SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

X **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** For the quarterly period ended June 30, 2017

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

For the transition period from _________________ to __________________

Commission File Number: 000-54905

Cantabio Pharmaceuticals Inc.
(Exact name of registrant as specified in its charter)

Delaware	**000-54905**	**99-0373067**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1250 Oakmead Pkwy **Sunnyvale, California**	**94085**
(Address of principal executive offices)	(Zip Code)

844-200-2826
Registrant's telephone number, including area code

N/A
(Former name or former address, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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. X 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). X 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	X
			Emerging Growth Company	☐

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

As of August 10, 2017, there were 27,134,419 shares of the issuer's common stock issued and outstanding.

CANTABIO PHARMACEUTICALS, INC

FORM 10-Q

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION
CANTABIO PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2017	March 31, 2017
ASSETS		
Current Assets		
Cash	$ 5,001	$ 32,275
Prepaid expenses	-	1,248
Total Current Assets	**5,001**	**33,523**
TOTAL ASSETS	**$ 5,001**	**$ 33,523**
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	465,746	377,893
Accrued technology access fee	150,155	140,142
Convertible debentures	472,449	322,256
Note payable related party	48,420	47,154
Total Current Liabilities	1,136,770	887,445
TOTAL LIABILITIES	**$ 1,136,770**	**$ 887,445**
Commitments		
Stockholders' equity (deficit)		
Common stock, $0.001 par value, (250,000,000 shares authorized, 27,134,419 and 26,805,270 shares issued and outstanding as of June 30, 2017 and March 31, 2017 respectively)	27,134	26,805
Stock Subscriptions	1,060,000	1,060,000
Additional paid in capital	241,544	167,324
Accumulated deficit	(2,460,447)	(2,108,051)
Total Stockholders' Equity (Deficit)	(1,131,769)	(853,922)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	**$ 5,001**	**$ 33,523**

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

CANTABIO PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016
Operating costs and expenses		
Research and development	97,192	112,732
General & administrative	190,733	154,328
Total operating costs and expenses	287,925	267,060
Loss from operations	(287,925)	(267,060)
Other income & (expenses)		
Interest expense	(74,471)	(3,869)
Change in fair value of embedded derivative	10,000	
Foreign currency transaction gain (loss)	-	5,062
Total other income & (expenses)	(64,471)	1,193
Net loss	**(352,396)**	**(265,867)**
Basic and diluted loss per share	**$ (0.01)**	**$ (0.01)**
Weighted average number of common shares outstanding	**27,004,613**	**26,805,270**

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

CANTABIO PHARMACEUTICALS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	**$ (352,396)**	**$ (265,867)**
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion to note payable to related party	1,266	-
Amortization of debt discount	58,130	-
Accrued debenture interest	10,062	-
Change in fair value of embedded derivative	(10,000)	-
Stock issued in lieu of services	39,549	-
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	87,855	15,294
Accrued technology access fee	10,012	10,351
Prepaid Expenses	1,248	---
Net cash used in operating activities	**(154,274)**	**(240,222)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of convertible debenture, net of issuance costs	127,000	-
Share subscriptions	-	385,000
Net cash provided by financing activities	**127,000**	**385,000**
Effect of exchange rate changes on cash	-	(1,287)
Net increase (decrease) in cash	**(27,274)**	**143,491**
Cash at beginning of period	**32,275**	**52,110**
Cash at end of period	**$ 5,001**	**$ 195,601**
Schedule of non-cash financing activities		
Recognition of beneficial conversion feature associated with convertible debentures	**$ 35,000**	**$ -**

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

NOTE 1 – ORGANIZATION AND DESCRIPTION OF THE BUSINESS

Cantabio Pharmaceuticals Inc. (the "Company" or "Cantabio") is a preclinical stage biotechnology company focusing on commercializing novel therapies and the intellectual property generated from research and development activities for Parkinson's disease (PD) and Alzheimer's disease (AD). The Company's strategy involves integration of therapeutic focus, the targeting of family biophysics, drug discovery technology and expertise into an innovative drug discovery approach, which synergizes to identify and develop small molecule pharmacological chaperones for clinical trials. In addition, the Company's research efforts concentrate on the development of therapeutic proteins that can pass through the blood-brain barrier and supplement in vivo levels of proteins with display loss of function during disease conditions.

