UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17990

In the Matter of

DIGITAL BRAND MEDIA & MARKETING
GROUP INC.

Respondent.

RESPONDENT DIGITAL BRAND MEDIA & MARKETING GROUP INC.'S MOTION FOR SUMMARY DISPOSITION

THOMPSON HINE
335 Madison Avenue, 12th Floor
New York, New York 10017

Attorneys for Digital Brand Media & Marketing Group Inc.

MOTION FOR SUMMARY DISPOSITION

Respondent Digital Brand Media and Marketing Group Inc. ("Digital Brand"), by counsel, pursuant to Commission Rules of Practice 102 (d) and 250(b), hereby submits this Notice of Appearance and Motion for Summary Disposition seeking dismissal of the pending action pursuant to Section 12(j) on the grounds that undisputed facts demonstrate that Digital Brand is not presently deficient in its filings and that revocation of its securities is not necessary or appropriate for protection of its investors.

BRIEF IN SUPPORT

I. Statement of Facts

In the proceedings initiated on May 16, 2017, the Division of Enforcement ("Division" or "DOE") alleges that Digital Brand is delinquent in its filings and that the registration of its securities should therefore be revoked. A hearing was conducted relating to those allegations on August 9, 2017 and, pursuant to the Orders of Judge Jason S. Patil dated February 6, 2018 and April 23, 2018, the parties provided supplemental submissions in June 2018. Declaration of Maranda Fritz ("Fritz Dec.") at ¶ 2-4 and Exhibits A and B.

The evidence provided in the 2018 submissions, and submitted with this motion, confirm, first, that Digital Brand is not delinquent in its filings. Digital Brand is in fact in compliance with its obligations to file Forms 10-K and Forms 10-Q for the period through the filing its most recent Form 10-Q on January 14, 2019. Fritz Dec. at ¶ ¶ 3-4 and Exhibit C.

Also undisputed is that Digital Brand is an active and operating management consultancy that provides for its clients an analysis and enhancement of its internet presence and social media activity to increase its clients' return on their investment in internet marketing. Transcript of August 9, 2017 Hearing ("Tr.") at 76, 144-46. It maintains a growing roster of corporate clients for which it provides services through its brand, Digital Clarity, and has posted revenues in excess of $400,000 in each of the years 2015 through 2017. Consolidated 10-K for FYE August 31, 2015 through 2017, attached as Exhibit 1 to Affidavit of Linda Perry, dated June 1, 2018, attached as Exhibit A to Fritz Dec., at F-3 at 47 of 70. Its managing director, Reggie James, who oversees critical aspects of the business, has substantial credentials and he and his business have received numerous awards and recognition in the industry for their innovative and impactful services. *Id.* at 63 and 14-18.

The record also reflects that Digital Brand had been delinquent in its filings in the past, and the reason for that delinquency. Digital Brand had filed its reports in a timely fashion until November 2013, just weeks prior to the submission of its Form 10-K, when it was notified by the SEC that, based on nothing have to do with the company, its auditor had been barred from appearing before the Commission and its prior and pending periodic reports would have to be re-audited. Tr. 49-50, Ex. 13, 19.[1]

Digital Brand then sought to identify another auditor, and retained and paid more than $40,000 to another firm, RBSM. RBSM did not, however, complete any filings. Tr. 149-150, 165-66. Digital Brand then, in July 2014, engaged D'Arelli Pruzansky PA as its auditor, and that firm conducted the required re-audit, performing audit services for the 2012, 2013 and 2014 years. Tr. 49, 150-51. It also reviewed the firm's quarterly report through the third quarter of 2015. The total cost of those re-audit services, including the auditors, accountants and attorneys, exceeded $150,000.00. Fritz Dec. at ¶ 2.

The re-auditing issues also spawned a litigation that was filed against the company in 2014, alleging a breach of contract based on the company's inability to submit its annual report in the wake of the notification from the SEC regarding its auditor. *Id.* at 10.

[1] Given the timing of that notification and the company's circumstances, Digital Brand sought relief from the Commission but that request was denied.

The repercussions of the lengthy and costly re-auditing process, combined with the company's need to defend the litigation triggered by the re-auditing requirement continued into 2018. Tr. 123-25. At the hearing, conducted in August 2017, Digital Brand's Executive Director, Linda Perry, advised the Court that Digital Brand would become current in its filings within three to six months. Tr. 108, 182-84. She confirmed for the court that she had arranged for funds to pay accountants and auditors, and later advised that the company had engaged Liggett & Webb PA and that work was underway. Affidavit of Linda Perry dated June 1, 2018 at ¶ ¶ 6, 9-10. Ms. Perry also advised the Court of the company's intention to settle a pending litigation. *Id.* at ¶ 12.

Putting aside some additional delays in relation to those filings, Ms. Perry's representations to the court were accurate. On May 31, 2018, Digital Brand filed its Consolidated 10-K for 2015, 2016 and 2017. Affidavit of Linda Perry, dated June 1, 2018 at ¶ 6 and Exhibit 1. Digital Brand then continued with the filing of its Form 10-Qs for the first, second and third quarter of 2018, filed in June and July 2018. Fritz Dec. at ¶ 3-4. The Form 10-K for FYE August 31, 2018 was filed on December 14, 2018, followed by the Form 10-Q for the first quarter of the present fiscal year, filed on January 14, 2019. Fritz Dec. at ¶ 4.

Also as represented by Ms. Perry, the Company proceeded to settle the litigation that had contributed to the disruption of its activities, resolving that matter through a final payment of $65,000 in June 2018. Affidavit of Linda Perry dated June 20, 2018 at ¶ 6.

II. Argument

Pursuant to Rule 250(b) of the Commission's Rules of Practice, a hearing officer may grant a motion for summary disposition if there is no genuine issue of material fact and the movant is entitled to the requested disposition. The party opposing a motion "must set forth specific facts showing a genuine issue for a hearing and may not rest upon the mere allegations or denials of its pleadings." *Edward Becker*, Initial Decision Rel No. 252, 2004 SEC LEXIS 1135 *5 (June 3, 2004).

1. Respondent's Motion for Summary Disposition

The recent decisions in *In the Matter of Cal Can,* Release No, 6393 (Dec. 10. 2018) & Release No. 6486 (March 6, 2019), confirm that where, as here, a registrant is current in its filings, a motion for summary disposition is an appropriate means by which to seek an end to a proceeding for revocation. In considering a similar situation in *Cal-Can,* Judge Cameron Elliot confirmed that revocation may *not* constitute an appropriate result where a company is presently in compliance with its reporting obligations.

