

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

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

For the transition period from _____ to _____

Commission File No. 000-55148

ANPATH GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1602779
(I.R.S. Employer Identification No.)

515 Congress Ave., Suite 1400
Austin, Texas 78701
(Address of principal executive offices)

(407) 373-6925
(Registrant's telephone number, including area code)

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

Yes No

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

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

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

Yes No

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Not applicable.

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date:

November 10, 2015 - Common – 1,835,312

November 10, 2015 - Preferred – none

PART I

Item 1. Financial Statements

The financial statements of Anpath Group, Inc., a Delaware corporation (the "Company," "Anpath," "we," "our," "us" and words of similar import) required to be filed with this Quarterly Report on Form 10-Q were prepared by management and commence below, together with related notes. In the opinion of management, the financial statements fairly present the financial condition of the registrant.

ANPATH GROUP, INC
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 30, 2015	March 31, 2015
ASSETS		
CURRENT ASSETS		
Cash	\$ -	\$ 104
Prepaid expenses	8,150	22,456
TOTAL CURRENT ASSETS	<u>8,150</u>	<u>22,560</u>
TOTAL ASSETS	<u>\$ 8,150</u>	<u>\$ 22,560</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 141,672	\$ 71,482
Note payable	446,640	452,529
Advance from stockholder	114,678	86,803
Derivative Liabilities	738,203	54,118
TOTAL CURRENT LIABILITIES	<u>1,441,193</u>	<u>664,932</u>
TOTAL LIABILITIES	<u>1,441,193</u>	<u>664,932</u>
STOCKHOLDERS' DEFICIT		
Preferred stock, \$0.0001 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.0001 par value; 100,000,000 shares authorized, 1,835,312 and 1,835,312 shares issued and outstanding	183	\$ 183
Additional paid-in capital	5,578,704	5,578,704
Accumulated deficit	(7,011,930)	(6,221,259)
TOTAL STOCKHOLDERS' DEFICIT	<u>(1,433,043)</u>	<u>(642,372)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 8,150</u>	<u>\$ 22,560</u>

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

ANPATH GROUP, INC
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2015	2014	2015	2014
EXPENSES				
Payroll	\$ 2,000	\$ 22,157	\$ 5,080	\$ 73,337
Professional fees	55,576	266,107	84,881	318,007
Product development and regulatory	-	2,682	-	5,363
Directors and officers insurance	6,199	3,822	14,306	7,868
Occupancy and office	(254)	82	24	2,353
State and local taxes	1,035	-	1,509	2,896
Total Expenses	<u>64,556</u>	<u>294,850</u>	<u>105,800</u>	<u>409,824</u>
LOSS FROM OPERATIONS	<u>(64,556)</u>	<u>(294,850)</u>	<u>(105,800)</u>	<u>(409,824)</u>
OTHER INCOME (EXPENSE)				
Interest expense	(544)	(145,220)	(786)	(150,081)
Gain (loss) on derivative liability	(176,949)	412,150	(684,085)	412,150
Loss on debt extinguishment	-	(361,155)	-	(361,155)
Total Other Expense	<u>(177,493)</u>	<u>(94,225)</u>	<u>(684,871)</u>	<u>(99,086)</u>
NET LOSS	\$ <u>(242,049)</u>	\$ <u>(389,075)</u>	\$ <u>(790,671)</u>	\$ <u>(508,910)</u>
BASIC AND DILUTED NET LOSS PER SHARE	\$ <u>(0.13)</u>	\$ <u>(0.22)</u>	\$ <u>(0.43)</u>	\$ <u>(0.29)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING,				
BASIC AND DILUTED	<u>1,835,312</u>	<u>1,753,829</u>	<u>1,835,312</u>	<u>1,753,829</u>

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

ANPATH GROUP, INC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended September 30,	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (790,671)	\$ (508,910)
Stock issued for services		240,000
	-	(412,150)
(Gain) Loss on derivative security	684,085	134,820
Amortization of debt discount	-	361,155
Loss on extinguishment of debt	-	
Adjustments to reconcile net loss to net cash used by operations:		
Decrease (increase) in prepaid expenses	14,306	12,607
Increase (decrease) in accounts payable & accrued expenses	70,190	2,010
Net cash used in operating activities	<u>(22,090)</u>	<u>(174,488)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on notes payable	(5,889)	(9,254)
Proceeds from debentures	-	210,000
Advances from stockholder	27,875	-
Net cash provided by financing activities	<u>21,986</u>	<u>200,746</u>
NET INCREASE (DECREASE) IN CASH	(104)	26,258
CASH - Beginning of period	104	395
CASH - End of period	\$ <u>-</u>	\$ <u>26,653</u>
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Interest paid	\$ 224	-
Income taxes	-	-
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Debt discount on conversion option and warrants	\$ _____	\$ 386,706

