ASU states that a strategic shift could include a disposal of (i) a major geographical area of operations, (ii) a major line of business, (iii) a major equity method investment, or (iv) other major parts of an entity. Although "major" is not defined, the standard provides examples of when a disposal qualifies as a discontinued operation.

The ASU also requires additional disclosures about discontinued operations that will provide more information about the assets, liabilities, income and expenses of discontinued operations. In addition, the ASU requires disclosure of the pre-tax profit or loss attributable to a disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation in the financial statements.

The ASU is effective for public business entities for annual periods beginning on or after December 15, 2014, and interim periods within those years.

In May 2014, the FASB issued the FASB Accounting Standards Update No. 2014-09 "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09")

This guidance amends the existing FASB Accounting Standards Codification, creating a new Topic 606, Revenue from Contracts with Customer. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

To achieve that core principle, an entity should apply the following steps:

1. Identify the contract(s) with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligations

The ASU also provides guidance on disclosures that should be provided to enable financial statement users to understand the nature, amount, timing, and uncertainty of revenue recognition and cash flows arising from contracts with customers. Qualitative and quantitative information is required about the following:

1. Contracts with customers – including revenue and impairments recognized, disaggregation of revenue, and information about contract balances and performance obligations (including the transaction price allocated to the remaining performance obligations)
2. Significant judgments and changes in judgments – determining the timing of satisfaction of performance obligations (over time or at a point in time), and determining the transaction price and amounts allocated to performance obligations
3. Assets recognized from the costs to obtain or fulfill a contract.

ASU 2014-09 is effective for periods beginning after December 15, 2016, including interim reporting periods within that reporting period for all public entities. Early application is not permitted.

In June 2014, the FASB issued ASU No. 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation.

The amendments in this Update remove the definition of a development stage entity from the Master Glossary of the Accounting Standards Codification, thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage.

The amendments also clarify that the guidance in Topic 275, Risks and Uncertainties, is applicable to entities that have not commenced planned principal operations.

Finally, the amendments remove paragraph 810-10-15-16. Paragraph 810-10-15-16 states that a development stage entity does not meet the condition in paragraph 810-10-15-14(a) to be a variable interest entity if (1) the entity can demonstrate that the equity invested in the legal entity is sufficient to permit it to finance the activities that it is currently engaged in and (2) the entity's governing documents and contractual arrangements allow additional equity investments.

The amendments in this Update also eliminate an exception provided to development stage entities in Topic 810, Consolidation, for determining whether an entity is a variable interest entity on the basis of the amount of investment equity that is at risk. The amendments to eliminate that exception simplify U.S. GAAP by reducing avoidable complexity in existing accounting literature and improve the relevance of information provided to financial statement users by requiring the application of the same consolidation guidance by all reporting entities. The elimination of the exception may change the consolidation analysis, consolidation decision, and disclosure requirements for a reporting entity that has an interest in an entity in the development stage.

The amendments related to the elimination of inception-to-date information and the other remaining disclosure requirements of Topic 915 should be applied retrospectively except for the clarification to Topic 275, which shall be applied prospectively. For public business entities, those amendments are effective for annual reporting periods beginning after December 15, 2014, and interim periods therein.

Early application of each of the amendments is permitted for any annual reporting period or interim period for which the entity's financial statements have not yet been issued (public business entities) or made available for issuance (other entities). Upon adoption, entities will no longer present or disclose any information required by Topic 915.

In June 2014, the FASB issued the FASB Accounting Standards Update No. 2014-12 "Compensation—Stock Compensation (Topic 718) : Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period" ("ASU 2014-12").

The amendments clarify the proper method of accounting for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The Update requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered.

The amendments in this Update are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

Note 3 – Going Concern

The consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the consolidated financial statements, the Company had an accumulated deficit at March 31, 2014, a net loss and net cash used in operating activities for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to generate sufficient revenue; however, the Company's cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds.

The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 – Prepaid Fertilizer

Prepaid fertilizer consisted of the following:

	March 31, 2014	March 31, 2013
Prepaid fertilizer (*)	$ 1,498,008	$ -
	$ 1,498,008	$ -

* The company acquired certain fertilizer in the amount of $1,498,008 in aggregate which was used for preparation of the fall planting for the spring harvest which will start from the second half of February, 2015 and last through April, 2015.

Note 5 – Property and Equipment

(i) Impairment

The Company completed its annual impairment testing of property and equipment and determined that there was no impairment as the fair value of property and equipment, exceeded their carrying values at March 31, 2014.

(ii) Depreciation Expense

Depreciation expense was $4,393 and $1,234 for the reporting period ended March 31, 2014 and 2013, respectively.

Note 6 – Acquired Technology

On July 5, 2012, the Company acquired the rights to certain technology from Technew Technology Limited in exchange for 3,000,000 restricted shares of the Company's common stock. These restricted shares were valued at $0.79 per share, discounted at 69% taking into consideration its restricted nature and lack of liquidity and consistent trading in the market, or $1,635,300, which was recorded as acquired technology and is being amortized on a straight-line basis over the acquired technology's estimated useful life of fifteen (15) years.

(i) Impairment

The Company completed its annual impairment testing of acquired technology and determined that there was no impairment as the fair value of patent, exceeded its carrying value at March 31, 2014.

(ii) Amortization Expense

Amortization expense was $109,020 and $81,765 for the reporting period ended March 31, 2014 and 2013, respectively.

Note 7 – Website Development Costs

(i) Impairment

The Company completed the annual impairment test of website development costs and determined that there was no impairment as the fair value of website development costs, exceeded their carrying values at March 31, 2014.

(ii) Amortization Expense

Amortization expense was $1,068 each for the reporting period ended March 31, 2014 and 2013, respectively.

Note 8 – Related Party Transactions

Related parties

Related parties with whom the Company had transactions are:

Related Parties	Relationship
George Blankenbaker	President and significant stockholder of the Company
Leverage Investments, LLC	An entity owned and controlled by the president and significant stockholder of the Company
Technew Technology Limited	Non-controlling interest holder
Growers Synergy Pte Ltd.	An entity owned and controlled by the president and significant stockholder of the Company
Guangzhou Health Technology Development Company Limited	An entity owned and controlled by Non-controlling interest holder

Advances from Stockholder

From time to time, stockholder of the Company advances funds to the Company for working capital purpose. Those advances are unsecured, non-interest bearing and due on demand.

Lease of Certain Office Space from Leverage Investments, LLC

The Company leases certain office space with Leverage Investments, LLC for $500 per month on a month-to-month basis since July 1, 2011 with an increase to $700 per month since July 1, 2013. The Company recorded $6,900 and $6,000 in rent expense for the reporting period ended March 31, 2014 and 2013, respectively.

Farm Management and Off-Take Agreement with Growers Synergy Pte Ltd.

On November 1, 2011, the Company entered into a Management and Off-Take Agreement (the “Management Agreement”) with Growers Synergy Pte Ltd. (“GSPL”), a Singapore corporation. Under the terms of the Management Agreement, the Company will engage GSPL to supervise the Company’s farm management operations, recommend quality farm management programs for stevia cultivation, assist in the hiring of employees and provide training to help the Company meet its commercialization targets, develop successful models to propagate future agribusiness services, and provide back-office and regional logistical support for the development of proprietary stevia farm systems in Vietnam, Indonesia and potentially other countries. GSPL will provide services at $20,000 per month for a term of two (2) years from the date of signing, expiring on November 1, 2013. The Management Agreement may be terminated by the Company upon 30 day notice. In connection with the Management Agreement, the parties agreed to enter into an off-take agreement whereby GSPL agreed to purchase all of the non-stevia crops produced at the Company’s GSPL supervised farms.

On October 31, 2013 ("Effective Date"), the Company extended the Management and Off-Take Agreement (the “Management Agreement”) with GSPL with the same terms and conditions for a period of two (2) years ("Term") from the Effective Date, expiring October 31, 2015, and shall automatically be extended for a subsequent period of one (1) year expiring October 31, 2016 ("Extended Term") unless earlier terminated in writing.

Farm management services provided by Growers Synergy Pte Ltd. were as follows:

	For the reporting period ended March 31, 2014	For the reporting period ended March 31, 2013
Farm management services – related parties	$ 240,000	$ 240,000
	$ 240,000	$ 240,000

Future minimum payments required under this agreement were as follows:

Fiscal Year Ending March 31:	
2015	$ 240,000
2016	240,000
2017	140,000
	$ 620,000

Note 9 – Convertible Notes Payable

(i) February 26, 2013 issuance of convertible notes with warrants

On February 26, 2013, the Company entered into two (2) 12% convertible notes payable of $350,000 in aggregate (“Convertible Notes”) with two investors (the “Payees”) maturing on September 30, 2013. The Payees have the option to convert the outstanding notes and interest due into the Company’s common shares at $0.25 per share at any time prior to September 30, 2013. In connection with the issuance of the Convertible Notes, the Company granted the Payees a warrant to purchase 1,400,000 common shares exercisable at $0.25 per share expiring three (3) years from the date of issuance.

