MCIG, INC.

FORM 10-Q/A
(Amended Quarterly Report)

Filed 03/21/14 for the Period Ending 10/31/13

Address	4720 SALISBURY ROAD, STE 100
	JACKSONVILLE, FL, 32256
Telephone	570-778-6459
CIK	0001525852
Symbol	MCIG
SIC Code	2111 - Cigarettes
Industry	Tobacco
Sector	Consumer Non-Cyclicals
Fiscal Year	04/30

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

FORM 10-Q/A
Amendment #1

(Mark One)

☐ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended October 31, 2013.

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act
For the transition period from **N/A** to **N/A**

Commission File No. 333-175941

mCig, Inc.
(Name of small business issuer as specified in its charter)

Nevada	**27-4439285**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

800 Bellevue Way NE, Suite 400, Bellevue, Washington	**98004**
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code:	**425-462-4219**

Lifetech Industries, Inc.
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required 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, or a non – accelerated filer. See definition of " accelerated filer and large 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 ☒

Indicate the number of shares outstanding of each of the registrant ' s classes of common stock as of the latest practicable date. **270,090,000 common shares issued and outstanding as of October 31, 2013.**

EXPLANATORY NOTE

This Form 10-Q/A amends our quarterly report on Form 10-Q for the quarter ended October 31, 2013, which was filed with the Securities and Exchange Commission on December 16, 2013 (the "Form 10-Q").

This Form 10-Q/A updates the information provided in Part I, Item 1, 2. We have disclosed the status of the Lifetech Industries business; the nature of the professional services rendered to the company, for which the company has issued restricted shares of common stock; and material terms of Preferred stock.

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date.

INDEX TO FORM 10-Q FILING
FOR THE SIX MONTHS ENDED OCTOBER 31, 2013

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The accompanying reviewed interim financial statements have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the financial statements included in the Company's annual report on Form 10-K for the year ended April 30, 2013. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the six months ended October 31, 2013 are not necessarily indicative of the results that can be expected for the year ending.

mCig, Inc.
(A Development Stage Company)
BALANCE SHEETS

	October 31, 2013 (unaudited)	April 30, 2013 (audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 13,809	$ 3,600
Total current assets	13,809	3,600
Intangible asset, net	18,536	13,366
Total assets	$ 32,345	$ 16,966
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 3,064	$ 4,375
Deferred revenue	25,000	50,000
Due to related party	53,050	172,678
Total liabilities	81,114	227,053
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.0001 par value per share, 50,000,000 shares authorized, 23,000,000 and zero shares issued and outstanding	2,300	-
Common stock, $0.0001 par value per share, 1,000,000,000 shares authorized, 270,090,000 and 500,000,000 shares issued and outstanding	27,009	50,000
Additional Paid in Capital	209,269	-
Accumulated deficit during development stage	(287,347)	(260,087)
Total stockholders' deficit	(48,769)	(210,087)
Total liabilities and stockholders' deficit	$ 32,345	$ 16,96

The accompanying notes are an integral part of the financial statements.

mCig, Inc.
(A Development Stage Company)
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended October 31 2013	For the Three Months Ended October 31 2012	For the Six Months Ended October 31 2013	For the Six Months Ended October 31 2012	Since Inception (December 30, 2010) to October 31 2013
Revenue	$ 13,180	$ 12,500	$ 25,680	$ 25,000	$ 75,680
Cost of sales		7,034		7,105	
Gross profit	13,180	5,466	25,680	17,895	75,680
Operating Expenses					
Amortization expense	1,294	-	2,587	-	4,743
Professional fees	6,202	3,610	15,427	9,969	108,793
Travel expenses	0	37,184	0	88,064	114,299
General and administrative expenses	9,658	9,049	19,026	21,054	119,292
Share-based compensation	15,900	-	15,900	-	15,900
Total operating expenses	33,053	49,843	52,940	119,087	363,027
Other Income (Expense) - Debt forgiveness	0	-	0	-	0
Net Income (loss)	$ (19,873)	$ (44,377)	$ (27,260)	$ (101,192)	$ (287,347)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	
Weighted average shares of common stock outstanding - basic	270,000,000	270,000,000	270,000,000	270,000,000	