There, the Division cited the Commission's opinion in *Absolute Potential*, Release No. 71866, 2014 SEC LEXIS 1193 (April 4, 2014) for the proposition that a registrant's securities must be revoked regardless of its present compliance. Judge Elliot rejected that argument, confirming that the decision in *Absolute* was predicated not just on a failure to file but on a combination of factors, *e.g.,* the company was a shell with $27 in assets and a deficit of almost $2 million, it provided no explanation of its failure to satisfy its filing obligations, and it had failed to put in place any of the delinquent filings. The Commission, in reaching its decision regarding revocation, specifically cited Absolute's "protracted delinquencies, unpersuasive explanations for those delinquencies and the absence of concrete remedial changes to ensure compliance."

Judge Elliot compared those circumstances to the registrant in Cal-Can, noting that not only had it returned to compliance but also it is not a shell, it is receiving revenue, it has access to funding in the future, its reason for delinquency "is reasonably concrete," and it had resolved the litigation that had been impeding its progress. *Id.* at 2. In light of those circumstances, Judge Elliot sought further briefing.

The court also noted that, absent a motion being filed by Cal-Can for summary disposition, the court would not be able to grant to Cal-Can the relief that it was seeking, i.e., dismissal of the proceeding. Id. at 3.[2] It is based on that guidance that Digital Brand submits this motion.

2. Revocation of Registration is Appropriate Only Where Necessary and Appropriate for the Protection of Investors

The Division appears to assert here, as it has in other proceedings, that revocation is the appropriate remedy in *every* instance in which a company has experienced "an extended period" of noncompliance, regardless of other circumstances. It cites, for that proposition, the Commission's decision in *Absolute Potential,* insisting that Digital Brand cannot "overcome" the decision in Absolute that revocation is still required "as a deterrent to others." DOE Brief in Response to Digital Brand's Submission at 3.

The Division's reflexive position is contrary to authority and inconsistent with a fair consideration of the interests of investors. First, the Commission has never articulated the hard-and-fast rule that the Division puts forth. It stated, in *Absolute* and other cases, that revocation *may* still be an appropriate remedy, even where the company has brought itself current. Equally

[2] Judge Elliot has since suggested that the court could also dismiss the proceeding if the parties waived a further hearing and the court treated the matter as a case stated. Release no. 6486 (March 6, 2019).

clear is the Commission has also stated its view that, where a registrant is presently current in its filings, revocation may *not* be appropriate: the court must evaluate all of the circumstances. *In the Matter of E-Smart Technologies*, Release No. 50514 (Oct. 12, 2004) & 2005 WL 274086 (Feb. 2, 2005) (Commission remanded matter for reconsideration of sanction because company had become current and "the investing public now has access to current, audited financial information," and its filing of its annual and quarterly reports "is an important factor to be considered in determining whether revocation is 'necessary and appropriate for the protection of investors;" on remand, ALJ declined to revoke or suspend company's registration).

That the Commission has never endorsed an approach of automatic revocation is also evident in this Court's recent decision in *BluForest, Inc.*, Release No. 1363 (March 7, 2019). There, as in *Cal-Can* and similar decisions, this Court carefully considered the particular circumstances -- the five year period of delinquency, the company's failure to actually make any of its past-due filings, and its lack of revenue – and then concluded that revocation will serve the public interest and the protection of investors. Id. at 4.

3. Revocation is Not Appropriate Under the Circumstances of This Case

Each and every factor cited by the courts in relation to revocation supports denial of revocation in this case, and dismissal of this proceeding. Here, as in *Cal-Can*, the company is not a shell but is an active operating entity with employees who provide valuable services to a growing roster of customers. Here, as in an *Cal-Can*, the company was impacted by a litigation that it was then able to resolve. Perry Affidavit at ¶ 6. And here, *unlike Absolute*, the company has offered both an explanation for its prior failures to file, and has honored its commitment to bring the company into compliance.

a. Digital Brand's Failure to File Was Not Egregious Nor Did it Involve Culpability

Critical among the factors to be considered in relation to penalty are the circumstances surrounding the violation. *Gateway Int'l Holdings Inc.*, Release No. 53907, 2006 SEC LEXIS 1288 at *19-20 (May 3, 2006) (Commission considers *inter alia* seriousness of violations, isolated or recurrent nature and the degree of culpability). Here, the violation was the result of a specific and unusual circumstance, and due to no fault of Digital Brand. The company had, in fact, submitted its filings in a timely fashion for years, until November 2013. It was advised at that point that its auditor had been barred from appearing before the SEC and so its Form 10-K, which was only weeks away from being filed, had to be redone. Thus, unlike other instances in which companies simply failed to file, Digital Brand's failure to file involves no misconduct, culpability, deliberate indifference to filing requirements, or even negligence.

Nor has the Division put forth any cogent rebuttal to Digital Brand's position that revocation is not warranted. According to the Division, it reviewed the company's Consolidated 10-K and made three comments regarding the filing, but it failed to identify anything that constitutes a material deficiency. For example, although the 10-K includes audited financials for each year from 2015 through 2017, the Division suggests that the document failed to include "interim financial statements" or comparable financial information. DOE Response at 2. First, and as confirmed by Ms. Perry, the Form 10-K comported with the relevant guidance which permitted the filer to incorporate its quarterly data into its annual audited financials. Perry Affidavit at ¶ 3(a). Putting aside whether that interim data was included, it is clear that the investors received the benefit of complete and audited financial information covering the entire period through August 2017.

Further, the investors have also since received all Form 10-Qs, and the Form 10-K for the fiscal year ended August 31, 2018.

The Division also takes issue with Management's Discussion & Analysis, suggesting that it is not "balanced" because it incorporates industry metrics that lack a "clear correlation" to the company's business. DOE Resp. at 2. That information, the Company believes, is relevant to its business model. Further, the Division does not and could not suggest that the discussion is in any way inaccurate or misleading, particularly when properly viewed in the context of the company's financial disclosures. [3]

b. Digital Brand Assured the Court that It Would Remediate its Delinquency, and it Did So.