The Company estimated the relative fair value of these warrants on the date of grant, using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Expected option life (year)	3.00
Expected volatility	74.53%
Risk-free interest rate	0.37%
Dividend yield	0.00%

The relative fair value of these warrants granted, estimated on the date of grant, was $110,425, which was recorded as a discount to the convertible notes payable. After allocating the $110,425 portion of the proceeds to the warrants as a

discount to the Convertible Notes, an additional $113,925 was allocated to a beneficial conversion feature by crediting $113,925 to additional paid-in capital and debiting the same amount to the beneficial conversion feature. The Company amortizes the discount and beneficial conversion feature over the term of the Convertible Notes. The amortization of the discount and beneficial conversion feature were fully amortized as of September 30, 2013.

On March 11, 2014 the Convertible Note in the principal amount of $250,000 plus accrued interest of $29,945 was converted into the Company's common shares at $0.25 per share for 1,124,274 common shares. The Convertible Note in the principal amount of $100,000 is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum.

(ii) March 15, 2013 issuance of convertible note with warrant

On March 15, 2013, the Company cancelled a prior convertible note and entered into a 12% convertible note payable of $220,438, which is the total amount of the prior note principal and accrued interest, with the existing investor (the "Payee"), maturing on September 30, 2013. The Payee has the option to convert the outstanding note into the Company's common shares at $0.25 per share at any time prior to payment in full of the principal balance of the convertible note. In connection with the issuance of the convertible note, the Company granted the Payee a warrant to purchase 881,753 common shares exercisable at $0.25 per share expiring three (3) years from the date of issuance. The note is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum.

The Company estimated the relative fair value of these warrants on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Expected option life (year)	3.00
Expected volatility	75.11%
Risk-free interest rate	0.40%
Dividend yield	0.00%

The relative fair value of these warrants was $98,095, which was recorded as a discount to the convertible note payable. After allocating the $98,095, portion of the proceeds to the warrants as a discount to the convertible note, the effective conversion price of the convertible notes payable was lower than the market price at the date of issuance and per calculation the remaining balance of the face amount was allocated to a beneficial conversion feature by crediting $122,343 to additional paid-in capital and debiting the same amount to the beneficial conversion feature. The Company amortizes the discount and beneficial conversion feature over the term of the convertible note and the amounts were fully amortized as of September 30, 2013.

(iii) October 15, 2013 issuance of convertible note with derivative warrant

General Terms

On October 15, 2013, the Company issued a convertible note in the principal amount of $58,000 convertible at $0.20 per share, with an $8,000 Original Issue Discount ("OID") and interest at 10% per annum maturing on May 1, 2014. The Debenture is secured by 1,250,000 restricted common shares of the Company. The restricted shares will be issued in the name of Black Mountain Equities, Inc. upon closing. The note principal of the Convertible Note plus accrued interest of $13,800 was converted into the Company’s common shares at $0.057 per share for 1,119,299 common shares on March 31, 2014. The 1,250,000 security shares were surrendered to the Company for cancellation.

Events of Defaults

An “Event of Default”, wherever used herein, means any one of the following events: (i) An “Event of Default”, wherever used herein, means any one of the following events, (ii) A Conversion Failure; (iii) The Company or any subsidiary of the Company shall commence, or there shall be commenced against the Company or any subsidiary of the Company under any applicable bankruptcy or insolvency laws; (iv) (a) The Company or any subsidiary of the Company shall default in any of its obligations under any other indebtedness in an amount exceeding $100,000, whether such indebtedness now exists or shall hereafter be created and (b) The Common Stock is suspended or delisted for trading on the Over the Counter Bulletin Board market (the “Primary Market”), (c) The Company loses its ability to deliver shares via “DWAC/FAST” electronic transfer, (d) The Company loses its status as “DTC Eligible.”, (e) The Company shall become late or delinquent in its filing requirements as a fully-reporting issuer registered with the Securities & Exchange Commission.

Piggyback Registration Rights

The Company shall include on the next registration statement the Company files with SEC (or on the subsequent registration statement if such registration statement is withdrawn) all shares issuable upon conversion of this Note. Failure to do so will result in liquidated damages of 25% of the outstanding principal balance of this Note, but not less than $25,000, being immediately due and payable to the Holder at its election in the form of cash payment or addition

to the balance of this Note.

Warrants

In connection with the issuance of the convertible note, the Company granted the note holder a warrant to purchase 1,000,000 common shares with an exercise price of $0.25 per share, subject to certain adjustments pursuant to Section 3(b) Subsequent Equity Sales and Section 3(c) Subsequent Rights Offerings of the warrant ("full price and share reset provisions") expiring five (5) years from the date of issuance.

Pursuant to Section 3 (b) Subsequent Equity Sales if the Company or any Subsidiary thereof, as applicable, at any time while this Warrant is outstanding, shall sell or grant any option to purchase, or sell or grant any right to re-price, or otherwise dispose of or issue (or announce any offer, sale, grant or any option to purchase or other disposition) any Common Stock or Common Stock Equivalents entitling any Person to acquire shares of Common Stock, at an effective price per share less than the then Exercise Price (such lower price, the “Base Share Price” and such issuances collectively, a “Dilutive Issuance”) (if the holder of the Common Stock or Common Stock Equivalents so issued shall at any time, whether by operation of purchase price adjustments, reset provisions, floating conversion, exercise or exchange prices or otherwise, or due to warrants, options or rights per share which are issued in connection with such issuance, be entitled

to receive shares of Common Stock at an effective price per share which is less than the Exercise Price, such issuance shall be deemed to have occurred for less than the Exercise Price on such date of the Dilutive Issuance), then the Exercise Price shall be reduced and only reduced to equal the Base Share Price and the number of Warrant Shares issuable hereunder shall be increased such that the aggregate Exercise Price payable hereunder, after taking into account the decrease in the Exercise Price, shall be equal to the aggregate Exercise Price prior to such adjustment.

Pursuant to Section 3 (c) Subsequent Rights Offerings if the Company, at any time while the Warrant is outstanding, shall issue rights, options or warrants to all holders of Common Stock (and not to Holders) entitling them to subscribe for or purchase shares of Common Stock at a price per share less than the VWAP at the record date, then the Exercise Price shall be multiplied by a fraction, of which the denominator shall be the number of shares of the Common Stock outstanding on the date of issuance of such rights or warrants plus the number of additional shares of Common Stock offered for subscription or purchase, and of which the numerator shall be the number of shares of the Common Stock outstanding on the date of issuance of such rights or warrants plus the number of shares which the aggregate offering price of the total number of shares so offered (assuming receipt by the Company in full of all consideration payable upon exercise of such rights, options or warrants) would purchase at such VWAP.

The fair value of note derivative liability and the warrant liability were $11,428 and $76,647, respectively, or $88,075 in aggregate; $50,000 of which was recorded as a discount to the convertible note and the $38,075 remaining balance was recorded as other expense. The Company amortizes the OID and the discount to the note over the term of the convertible note and marks to market the warrant value as of each quarter end.

(iv) March 3, 2014 issuance of convertible note with Securities Purchase Agreement

General Terms

On March 3, 2014, the Company entered into a securities purchase agreement with Nomis Bay Ltd.("Nomis Bay"). The Purchase Agreement provides (i) Nomis Bay shall purchase from the Company a senior convertible note with an initial principal amount of $500,000 (the "Initial Convertible Note") for a purchase price of $340,000 (a 32% original issue discount) and (ii) the Company shall have the right to require Nomis Bay to purchase from the Company on or prior to the 10th trading day after the effective date of the Registration Statement an additional senior convertible note with an principal amount of $600,000 (the "Additional Convertible Note" and, together with the Initial Convertible Note, the "Convertible Notes") for a purchase price of $600,000. On March 3, 2014 and May 16, 2014, the Company issued the Initial Convertible Note and the Additional Convertible Note to Nomis Bay, respectively.

The Initial Convertible Note matures on December 27, 2014 (subject to extension as provided) and, in addition to the 32% original issue discount, accrues interest at the rate of 8% per annum. The Additional Convertible Note will mature on March 16, 2015 (subject to extension as provided) and will accrue interest at the rate of 8% per annum. The Convertible Notes are convertible at any time at a conversion price equal to the lesser of (i) the product of (x) the arithmetic average of the lowest two (2) volume weighted average prices of the Common Stock during the 10 consecutive trading days ending and including the trading day immediately preceding the applicable conversion date and (y) 60% (the "Variable Conversion Price") or (ii) $0.30 per share (as adjusted for stock splits, stock dividends, stock combinations or other similar transactions).