The accompanying notes are an integral part of the financial statements.

mCig, Inc.
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the six months ended October 31, 2013	For the six months ended October 31, 2012	Since Inception (December 30, 2010) to October 31, 2013
Cash flows from operating activities			
Net (loss)	$ (27,260)	$ (101,192)	$ (287,347)
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization	2,587	-	4,743
Common stock issued for services rendered	15,900	-	15,900
Changes in operating assets and liabilities:			
Accounts payable	(1,311)	(5,573)	3,064
Deferred revenue	(25,000)	75,000	25,000
Accrued expenses	-	-	-
Net cash used in operating activities	(35,084)	(31,765)	(238,640)
Cash flows from investing activities			
Website development cost	(7,758)	(9,400)	(23,280)
Net cash used in investing activities	(7,758)	(9,400)	(23,280)
Cash flows from financing activities			
Advance from related party	53,050	36,950	225,728
Issuance of common stock for cash	-	-	50,000
Net cash flows provided by financing activities:	53,050	36,950	275,728
Net increase (decrease) in cash	10,209	(4,215)	13,809
Cash- beginning of period	3,600	9,737	-
Cash- end of period	$ 13,809	$ 5,522	$ 13,809
Supplemental non-cash information			
Liabilities settled in stock	$ 5,000	$ -	$5,000
Debt Forgiveness	$ 172,678	$ -	$ 172,678

The accompanying notes are an integral part of the financial statements.

mCig, Inc.
(A Development Stage Company)
Notes To Financial Statements
(Unaudited)

1 **. BUSINESS DESCRIPTION AND BASIS OF PRESENTATION**

mCig, Inc. (mCig) (fka Lifetech Industries) was incorporated in the State of Nevada on December 30, 2010 to develop a new day spa business in the affluent area of Montrose, California, surrounded by La Crescenta, La Canada, and Glendale.

On April 30, 2012, the company entered into a Joint Venture Agreement, a Distribution Agreement, and a Technology License Agreement (the "Agreements") with Leadwill Corporation, a Japanese corporation (the "Manufacturer" and the "Licensor").

Pursuant to the Joint Venture Agreement, we acquired the global exclusive right (excluding Japan) to make, use, sell and otherwise distribute all of the Manufacturer's AWG products and technologies. In addition, we have the exclusive right to assign, sublicense, or otherwise subcontract our distribution and marketing rights to third parties. We were also granted an exclusive license to any and all of the Manufacturer's patents, trademarks, and all other intellectual property related to AWG products and have the exclusive right to assign, sublicense, or otherwise transfer these rights to third parties. We will receive the Manufacturer's AWG products at the price of twelve percent (12%) above wholesale costs for such products.

Pursuant to the Distribution Agreement, we were appointed as the Manufacturer's sole and exclusive Distributor. As such, we were given the exclusive right to: (1) market, promote, sell, and distribute all of the Manufacturer's current and future AWG products and technology; and (2) assign, sublicense, or otherwise subcontract these distribution and marketing rights to third parties worldwide (excluding Japan). The Manufacturer will receive ten percent (10%) of the net profits generated from our distribution of the AWG technology, less related costs and expenses.

Pursuant to the Technology License Agreement, we were granted an exclusive, perpetual license to make, manufacture, use, sell or otherwise distribute all of the Licensor's AWG related technology. We were also granted the right to sublicense these rights to third parties at our sole discretion. We will pay the Licensor a royalty equal to ten percent (10%) of the Net Sales Revenue received from our sales of the licensed technology on a quarterly basis.
Upon execution of the Agreements, Leadwill Corporation has agreed to (A) file all necessary "doing business as" ("d/b/a") documents in Japan so that Leadwill shall d/b/a "Lifetech Japan," (B) change its corporate name from "Leadwill Corporation" to "Lifetech Japan," or (C) transfer or "spinoff" all and not less than all of its AWG business into a new, separate corporate entity in Japan, to be called "Lifetech Japan". All of our rights set forth in the Agreements shall apply equally to the new, separate corporate entity.