The company's remediation efforts, and the availability of updated audited financial information, are principal among the factors that the court should consider. *Gateway Int'l Holdings Inc*. Securities Exchange Rel.No. 53907, 2006 SEC LEXIS 1288 at *26 (May 31, 2006) (Commission should consider "the issuer's effort to remedy its past violations and ensure future compliance and the credibility of its assurances, if any, against future violations"). In fact, the Division can point to no instance in which an operating entity was required by the SEC to re-audit its filings, and still managed to ensure that its filings were current as of the date when the issue of revocation was presented to the Court.

Certainly the purpose and intent of the Section 13 requirements are not furthered by taking action against a registrant under these circumstances. As emphasized in *Gateway*, those proceedings are intended to address instances of companies that are delinquent in their filings, where investors are being deprived of accurate, complete and timely information. Section 12(j)

[3] The Division also criticized the officers' failure to file Forms 3. The Division failed to acknowledge that those requirements were satisfied through the filing of Forms 5 in November 2017. See Perry Affidavit at ¶ 4.

therefore provides that the Commission may revoke or suspend the registration of an issuer's securities where it is "necessary or appropriate for the protection of investors."

Here, the registrant has overcome substantial obstacles to ensure that it has fulfilled those purposes of Section 13: its investors are in receipt of accurate and timely information. It has the present ability to move forward to continue to grow its business for the benefit of its shareholders. It has successfully weathered and overcome a substantial hurdle presented by the unexpected and unusual requirement that it re-audit its filings; neither the company nor its shareholders should be further penalized.

III. Conclusion

For the reasons set forth above and in its prior submissions, Respondent respectfully requests that the Administrative Law Judge deny the Division's request for revocation and grant Respondent's Motion for Summary Disposition.

Dated: March 19, 2018

Respectfully Submitted,

Maranda E. Fritz
Thompson Hine LLP
335 Madison Avenue
New York, New York 10017

Counsel for Digital Brand

CERTIFICATE OF SERVICE

I hereby certify that true copies of Respondent Digital Brand Media & Marketing Group Inc.'s Motion for Summary Disposition, and the Declaration of Maranda E. Fritz in Support of Respondent's Motion for Summary Disposition were served on the following on this 19th day of March, 2019, in the matter indicated below:

By Email:

The Honorable Carol Fox Foelak
Administrative Law Judge
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-2557
alj@sec.gov

James M. Carlson
Assistant Chief Litigation Counsel
U.S. Securities and Exchange Commission
100 F Street, NE
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Counsel
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-2557
williamssam@sec.gov

Dated: March 19, 2019

Maranda Fritz

Maranda E. Fritz

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17990

RECEIVED
MAR 22 2019
OFFICE OF THE SECRETARY

In the Matter of

DIGITAL BRAND MEDIA MARKETING
GROUP INC.

Respondent.

DECLARATION OF MARANDA E. FRITZ IN SUPPORT OF RESPONDENT'S MOTION FOR SUMMARY DISPOSITION

I , Maranda Fritz, under penalty of perjury, declare as follows:

1. I am counsel to Digital Brand Media & Marketing Group Inc. ("Digital Media"), am familiar with the company's Form 10-K and Form 10-Q filings, and am also familiar with the documents that were submitted to Judge Jason Patil in connection with the remand of this matter.

The Procedural Status

2. In the wake of the decision in *Lucia v. SEC*, 138 S.Ct. 2044 (2018), counsel for the Division of Enforcement ("DOE") discussed with Linda Perry the means and method by which this matter would proceed. It was agreed between the parties that the case would go forward on the existing record including the hearing dated August 9, 2017, supplemented by the parties' post-hearing submissions.[1] Further, Judge Patil conferred with counsel and issued the Order for Supplemental Evidence and Briefing," dated April 23, 2018.

[1] On January 5, 2018, Digital Brand agreed with the Division that the existing record would include the hearing materials and supplemental materials that would reflect the company's filings, the costs associated with the re-audit, and the company's additional funding. A protective order was issued and the documentation was provided beginning on February 6, 2018.

3. Because Ms. Perry was acting without counsel at that point in her submission of those materials, for the convenience of the Court and to ensure a complete record, attached hereto are Ms. Perry's June 2018 post-hearing submissions:

Exhibit A: Affidavit of Linda Perry, dated June 1, 2018 attaching

> Exhibit 1 Digital Brand's Consolidated 10-K for 2015, 2016 and 2017, filed on May 31, 2018;
>
> Exhibit 2 Liggett & Webb P.A. Results of the 2017, 2016 & 2015 Year End Annual Audits;
>
> Exhibit 3: Liggett & Webb PA Extended Engagement Letter

Exhibit B: Affidavit of Linda Perry, dated June 20, 2018,

4. In addition to the Consolidated Form 10-K filed in May 2018, Digital Brand has continued to file Forms 10-Q and Form 10-K. A summary of those filings is attached as Exhibit C and reflects that, since May 2018, the Company has filed three additional Forms 10-Q in 2018, its Form 10-K on December 14, 2018, and its form 10-Q for the first quarter of this fiscal year on January 14, 2019.

Dated: March 19, 2019

Maranda Fritz

Maranda E. Fritz

United States of America before the
Securities and Exchange Commission
Exchange Act Release No. 80701
Administrative Proceeding File No. 3-17990

In the Matter of Digital Brand Media & Marketing Group, Inc., Respondent.	File No. 3-17990 UPDATE RE ORDER FOR SUPPLEMENTAL EVIDENCE AND BRIEFING (UPDATE PROVIDED BY AFFIDAVIT OF LINDA PERRY, EXECUTIVE DIRECTOR) Hon. Jason S. Patil, ALJ

I, **Linda Perry,** hereby affirm under penalty of perjury the following to be true and accurate.

1. As the Affiant, I am the Executive Director of the Respondent, Digital Brand Media & Marketing Group, Inc. ("DBMM") and have been during the entire period in question, and speak to the following from personal knowledge.

2. By way of clarification and confirmation, Affiant terminated DBMM's Attorney of Record, Marshal Shichtman & Associates, P.C., on May 17, 2018 at a hearing in Nassau Supreme Court before the Hon. Jerome Murphy. Oddly, Attorney Shichtman advised the Commission on May 24, 2018 indicating the engagement will conclude on May 29, 2018. DBMM will be identifying a new Corporate Counsel shortly. In the interim, I will respectfully provide the Update ordered by the Hon. Judge Patil, ALJ, in his "Order for Supplemental Evidence and Briefing" in Release No. 5692 on April 23, 2018.