The Company agreed to pay up to $40,000 of reasonable attorneys' fees and expenses incurred by Nomis Bay in connection with the transaction, which shall be withheld by Nomis Bay from the Initial Purchase Price for the Initial Convertible Note. An additional $20,400 shall be withheld by Nomis Bay from the Initial Purchase Price for the Initial Convertible Note and shall be paid directly to Garden State Securities for its services in acting as placement agent in connection with the transaction. Moreover, $36,000 shall be withheld by Nomis Bay from the Additional Purchase Price paid for the Additional Convertible Note, as applicable, and shall be paid directly to Garden State Securities for

its services in acting as placement agent in connection with the transaction. The Company also agreed to issue warrants to purchase up to 90,667 shares of Common Stock at an exercise price of $0.30 per share to Garden State Securities for its services in acting as placement agent in connection with the transaction.

Extinguishment of debt

The total of $160,000 of the outstanding principal amount of the initial Convertible note together with any accrued interest shall be automatically extinguished without any cash payment by the Company upon the (i) Company has filed the Registration Statement with the SEC that has been declared effective by the SEC on or prior to the Effectiveness Deadline and the prospectus contained therein is available for use by Nomis Bay for the resale by Nomis Bay of the shares of Common Stock issued or issuable upon conversion of the Convertible Notes and (ii) no event of default or an event that with the passage of time or giving of notice would constitute an event of default has occurred on or prior to such date. The Registration statement was effective on May 15, 2014 and the $160,000 principal amount was automatically extinguished.

Registration Rights Agreement

In connection with the execution of the Purchase Agreement, on the Closing Date, the Company and Nomis Bay also entered into a registration rights agreement dated as of the Closing Date (the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, the Company has agreed to file an initial registration statement ("Registration Statement") with the SEC to register the resale of 24,602,792 shares of Common Stock (representing one-third of the number of shares of Common Stock held by non-affiliates of the Company) into which the Convertible Notes may be converted, on or prior to the 45th calendar day after the Closing Date (the "Filing Deadline") and have it declared effective at the earlier of (i) the 120th calendar day after the Closing Date and (ii) the fifth business day after the date the Company is notified by the SEC that such Registration Statement will not be reviewed or will not be subject
to further review (the "Effectiveness Deadline"). The Registration statement was filed and declared effective on May 15, 2014.

Convertible notes payable consisted of the following:

	March 31, 2014	March 31, 2013
On May 30, 2012, the Company issued a convertible note in the principal amount of $200,000 with interest at 10% per annum due one (1) year from the date of issuance with the unpaid principal of this note and any accrued and unpaid interest thereon, as of the Conversion Date, at the lower of (a) the price per share at which shares of capital stock issued in the Financing are sold in the Financing, or (b) the closing price of the Company's securities if traded on a securities exchange, or if actively traded over-the-counter, the average closing bid price for the securi1ies, in each case over the thirty (30) day period prior to the Conversion Date; provided however, that if no active trading market for the securities exists at the time of the conversion, such amount shall be the fair market value of a share of the Company's common stock as determined in good faith by Company's Board of Directors. A "Financing" means the closing of the sale of shares of capital stock of the Company in the first equity financing transaction after the date first set forth above, in which the Company receives gross proceeds of at least $100,000, excluding conversion of this Note. The note with accrued interest of $235,616 in aggregate, was converted to 1,973,337 shares on March 11, 2014.	-	200,000
On February 26, 2013, the Company issued two (2) convertible notes in the principal amount of $250,000 and $100,000, respectively, convertible at $0.25 per share, with interest at 12% per annum due on September 30, 2013. The Convertible Note in the principal amount of $250,000 with the accrued interest was converted to 1,154,520 shares on March 11, 2014. The Convertible Note in the principal amount of $100,000 is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum.	100,000	350,000
On March 15, 2013, the Company cancelled a prior convertible note and entered into a 12% convertible note payable in the principal amount of $220,438 convertible into the Company’s common shares at $0.25 per share at any time prior to payment in full of the principal balance of the convertible note, maturing on September 30, 2013. The note is currently past due with no penalty and the Company continues to accrue the interest at 12% per annum	220,438	220,438

On July 16, 2013, the Company issued a convertible note in the principal amount of $111,111 with a 10% Original Issuance Discount ("OID") and a one-time interest charge of 12% after 90 days. The note is due one (1) year from the date of issuance with the conversion price at 65% of the lowest trade price for the 25 trade day period before the conversion date . The note with accrued interest of $124,444 in aggregate was converted to 2,250,158 shares during period ending March 31, 2014.	-	-
On August 27, 2013, the Company issued a convertible notes in the principal amount of $153,500 convertible at 65% of the three lowest bids for 30 trading days before the conversion date with interest at 8% per annum due on May 26, 2014. The note with accrued interest of $159,640 in aggregate, was converted to 2,892,700 shares during period ending March, 31, 2014.	-	-
On September 26, 2013, the Company issued a convertible note in the principal amount of $27,778 with a 10% Original Issuance Discount ("OID") and a one-time interest charge of 12%. The note is due one (1) year from the date of issuance with the conversion price at 65% of the lowest trade price for the 25 trade day period before the conversion date . The note and accrued interest of $31,111 in aggregate was converted to 556,549 shares on March 26, 2014.	-	-

On October 15, 2013, the Company issued a convertible note in the principal amount of $58,000 convertible at $0.20 per share, with an $8,000 Original Issue Discount ("OID") and interest at 10% per annum maturing on May 1, 2014. The Debenture is secured by 1,250,000 restricted common shares of the Company. In connection with the issuance of the convertible note, the Company granted the note holder a warrant to purchase 1,000,000 common shares with an exercise price of $0.25 per share, subject to certain adjustments pursuant to Section 3(b) Subsequent Equity Sales and Section 3(c) Subsequent Rights Offerings of the warrant ("full price and share reset provisions") expiring five (5) years from the date of issuance. The note and accrued interest of $63,800 in aggregate was converted to 1,119,299 shares on March 31, 2014.	-	-
On November 21, 2013, the Company issued a convertible note in the principal amount of $53,000, convertible at 65% of the three lowest bids for 30 trading days before the conversion date, with interest at 8% per annum, due on August 25, 2014.	53,000	-
On December 9, 2013, the Company issued a convertible note in the principal amount of $55,556 with a 10% Original Issuance Discount ("OID") and a one-time interest charge of 12%. The note is due one (1) year from the date of issuance with the conversion price at 65% of the lowest trade price for the 25 trade day period before the conversion date . The note and accrued interest of $62,222 in aggregate was converted to 1,113,099 shares on March 27, 2014.	-	-
On February 7, 2014, the Company issued a convertible notes in the principal amount of $80,000 convertible at $0.10 per share, with interest at 8% per annum due on February 6, 2015.	80,000	-
On February 20, 2014 the Company issued a convertible note in the principal amount of $55,556 with a 10% Original Issuance Discount ("OID") and 12% one time interest. The note is due on February 20, 2015, one (1) year from the date of issuance with the conversion price at 65% of the lowest trade price for the 25 trade day period before the conversion date.	55,556	-
On March 3, 2014 the Company issued a convertible note in the principal amount of $500,000 with a 32% Original Issuance Discount ("OID") that is to be waived upon filing registration report and convertible at 60% of the two lowest bids for 10 trading days before the conversion date with interest at 8% per annum, due on December 17, 2014.	340,000	-
Sub-total: convertible notes payable	848,994	770,438
Discount representing (i) the relative fair value of the warrants issued, (ii) the beneficial conversion features and (iii) the derivative liability on conversion features	(860,701)	(444,788)
Accumulated amortization of discount of convertible notes payable	467,468	32,050
Remaining discount	(393,233)	(412,738)
	$455,761	$357,700

Note 10 – Derivative Instruments and the Fair Value of Financial Instruments

(i) Warrants Issued

Description of Warrants and Fair Value on Date of Grant

On August 6, 2012, the Company issued (i) warrants to purchase 1,066,667 shares of the Company's common stock to the investors (the "investors warrants") and (ii) warrants to purchase 85,333 shares of the Company's common stock to the placement agent (the "agent warrants") with an exercise price of $0.6405 per share, subject to certain adjustments, pursuant to Section 3(b) Subsequent Equity Sales of the SPA, expiring five (5) years from the date of issuance.

On February 26, 2013 and March 15, 2013 the Company issued warrants with an exercise price of $0.25 per share. Pursuant to Section 3(b), the previously issued warrants' exercise price was reset to $0.25 per share and the number of warrant shares was reset to 2,732,801 and 218,623, respectively, or 2,951,424 in aggregate.

On May 6, 2013, the Company issued warrants with an exercise price of $0.25 per share. Pursuant to Section 3(b), the previously issued warrants' exercise price was reset again to $0.20 per share and the number of warrant shares was increased to 3,416,001 and 273,279, respectively, for a total of 3,689,280. On May 6, 2013, investors exercised warrants to purchase 2,732,799 (out of 3,416,001) shares of the Company's common stock at $0.20 per share.