On September 1, 2012, the company entered into a Joint Venture Agreement, a Distribution Agreement, and a Technology License Agreement (the "New Agreements") with Lifetech Japan Corporation (the "New Manufacturer"), a Japanese corporation. The New Agreements were executed pursuant to the transfer of the AWG business from Leadwill to Lifetech Japan. The Lifetech AirWell System is a highly advanced air to water generator that produces high quality water by promoting and filtering the condensation of moisture from air. The Air Well System uses an advance triple step gathering system and 12-step purification process to produce water that is free of chemicals, pollutants, contaminants and hormones.

Effective December 2012 the company has signed an exclusive ten-country distribution agreement with SunPlex Limited. Parties have agreed to a 5 year distribution plan which involves three phases. The first phase is to obtain government approvals and endorsements for Airwell products. The second phase of SunPlex's plan is to distribute Airwell products to hospitals, schools and government offices throughout the designated countries in Africa, and work with government agencies to set up water depots in areas where accessing clean and fresh water is extremely difficult. The final phase of SunPlex's proposal aims to partner with commercial and residential developers-incorporating the Airwell machines in their developmental plans-to which early discussions have suggested strong interest.

As of October 31, 2013 no revenue has been realized from the said distribution agreement.

On May 23, 2013, the Company received a resignation notice from Benjamin Chung from all of his positions with the Company, including President, CEO, Principal Executive Officer, CFO, Principal Accounting Officer, Secretary, Treasurer and as Director.

1 . BUSINESS DESCRIPTION AND BASIS OF PRESENTATION (CONT.)

On May 23, 2013, the Company appointed Paul Rosenberg as its new President, CEO, Principal Executive Officer, CFO, Principal Accounting Officer, Secretary, Treasurer and as Director.

Effective August 2, 2013, we have changed our name from "Lifetech Industries, Inc." to "mCig, Inc.".

As of October 31, 2013, we have adjusted the company's business plan and its technology by launching a new consumer product. Accordingly, mCig, Inc. has positioned itself as a technology company focused on two long-term secular trends sweeping the globe: (1) The decriminalization and legalization of marijuana for medicinal or recreational purposes (2) The adoption of electronic vaporizing cigarettes (commonly known as “eCigs”) by the world’s 1.2 Billion smokers. Designed in the USA – the mCig provides a superior smoking experience by heating (not burning) plant material, waxes, and oils delivering a smoother inhalation experience.

In accordance with our decision to change company's business model and strategy, all agreements related to the Lifetech business will be terminated and closed as of April 30, 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s accounting policies used in the preparation of the accompanying financial statements conform to accounting principles generally accepted in the United States of America ("US GAAP") and have been consistently applied.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable 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. The most significant estimates include: revenue recognition; sales returns and other allowances; allowance for doubtful accounts; valuation of inventory; valuation and recoverability of long-lived assets; property and equipment; contingencies; and income taxes.

On a regular basis, management reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Development Stage Company

The Company is a development stage company as defined in FASB ASC 915 “Development Stage Entities.” The Company is devoting substantially all of its present efforts to establish a new business and none of its planned principal operations have commenced. All losses accumulated since inception has been considered as part of the Company’s development stage activities.

Cash and cash equivalents

The Company includes in cash and cash equivalents all short-term, highly liquid investments that mature within three months of their acquisition date. Cash equivalents consist principally of investments in interest-bearing demand deposit accounts and liquidity funds with financial institutions and are stated at cost, which approximates fair value. For cash management purposes the company concentrates its cash holdings in a new account at Bank of America and an old account at JP Morgan Chase Bank.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Foreign currency translation

The Company's functional currency and its reporting currency is the United States Dollar.

Financial Instruments

Fair Value of Financial Instruments
The carrying amounts reflected in the balance sheets for cash, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items. The Company does not hold any investments that are available-for-sale.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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;

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).