3.e The additional evidence provided herein supports the Company's contention thate its intent always was to file the outstanding delinquent reports as soon as possible, but it had been unable to do so because of mitigating circumstances resulting from matters outside of its control. Additionally, those circumstances were preventing DBMM from raising the funds required, while protecting shareholders from an overreaching adversary – a delicate balance.

4.e By way of background, DBMM had previously filed its reports in a timely fashione prior to the re-audit requirement, and immediately thereafter through May 31, 2015. When the Company acquired Stylar/Digital Clarity in 2011, the agreement was that all revenues would be reinvested in the labor-intensive operating company, while the parent company would maintain the public company and infuse capital to grow the business as quickly as possible. There has never been an issue with the operating business; the Proof of Concept was clear Pre-Acquisition. The reality of a massive confluence of events beyond DBMM's control resulted in the public company's reporting and growth capital stymied by three years of re-audit (2011 through 2013) caused by a litigation because DBMM became immediately non-compliant. Future funding was precluded because of the litigation and the fact that 9 months of re-auditing cost DBMM $153,631. That amount has been documented in the Confidential Evidence provided on February 6, 2018.

5.e Nevertheless, after almost two (2) years, as stated at the hearing on August 9,e 2017, funding was identified from new supporters of the company to bring the delinquent filings current and provide additional funding for ongoing working capital. The venture was re-tooled and re-branded as a long-term investment. Unlike the past, there was mutual understanding of investors going forward as investors, not lenders.

6.e DBMM filed all its requisite annual audits on Thursday, May 31, 2018, entitlede "Super 10-K for 2015-2016-2017." The report was filed in EDGAR following the long and laborious annual audit of three years, thus providing the public with audited financial statements in hand. (Exhibit 1 is the report in PDF, with the EDGAR link of https://www.sec.gov/Archives/edgar/data/1127475/000112747518000007/f20171615super10kfinal052918.htm.)

7.e In addition to the Super 10-K, Liggett & Webb, P.A., coincidently provided ae summary document entitled, "Results of the 2017, 2016 & 2015 Year End Annual Audits" for the DBMM Audit engagement and relationship (attached as Exhibit 2). DBMM is very proud to have this important task behind it and looks forward to building on the foundation established and improving results year-on-year with long-sought funding identified.

8.e DBMM will continue to operate at a loss, sharing that situation with the majoritye of digital companies in the development/growth stage. Likewise, lack of profit is part of that model as well. Being redundant, even the giant Amazon with gross revenues on December 31, 2016 of **$135 billion**, had a net income of **only $2.37 million**. As recently as 2014, there was a loss of **$241 million**, not a profit, because revenues were re-invested in the business. Twitter made a profit for the first time in 4Q17. I only raise the examples to illustrate that the digital model is different, and citing household names like Amazon and Twitter makes the point. The manufacturing model has changed dramatically, wherein profit is only after a TBD point, usually associated with a stage of growth.

9.e The 1-2Qs 2018 are the next task to complete in order to bring DBMM currente with its filings. The 3Q18 concluded yesterday and the report is due on July 15, 2018, and will be filed in a timely manner. The Extended Engagement Letter for 2018 from Liggett & Webb has been signed and returned (Exhibit 3). Boisseau, Felicione has already begun to assemble the review packages for the three quarters so that the review will be very efficient in the circumstances. Also, following the Super 10-K, our Auditor now has a familiarity with the Company and its business. Attached is a Letter from the Company's Auditors (Status Letter attached as Exhibit 4) which follows its previous letter of April 19, 2018 indicating the next step and confirmation of the outstanding reviews of the Q's as a priority. The Auditor's expectation is that all three reports will be concluded by the due date for the 3Q18 report. Each report will be filed with EDGAR as completed.

10.e Purposely included as part of the Super 10-K in the sections titled "Goinge Concern" and "Subsequent Events," respectively, was the funding evidence following that included in the February 6, 2018 evidence provided under Judge Patil's Remand Order of December 6, 2017. It was very important to DBMM that the Company demonstrated that it has the resources now and going forward to make certain all requisite filings are provided in a timely, organized and professional manner. The statements are included in the Super 10-K on pg. 42 and pg. F-17 Note 13, respectively, stating actual documented funding from long-term einvestors. The majority of the matured debt referenced is from other long-term investors, so thesee parties are with the Company for the foreseeable future or until an appropriate exit strategy in a 5-8-year timeframe.

11. From a planning perspective, we believe large companies seeking a digital presence, e.g., Publicis, WPP, are acquiring companies with digital technology/marketing expertise, rather than building the offering organically. DBMM can spend 5-8 years achieving both organic growth including perhaps another acquisition, and potentially be sold to a larger entity as a possible exit strategy. That is a viable premise, stressing growth, and is manageable.

12. DBMM plans to settle its only litigation within the next 30 days and had a short chat at the Nassau County hearing of May 17, 2018 with Plaintiff's counsel to that end.

13. The Company very much apologizes for the situation which occurred, but DBMM cured the delinquencies with tenacious focus despite significant challenges. The business is sound and we are positioned to move quickly into a growth mode, and away from a holding pattern of the business model execution. Please allow us that consideration. DBMM is providing assurances that reporting will meet all timetables established, without fail.

14. The undersigned asserts that this Update is factual and has been documented accordingly.

Dated: June 1, 2018
New York, New York

Linda Perry
Executive Director
Digital Brand Media & Marketing Group, Inc.

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The Honorable Jason S. Patil, ALJ
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR FISCAL YEARS ENDED: August 31, 2017, August 31, 2016, and August 31, 2015

OR

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number: 333-85072

DBMM GROUP

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.
WWW.DBMMGROUP.COM
(Name of small business issuer in its charter)

Florida	**59-3666743**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

747 Third Avenue, 2nd FL., New York, NY 10017
(Address of principal executive offices)

(646) 722-2706
(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act:

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

Securities registered under Section 12(g) of the Exchange Act:

Title of each class	Name of exchange on which registered
Common Stock, par value $0.001 per share	OTC Electronic Bulletin Board

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [ ] No [X]

EXHIBIT 1

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
Yes [ ] No [X]

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [__] No [X]

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.4.05 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X] No [ ]

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 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	[ ]	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 [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked prices of such common equity, as of the last business day of the registrants most recently completed second fiscal quarter: on February 28, 2017: $1,835,083

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Common Stock, par value $.001 per share: 745,718,631 Outstanding as of May 29, 2018

DOCUMENTS INCORPORATED BY REFERENCE

If the following documents are incorporated by reference, briefly describe them and identify the part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (i) any annual report to security holders; (ii) any proxy or information statement; and (iii) any prospectus filed pursuant to Rule 424(b) or (c) of the Securities Act of 1933 (the "Securities Act"). The listed documents should be clearly described for identification purposes (e.g. annual reports to security holders for fiscal year ended December 24, 1980).