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

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

The accompanying unaudited financial statements of Anpath Group, Inc. (“Anpath” or “the Company”) for the three months ended September 30, 2015 have been prepared in accordance with generally accepted accounting principles in the United States of America, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission for interim financial information. Accordingly, the financial statements do not include all information and footnotes required by generally accepted accounting principles in the United States for complete annual financial statements. In the opinion of management, the accompanying unaudited condensed interim financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation. The accompanying financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s March 31, 2015 Annual Report on Form 10-K. The principal business of Anpath Group, Inc. (hereinafter “the Company”) is a holding company. The Company’s sole subsidiary is EnviroSystems, Inc. (hereinafter “ESI”).

The Company through its subsidiary, ESI, plans to begin producing disinfecting, biocidal, sanitizing, and cleaning products designed to help prevent the spread of infectious microorganisms and control the growth of these disease-causing microbes, while minimizing the harmful effects to people, animals, surfaces and the environment. ESI intends to exploit its technology platform through the development and licensing/private labeling of its technology in several product categories. The Company’s chemical emulsion technology will permit ESI to offer a wide range of disinfectant/biocides/sanitizer/cleaner/antiseptic products for a variety of applications and markets. The Company’s primary focus is the market introduction of GeoTru™ Geobiocide, for use in the oil and gas industry, specifically for hydraulic fracturing and microbial control in fracking fluids. ESI will also opportunistically seek to license/private label its technology/products for surface disinfection.

NOTE 2 – GOING CONCERN

As shown in the accompanying financial statements, we have incurred net losses of \$790,671 and \$508,910 for the six months ended September 30, 2015 and 2014, respectively. In addition, we have an accumulated deficit of \$7,011,930 and a working capital deficit of \$1,433,043 as of September 30, 2015. These conditions raise substantial doubt as to our ability to continue as a going concern. In response to these conditions, we may raise additional capital through the sale of equity securities, through an offering of debt securities or through borrowings from financial institutions or individuals. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

NOTE 3 – FAIR VALUE MEASURE AND DERIVATIVE LIABILITIES

The Company measures fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1
Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2
Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3
Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following table sets forth the Company's consolidated financial assets and liabilities measured at fair value by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Total	Level 1	Level 2	Level 3
LIABILITIES:				
Derivative Liabilities	\$738,203	-	-	\$738,203

On July 2, 2014, the Company issued debentures that were convertible into shares of common stock. The debentures conversion price will be adjusted depending on various circumstances. The conversion options embedded in these instruments contain no explicit limit to the number of shares to be issued upon settlement and as a result are classified as liabilities under ASC 815. Additionally, the Company issued in connection with the debentures 2,905,000 warrants to purchase the company common stock. The conversion price will be adjusted depending on various circumstances, and as there is no explicit limit to the number of shares to be issued upon settlement they are classified as liabilities under ASC 815. On July 22, 2015, the Company effected a 1 for 7 reverse stock split, due to this split, the outstanding warrants were reduced to 415,000 and the conversion price was increased to \$2.45 per warrant. The conversion option and warrants had a fair value of \$1,088,839 of which \$386,706 was classified as a debt discount on the debentures and \$340,978 was recorded as a day 1 loss on the fair value of the derivative liability as the total discount is capped at the fair value of the debt. The change in fair value from the grant date to the year ended March 31, 2015 was recorded as a gain in the income statement of \$693,743. The change in fair value for the six months ended September 30, 2015 was recorded as a loss in the income statement of \$684,085.

On September 23, 2015, the Company and the holders of the debentures agreed to modification of the terms of the debentures. In the agreement, the maturity date of the debentures was extended to July 31, 2016 and the conversion price was restated to \$.21. In accordance with ASC 470-60, the Company assessed if the modification qualifies as a Trouble Debt Restructuring. Based on this assessment, there were no accounting impact to debentures value.