Website development costs

Under the provisions of FASB-ASC Topic 350, the Company previously capitalized costs of design, configuration, coding, installation, and testing of the Company's website up to its initial implementation. Costs will be amortized to expense over an estimated useful life of three years using the straight-line method. Ongoing website post-implementation cost of operations, including training and application, are expensed as incurred. The Company evaluates the recoverability of website development costs in accordance with FASB-ASC Topic 350. As of the quarter ended October 31, 2013, management does not believe that there is a need for the impairment of costs incurred towards the development of its website.

	October, 31 2013	April 30, 2013
Website development cost	$ 23,280	$ 15,522
Accumulated amortization	(4,743)	(2,156)
Total intangible assets	$ 18,537	$ 13,366

Income Taxes

Income taxes are accounted for under the assets and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Basic and Diluted Loss per Share

The Company follows ASC Topic 260 to account for earnings per share. Basic earnings per share (“EPS”) calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Revenue recognition

Our revenue recognition policy is in accordance with generally accepted accounting principles, which requires the recognition of sales when there is evidence of a sales agreement, the delivery of goods has occurred, the sales price is fixed or determinable and the collectability of revenue is reasonably assured.

In May 2012, we signed an agreement with Epik Investments Limited, a Limited Liability Corporation incorporated under the laws of the Hong Kong Special Administrative Region, assigning them the exclusive rights to sell and distribute all of our products in Hong Kong and the People’s Republic of China. These exclusive distribution rights are for a period of 2 years. We received consideration of $100,000 under the terms of the agreement. As of October 31, 2013, the company earned a total of $75,000 in revenue and accrued deferred revenue of $25,000 related to this agreement.

Effective December 2012 LifeTech Industries Inc. has signed an exclusive ten-country distribution agreement with SunPlex Limited. LifeTech and SunPlex have agreed to a 5 year distribution plan which involves three phases. The first phase is to obtain government approvals and endorsements for Airwell products. The second phase of SunPlex's plan is to distribute Airwell products to hospitals, schools and government offices throughout the designated countries in Africa, and work with government agencies to set up water depots in areas where accessing clean and fresh water is extremely difficult. The final phase of SunPlex's proposal aims to partner with commercial and residential developers-incorporating the Airwell machines in their developmental plans-to which early discussions have suggested strong interest.

Under the terms of the agreement, the project has the potential to bring sales of up to $75 Million or more over the course of 5 years. As of October 31, 2013 no revenue has been realized from the said distribution agreement.

Recent accounting pronouncements

The Company evaluated all recent accounting pronouncements issued and determined that the adoption of these pronouncements would not have a material effect on the financial position, results of operations, or cash flows of the Company.

3. GOING CONCERN

As of October 31, 2013, our company has accumulated losses of $287,347 since inception. Our company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the year ending April 30, 2014. In response to these problems, management intends to raise additional funds through public or private placement offerings. These factors, among others, raise substantial doubt about our company’s ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty.

4. STOCKHOLDERS' EQUITY

Common Stock

The authorized capital of the Company is 1,000,000,000 common shares with a par value of $0.0001 per share.

On July 13, 2011, the Company authorized the issuance of 250,000,000 shares of common stock at $0.0001 per share to Benjamin Chung, the former CEO. The Company relied on Section 4(2) of the Securities Act for this issuance.

In January 2011, the Officer of the Company contributed an amount of $100 for stock which had not yet been issued. This amount was classified as Stock Payable on the balance sheet. On July 13, 2011, when 250,000,000 shares of common stock were issued, this amount was reclassified to additional paid in capital.

On July 13, 2011, the Company issued 250,000,000 shares of common stock at $0.001 per share to Benjamin Chung, the former CEO for services of $5,000 and for cash of $20,000. The Company relied on Section 4(2) of the Securities Act for this issuance.

During the period between January 2011 and February 2011, the Company issued 250,000,000 shares of common stock under private placement agreements to various investors at $0.0001 per share. The Company received a total of $24,900, net of proceeds.