On May 6, 2013, the Company issued (i) warrants to purchase 1,877,333 (Series A), 1,066,667 (Series B) and 2,346,666 (Series C) shares of the Company's common stock to the investors (the "investor warrants") and (ii) warrants to purchase 150,187 (Series A), 85,333 (Series B) and 187,733 (Series C) shares of the Company's common stock to the placement agent (the "agent warrants") with an exercise price of $0.20 (Series A) per share, $0.25 (Series B) per share and $0.25 (Series C) per share subject to certain adjustments, pursuant to Section 3(b), expiring five (5) years from the date of issuance. On February 20, 2014 the previously issued warrants' exercise price was reset again to $0.053365 per share and the number of warrant shares was increased to 23,026,321 and 1,842,106, respectively, for 24,868,426 in aggregate. During February and March, 2014, the investors exercised warrants to purchase 1,877,333 shares at $0.0585 per share and 4,096,534 shares at $0.053365 per share, respectively. On March 11, 2014, the placement agent cashless exercised 3,438,181warrants at the exercise price of $0.053365 per share.

On October 15, 2013, the Company issued a warrant to purchase 1,000,000 common shares with an exercise price at $0.25 per share with full ratchet reset features expiring five (5) years from the date of issuance in connection with the issuance of a convertible note. On February 20, 2014 the warrants' exercise price was reset to $0.053365 per share and the number of warrant shares was reset to 4,684,718.

On February 07, 2014, the Company issued a warrant to purchase 1,000,000 common shares with an exercise price at $0.10 per share with full ratchet reset features expiring five (5) years from the date of issuance in connection with the issuance of a convertible note. On February 20, 2014 the warrants' exercise price was reset to $0.053365 per share and the number of warrant shares was reset to 1,873,887.

Derivative Analysis

Because these warrants have full reset adjustments tied to future issuances of equity securities by the Company, they are subject to derivative liability treatment under Section 815-40-15 of the FASB Accounting Standard Codification ("Section 815-40-15").

Valuation of Derivative Liability

(a) Valuation Methodology

The Company's August 6, 2012 and May 6, 2013 warrants do not trade in an active securities market, as such, the Company developed a Lattice model that values the derivative liability of the warrants based on a probability weighted discounted cash flow model. This model is based on future projections of the various potential outcomes. The features that were analyzed and incorporated into the model included the exercise feature and the full ratchet reset.

Based on these features, there are two primary events that can occur; the Holder exercises the Warrants or the Warrants are held to expiration. The model analyzed the underlying economic factors that influenced which of these events would occur, when they were likely to occur, and the specific terms that would be in effect at the time (i.e. stock price, exercise price, volatility, etc.). Projections were then made on these underlying factors which led to a set of potential scenarios. As the result of the large Warrant overhang we accounted for the dilution affects, volatility and market cap to adjust the projections.

Probabilities were assigned to each of these scenarios based on management projections. This led to a cash flow projection and a probability associated with that cash flow. A discounted weighted average cash flow over the various scenarios was completed to determine the value of the derivative warrant liability.

(b) Valuation Assumptions

The Company’s 2013 derivative warrants were valued at each period ending date with the following assumptions:

- The stock price would fluctuate with the Company projected volatility.

- The stock price would fluctuate with an annual volatility. The projected volatility curve was based on historical volatilities of the Company for the valuation periods.

- The Holder would exercise the warrant as they become exercisable (effective registration is projected 4 months from issuance and the earliest exercise is projected 180 days from issuance) at target prices of 2 times the higher of the projected reset price or stock price.

- The Holder would exercise the warrant at maturity if the stock price was above the project reset prices.

- A 100% probability of a reset event and a projected financing each quarter for 3 years at prices approximating 93% of market

  - The Warrants with an exercise price of $0.25 exercise price is projected to reset to $0.047 at maturity; the Warrants with an exercise price of $0.20 per share is projected to reset to $0.043 at maturity

- The Company had no reset event during this quarter period ending 12/31/2013. Prior reset events occurred on 2/26/2013 to $0.25 and 5/6/2013 to $0.20.

- No warrants have expired. Warrants with full reset feature issued during this quarter period ending 12/31/2013

- The projected volatility curve for the valuation dates was:

	1 Year	2 Year	3 Year	4 Year	5 Year
August 6, 2012	129%	178%	218%	252%	281%
September 30, 2012	127%	173%	211%	244%	272%
March 31, 2013	122%	167%	205%	236%	264%
March 31, 2014	104%	168%	202%	233%	261%

(c) Fair Value of Derivative Warrants

The table below provides a summary of the fair value of the derivative warrant liability and the changes in the fair value of the derivative warrants to purchase 2,951,424 (reset to 6,247,146 on May 1, 2013) shares of the Company's common stock, including net transfers in and/or out, of derivative warrants measured at fair value on a recurring basis using significant unobservable inputs (Level 3).

	Fair Value Measurement Using Level 3 Inputs	
	Derivative Warrants Assets (Liability)	Total
Balance, September 30, 2012	$ (180,284)	$ (180,284)
Total gains or losses (realized/unrealized) included in:		
Net income (loss)	(305,829)	(305,829)
Other comprehensive income (loss)	-	-
Purchases, issuances and settlements	-	-
Transfers in and/or out of Level 3	-	-
Balance, March 31, 2013	(486,113)	(486,113)
Total gains or losses (realized/unrealized) included in:		
Net income (loss)	(5,290,703)	(5,290,703)
Other comprehensive income (loss)	-	-

Purchases, issuances and settlements	385,192	385,192
Transfers in and/or out of Level 3	-	-
Balance, March 31, 2014	$ (5,391,624)	$ (5,391,624)

(d) Warrants Outstanding

The table below summarizes the Company's derivative warrant activity:

	Warrant Activities					
	Derivative Shares	Non-derivative Shares	Total Warrant Shares	Fair Value of Derivative Warrants	APIC Reclassification of Derivative Liability	(Gain) Loss Change in Fair Value of Derivative Liability
Derivative warrant at March 31, 2013	2,951,424	2,281,753	5,233,177	(486,113)		
Issuance of warrants	42,302,198	1,247,076	42,549,274	(472,374)	-	-
Exercise of warrants	(12,144,847)	-	(12,144,847)	857,566	-	-
Mark to market				(5,290,703)		5,290,703
Derivative warrant at March 31, 2014	33,108,775	3,528,829	36,637,604	(5,391,624)		

(ii) Warrant Activities

The table below summarizes the Company's warrant activities through March 31, 2014:

Summary of the Company's Warrant Activities

The table below summarizes the Company's warrant activities:

	Number of Warrant Shares	Exercise Price Range Per Share	Weighted Average Exercise Price	Fair Value at Date of Issuance	Aggregate Intrinsic Value
Balance, March 31, 2013	5,233,177	$ 0.20	$ 0.20	$620,325	$-
Granted	43,549,274	0.053365 - 0.30	0.053365	472,374	-
Canceled	-	-	-	-	-
Exercised	(12,144,847)	0.053365 - 0.20	0.053365	(411,805)	-
Expired	-	-	-		-
Balance, March 31, 2014	36,637,604	$ 0.053365 - 0.30	$ 0.05436	$680,894	$-
Earned and exercisable, March 31, 2014	36,637,604	$ 0.053365 - 0.30	$ 0.05436	$680,894	$-

Unvested, March 31, 2014	-	$ -	$ -	$-	$-

The following table summarizes information concerning outstanding and exercisable warrants as of March 31, 2014:

	Warrants Outstanding			Warrants Exercisable		
Range of Exercise Prices	Number Outstanding	Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Number Exercisable	Average Remaining Contractual Life (in years)	Weighted Average Exercise Price
0.053365 $- 0.30	36,637,604	3.97	$0.05436	36,637,604	3.97	$0.05436
0.053365 $- 0.30	36,637,604	3.97	$0.05436	36,637,604	3.97	$0.05436

Note 11 – Commitments and Contingencies

Supply Agreement – between Stevia Ventures International Ltd. and Asia Stevia Investment Development Company Ltd.

On April 12, 2011, Stevia Ventures International Ltd., a subsidiary of the Company entered into a Supply Agreement (the “Supply Agreement”) with Asia Stevia Investment Development Company Ltd. (“ASID”), a foreign-invested limited liability company incorporated in Vietnam.

(i) Scope of Services

Under the terms of the Agreement, the Company engaged ASID to plant the Stevia Seedlings and supply the Products only to the Company to the exclusion of other customers and the Company is desirous to purchase the same, on the terms and conditions as set out in this Agreement produce Products and the Company purchase the Products from ASID.

(ii) Term

This Agreement shall come into force on the date of signing and, subject to earlier termination pursuant to certain clauses specified in the Agreement, shall continue in force for a period of three (3) years ("Term") expiring on April 1, 2014 and thereafter automatically renew on its anniversary for an additional period of one (1) year expiring on April 1, 2015 ("Extended Term").