NOTE 2 – LIQUIDITY AND GOING CONCERN

As of June 30, 2017, the Company had a working capital deficit of approximately $1.1 million and losses from operations of approximately $288,000.

The Company typically raises capital which it spends on maintaining its research and corporate operations. At this early stage in the life of the Company funding is often short term in nature. While the Company has been proficient in raising funds in the past the short term nature of these funding cycles raises substantial doubt about the Company's ability to continue as a going concern within one year from the date of this filing.

Management is addressing going concern risk by seeking new sources of capital and is continuing initiatives to raise capital through private placements, related party loans and other institutional sources to meet future working capital requirements. Furthermore, strategic partnerships, most likely with larger pharmaceutical industry companies, will be needed to continue to fund research and development costs as our projects expand. These measures, if successful, may contribute to reduce the risk of going concern uncertainties for the Company for at least twelve months from issuance of these consolidated financial statements.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital and achieve profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

There have been no material changes in the Company's significant accounting policies to those previously disclosed in the Company's annual report on Form 10-K, which was filed with the SEC on June 30, 2017.

Recent Accounting Standards

Fiscal 2018 Accounting Pronouncement Adoptions

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. This new standard clarifies certain aspects of the statement of cash flows, including the classification of debt prepayment or debt extinguishment costs or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, distributions received from equity method investees and beneficial interests in securitization transactions. This new standard also clarifies that an entity should determine each separately identifiable source of use within the cash receipts and payments on the basis of the nature of the underlying cash flows. In situations in which cash receipts and payments have aspects of more than one class of cash flows and cannot be separated by source or use, the appropriate classification should depend on the activity that is likely to be the predominant source or use of cash flows for the item. This new standard will be effective for us on April 1, 2018. The Company is currently evaluating the impact of this new standard and does not expect it to have a material impact on our financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). ASU 2016-02 increases the transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Certain qualitative and quantitative disclosures are required, as well as a retrospective recognition and measurement of impacted leases. The new ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating the impact of this new standard and does not expect it to have a material impact on our financial statements.

NOTE 4 – MATERIAL AGREEMENTS

There have been no material changes in the Company's material agreements to those previously disclosed in the Company's annual report on Form 10-K, which was filed with the SEC on June 30, 2017.

NOTE 5 – RELATED PARTY TRANSACTIONS

Toth and Associates LTD
On July 1, 2016, the Company entered into a consulting agreement with Toth and Associates, LTD for Dr. Toth to act as the Company's CEO. The standard monthly fee is approximately $13,000 plus any additional uncontracted hours at the same rate, and bonuses as follows (A) upon raising of capital on behalf of, or as part of the Company, an amount equal to 1.5% of the capital raised, (B) increasing the performance of the Company as measured by valuation in either an agreed valuation in the context of an investment or, in the case of a public company, market capitalization reaching $30.0 million, a fixed bonus of $50,000, payable wholly or in mutually agreed tranches over a 6 month period subsequent to the valuation event, (C) on the issuance of new stock for the purposes of a capital raise of an amount over $5.0 million, common stock equal to 1% of the Company's post-investment issued share capital and (D) in the event of the Company, including any affiliated entities, securing a licensing agreement with any third party, an amount equivalent to 1.5% of any payments to the Company under such licensing agreement.

The Company incurred consulting fees of approximately $40,000 for the quarter ended June 30, 2017. As of June 30, 2017, Toth and Associates LTD was owed approximately $110,000, comprising $60,000 unpaid fees from fiscal years 2017 and 2018, and $50,000 bonus carried over from fiscal year 2016. The $110,000 is included in accounts payable.

In the quarter ended June 30, 2016, the Company incurred consulting fees and bonuses of approximately $36,000. As of March 31, 2017, Toth and Associates LTD was owed approximately $86,000, comprising $36,000 fees and $50,000 bonus.