The following is a reconciliation of the conversion option liability and embedded warrant liability for which Level 3 inputs were used in determining fair value

Beginning balance March 31, 2015	\$	54,118
Additions due to new convertible debt and warrants		-
Mark to market of debt derivative		684,085
Debt derivative as of September 30, 2015	\$	738,203

The Company's conversion option liabilities are valued using pricing models and the Company generally uses similar models to value similar instruments. Where possible, the Company verifies the values produced by its pricing models to market prices. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measures of volatility and correlations of such inputs. These consolidated financial liabilities do not trade in liquid markets, and as such, model inputs cannot generally be verified and do involve significant management judgment. Such instruments are typically classified within Level 3 of the fair value hierarchy. The Company uses the Black Scholes Option Pricing Model to value its derivatives based upon the following assumptions: dividend yield of 0%, volatility of 363 to 442%, risk free rate of 0.0257% and an expected term of .75 years to 4.50 years.

NOTE 4 – STOCK WARRANTS

A summary of the status of the Company's stock warrants as of September 30, 2015 is presented below:

	September 30, 2015
Warrants outstanding at beginning of period	2,905,000
Warrants granted	-
Warrants exercised	-
Change in warrants due to reverse stock split on July 22, 2015	(2,490,000)
Warrants canceled	-
Warrants outstanding at end of period	415,000

The following table summarizes the information about the stock Warrants as of September 30, 2015:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life Years	Weighted Average Exercise Price (Total shares)	Number Exercisable	Weighted Average Exercise Price (Exercisable shares)
\$ 2.45	415,000	3.75	\$ 2.45	415,000	\$ 2.45

NOTE 5 – CORRECTION OF PRIOR PERIOD ACCOUNTING ERROR

The Company has corrected an over-accrual of interest expense and of a current liability for the period ending March 31, 2015 in the amount of \$29,729.

The over-accrual of interest expense and the current liability in the previous year's financial statements represents a prior period accounting error which must be accounted for retrospectively in the financial statements. Consequently, the Company shall adjust all comparative amounts presented in the current period's financial statements affected by the accounting error.

The following are extracts from the Company's most recent financial statements before and after the application of the correction:

	March 31, 2015	
	As Corrected	As Previously Reported
Consolidated Balance Sheet		
Current Liabilities		
Accounts payable and accrued expenses	\$ 71,482	\$ 101,211
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)		
Accumulated (deficit)	\$ (6,221,259)	\$ (6,250,988)
Consolidated Statement of Operations		
Other Income (Expense)		
Interest expense	\$ 408,741	\$ 438,470

NOTE 6 – RELATED PARTY TRANSACTIONS

At September 30, 2015 and March 31, 2015 a stockholder controlling 52.3% of the outstanding common stock had advances to the Company totaling \$71,270.

During the six months ended September 30, 2015, a Director, made advances to the Company totaling \$21,553.

The balance of all advances from related parties at September 30, 2015 and March 31, 2015 was \$114,678 and \$86,803.

During the six months ended September 30, 2015, Q2Power made advances on the Company's behalf of \$21,855. The Company has signed a Merger Agreement with Q2Power (See Note 8 – Subsequent Events, Potential Merger).

NOTE 7 – REVERSE STOCK SPLIT

On July 22, 2015, the Board of Directors authorized that the Company effectuate a reverse split of its issued and outstanding Common Stock in the ratio of one (1) post-split share of Common Stock for every seven (7) shares of pre-split Common Stock, while retaining the current par value of \$0.0001 per share, with appropriate adjustments being made in the additional paid-in capital and stated capital accounts of the Company, with all fractional shares that would otherwise result from such reverse split being rounded up to the nearest whole share. The reverse stock split has been retroactively adjusted throughout the financial statements.

NOTE 8 – SUBSEQUENT EVENTS

Related Party Transactions

In October, a Director advanced the Company an additional \$6,320. This amount was used to make the final payment on the premium finance note payable in the principal amount of \$5,890. The Company also paid \$430 in interest expense. The balance of advances from a Director is now \$27,875. On November 11, 2015, this debt was converted into 225,000 shares of the Company's common stock.