(iii) Purchase Price

ASID and the Company shall review and agree, on or before September 30th of each year, on the quantity of the Products to be supplied by ASID to the Company in the forthcoming year and ASID shall provide the Company with prior written notice at any time during the year following the revision if it has reason to believe that it would be unable to fulfill its forecast volumes under this clause.

Supply Agreement – between Stevia Ventures International Ltd. And Stevia Ventures Corporation

On April 12, 2011, Stevia Ventures International Ltd., a subsidiary of the Company also entered into a Supply Agreement (the “Supply Agreement”) with Stevia Ventures Corporation (“SVC”), a foreign-invested limited liability

company incorporated in Vietnam.

(i) Scope of Services

Under the terms of the Agreement, the Company engaged SVC to plant the Stevia Seedlings and supply the Products only to the Company to the exclusion of other customers and the Company is desirous to purchase the same, on the terms and conditions as set out in this Agreement produce Products and the Company purchase the Products from SVC.

(ii) Term

This Agreement shall come into force on the date of signing and, subject to earlier termination pursuant to certain clauses specified in the Agreement, shall continue in force for a period of three (3) years expiring April 1, 2014 ("Term") and thereafter automatically renew on its anniversary for an additional period of one (1) year expiring April 1, 2015 ("Extended Term").

(iii) Purchase Price

SVC and the Company shall review and agree, on or before September 30th, of each Year on the quantity of the Products to be supplied by SVC to the Company in the forthcoming year and SVC shall provide the Company with prior written notice at any time during the year following the revision if it has reason to believe that it would be unable to fulfill its forecast volumes under this clause.

Engagement Agreement – Garden State Securities Inc.

On June 18, 2012, the Company entered into an engagement agreement (the “Agreement”) with Garden State Securities Inc. (“GSS”) for GSS to act as a selling/placement agent for the Company.

(i) Scope of Services

Under the terms of the Agreement, the Company engaged GSS to review the business and operations of the Company and its historical and projected financial condition, advise the Company on a “best efforts” Private Placement offering of debt or equity securities to fulfill the Company’s business plan, and contacts for the Company possible financing sources.

(ii) Term

GSS shall act as the Company’s exclusive placement agent for the period of the later of; (i) 60 days from the execution of the term sheet; or (ii) the final termination date of the securities financing (the “Exclusive Period”). GSS shall act as the Company’s non-exclusive placement agent after the Exclusive Period until terminated.

(iii) Compensation

The Company agrees to pay to GSS at each full or incremental closing of any equity financing, convertible debt financing, debt conversion or any instrument convertible into the Company’s common stock (the “Securities Financing”) during the Exclusive Period; (i) a cash transaction fee in the amount of 8% of the amount received by the Company under the Securities Financing; and (ii) warrants (the “Warrants”) with “piggy back” registration rights, equal to 8% of the stock issued in the Securities Financing at an exercise price equal to the investors’ warrant exercise price of the Securities Financing or the price of the Securities Financing if no warrants are issued to investors. The Company will also pay, at closing, the expense of GSS’s legal counsel pursuant to the Securities Financing and/or Shelf equal to $25,000 for Securities Financing and/or Shelf resulting in equal to or greater than $500,000 of gross proceeds to the Company, and $18,000 for a Securities Financing and/or Shelf resulting in less than $500,000 of gross proceeds to the Company. In addition, the Company shall cause, at its cost and expense, the “Blue sky filing” and Form D in due and proper form and substance and in a timely manner.

Consulting Agreement – Mountain Sky International Limited

On April 18, 2013, the Company entered into a consulting agreement (the “Consulting Agreement”) with Mountain Sky International Limited (“Mountain Sky”) to perform consulting certain services for the Company. In consideration of the mutual covenants and promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the parties agree as follows:

(i) Scope of Services

The Consultant agrees to perform certain consulting, advisory and related services to the Company.

(ii) Term

This Agreement shall commence on April 18, 2013 (the "Commencement Date") and shall continue until April 30, 2015 unless terminated. This Agreement may be terminated by either the Company or the Consultant at any time prior to the end of the Consulting Period by giving thirty (30) days written notice of termination. Such notice may be given at any time for any reason, with or without cause. The Company will pay Consultant for all Services performed by

Consultant through the date of termination.

(iii) Compensation

The Company issued 1,000,000 shares of its common stock to Mountain Sky International Limited, a Hong Kong corporation ("Mountain Sky"), in partial consideration for consulting services to be rendered by Mountain Sky. 500,000 of the 1,000,000 shares vested at the time of grant, and 500,000 will vest on the one (1) year anniversary of the date of grant. The 500,000 shares vested on April 30, 2013 were valued at $0.20 per share or $100,000 and recorded as consulting fee.

Note 12 – Equity

Shares Authorized

Upon formation the total number of shares of common stock which the Company is authorized to issue is One Hundred Million (100,000,000) shares, par value $0.001 per share.

On November 15, 2013, the Company approved an amendment to the Articles of Incorporations to increase the authorized number of shares to Two hundred and fifty million (250,000,000) shares, par value $0.001 per share.

Common Stock

Reverse Acquisition Transaction

Immediately prior to the Share Exchange Agreement on June 23, 2011, the Company had 79,800,000 common shares issued and outstanding. Simultaneously with the Closing of the Share Exchange Agreement, on the Closing Date, Mohanad Shurrab, a shareholder and, as of the Closing Date, the Company's former Director, President, Treasurer and Secretary, surrendered 33,000,000 shares of the Company's common stock to the Company for cancellation.

As a result of the Share Exchange Agreement, the Company issued 12,000,000 common shares for the acquisition of 100% of the issued and outstanding shares of Stevia Ventures International Ltd. Of the 12,000,000 common shares issued in connection with the Share Exchange Agreement, 6,000,000 of such shares were being held in escrow ("Escrow Shares") pending the achievement by the Company of certain post-Closing business milestones (the "Milestones"), pursuant to the terms of the Make Good Escrow Agreement, between the Company, Greenberg Traurig, LLP, as escrow agent and the Ventures' Stockholder (the "Escrow Agreement").

- On December 23, 2011, 3,000,000 out of the 6,000,000 Escrow Shares have been earned by and released to Ventures stockholder upon achievement of the First Milestone within 180 days of June 23, 2011, the Closing Date associated with the First Milestone. These shares were valued at $0.25 per share or $750,000 on the date of release and recorded as salary and compensation - officer.

    - On June 23, 2013, the remaining 3,000,000 Escrow Shares have been earned by and released to Ventures stockholder upon achievement of the Second and the Third Milestones within two (2) years of June 23, 2011, the Closing Date associated with the Milestones. These shares were valued at $0.20 per share or $600,000 on June 23, 2013 and recorded as salary and compensation - officer.

Common Shares Issued for Obtaining Employee and Director Services

October 14, 2011 Issuance of Common Shares for Director Services

On October 14, 2011 the Company issued 1,500,000 shares each to two (2) newly appointed members of the board of directors or 3,000,000 shares of its common stock in aggregate as compensation for future services. These shares shall vest with respect to 750,000 shares of restricted stock on each of the first two anniversaries of the date of grant, subject to the director's continuous service to the Company as directors. These shares were valued at $0.25 per share or $750,000 on the date of grant and are being amortized over the vesting period of two (2) years or $93,750 per quarter.

The Company recorded $375,000 and $187,500 in directors' fees for the fiscal year ended March 31, 2013 and for the period from April 11, 2011 (inception) through March 31, 2012, respectively.

The Company recorded the remaining balance of $187,500 for the reporting period ended March 31, 2014.

December 4, 2013 Issuance of Common Shares for Director Services

On December 4, 2013 the Company issued 1,500,000 shares to a newly appointed member of the board of directors as compensation for future services. These shares shall vest 750,000 shares of restricted stock on each of the first two

anniversaries of the date of grant, subject to the director's continuous service to the Company as a director. These shares were valued at $0.125 per share or $187,500 on the date of grant and are being amortized over the vesting period of two (2) years or $7,811 per month.

The Company recorded $31,250 in director's fees for the reporting period ended March 31, 2014.

February 26, 2014 Issuance of Common Shares for Chairman and CEO

On February 26, 2014, the Company issued 20,000,000 Restricted Shares to George Blankenbaker, the Company's President and director for services to be rendered. 4,000,000 of such shares vest at the time of issuance and the remainder vest over the following four years in equal annual installments. These shares were valued at $0.053365 per share or $1,067,300 at the date of grant, $213,460 of which were recorded as salary and compensation at the time of issuance and $853,840 of which are being amortized over the vesting period of four (4) years or $213,460 annually recorded as salary and compensation - officers.