On September 17, 2013, the company issued 60,000 restricted shares of common stock at $0.21 per share for professional services rendered in order to promote the company via social media. These shares were valued at $12,600 based on the price on the date of grant.

On October 18, 2013, the company issued 30,000 restricted shares of common stock at $0.11 per share for professional services rendered in order to promote the company via social media. These shares were valued at $3,300 based on the price on the date of grant.

Stock split

Effective July 31, 2013, the company effected a 1 old for 10 new forward stock split of the Company's common stock. As a result, our authorized capital increased from 200,000,000 to 1,000,000,000 shares of common stock and our issued and outstanding increased from 50,000,000 shares of common stock to 500,000,000 shares of common stock, all with a par value of $0.0001.

Preferred Stock

On September 14, 2013, the company entered into a Share Cancellation / Exchange / Return to Treasury Agreement with Paul Rosenberg, the chief executive officer of our company, for the cancellation of 230,000,000 shares of our common stock held by Mr. Rosenberg in exchange for 23,000,000 shares of our company's Series A Preferred Stock. The Series A Preferred Stock has 10 votes for every share. The preferred shares are convertible and can be exchanged for a stated number of shares of the company's common stock, but not earlier than one year after the date of signature of the agreement. No dividend shall be declared or paid on the Preferred Stock.

5. RELATED PARTY TRANSACTIONS

On July 13, 2011, the Officer of the Company contributed an amount of $100 towards additional paid in capital.

As of April 30, 2013 the company was obligated to Mr. Benjamin Chung for an unsecured and non-interest bearing demand loan with a balance of $172,678.

Effective April 19, 2013 Benjamin Chung and Paul Rosenberg signed the "Debt Assignment, Consent and Release Agreement", according to which the Assignor (Benjamin Chung) grants, assign, transfer and set over unto the Assignee (Paul Rosenberg) his entire right, title and interest in and to the Debt upon the terms and conditions contained in the Agreement.

On July 30, 2013, Mr. Paul Rosenberg, President and CEO, agreed to forgive all the debts (the sum of $172,678) owed to him by the Company and recorded as Additional Paid in Capital.

As of October 31, 2013, the President of the Company, Mr. Paul Rosenberg loaned the Company in the amount of $53,050 for operating purposes. The amount due to the related party is unsecured and non-interest-bearing and remains outstanding.

6. SUBSEQUENT EVENTS

On November 15, 2013, the company issued 45,000 restricted shares of common stock at $0.07 per share for professional services rendered. These shares were valued at $3,150 based on the price on the date of grant.

On December 12, 2013, the company made an amendment of Certificate of Incorporation to decrease the number of authorized shares of Common stock, $0.0001 par value per share, from 1,000,000,000 shares to 560,000,000 shares.

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

Forward Looking Statements

This report on Form 10-Q contains certain forward-looking statements. All statements other than statements of historical fact are “forward-looking statements” for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties, and actual results could differ materially from those anticipated by the forward-looking statements.

Business Overview

mCig, Inc. (mCig) (fka Lifetech Industries) was incorporated in the State of Nevada on December 30, 2010 to develop a new day spa business in the affluent area of Montrose, California, surrounded by La Crescenta, La Canada, and Glendale.

On April 30, 2012, the company entered into a Joint Venture Agreement, a Distribution Agreement, and a Technology License Agreement (the “Agreements”) with Leadwill Corporation, a Japanese corporation (the “Manufacturer” and the “Licensor”).

Pursuant to the Joint Venture Agreement, we acquired the global exclusive right (excluding Japan) to make, use, sell and otherwise distribute all of the Manufacturer’s AWG products and technologies. In addition, we have the exclusive right to assign, sublicense, or otherwise subcontract our distribution and marketing rights to third parties. We were also granted an exclusive license to any and all of the Manufacturer’s patents, trademarks, and all other intellectual property related to AWG products and have the exclusive right to assign, sublicense, or otherwise transfer these rights to third parties. We will receive the Manufacturer’s AWG products at the price of twelve percent (12%) above wholesale costs for such products.