Potential Merger

On August 24, 2015, AnPath, its newly formed and wholly-owned subsidiary, AnPath Acquisition Sub, Inc., a Delaware corporation ("Merger Subsidiary"), and Q2Power Corp., a Delaware corporation ("Q2P"), executed and delivered an Agreement and Plan of Merger (the "Merger Agreement") and certain other documentation necessary to complete the Merger Agreement. Upon the satisfaction of certain closing conditions and the filing of appropriate documents with the State of Delaware, the Merger Subsidiary will merge with and into Q2P, and Q2P will be the surviving company and become a wholly-owned subsidiary of AnPath (the "Merger"). The closing of the Merger is subject to certain pre-closing conditions, which were disclosed, along with the material terms of the Merger Agreement, in our Current Report on Form 8-K dated August 24, 2015, filed with the Securities and Exchange Commission on August 26, 2015. In the event that these pre-closing conditions are met and we are able to close the Merger Agreement, our principal operations will be those of Q2P. The material terms of Q2P's business operations were disclosed in the above-referenced Current Report. There can be no assurance that the Merger Agreement will be closed or that, if it is, our business operations will be successful.

Legal Proceedings

On October 28, 2015, the Civil Superior Court for Cabarrus County, North Carolina issued an Order and Liquidated Damages and Attorney's Fees against the Company's wholly owned subsidiary, ESIs. Previously ESI has recognized \$29,634 as damages due to the plaintiff. This new order adds \$29,634 in additional liquidated damages and \$31,750 in attorney fees to be paid to the plaintiff's attorney.

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

Forward-looking Statements

Statements made in this Quarterly Report which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and our business, including, without limitation, (i) our ability to raise capital, and (ii) statements preceded by, followed by or that include the words "may," "would," "could," "should," "expects," "projects," "anticipates," "believes," "estimates," "plans," "intends," "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, general economic or industry conditions, nationally and/or in the communities in which we may conduct business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting our current or potential business and related matters.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. We do not undertake, and specifically disclaim, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Plan of Operation

On August 24, 2015, AnPath, its newly formed and wholly-owned subsidiary, AnPath Acquisition Sub, Inc., a Delaware corporation ("Merger Subsidiary"), and Q2Power Corp., a Delaware corporation ("Q2P"), executed and delivered an Agreement and Plan of Merger (the "Merger Agreement") and certain other documentation necessary

to complete the Merger Agreement. Upon the satisfaction of certain closing conditions and the filing of appropriate documents with the State of Delaware, the Merger Subsidiary will merge with and into Q2P, and Q2P will be the surviving company and become a wholly-owned subsidiary of AnPath (the "Merger"). The closing of the Merger is subject to certain pre-closing conditions, which were disclosed, along with the material terms of the Merger Agreement, in our Current Report on Form 8-K dated August 24, 2015, filed with the Securities and Exchange Commission on August 26, 2015. In the event that these pre-closing conditions are met and we are able to close the Merger Agreement, our principal operations will be those of Q2P. The material terms of Q2P's business operations were disclosed in the above-referenced Current Report. There can be no assurance that the Merger Agreement will be closed or that, if it is, our business operations will be successful.

Results of Operation

For The Three Months Ended September 30, 2015 Compared to The Three Months Ended September 30, 2014.

During the quarter ended September 30, 2015 and 2014, Anpath recorded no revenues.

Our operating expenses decreased to \$64,556 during the quarterly period ended September 30, 2015, from \$294,850 in the year-ago period. This decrease was driven principally by a decrease in professional fees of \$210,531 and a decrease in payroll of \$20,157 in the September 2015 quarter as compared to the year-ago period. Product development and regulatory expenses decreased to \$0 from \$2,682; directors' and officers' insurance increased to \$6,199 from \$3,822; office expense decreased \$336; and taxes increased to \$1,035, from \$-0-. We had interest expense of \$544 for the September 30, 2015 quarter compared to \$145,220 in the quarter ended September 30, 2014, and loss on derivative liability was \$176,949 in 2015 compared to a gain of \$412,150 in the quarter ended September 30, 2014.

Anpath incurred a net loss of \$242,049 or \$0.13 per share, for the quarter ended September 30, 2015, as compared to net loss of \$389,075, or \$0.22 per share, for the quarter ended September 30, 2014. A significant amount of our net loss is attributable to derivative liability accounting and not cash items.

For The Six Months Ended September 30, 2015 Compared to The Six Months Ended September 30, 2014.