Common Shares Issued to Parties other than Employees for Acquiring Goods or Services

Common Shares Issued to a Related Party

On July 5, 2012, the Company issued 500,000 restricted shares of its common shares to Growers Synergy Pte Ltd., a corporation organized under the laws of the Republic of Singapore ("Singapore"), owned and controlled by George Blankenbaker, the president, director and a significant stockholder of the Company ("Growers Synergy"), as consideration for services rendered by Growers Synergy to the Company. These restricted shares were valued at $0.79 per share discounted at 69% taking into consideration of its restricted nature and lack of liquidity and consistent trading in the market or $272,550 and included in the farm management services - related party.

On February 26, 2014, the Company issued 3,000,000 restricted shares to Growers Synergy Pte Ltd., a corporation organized under the laws of Singapore ("Growers Synergy"), all of which were fully vested at the time of issuance. These shares were valued at $0.053365 per share or $160,095 and recorded as a consulting fee.

Common Shares Issued in Connection with Consulting Agreement

On April 18, 2013, the Company issued 1,000,000 shares of its common stock to Mountain Sky International Limited, a Hong Kong corporation (“Mountain Sky”), in partial consideration for consulting services rendered by Mountain Sky. 500,000 of the 1,000,000 shares vested at the time of grant, and 500,000 will vest on the one (1) year anniversary of the date of grant. The 500,000 shares that vested on April 30, 2013 were valued at $0.20 per share or $100,000 and recorded as a consulting fee.

On February 26, 2014, the Company issued an aggregate of 4,300,000 shares of common stock pursuant to restricted stock award agreements to the consultants of the Company for services. These shares were valued at $0.053365 per share or $229,470 and recorded as a consulting fee.

Sale of Equity Units Including Common Stock and Warrants

Entry into Securities Purchase Agreement

On August 1, 2012, the Company entered into a Securities Purchase Agreement (the "SPA") with two (2) accredited institutional investors (the "Purchasers") to raise $500,000 in a private placement financing. On August 6, 2012, after the satisfaction of certain closing conditions, the Offering closed and the Company issued to the Purchasers: (i) an aggregate of 1,066,667 shares of the Company's common stock at $0.46875 per share and (ii) warrants to purchase 1,066,667 shares of the Company's common stock at an exercise price of $0.6405 expiring five (5) years from the date of issuance for a gross proceeds of $500,000.

At closing, the Company reimbursed the investor for legal fees of $12,500 and paid Garden State Securities, Inc,(“GSS”), who served as placement agent for the Company in the offering, (i) cash commissions equal to 8.0% of the gross proceeds received in the equity financing or $40,000, and (ii) a warrant to purchase 85,333 shares of the Company's common stock representing 8% of the Shares sold in the Offering with an exercise price of $0.6405 per share expiring five (5) years from the date of issuance (the "agent warrants") to GSS or its designee.

The units were sold at $0.46875 per unit consisting one common share and the warrant to purchase one (1) common share for gross proceeds of $500,000. In connection with the August 6, 2012 equity unit offering the Company paid (i) GSS cash commissions equal to 8.0% of the gross proceeds received in the equity financing, or $40,000 and (ii) $12,500 in legal fees and resulted in a net proceeds of $447,500.

Per the terms of the SPA, from the date until one (1) year anniversary of the closing date, if the Company issues or sells any shares of the Company's common stock at a price that is less than the per share purchase price, than immediately without any obligation of or notice to the Purchasers, the per share purchase price paid shall be reduced to be the discounted per share purchase price and the number of shares issuable under this agreement shall be deemed increased to the subscription amount paid by such Purchaser. On October 1, 2013,

The Company issued 286,666 common shares to the investor according to this anti-dilutive term.

Exercise of Warrants with Issuance of New Warrants per the Warrant Reset Offer

On May 3, 2013, the Company entered into a Warrant Exercise Reset Offer Letter Agreement (the "Reset Letter") with an investor (the "Investor") whereby the Company and the Investor agreed that the Investor would immediately exercise his warrant to purchase 853,333 shares of common stock of the Company at an exercise price of $0.20 per share for cash in the aggregate of $170,667. In consideration for the Investor's immediate exercise, the Company agreed to issue to the Investor three (3) new warrants in the amounts of 1,877,333, 1,066,666 and 2,346,666, with exercise prices of $0.20, $0.25 and $0.25 per share,

respectively (the "Series A Warrants", "Series B Warrants" and "Series C Warrants", respectively, and collectively the "New Warrants"). The Series A Warrants are subject to the Company's call right, and the Series C Warrants are only exercisable upon the Investor's exercise in full of the Series A Warrants. In connection with the Reset Letter, the Company agreed to use its best efforts to file a registration statement (the "Registration Statement") with the United States Securities and Exchange Commission (the "SEC") within ten (10) business days. The Company will use its best efforts to have the Registration Statement declared effective by the SEC within thirty (30) days. The Company filed a registration statement (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") within ten (10) business days which was declared effective by the SEC within thirty (30) days.

Issuance of Common Stock per the Settlement Agreement

The Company acquired certain seeds in the amount of $1,807,000 in aggregate which was used for preparation of the fall planting for the 2014 spring harvest which started from the second half of February, 2014 and lasted through April, 2014, $1,042,000 of which was in default. The vendor of the Company sold its accounts receivable of $1,042,000 to Hanover Holdings I, LLC, a New York limited liability company ("Hanover"), an independent third party. On July 12, 2013, Hanover commenced an action against the Company to recover the $1,042,000 of past-due accounts payable of the Company, plus fees and costs (the "Claim"). On July 25, 2013, the Supreme Court of the State of New York, County of New York (the "Court"), entered an order (the "Order") approving a settlement (the "Settlement Agreement") between the Company and Hanover, which became effective and binding upon the Company and Hanover upon execution of the Order by the Court on July 25, 2013.

On July 26, 2013, the Company issued and delivered to Hanover 7,500,000 shares (the "Initial Settlement Shares") of the Company's common stock, $0.001 par value (the "Common Stock"), pursuant to the terms of the Settlement Agreement approved by the Order.

The Settlement Agreement provides that the Initial Settlement Shares will be subject to adjustment on the trading day immediately following the Calculation Period to reflect the intention of the parties that the total number of shares of Common Stock to be issued to Hanover pursuant to the Settlement Agreement be based upon a specified discount to the trading volume weighted average price (the "VWAP") of the Common Stock for a specified period of time subsequent to the Court's entry of the Order. Specifically, the total number of shares of Common Stock to be issued to Hanover pursuant to the Settlement Agreement shall be equal to the sum of: (i) the quotient obtained by dividing (A) $1,042,000 (representing the total amount of the Claim), by (B) 65% of the average of the lowest 40 VWAPs of the Common Stock over the 120-consecutive trading day period (subject to extension under the Settlement Agreement) immediately following the date of issuance of the Initial Settlement Shares (or such shorter trading-day period as may be determined by Hanover in its sole discretion by delivery of written notice to the Company) (the "Calculation Period"); (ii) the quotient obtained by dividing (A) $22,500, representing (1) $25,000 of Hanover's legal fees and expenses incurred in connection with the Action that the Company has agreed to pay less (2) $2,500 heretofore paid by the Company, by (B) 100% of the VWAP of the Common Stock over the Calculation Period; and (iii) the quotient obtained by dividing (A) agent fees of $83,360, by (B) 100% of the VWAP of the Common Stock over the Calculation Period, rounded up to the nearest whole share (the "VWAP Shares"). As a result, the Company ultimately may be required to issue to Hanover substantially more shares of Common Stock than the number of Initial Settlement Shares issued (subject to the limitations described below). The Settlement Agreement further provides that if, at any time and from time to time during the Calculation Period, Hanover reasonably believes that the total number of Settlement Shares previously issued to Hanover shall be less than the total number of VWAP Shares to be issued to Hanover or its designee in connection with the Settlement Agreement, Hanover may, in its sole discretion, deliver one or more written notices to the Company, at any time and from time to time during the Calculation Period, requesting that a specified number of additional shares of Common Stock promptly be issued and delivered to Hanover or its designee (subject to the limitations described below), and the Company will upon such request reserve and issue the number of additional shares of Common Stock requested to be so issued and delivered in the notice (all of such

additional shares of Common Stock, "Additional Settlement Shares"). At the end of the Calculation Period, (i) if the number of VWAP Shares exceeds the number of Initial Settlement Shares and Additional Settlement Shares issued, then the Company will issue to Hanover or its designee additional shares of Common Stock equal to the difference between the number of VWAP Shares and the number of Initial Settlement Shares and Additional Settlement Shares, and (ii) if the number of VWAP Shares is less than the number of Initial Settlement Shares and Additional Settlement Shares issued, then Hanover or its designee will return to the Company for cancellation that number of shares of Common Stock equal to the difference between the number of VWAP Shares and the number of Initial Settlement Shares and Additional Settlement Shares. Hanover may sell the shares of Common Stock issued to it or its designee in connection with the Settlement Agreement at any time without restriction, even during the Calculation Period.