Capro LTD
On July 1, 2016, the Company entered a consulting agreement with Capro, LTD for Dr. Thomas Sawyer to act as the Company's COO. The standard monthly fee is approximately $11,000 plus any additional uncontracted hours at the same rate, and bonuses as follows (A) upon raising of capital on behalf of, or as part of the Company, an amount equal to 1.5% of the capital raised, (B) increasing the performance of the Company as measured by valuation in either an agreed valuation in the context of an investment or, in the case of a public company, market capitalization reaching $30.0 million, a fixed bonus of $50,000, payable wholly or in mutually agreed tranches over a 6 month period subsequent to the valuation event and (C) on the issuance of new stock for the purposes of a capital raise of an amount over $5.0 million, common stock equal to 1% of the Company's post-investment issued share capital and (D) in the event of the Company, including any affiliated entities, securing a licensing agreement with any third party, an amount equivalent to 1.5% of any payments to the Company under such licensing agreement.

The Company incurred consulting fees and bonuses of approximately $33,000 for the quarter ended June 30, 2017. As of June 30, 2017, Capro LTD was owed approximately $93,000, comprising $43,000 unpaid fees from fiscal years 2017 and 2018, and $50,000 bonus carried over from fiscal year 2016. The $93,000 is included in accounts payable.
In the quarter ended June 30, 2016, the Company incurred consulting fees and bonuses of approximately $30,000. As of March 31, 2017, Capro LTD was owed approximately $73,000, comprising $23,000 fees and $50,000 bonus.

Eden Professional LTD
On July 1, 2016, the Company entered a consulting agreement with Eden Professional LTD for Mr. Simon Peace to act as the Company's CFO. The standard monthly fee is approximately $7,000 plus any additional uncontracted hours at the same rate, and bonuses as follows (A) upon raising of capital on behalf of, or as part of the Company, an amount equal to 1.5% of the capital raised, (B) increasing the performance of the Company as measured by valuation in either an agreed valuation in the context of an investment or, in the case of a public company, market capitalization reaching $30.0 million, a fixed bonus of $50,000, payable wholly or in mutually agreed tranches over a 6 month period subsequent to the valuation event and (C) on the issuance of new stock for the purposes of a capital raise of an amount over $5.0 million, common stock equal to 1% of the Company's post-investment issued share capital and (D) in the event of the Company, including any affiliated entities, securing a licensing agreement with any third party, an amount equivalent to 1.5% of any payments to the Company under such licensing agreement.

The Company incurred consulting fees and bonuses of approximately $21,000 for the quarter ended June 30, 2017. As of June 30, 2017, Eden Professional LTD was owed approximately $82,000, comprising $32,000 unpaid fees from fiscal years 2017 and 2018, and $50,000 bonus carried over from fiscal year 2016. The $82,000 is included in accounts payable.
In the quarter ended June 30, 2016, the Company incurred consulting fees and bonuses of approximately $19,000. In addition to the amounts under the note payable referred to in Note 6 below, as of March 31, 2017, Eden Professional LTD was owed approximately $69,000, comprising $19,000 fees and $50,000 bonus.

Max Zhu
Max Zhu, an investor in and lender to the Company, also works as Head of Computer Aided Drug Design for the Company under a consultancy contract. In the quarter ended June 30, 2017, the Company paid fees to Mr. Zhu under this contract totaling $6,000. In the quarter ended June 30, 2016, the Company paid fees to Mr. Zhu totaling $6,000.

NOTE 6 – NOTES PAYABLE RELATED PARTIES

On December 8, 2016, Max Zhu, an investor and consultant to the Company, advanced the Company $45,000 under a note. The note has a term of six months, which matured on June 8, 2017. The note accrues interest at 13% up to maturity, and 18% thereafter.

NOTE 7 – CAPITAL STOCK

Issuance of shares
On May 15, 2017, the Company issued 129,149 shares, at a fair value of $15,149, to research staff of the Company, in recognition of their long term commitment.

On May 22, 2017, the Company issued 200,000 shares, at a fair value of $24,400, as part payment for investor relations services supplied to the Company.

NOTE 8 – CONVERTIBLE DEBENTURES

Background
On January 25, 2017, the Company entered into a securities purchase agreement with an accredited investor to place Convertible Debentures (as amended the "Debentures") with a maturity date of January 25, 2018 in the aggregate principal amount of up to $600,000 (the "Transaction"), provided that in case of an event of default, the Debentures may become at the holder's election immediately due and payable. The initial closing of the Transaction occurred on January 25, 2017 when the Company issued a Debenture for $300,000. A second closing for $150,000 occurred on March 2, 2017 and a third closing for $150,000 occurred on May 3, 2017. The Debentures bear interest at the rate of 5% per annum. In addition, the Company must pay to the holder a fee equal to 7% of the amount of the Debentures to assist in their monitoring costs for the Debentures. The net proceeds of the financing will be used for general corporate matters and for other expenses.