None

Transitional Small Business Disclosure Format (Check one): Yes ___ No X.

FORM 10-K
For the Fiscal Years Ended August 31, 2017, 2016, and 2015
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PART I

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements. These forward-looking statements are based largely on our expectations and are subject to a number of risks and uncertainties, many of which are beyond our control. Actual results could differ materially from these forward-looking statements as a result of, among other factors, risks related to the large amount of our outstanding term loans; history of net losses and accumulated deficits; reliance on third parties to market, sell and distribute our products; future capital requirements; competition and technical advances; dependence on the oil services market for pipe and well cleaners; ability to protect our patents and proprietary rights; reliance on a small number of customers for a significant percentage of our revenues; and other risks. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this Annual Report will in fact occur.

This annual report on Form 10-K is a comprehensive filing for the fiscal years ended August 30, 2017, 2016 and 2015. It is being filed by us in order to become current in our filing obligations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This is our first periodic filing since the 3rd quarter ended May 31, 2015.

This annual report should be read together and in connection with the other reports filed by us with the SEC. In the interest of complete and accurate disclosure, we have included current information in this annual report for all material events and developments that have taken place since May 31, 2015 through the date of filing of this annual report with the SEC.

Item 1. Description of Business

General

Digital Brand Media & Marketing Group, Inc. ("we", "us", "our", "DBMM", "DBMM Group", the "Company") f/k/a RTG Ventures, Inc. ("RTG") is an OTC:PK listed company. The Company was organized under the laws of the State of Florida on September 29, 1998.

On March 20, 2007, we entered into a Share Exchange Agreement (the "Agreement") with Atlantic Network Holdings Limited, New Media Television (Europe) Limited ("NMTV"), and Certain Outside Stockholders to acquire all of the outstanding shares of NMTV. Atlantic Network Holdings Limited is a Guernsey company limited by shares and NMTV is a United Kingdom private company limited by shares. The transaction was subject to the fulfillment of certain conditions, including the satisfactory completion of the audit of NMTV's financial statements for each of its past three fiscal years. The conditions of closing were not met by ANHL and the agreement was rescinded via 8-K/A on March 30, 2010.

DBMM entered into a Share Exchange Agreement (the "Exchange Agreement"), on March 31, 2010, with Cloud Channel Limited which was subsequently re-named as RTG Ventures (Europe) Limited in July 2010 ("RTG Ventures (Europe)"). Pursuant to the Exchange Agreement, the Company acquired 100% of the outstanding capital stock of RTG Ventures (Europe) from its stockholders for consideration consisting of Convertible Preferred Shares of RTG Ventures, Inc. according to the derivative valuation methodologies outlined in the Share Exchange Agreement of Stylar Limited, a/k/a Digital Clarity. RTG Ventures (Europe) has been valued 12 months forward "notionally" one year hence. An 8-K/A was filed in September 2010 containing audited financials of the acquisition of Stylar Limited which completed the transaction. Shareholders converted the preferred shares into common stock using the average share price of the 30 days preceding September 3, 2011 which provided a share price of $0.016083. The methodology provided a valuation of 4X net profit. All preferred stock was held by DBMM's transfer agent for the 12-month period ending September 3, 2011. All voting shares were held by management.

Subsequent to the close of the fiscal year 2011 following substantial investment, the Company conducted a structural review of its total product and services offering. The review was carried out by the Board of Directors. The result was to bring technology development being outsourced directly into the Company to steward on a daily basis and any activities which were not revenue generating in the near term were eliminated. Certain business lines were eliminated from the Business Plan immediately. In October 2011 the joint venture with iPayu was mutually withdrawn and in December 2011 the acquisition of Bitemark Ltd. was rescinded. The companies reverted to the same position each held prior to the contracts.

The rescission of the Bitemark Ltd. share purchase agreement was included as an exhibit to the filing for the 2011 fiscal year even though it constituted a subsequent event at the time.

As a further result of the review, the Company also agreed to strategically focus on developing the business of its wholly owned and revenue generating online marketing services company, Digital Clarity. With deep DNA in its operating market, blending the services of an experienced professional workforce, leveraging a technology offering positions the Company in a strong, forward looking structure. Digital Clarity operates in the growing area of digital marketing that helps companies make the most of the digital economy focusing on areas such as Search Page Engine Marketing (Google, Yahoo! & Bing),

Social Media (Twitter, Facebook & LinkedIn) and Internet Strategy Planning including Design, Analytics and Mobile Marketing.

On March 5, 2013, Digital Brand Media & Marketing Group, Inc. filed a Certificate of Amendment to its Articles of Incorporation to change its name from "RTG Ventures, Inc." to "Digital Brand Media & Marketing Group, Inc." In connection with the name change, the Company's trading symbol changed from "RTGV" to "DBMM" (the "Symbol Change"). The Amendment was effective as of March 20, 2013. The Name Change and Symbol Change have been reflected in the Company's ticker symbol as of April 8, 2013.

Also on March 5, 2013, Digital Brand Media & Marketing Group, Inc. received approval from the Financial Industry Regulatory Authority (FINRA) for its 100 to 1 reverse stock split.

On July 17, 2015 Digital Brand Media & Marketing Group, Inc. received approval from the Financial Industry Regulatory Authority (FINRA) for its 1,000 to 1 reverse split.