The Settlement Agreement provides that in no event shall the number of shares of Common Stock issued to Hanover or its designee in connection with the Settlement Agreement, when aggregated with all other shares of Common Stock then beneficially owned by Hanover and its affiliates (as calculated pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder), result in the beneficial ownership by Hanover and its affiliates (as calculated pursuant to Section 13(d) of the Exchange Act and the rules and regulations thereunder) at any time of more than 9.99% of the Common Stock.

On September 30, 2013, the Company issued and delivered to Hanover 2,000,000 Additional Settlement Shares pursuant to the terms of the Settlement Agreement approved by the Order. Since the issuance of the Initial Settlement Shares and Additional Settlement Shares described above, Hanover demonstrated to the Company's satisfaction that it was entitled to receive another 3,500,000 Additional Settlement Shares, based on the adjustment formula described above, and that the issuance of such Additional Settlement Shares to Hanover would not result in Hanover exceeding the beneficial ownership limitation set forth above. On December 13, 2013, the Company issued and delivered to Hanover another 3,500,000 Additional Settlement Shares and on January 22, 2014, the Company issued and delivered to Hanover the final 2,538,882 Additional Settlement Shares pursuant to the terms of the Settlement Agreement approved by the Order.

The Company considered the settlement of debt with common shares as an extinguishment of debt and applied extinguishment accounting accordingly. The Company compared the trade accounts payable and related settlement costs with the fair value of common shares issued. Because the fair value of common shares issued was $561,077 greater than trade accounts payable and related settlement costs, the Company applied extinguishment accounting, resulting in a loss on extinguishment of debt of $561,077, for the reporting period ended March 31, 2014.

Issuance of common stock for accounts payable conversion

On February 26, 2014, the Company agreed to convert an aggregate of approximately $893,579.93 of advances for working capital received from George Blankenbaker, the Company's President and director, and entities affiliated with Mr. Blankenbaker, into an aggregate of 16,744,682 shares of common stock valued at the Company's most recent PPM price of $0.053365 per share.

Warrants

Issuances of Warrants in Connection with Securities Purchase Agreement

On August 6, 2012, the Company issued (i) warrants to purchase 1,066,667 shares of the Company’s common stock to the investors with an exercise price of $0.6405 per share subject to certain adjustments per Section 3(b) Subsequent Equity Sales of the SPA expiring five (5) years from the date of issuance in connection with the sale of common shares. The exercise price and number of warrant shares were reset to $0.25 per share and 2,732,801 shares, respectively, due to the occurrence of the February 26, 2013 reset event.

Issuance of Warrants to the Placement Agent as Compensation

Garden State Securities, Inc. (the "GSS") served as the placement agent of the Company for the equity financing on August 1, 2012. Per the engagement agreement signed between GSS and the Company, in consideration for services rendered as the placement agent, the Company agreed to: (i) pay GSS cash commissions equal to 8.0% of the gross proceeds received in the equity financing, or $40,000, and (ii) issue to GSS or its designee, a warrant to purchase 85,333 shares of the Company's common stock representing 8% of the warrants sold in the Offering) with an exercise price of $0.6405 per share subject to certain adjustments per Section 3(b) Subsequent Equity Sales of the SPA expiring five (5) years from the date of issuance (the "agent warrants"). The agent warrants also provide for the same registration rights and obligations as set forth in the Rights Agreement with respect to the Warrants and Warrant Shares. The exercise price and number of warrant shares were reset to $0.25 per share and 2,732,801 shares, respectively, due to the occurrence of the February 26, 2013 reset event.

Garden State Securities, Inc. (the "Placement Agent") served as the placement agent of the Company for the Warrant Reset Offering on May 6, 2013. In consideration for services rendered as the Placement Agent, the Company agreed to: (i) pay to the Placement Agent cash commissions equal to $13,653, (ii) warrants equal to eight percent (8%) of the

aggregate number of shares exercised by the Investor, and (iii) upon exercise of the New Warrants by the Company, the Placement Agent will receive additional warrants equal to eight percent (8%) of the number of shares issued upon exercise of the New Warrants (collectively, the "Agent Warrants").

On March 31, 2014, the Company issued a warrant to purchase 683,202 common shares with an exercise price range from $0.053365 to $0.30 per share expiring five (5) years from the date of issuance to the placement agent.

Note 13 – Research and Development

Lease of Agricultural Land

On December 14, 2011, the Company and Stevia Ventures Corporation (“Stevia Ventures”) entered into a Land Lease Agreement with Vinh Phuc Province People's Committee Tam Dao Agriculture & Industry Co., Ltd. pursuant to which Stevia Ventures has leased l0 hectares of land (the “Leased Property”) for a term expiring five (5) years from the date of signing expiring December 14, 2016.

The Company has begun development of a research facility on the Leased Property and has prepaid (i) the first year lease payment of $30,000 and (ii) the six month lease payment of $15,000 as security deposit, or $45,000 in aggregate upon signing of the agreement.

Future minimum payments required under this agreement at March 31, 2014 were as follows:

Fiscal Year Ending March 31:		
2015		30,000
2016		30,000
	$	60,000

Supply and Cooperative Agreement – Guangzhou Health Technology Development Company Limited

Entry into Supply Agreement

On February 21, 2012, the Company entered into a Supply Agreement (the "Supply Agreement") with Guangzhou Health China Technology Development Company Limited, a foreign-invested limited liability company incorporated in the People's Republic of China (the "Guangzhou Health").

Under the terms of the Supply Agreement, the Company will sell dry stevia plant materials, including stems and leaves ("Product") exclusively to Guangzhou Health. For the first two years of the agreement, Guangzhou Health will purchase all Product produced by the Company. Starting with the third year of the agreement, the Company and Guangzhou Health will review and agree on the quantity of Product to be supplied in the forthcoming year, and Guangzhou Health will be obliged to purchase up to 130 percent of that amount. The specifications and price of Product will also be revised annually according to the mutual agreement of the parties. The term of the Supply Agreement is five years with an option to renew for an additional four years.

Entry into Cooperative Agreement

On February 21, 2012, the Company also entered into Cooperative Agreement (the “Cooperative Agreement”) with Guangzhou Health Technology Development Company Limited.

Under the terms of the Cooperative Agreement, the parties agree to explore potential technology partnerships with the intent of formalizing a joint venture to pursue the most promising technologies and businesses. The parties also agree to conduct trials to test the efficacy of certain technologies as applied specifically to the Company's business model as well as the marketability of harvests produced utilizing such technologies. Guangzhou Health will share all available information of its business structure and technologies with the Company, subject to the confidentiality provisions of the Cooperative Agreement. Guangzhou Health will also permit the Company to enter its premises and grow-out sites for purposes of inspection and will, as reasonably requested by the Company, supply without cost, random samples of products and harvests for testing.

Note 14 – Income Tax Provision

United States Income Tax

Stevia Corp is the parent Company which incorporated in the State of Nevada and is subjected to United States of America tax law.

Hong Kong SAR Income Tax

Stevia Asia Limited, a wholly-owned subsidiary of the Company, is registered in the Hong Kong Special Administrative Region ("HK SAR") of the People's Republic of China ("PRC") and is subject to HK SAR tax law. Armco HK's statutory income tax rate is 16.5% and there were no significant differences between income reported for financial reporting purposes and income reported for income tax purposes for the year ended March 31, 2014.

Stevia Technew Limited, a majority owned subsidiary of the Company, is registered in the Hong Kong Special Administrative Region ("HK SAR") of the People's Republic of China ("PRC") and is subject to HK SAR tax law. Armco HK's statutory income tax rate is 16.5% and there were no significant differences between income reported for financial reporting purposes and income reported for income tax purposes for the year ended March 31, 2014.

Deferred Tax Assets

At March 31, 2014, Stevia has available for federal income tax purposes net operating loss ("NOL") carry-forwards of $6,703,239, net of non-deductible items of $6,208,441 (i) accumulated change in fair value of derivative liability, (ii) accumulated debt discount, and (b) accumulated excess of fair value of derivative liability over the face value of notes that may be used to offset future taxable income through the fiscal year ending March 31, 2034. No tax benefit has been reported with respect to these net operating loss carry-forwards in the accompanying financial statements since the Company believes that the realization of its net deferred tax asset of approximately $2,279,101 was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are fully offset by the full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realizability. The valuation allowance increased approximately $1,003,711 and $485,383 for the fiscal year ended March 31, 2014 and 2013, respectively.

Components of deferred tax assets are as follows:

	March 31, 2014	March 31, 2013
Net deferred tax assets – Non-current:		
Expected income tax benefit from NOL carry-forwards	2,279,101	1,275,390
Less valuation allowance	(2,279,101)	(1,275,390)
Deferred tax assets, net of valuation allowance	$ -	$ -

Limitation on Utilization of NOLs due to Change in Control

The Company had ownership changes as defined by the Internal Revenue Code Section 382 ("Section 382"), which may subject the NOL's to annual limitations which could reduce or defer the NOL. Section 382 imposes limitations on a corporation's ability to utilize NOLs if it experiences an "ownership change." In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percentage points over a three-year period. In the event of an ownership change, utilization of the NOLs would be subject to an annual limitation under Section 382 determined by multiplying the value of its stock at the time of the ownership change by the applicable long-term tax-exempt rate. Any unused annual limitation may be carried over to later years. The imposition of this limitation on its ability to use the NOLs to offset future taxable income could cause the Company to pay U.S. federal income taxes earlier than if such limitation were not in effect and could cause such NOLs to expire unused, reducing or eliminating the benefit of such NOLs.