Conversion Features
The Debentures may be converted at any time on or prior to maturity at the lower of $0.3107 or 93% of the average of the three lowest daily volume weighted average price (VWAP) during the 10 consecutive trading days immediately preceding the conversion date, provided that as long as we are not in default under the Debenture, the conversion price may never be less than $0.05.

Any time after the six-month anniversary of the issuance of a Debenture that the daily VWAP is less than $0.05 for a period of twenty consecutive trading days (the "Triggering Date") and only for so long as such conditions exist after a Triggering Date, the Company shall make monthly payments beginning on the last calendar day of the month when the Triggering Date occurred. Each monthly payment shall be in an amount equal to the sum of (i) the principal amount outstanding as of the Triggering Date divided by the number of such monthly payments until maturity, (ii) a redemption premium of 20% in respect of such principal amount and (iii) accrued and unpaid interest hereunder as of each payment date. The Company may, no more than twice, obtain a thirty-day deferral of a monthly payment due as a result of a Triggering Date through the payment of a deferral fee in the amount equal to 10% of the total amount of such monthly payment. Each deferral payment may be paid by the issuance of such number of shares as is equal to the applicable deferral payment divided by a price per share equal to 93% of the average of the four lowest daily VWAPs during the 10 consecutive Trading Days immediately preceding the due date in respect of such monthly payment begin deferred, provided that such shares issued will be immediately freely tradable shares in the hands of the holder.

Debt discount, embedded redemption feature and beneficial conversion feature
Upon issuance of the Debentures in the three closings, the Company recognized an aggregate debt discount of approximately $239,000 to the aggregate $600,000 principal value of Debentures, comprised approximately of the following:

Fees paid to an affiliate of the lender		$ 109,000)
Beneficial conversion feature		103,000
Estimated fair value of embedded derivative		27,000)
Aggregate discount amount	**$**	**$ 239,000**

The debenture is presented net of the related debt discount and the discount is amortized to interest expense over the Debenture's term using the effective interest method.

Beneficial Conversion Feature
At the time of each closing, the Debenture's effective conversion price was below the quoted market price of the Company's common stock. As such, the Company recognized a beneficial conversion feature equal to the intrinsic value of the conversion feature on each issuance date, resulting in a discount to the Debenture with a corresponding credit to additional paid-in capital.

Embedded Derivative
The monthly payment provision within the Debentures is a contingent put option that is required to be separately measured at fair value, with subsequent changes in fair value recognized in the Consolidated Statements of Operations. The Company estimated the fair value of the monthly payment provision, as of the issuance date and June 30, 2017 using probability analysis of the occurrence of a Triggering Date applied to the discounted maximum redemption premium for any given payment. The probability analysis utilized in calculating the embedded derivative upon issuance and at June 30, 2017 was calculated using the following key inputs:

	Key Inputs
Stock price	$ 0.11 - $0.23
Probability of Triggering Date	3.5% - 25.3%
Volatility	213.7%
Risk-free rate	0.82% - 1.14%
Discount rate	39.6%

The maximum redemption was discounted at 39.6%, the calculated effective rate of the Debenture before measurement of the contingent put option. The fair value estimate of the embedded derivative is a Level 3 measurement. The roll-forward of the Level 3 fair value measurement, for the three months ended June 30, 2017, is as follows:

Balance at March 31, 2017	**Issuance**	**Net unrealized (gain)/loss**	**Balance at June 30, 2017**
24,000	$ 6,000	$ (10,000)	$ 20,000

The carrying value of the Debentures, as of June 30, 2017, is comprised of the following:

Secured Convertible Debenture at June 30, 2017:

Principal value of 5%, convertible	$	600,000
Fair value of embedded derivative		20,000
Accrued Interest		10,063
Debt discount		(157,614)
Carrying value of Secured Convertible Debenture Note	**$**	**472,449**

As of June 30, 2017, the estimated aggregate fair value of all outstanding convertible notes payable is approximately $650,000. The fair value estimate is based on the estimated option value of the conversion terms. The estimated fair value represents a Level 3 measurement.