During the six months ended September 30, 2015 and 2014, Anpath recorded no revenues.

Our operating expenses decreased to \$105,800 during the six months ended September 30, 2015, from \$409,824 in the year-ago period. This decrease was driven principally by a decrease in professional fees of \$233,126 and a decrease in payroll of \$68,257 in the six months ended September 30, 2015 as compared to the year-ago period. Product development and regulatory expenses decreased to \$0 from \$5,363; directors' and officers' insurance increased to \$14,306 from \$7,868; office expense decreased to \$24 from \$2,353; and taxes decreased to \$1,509, from \$2,896. We had interest expense of \$786 for the six months ended September 30, 2015 compared to \$150,081 in the prior period of September 30, 2014, and loss on derivative liability was \$684,085 in 2015 compared to a gain of \$412,150 in the period ended September 30, 2014.

Anpath incurred a net loss of \$790,671 or \$0.43 per share, for the six months ended September 30, 2015, as compared to net loss of \$508,910, or \$0.29 per share, for the quarter ended September 30, 2014. A significant amount of our net loss is attributable to derivative liability accounting and not cash items.

Liquidity

We had \$0 cash on hand at September 30, 2015, a decrease of \$104 from cash on hand at March 31, 2015. In order to proceed with our business plan, we will be required to raise substantial additional funds through debt and/or equity financings.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not required.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of September 30, 2015, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. This material weakness is due to a lack of adequate internal controls and the absence of an audit committee.

Changes in internal control over financial reporting

There were no changes in our internal controls over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On September 27, 2013, Susan Ladeau filed a Complaint against AnPath and its subsidiary, ESI, in the Superior Court of the County of Iredell, North Carolina, seeking payment of wages of approximately \$25,000, together with vacation pay, the value of health insurance benefits and medical expenses collectively totaling approximately \$12,000, and the issuance of 40,000 shares of the Company's common stock. The case was designated Case No. 13CV 02277. On April 10, 2015, the Superior Court of the County of Iredell, North Carolina, in the case designated Case No. 13CV 02277, entered judgment against ESI in favor of plaintiff Susan Ladeau in the sum of \$29,634, together with interest at the rate of 8% on that sum, compounded annually until paid in full. Claims made by Ms. Ladeau against AnPath and certain of the officers and directors of Anpath at that time were dismissed by the Court. The Company has recorded the liability for this judgement, but has not made any payment towards it. On October 27, 2015, the Court awarded additional liquidated damages against ESI in the amount of \$29,634 and attorney's fees in the amount of \$31,750, plus additional interest.

Item 1A. Risk Factors.

Not required.

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

During the quarterly period ended September 30, 2015, we did not issue any unregistered securities that have not already been disclosed in a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities.

None; not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None; not applicable.

Item 6. Exhibits.

Exhibit No.	Identification of Exhibit
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by Arthur R. Batson, Chief Executive Officer.
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act provided by Stephen J. Hoelscher, Chief Financial Officer.
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 provided by Arthur R. Batson, Chief Executive Officer and Stephen J. Hoelscher, Chief Financial Officer.
101.INS	XBRL Instance Document
101.PRE.	XBRL Taxonomy Extension Presentation Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.SCH	XBRL Taxonomy Extension Schema

SIGNATURES

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

ANPATH GROUP, INC.

Date: November 11, 2015

By: /s/Arthur R. Batson
Chief Executive Officer and President

Date: November 11, 2015

By: /s/ Stephen J. Hoelscher
*Stephen J. Hoelscher, Chief Financial Officer
and Secretary*

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Arthur R. Batson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Anpath Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 11, 2015

By: /s/ Arthur R. Batson
Chief Executive Officer and President

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stephen J. Hoelscher, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Anpath Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 11, 2015

By: /s/Stephen J. Hoelscher
*Stephen J. Hoelscher, Chief Financial
Officer and Secretary*

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

In connection with the Quarterly Report of Anpath Group, Inc. (the "Registrant") on Form 10-Q for the quarter ending September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), we, Arthur R. Batson, Chief Executive Officer and Stephen J. Hoelscher, Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Date: November 11, 2015

By: /s/Arthur R. Batson
Arthur R. Batson, Chief Executive
Officer and President

Date: November 11, 2015

By: /s/Stephen J. Hoelscher
Stephen J. Hoelscher, Chief Financial
Officer and Secretary