Pursuant to the Distribution Agreement, we were appointed as the Manufacturer’s sole and exclusive Distributor. As such, we were given the exclusive right to: (1) market, promote, sell, and distribute all of the Manufacturer’s current and future AWG products and technology; and (2) assign, sublicense, or otherwise subcontract these distribution and marketing rights to third parties worldwide (excluding Japan). The Manufacturer will receive ten percent (10%) of the net profits generated from our distribution of the AWG technology, less related costs and expenses.

Pursuant to the Technology License Agreement, we were granted an exclusive, perpetual license to make, manufacture, use, sell or otherwise distribute all of the Licensor’s AWG related technology. We were also granted the right to sublicense these rights to third parties at our sole discretion. We will pay the Licensor a royalty equal to ten percent (10%) of the Net Sales Revenue received from our sales of the licensed technology on a quarterly basis.
Upon execution of the Agreements, Leadwill Corporation has agreed to (A) file all necessary “doing business as” (“d/b/a”) documents in Japan so that Leadwill shall d/b/a “Lifetech Japan,” (B) change its corporate name from “Leadwill Corporation” to “Lifetech Japan,” or (C) transfer or “spinoff” all and not less than all of its AWG business into a new, separate corporate entity in Japan, to be called “Lifetech Japan”. All of our rights set forth in the Agreements shall apply equally to the new, separate corporate entity.

On September 1, 2012, the company entered into a Joint Venture Agreement, a Distribution Agreement, and a Technology License Agreement (the “New Agreements”) with Lifetech Japan Corporation (the “New Manufacturer”), a Japanese corporation. The New Agreements were executed pursuant to the transfer of the AWG business from Leadwill to Lifetech Japan. The Lifetech AirWell System is a highly advanced air to water generator that produces high quality water by promoting and filtering the condensation of moisture from air. The Air Well System uses an advance triple step gathering system and 12-step purification process to produce water that is free of chemicals, pollutants, contaminants and hormones.

Effective December 2012 the company has signed an exclusive ten-country distribution agreement with SunPlex Limited. Parties have agreed to a 5 year distribution plan which involves three phases. The first phase is to obtain government approvals and endorsements for Airwell products. The second phase of SunPlex's plan is to distribute Airwell products to hospitals, schools and government offices throughout the designated countries in Africa, and work with government agencies to set up water depots in areas where accessing clean and fresh water is extremely difficult. The final phase of SunPlex's proposal aims to partner with commercial and residential developers-incorporating the Airwell machines in their developmental plans-to which early discussions have suggested strong interest.

As of October 31, 2013 no revenue has been realized from the said distribution agreement.

On May 23, 2013, the Company received a resignation notice from Benjamin Chung from all of his positions with the Company, including President, CEO, Principal Executive Officer, CFO, Principal Accounting Officer, Secretary, Treasurer and as Director.

On May 23, 2013, the Company appointed Paul Rosenberg as its new President, CEO, Principal Executive Officer, CFO, Principal Accounting Officer, Secretary, Treasurer and as Director.

Effective August 2, 2013, we have changed our name from "Lifetech Industries, Inc." to "mCig, Inc.".

As of October 31, 2013, we have adjusted the company's business plan and its technology by launching a new consumer product. Accordingly, mCig, Inc. has positioned itself as a technology company focused on two long-term secular trends sweeping the globe: (1) The decriminalization and legalization of marijuana for medicinal or recreational purposes (2) The adoption of electronic vaporizing cigarettes (commonly known as “eCigs”) by the world’s 1.2 Billion smokers. **We manufacture and retail the mCig — the world’s most affordable loose-leaf eCig priced at only $10. Designed in the USA — the mCig provides a superior smoking experience by heating plant material, waxes, and oils delivering a smoother inhalation experience.**

In accordance with our decision to change company's business model and strategy, all agreements related to the Lifetech business will be terminated and closed as of April 30, 2014.