As of June 30, 2017, there were 27,134,419 shares of our common stock outstanding, of which 12,523,878 shares were held by non-affiliates. If the selling stockholder converts the Convertible Notes, the ownership position of the shareholders prior to the conversion would be diluted. If the selling stockholder converts the Convertible Notes into all of the 4,000,000 shares being offered by this prospectus, such shares would represent 12.8% of all of our then outstanding shares and 24.2% of the then total number of shares held by non-affiliates (assuming no further issuances).

Events of Default or Financial covenants

The Company is in compliance with all terms associated with the convertible note.

Note 9 – SUBSEQUENT EVENTS

Note payable to related party
On July 3, 2017, the Company entered into a convertible debt arrangement with Max Zhu for $75,000. The conversion of the loan shall be at a price which is the lower of $0.08 per share and 80% of the lowest calculated volume-weighted average price of the stock during the five days before the date of the conversion notice.
The agreement included an amendment to the earlier loan of $45,000 such that both will now be on the same terms as this new loan.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this report.

This Quarterly Report contains forward-looking statements about our business, financial condition and prospects that reflect management's assumptions and beliefs based on information currently available. The expectations indicated by such forward-looking statements might not be realized. If any of our management's assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, our actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, managements' ability to raise capital in the future, the retention of key employees and changes in the regulation of our industry. There may be other risks and circumstances that management may be unable to predict.

When used in this Quarterly Report, words such as, "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

As of June 30, 2017, we had $5,001 cash in the bank. This amount will not satisfy our cash requirements for the next twelve months. We plan to satisfy our future cash requirements by additional equity financing. This will likely be in the form of private placements of common stock. Additional equity financing may not be available to us on acceptable terms or at all, and thus we could fail to satisfy our future cash requirements.

If we are unsuccessful in raising the additional proceeds through a private placement offering, we will then have to seek capital from other sources such as debt financing, which may not be available to us. However, if such financing were available, we would likely have to pay additional costs associated with high risk loans and be subject to an above market interest rate. At such time these funds are required, management would evaluate the terms of such debt financing and determine whether the business could manage the debt load. If we cannot raise additional proceeds via a private placement of our common stock or secure debt financing we would be required to cease as a business. As a result, investors in our common stock would lose all of their investment.

Results of Operations for the three months ended June 30, 2017, as compared to the three months ended June 30, 2016.

Our operating expenses increased to $287,925 for the three months ended June 30, 2017 from $267,060 in the three months ended June 30, 2016. The R&D spend of $97,192 in the three months to June 30, 2017 did not include certain R&D licenses which were purchased in the prior year, but also includes fewer third party research spend due to spending constraints. This is to be compared with $112,732 on R&D in the same period in 2016. There was also an increase of approximately $36,000 in General and Administrative expenses primarily driven by increased legal and professional fees and investor relations expenses related to fundraising activities.

We generated Other Expense in the three months ended June 30, 2017 of $64,471 made up of $74,471 of interest expense, partially offset by a gain in the value of an embedded derivative of $10,000. Other Income for the same period of 2016 was $1,193 made up of interest of $3,869 more than offset by currency gains of $5,062.

As we had no revenues or additional losses in either period, our net losses were the same as our total expenses.

Liquidity and Capital Resources

At June 30, 2017, we had $5,001 in current assets, consisting entirely of cash on hand. Our total current liabilities as of June 30, 2017, were $1,136,770. Thus, we had negative working capital of $1,131,769 as of June 30, 2017.

Cash Flows from Financing Activities. During the three months ended June 30, 2017, financing activities provided $127,000 through a convertible debenture facility. This compares to $385,000 raised in funds for issuance of future equity during the same period last year.

The Company typically raises capital which it spends on maintaining its research and corporate operations. At this early stage in the life of the Company funding is often short term in nature. While the Company has been proficient in raising funds in the past, the short term nature of these funding cycles raises substantial risk around the Company's ability to continue as a going concern.

Management is addressing going concern risk by seeking new sources of capital and is continuing initiatives to raise capital through private placements, related party loans and other institutional sources to meet future working capital requirements. Furthermore, strategic partnerships, most likely with larger pharmaceutical industry companies, will be needed to continue to fund research and development costs as our projects expand. These measures, if successful, may contribute to reduce the risk of going concern uncertainties for the Company beyond the next twelve months.