Digital Clarity is a trading brand for Stylar Limited, a wholly owned company of DBMM, through its office in London, England. The Company is a multi-service digital marketing agency which specializes in creating effective strategies and campaigns for clients across a range of vertical markets, working in three key areas:

- •SearchEngine Marketing –for search engines like Google, Yahoo etc.e
- •WebDesign –building sites for web, mobile and tablet devicese
- •SocialMedia –planning and measuring social metrics digitally in order to diagnose strategye

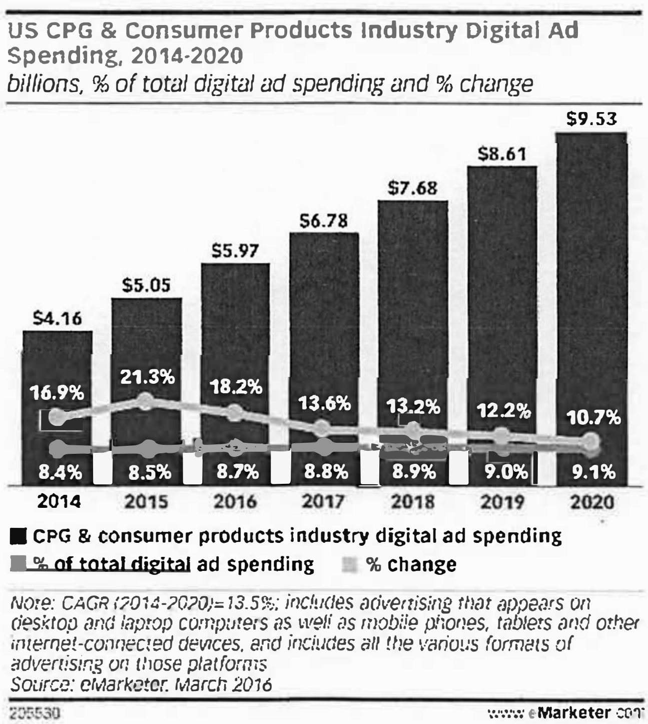
DBMM Group can leverage its team's experience in digital media and provide leading strategy, deployment and measurement to its core markets in many industry sectors, from creative to traditional corporate. Entertainment, Fashion and Sports industries, as well as Automotive, Ecommerce, and Investment Banking are proven markets.

The Company is rolling out the services of both the technology and marketing service offering of the business from its current operating base in the UK into larger markets in the United States, namely Los Angeles and New York. The intent in fiscal year 2018 is to continue to grow into many geographic areas in order to grow the company's revenues with cash infusion – growth is totally a function of capital.

Fiscal years 2015- 2017 reflected the Company's continued progress by being awarded contracts for a number of new clients in the search marketing sector. One of the successful contract models for Digital Clarity strategizes as a full digital marketing and technology consultancy from design following analysis of client's analytics, then executing and stewarding the evolution of the model. The Company's mantra is, "ROI is our DNA," and continues its business development by leveraging those relationships.

Sales and Marketing

Our sales team focuses on adding new advertisers to our business, while our business development and partnership initiatives focuses on adding new reseller partnerships, selectively adding new distribution partnerships and servicing existing partnerships. Our marketing department focuses on promoting our services through online customer acquisition, affiliate relationships, press coverage, strategic marketing campaigns and industry exposure. Advertising and promotion of our services is broken into four main categories: direct sales, reseller partnerships, online acquisition, and referral agreements. The Directors also take an active role in business development. Consumer products advertisers will spend $5.97 billion on digital advertising in 2016, and 18.2% gain from 2015 that will see this sector account for 8.7% of total US digital ad spending for the year.



Research and Development

The Company has a strong forward-looking focus in building out a robust and lean platform that will provide revenue generation through the business model described.

There is a current need for investment in building out the development team and creating a proprietary infrastructure to scale and evolve the technology platform and to market to end users. The prudent. DBMM model includes industry digital technology integrated with social media platforms, both constantly evolving. Digital Clarity integrates this changing dynamic into its algorithms. DBMM uses others research, but without expending its own resources. It is a perfect collaboration.

Employees

As of August 31, 2017, the Company had eight full-time employees.

Competition

There is strong competition in the digital marketing arena, though with the right level of investment and marketing, Digital Clarity has a confident outlook in using its experience to win new business in both local and international markets. DBMM has significant business relationships in place because it has a differentiating model.

DBMM Group's Current Markets

•Entertainment/Fashion/Sports/Automotive/Ecommerce/Technology/Investments/Investment Banking/Retail Solutions

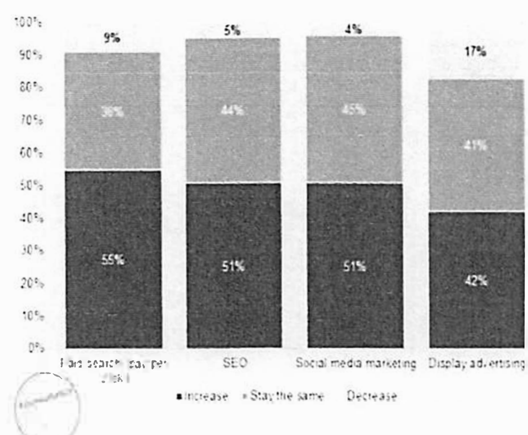
•Digital Marketing Strategic Consulting Services

•Due Diligence of Companies Digital Landscape

THE GROWTH OF SOCIAL TECHNOLOGY AND SEARCH

THE MARKET ENVIRONMENT –SEARCH

Businesses now spend 37% of total marketing budget on paid search



Digital Marketing Services

Digital Clarity is a specialist Digital Marketing Agency that has been at the forefront of online marketing. The company is a multi-service digital marketing agency who specializes in creating effective strategies and campaigns for clients and agencies across a wide range of verticals.

Specializing in Search Engine Marketing, Web Design, Social Media including Digital Analysis, the company works with both major brands and medium-sized companies to help leverage online brand presence and new customer acquisition strategy. Digital Clarity also delivers consultancy and strategy planning for both client companies and advertising agency partners.

DBMM Profile:

•Revenue Generating Companye

•Cash Flow Positivee

•Experienced Teame

•Strong Client Basee

•Centers of Excellence Today –US & Europee

•Future Geographic Reach –UAE & Asiae

•Reach to Celebrity & A-List Performerse

•Established Relationships with Media Groups like Googlee

•Poised for the Growth in Digital Marketing & Advertisinge

Services Offered by Digital Clarity continue to grow with client relationships. Led by the Head of US Operations, Steve Baughman, the Company has begun to leverage with an objective to potentially integrate his music and entertainment contacts to help build on its existing service offering.

Pay per Click Advertising (PPC)

Pay per click (PPC) (also called Cost per click) is an Internet advertising model used to direct traffic to websites, where advertisers pay the publisher (typically a website owner) when the ad is clicked. With search engines, advertisers typically bid on keyword phrases relevant to their target market. Content sites commonly charge a fixed price per click rather than use a bidding system. PPC "display" advertisements are shown on web sites with related content that have agreed to show ads.