Income Tax Provision in the Consolidated Statement of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Fiscal Year Ended March 31, 2014	For the Fiscal Year Ended March 31, 2013
Federal statutory income tax rate	34.0%	34.0%
Change in valuation allowance on net operating loss carry-forwards	(34.0)	(34.0)
Effective income tax rate	0.0%	0.0%

Note 15 – Concentrations and Credit Risk

Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of cash and cash equivalents.

As of March 31, 2014, substantially all of the Company's cash and cash equivalents were held by major financial institutions, and the balance at certain accounts exceeded the maximum amount insured by the Federal Deposits Insurance Corporation ("FDIC"). However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Customers and Credit Concentrations

One (1) customer accounted for all of the sales for the reporting period ended March 31, 2014 and the accounts receivable at March 31, 2014. A reduction in sales from or loss of such customer would have a material adverse effect on the Company's results of operations and financial condition.

Vendors and Accounts Payable Concentrations

Vendor purchase concentrations and accounts payable concentration are as follows:

	Accounts Payable at		Net Purchases	
	March 31, 2014	March 31, 2013	For the Reporting Period Ended March 31, 2014	For the Reporting Period Ended March 31, 2013
Growers Synergy Pte. Ltd. – related party	4.1 %	50.1 %	3.6 %	26.4 %
Stevia Ventures Corporation	48.5 %	16. 9 %	52.5 %	55.7 %
SG Agro Tech Pte Ltd	- %	- %	33.5 %	- %
	52.6 %	67.0 %	89.6 %	82.1 %

Note 16 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were certain reportable subsequent event(s) to be disclosed as follows:

Entry into Note Purchase Agreement

On April 2, 2014 the Company entered into a note purchase agreement with YOPCP, LLC, a Colorado limited liability company ("YOPCP"). YOPCP is a manufacturer of ready to eat organic gourmet soups. The Purchase Agreement provides that, upon the terms and subject to the conditions set forth therein, the Company shall purchase from YOPCP a senior secured convertible promissory note with an initial principal amount of $250,000 (the "Note") for a purchase price of $250,000.

The Note bears interest at a rate of fifteen percent (15%) per annum and is due on the earlier of (i) the twelve (12) month anniversary of the issuance of the Note, or (ii) the next date of sale of equity of the Company (a "Company Financing") following the Closing Date. The Company has the right to convert the Note at a conversion price equal to the price per unit of the Company's membership units ("Units") in the Company Financing (the "Conversion Price"). Upon full repayment or conversion of the Note, the Company has the additional right to receive an amount of Units equal to the initial principal amount of the Note divided by the Conversion Price.

The Company has a right of participation with respect to any future financing of YOPCP. Pursuant to the terms of the Purchase Agreement, the Company may elect to participate in an amount equal to 50% of any proposed future financing of YOPCP until the expiration of the maturity date of the Note. The Company also has a right of first refusal with respect to the management rights for distribution of YOPCP's products in Asia for a five year period.

The Company also entered into a security agreement (the "Security Agreement") with YOPCP which YOPCP granted a lien on all of its assets (the "Collateral") in favor of the Company to secure YOPCP's obligations under the Note.

The Security Agreement includes certain customary representations, warranties and covenants regarding the perfection and maintenance of the Company's security interests in the Collateral. The lien on the Collateral will be released upon full payment or full conversion of the Note.

Entry into Securities Purchase Agreement with warrants

On April 8, 2014, the Company entered into a Securities Purchase Agreement (the "SPA") with an investor to raise $225,000 in a private placement financing. Pursuant to the SPA, the Company issued to the investor: (i) an aggregate of 1,500,000 shares of the Company's common stock at $0.15 per share and (ii) warrants to purchase 4,000,000 shares of the Company's common stock at an exercise price of $0.45 expiring five (5) years from the date of issuance for a gross proceeds of $225,000.

Conversion of convertible notes

During the period from April1, 2014 to July 11, 2014, the convertible note holders converted a total of $583,127, at conversion price range from $0.0390 to 0.0879 per share to 12,151,771 shares of the Company’s common stock,.

Exercise of warrants

During the period from April1, 2014 to July 11, 2014, the investors exercised warrants to purchase a total of 10,151,294 shares of the Company’s common stock with an exercise price range from $0.0402 to 0.053365 per share for $529,490 in cash.

INDEX TO EXHIBITS

Exhibit No.	Description
2.1	Share Exchange Agreement dated June 23, 2011 (incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K filed on June 29, 2011)
3.1	Articles of Incorporation of the Registrant, dated May 18, 2007, including all amendments to date (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed November 20, 2013)
3.2	Amended and Restated Bylaws of the Registrant, as amended, dated March 18, 2011 (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed on March 22, 2011)
10.1	Supply Agreement with Asia Stevia Investment Development Company Ltd, dated April 12, 2011 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on June 29, 2011)
10.2	Supply Agreement with Stevia Ventures Corporation, dated April 12, 2011 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on June 29, 2011)
10.3	Convertible Promissory Note, with Vantage Associates SA, dated February 14, 2011 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on June 29, 2011)
10.4	Convertible Promissory Note, with Vantage Associates SA, dated June 23, 2011 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on June 29, 2011)
10.5	Form of Convertible Promissory Note (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed on November 21, 2011)
10.6	Stock Purchase Agreement (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed on November 21, 2011)
10.7	Management and Off-Take Agreement with Growers Synergy Pte Ltd., effective November 1, 2011 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on October 31, 2011)
10.8	The Minutes for Land Transferring Agreement for New Crop Plants Variety, dated December 14, 2011 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed on February 17, 2012)
10.9	Supply Agreement with Guangzhou Health China Technology Development Company Limited, dated February 21, 2012 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on February 27, 2012)
10.10	Cooperative Agreement (incorporated by reference to the Registrant's Current Report on Form 8-K filed on July 11, 2012)
10.11	Technology Acquisition Agreement (incorporated by reference to the Registrant's Current Report on Form 8-K filed on July 11, 2012)

10.12	Securities Purchase Agreement (incorporated by reference to the Registrant’s Current Report on Form 8-K filed on August 7, 2012)

10.13	Registration Rights Agreement (incorporated by reference to the Registrant's Current Report on Form 8-K filed on August 7, 2012)
10.14	Form of Warrant (incorporated by reference to the Registrant's Current Report on Form 8-K filed on August 7, 2012)
10.15	Reset Letter with Anson Investments Master Fund LP, dated May 1, 2013 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on May 6, 2013)
10.16	Form of Warrant (incorporated by reference to the Registrant's Current Report on Form 8-K filed on May 6, 2013)
10.17	Stipulation of Settlement with Hanover Holdings I, LLC, dated July 16, 2013 (incorporated by reference to the Registrant's Current Report on Form 8-K filed on July 29, 2013)
10.18	$400,000 Promissory Note, dated July 16, 2013 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed August 19, 2013)
10.19	Form of Senior Convertible Note (incorporated by reference to the Registrant's Current Report on Form 8-K filed March 4, 2014)
10.20	Securities Purchase Agreement, dated as of March 3, 2014, by and between Nomis Bay Ltd. and Stevia Corp. (incorporated by reference to the Registrant's Current Report on Form 8-K filed March 4, 2014)
10.21	Registration Rights Agreement, dated as of March 3, 2014, by and between Nomis Bay Ltd. and Stevia Corp. (incorporated by reference to the Registrant's Current Report on Form 8-K filed March 4, 2014)
10.22	Note Purchase Agreement, dated as of April 2, 2014, by and between Stevia Corp. and YOPCP, LLC (incorporated by reference to the Registrant's Current Report on Form 8-K filed April 3, 2014)
10.23	Form of Senior Secured Convertible Promissory Note (incorporated by reference to the Registrant's Current Report on Form 8-K filed April 3, 2014)
10.24	Security Agreement, dated as of April 2, 2014, by and between Stevia Corp. and YOPCP, LLC (incorporated by reference to the Registrant's Current Report on Form 8-K filed April 3, 2014)
14.1	Code of Ethics (incorporated by reference to the Registrant's Current Report on Form 8-K filed October 31, 2011)
21	List of Subsidiaries*

31	Rule 13(a) — 14(a)/15(d) — 14(a) Certification (Principal Executive Officer and Principal Financial Officer)*
32	Section 1350 Certifications*
101	Interactive Data Files pursuant to Rule 405 of Regulation S-T*

* Filed herewith