Our financial statements indicate there is substantial doubt about our ability to continue as a going concern as this would depend upon our ability to obtain ongoing financing and ultimately to generate sufficient cash flow to meet our obligations on a timely basis. Our plans and efforts to achieve the above steps might not be successful, which raises substantial doubt about the Company's ability to continue as a going concern within one year from the date of this filing.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 4. Controls and Procedures

A set of disclosure controls and procedures designed to ensure that information required to be disclosed by us in the reports filed under the Securities Exchange Act, is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms is required to be maintained by management. Disclosure controls should be designed with the objective of ensuring that this information is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. Management has not designed and currently does not maintain a designed set of disclosure controls and procedures.

We have not evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. As a result, management has concluded that our disclosure controls and procedures were not effective for the year ended June 30, 2017, due to the following:

1. Failure to design and maintain a set of disclosure and control procedures

2. Lack of segregation of duties as a result of limited personnel.

3. Lack of Functioning Audit Committee - We do not have an Audit Committee, our board of directors currently acts as our Audit Committee. We do not have an independent director.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings.

None.

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

On July 3, 2017, the Company entered into a convertible debt arrangement with Max Zhu for $75,000 and amended an existing loan of $45,000. The conversion of these loans shall be at a price which is the lower of $0.08 per share and 80% of the lowest calculated volume-weighted average price of the stock during the five days before the date of the conversion notice. We made these issuances in reliance on the registration exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None.

Item 6. Exhibits

31.1	Certification of Principal Executive Officer and Acting Principal Accounting Officer pursuant to Rule 13a-14 and 15d-14 of the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14 and 15d-14 of the Securities Exchange Act of 1934
32.1	Certification of the Principal Executive Officer and Acting Principal Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 101
101.INS - XBRL Instance Document
101.SCH - XBRL Taxonomy Extension Schema Document
101.CAL - XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF - XBRL Taxonomy Extension Definition Linkbase Document
101.LAB - XBRL Taxonomy Extension Label Linkbase Document
101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Cantabio Pharmaceuticals Inc.

By: /s/ Gergely Toth
Gergely Toth
Its: President, Chief Executive Officer, Director (Principal Executive Officer).
August 14, 2017

By: /s/ Simon Peace
Simon Peace
Its: Chief Financial Officer, Director (Principal Accounting Officer)
August 14, 2017

EXHIBIT 31.1
Certification

I, Gergely Toth, certify that:

(1) I have reviewed this Report on Form 10-Q for the quarterly period ended June 30, 2017of Cantabio Pharmaceuticals 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 Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurances regarding the reliability of financial reporting in 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 the 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: August 14, 2017

/s/ Gergely Toth
By: **Gergely Toth**
Title: Chief Executive Officer, Principal Executive Officer and Acting Principal Accounting Officer

EXHIBIT 31.2
Certification

I, Simon Peace, certify that:

(1) I have reviewed this Report on Form 10-Q for the quarterly period ended June 30, 2017 of Cantabio Pharmaceuticals 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 Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurances regarding the reliability of financial reporting in 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 the 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: August 14, 2017

/s/ Simon Peace
By: **Simon Peace**
Title: Chief Financial Officer

Exhibit 32.1

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

The undersigned, Gergely Toth, the Chief Executive Officer of Cantabio Pharmaceuticals Inc. (the "Company") hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his or her knowledge, the Report on Form 10-Q of Cantabio Pharmaceuticals Inc., for the quarterly period ended June 30, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Cantabio Pharmaceuticals Inc.

Date: August 14, 2017

/s/Gergely Toth
By: **Gergely Toth**
Chief Executive Officer

Exhibit 32.2

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

The undersigned, Simon Peace, the Chief Financial Officer of Cantabio Pharmaceuticals Inc. (the “Company”) hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his or her knowledge, the Report on Form 10-Q of Cantabio Pharmaceuticals Inc., for the quarterly period ended June 30, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Cantabio Pharmaceuticals Inc.

Date: August 14, 2017

/s/ Simon Peace
By: **Simon Peace**
Chief Financial Officer