Search Engine Optimization (SEO)

Search engine optimization (SEO) is the process of improving the visibility of a website or a web page in search engines via the "natural" or un-paid ("organic" or "algorithmic") search results. In general, the earlier (or higher ranked on the search results page), and more frequently a site appears in the search results list, the more visitors it will receive from the search engine's users. SEO may target different kinds of search, including image search, local search, video search, academic search, news search and industry-specific vertical search engines.

Leading internet authority, Jayson DeMers, founder & CEO of AudienceBloom, a Seattle-based content marketing & social media agency said recently, " The SEO industry is worth $65 billion; will it ever stop growing?".

What's more, is that research company Borell Associates is predicting that the SEO industry will continue to grow to an estimated $72 billion by 2018 and $79 billion by 2020.

Mobile ad revenues were $8.2 billion or just under +30%. Most significantly, the lion's share of this unprecedented growth was driven by Paid Search.

Digital Clarity has made considerable inroads in both Search and Social Media. The growth in expectations, by users and well as how Google ranks, means UEO or user experience optimization has become almost synonymous with SEO. Google has started to show clear favoritism towards sites with fast load times, mobile optimization, and indications that users are enjoying their overall experience.

Analytics

The measurement, collection, analysis and reporting of internet data for purposes of understanding and optimizing web usage.

Email Marketing

Description: Email marketing is a form of direct marketing which uses email as a means of communicating commercial or fund-raising messages to an audience. In its broadest sense, every email sent to a potential or current customer could be considered email marketing.

SMS Marketing

Users of an SMS service can exchange text messages either from mobile to mobile or through a specialist internet website to a handset about anything from promotional offers, to general information regarding a product or service. Messages are usually sent using a short code system. Short codes are around 5 or 6 digits in length and work by asking customers to text a certain keyword to a specific code. E.g. 'Text WIN to 84841".

Web Design & Development

To lead a highly competitive environment, the process of planning and creating a website requires both art and technology prowess. Text, images, digital media and interactive elements are used by Digital Clarity's designers to produce the page seen on the web browser. As a whole, the process of web design can include conceptualization, planning, producing, post-production, research, and advertising. The site itself can be divided into pages. The site is navigated by using hyperlinks; commonly these are blue and underlined but can be made to look like anything the client wishes.

ITEM 1A. RISK FACTORS

Smaller reporting companies are not required to provide the information required by this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. DESCRIPTION OF PROPERTY

DBMM's corporate address is 747 Third Avenue, 2nd Floor, New York, NY 10017. The Company has an annual renewable lease. In April 2012, Stylar Limited (a//k/a Digital Clarity) entered into a 5-year lease. Under the terms of the current lease the annual base rent was approximately $17,000. This office is located in the UK. The lease is currently on a month-to-month term for monthly rent of $1,416.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in a litigation, Asher Enterprises, Inc. v. Digital Brand Media & Marketing Group, Inc. and Linda Perry, Index No. 600717/2014, in the Supreme Court of the State of New York, sitting in the County of Nassau. The Plaintiff alleges $337,500 in damages based on breach of contract allegations arising from the Company's untimely periodic filings in December 2013. On September 18, 2014, the Court declined to grant the plaintiff's application for default judgment and Linda Perry was removed as a defendant. The Court awarded judgment in favor of the Plaintiff on July 15, 2015 in the amount of $122,801.87, which does not include $25,000 paid in settlement efforts. On February 22, 2016 a Settlement Agreement was signed by the parties for a total of $85,000 to Asher Enterprises. Thereafter, the litigation continues.

From time to time, the Company has become or may become involved in certain lawsuits and legal proceedings which arise in the ordinary course of business. The Company intends to vigorously defend its positions. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our financial position, or our business and the outcome of these matters cannot be ultimately predicted.

ITEM 4. MINE SAFETY DISCLOSURES

N/A

PART II

ITEM 5.

MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is currently listed for quotation on the OTC:PK under the symbol "DBMM".

Per Share Market Price Data

The following table sets forth, for the fiscal quarters indicated, the high and low closing bid prices per share for our common stock, as reported by on PinkSheets.com. Such quotations reflect inter-dealer prices, without retail markup, markdown or commission and may not represent actual transactions.

Year Ended August 31, 2017:	High	Low
First Quarter	$ 0.0002	$ 0.0001
Second Quarter	$ 0.00498	$ 0.0001
Third Quarter	$ 0.0029	$ 0.0030
Fourth Quarter	$ 0.0019	$ 0.0001
Year Ended August 31, 2016:	**High**	**Low**
First Quarter	$ 0.0498	$ 0.0013
Second Quarter	$ 0.0013	$ 0.0002
Third Quarter	$ 0.0003	$ 0.0001
Fourth Quarter	$ 0.0002	$ 0.0001
Year Ended August 31, 2015:	**High**	**Low**
First Quarter	$ 0.1000	$ 0.1000
Second Quarter	$ 0.0100	$ 0.0100
Third Quarter	$ 0.1000	$ 0.1000
Fourth Quarter	$ 0.0330	$ 0.0260

The last reported sale price of the common stock on the OTC Electronic Bulletin Board on August 31, 2017. August 31, 2016 and August 31, 2015 were $0.0019, $0.0001 and $0.026 per share respectively. As of August 31,2017, August 31,2016 and August 31,2015, there were 119, 119 and 118 holders of record of our common stock respectively.

Dividends

We have never declared any cash dividends with respect to our common stock. Future payment of dividends is within the discretion of our board of directors and will depend on our earnings, capital requirements, financial condition and other relevant factors. Although there are no material restrictions limiting, or that are likely to limit our ability to pay dividends on our common stock, we presently intend to retain future earnings, if any, for use in our business and have no present intention to pay cash dividends on our common stock.

Recent issuances of Unregistered Securities

Period	Class	Shares	Consideration	Use of Proceeds	Exemption from Registration
2015-2017 Q4	Investors	465,635,354	$110,083	Reduction of Outstanding Debt	§4 (a) (2)

ITEM 6. SELECTED FINANCIAL DATA

As a "smaller reporting company", as defined by Rule 10(f)(1) of Regulation S-K, the Company is not required to provide this information.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Readers are cautioned that certain statements contained herein are forward-looking statements and should be read in conjunction with our disclosures under the heading "Forward-Looking Statements" above. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. This discussion also should be read in conjunction with the notes to our consolidated financial statements contained in Item 8. "Financial Statements and Supplementary Data" of this Report.