Liquidity and Capital Resources

Cash Flows

		Six months ended October 31, 2013		**Six months ended October 31, 2012**		**Since inception (December 30, 2010) to October 31, 2013**
Net Cash From Used in Operating Activities	$	(35,084)	$	(31,765)	$	(238,640)
Net Cash Used by Investing Activities	$	(7,757)	$	(9,400)	$	-23,28
Net Cash From Financing Activities	$	53,050	$	36,950	$	275,728
Net Increase (Decrease) in Cash During the Period	$	10,209	$	(4,215)	$	13,809

Through October 31, 2013, the Company had not carried on any significant operations and had not generated any significant revenues. The Company has incurred losses since inception aggregating $287,347.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has accumulated deficit since inception (December 30, 2010) to the quarter ended October 31, 2013 and is dependent on its ability to raise capital from shareholders or other sources to sustain operations. However, these conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Results of Operations for the Six Months Ended October 31, 2013 and 2012

Revenues

Revenues for the six months ended October 31, 2013 and October 31, 2012 were $25,680 and $25,000 respectively as the result of the 2 year distribution contract signed with Epik Investments Limited in May 2012.

Cost of Goods Sold

Cost of goods sold for the six months ended October 31, 2013 and October 31, 2012 were $0 and $7,105 respectively.

Net Loss

For the six months ended October 31, 2013 and October 31, 2012 we incurred net loss of $27,260 and $101,192, respectively.

Expenses

Our total operation expenses for the six months ended October 31, 2013 were $52,940, which consisted of $15,427 of professional fees, $2,587 of amortization, $19,026 of general and administrative expenses and $15,900 of share-based compensation. Our general and administrative expenses consist of bank charges, advertising and promotion, rent, computer and internet expenses, and other miscellaneous expenses. For the six months ended October 31, 2012 we incurred total expenses of $119,087, which consisted of $9,969 of professional fees, $88,064 of travel expenses and $21,054 of general and administrative expenses.

Since inception (December 30, 2010) to October 31, 2013, we incurred total expenses of $363,027, which consisted of $108,793 of professional fees, $114,299 of travel expenses, $4,743 of amortization, $119,292 of general and administrative expenses and $15,900 of share-based compensation.

Thus far all our expenses have been financed via advances from our controlling shareholder Mr. Paul Rosenberg who has committed to fund the product development and marketing of the mCig into the launch date and the foreseeable future.

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

Off-Balance Sheet Arrangements

As of October 31, 2013, we had no off balance sheet transactions that have or are reasonably likely to have a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the 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 rules and forms and that such information is accumulated and communicated to our sole officer, as appropriate to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our sole officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of October 31,

2013. Based on the evaluation of these disclosure controls and procedures, our sole officer concluded that our disclosure controls and procedures are ineffective.

Changes in internal controls

There were no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) promulgated under the Exchange Act, during the quarter ended October 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Management is not aware of any legal proceedings contemplated by any governmental authority or any other party against us. None of our directors, officers or affiliates are (i) a party adverse to us in any legal proceedings, or (ii) have an adverse interest to us in any legal proceedings. Management is not aware of any other legal proceedings that have been threatened against us.

ITEM 1A. RISK FACTORS

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

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

N/A.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	**Exhibit Description**
31.1	Certification of the Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14 or 15d-14 of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the Registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 20, 2013

/s/ *Paul Rosenberg*
Paul Rosenberg
President, Chief Executive Officer, Chief Financial Officer, Treasurer, and Director
(Principal Executive Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
RULE 13A-14(a) OR 15D-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 200

I, Paul Rosenberg, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of mCig 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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 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. I have disclosed, based on my 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.

Dated: March 20, 2014

/s/ *Paul Rosenberg*
Paul Rosenberg
President, Chief Executive Officer, Chief Financial Officer, Treasurer and Director
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 32.1

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

In connection with the Report of mCig, Inc. (the “Company”) on Form 10-Q for the period ended October 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Paul Rosenberg, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 20, 2014

/s/ *Paul Rosenberg*
Paul Rosenberg
President, Chief Executive Officer, Chief Financial Officer, Treasurer and Director
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)