Operations Overview/Outlook

Operationally, 2015-2017 has been important in continuing the direction of the Company and steering it toward a scaled growth plan. The model developed in fiscal 2014 has been reinforced and is differentiating to clients, therefore, the model will continue into fiscal 2018, and beyond.

Entertainment/Fashion/Sports/Automotive/Ecommerce/ Investment Banking Solutions

DBMM continues to build on its strengths. The company had strong relationships within the market and intends to build its business focus in a wide variety of industry verticals.

The heart of the business is the marketing consultancy. DBMM Group's main business Digital Clarity, works in the area of Digital Marketing. Understanding each client and developing the model to individualize the outlook has been essential. This kind of close relationship with the client resulted in Digital Clarity being considered a close professional advisor.

In fiscal year 2018, the Company will continue to focus on the positive, proven operating model and use that model to expand geographic reach with existing and new clients.

Digital Marketing Services

2018 will continue to see exponential growth in the adoption of Social Media as communication, marketing and engagement avenues. An acceptance of change is driving revenue. The future growth in mobile search is one of the fastest growing ancillary businesses. It was clear that the direction, talent and growth of the Company is in its human capital and outside relationships which must be proactive in order to differentiate itself from competition

The clear opportunity is at the foundation of the Company, namely the need to expedite and continue to encourage development in the digital marketing services sector. The marketing services product is labor intensive and thus the Company must jumpstart the growth by significant capital to grow simultaneously in multiple geographies.

As a foundation, the 2015 fiscal year financial review showed that Digital Clarity increased its revenues by 23%, and the operating company remained cash flow positive through 2017 despite challenging situations in the parent company, the company outlook is robust for the foreseeable future.

Key Milestones

2017 has been a very significant year in its increasing revenues quarter to quarter during the fiscal year. The client base is expanding in base number and the size of client serviced. Certain new significant clients representing a variety of industries were added to client roster. The Company's clients tend to operate with a NDA, as our clients see us a competitive advantage. Accordingly, we cannot share all clients' brands or company names.

Recently the company has been hired by the prestigious organizational group, British Marine. British Marine are the membership body for nautical and sea faring craft and include Super and Luxury Yacht companies such as Sunseeker and Princess Yachts.

Digital Clarity have been hired to audit Google Search and Analytics for British Marine's top show, The London Boat Show and one of Europe's largest events, The Southampton Boat Show. The company is in talk to act as digital advisor with British Marine for the Abu Dhabi Boat Show. These shows will fit into the circuit that incorporates Fort Lauderdale, Monaco and Cannes Boat & Yachting events.

Digital Clarity are also working with sponsors and potential sponsors of a Formula 1 team that are in the top 5 racing teams in this prestigious and global sport.

Other examples are representative of the diversity of client base, DBMM's approach using a client's analytics, and executing an individualized model to increase ROI as the prime objective, span a wide range of industries.

Digital Clarity continues to expand into high end Real Estate and Luxury brands and is building a strong network on High Net-worth and Ultra High Net-worth Individuals

NOTABLE EVENTS - INDUSTRY AWARDS & RECOGNITION

Digital Clarity Named in Top Ten Best Social Media Marketing Firms in the UK for 6th Year (*http://Topseos.com/uk/best-social-media-marketing-companies*)

"Topseos.co.uk, an independent research firm, revealed the listing of the top 10 best social media marketing agencies in the UK based on their strength and competitive advantage. Social media marketing companies are put through a methodical analysis to ensure the rankings contain the absolute best companies the search marketing industry has to offer. Their criteria include timeliness, brand management, consultation, methodology and reach.

Based in these criteria, Digital Clarity was awarded a spot in the top 10. The process for researching and declaring social media marketing agencies in the UK is based on the use of a set of analysis criteria and learning more about their solutions and their communications with their customers through references. The topsesos.com independent analysis team communicated directly with the clients in order to inquire about the solutions and achievement from the client's perspective.

TOPSEOs
Independent Authority on Search Vendors

Digital Clarity Team Member shortlisted for top player in Under 25 UK Search Awards

The UK Search Awards have been celebrating the expertise, talent and achievements of the search industry for over half a decade and are regarded as the premiere celebration of SEO, PPC and content marketing in the UK.

The awards attract hundreds of entries from the leading search and digital agencies from across the UK and to those based elsewhere around the globe who are delivering work for the UK market.

The team member works with a range of PPC, SEO, Analytics and Social campaigns, with a specialist flair for Shopping campaigns. She works across a wide range of businesses from not for profit, ecommerce and B2B, adapting her approach and strategy to each specific client. One of her key strengths includes having the passion to learn the ins and outs of client's industries, learning the market, competitors and their business models to insure every section of a campaign is on point and delivers results.

In the judging sessions the Young Search Professional category was said to be highly competitive and a tough one to judge.

The category and shortlist is a testament to Digital Clarity's commitment to training and personal development.

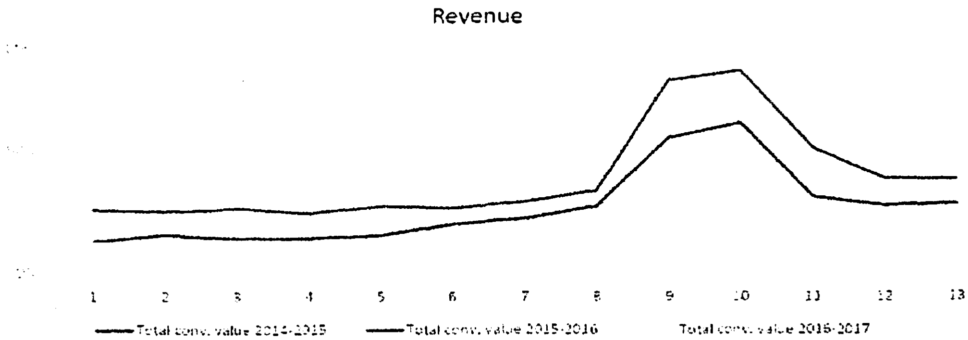
Digital Clarity Shortlisted for Ecommerce Awards for Excellence for ProCook

ProCook is the UK's leading specialist cookware multi-channel retailer. With retail outlets in major towns and cities across the UK, the company also has a powerful online e-commerce presence.

ProCook has seen great growth in the last few years via PPC and SEO strategies and have been working with Digital Clarity over the past 8 years.

Results were staggering

- PPC brand revenue uplift – 35%
- PPC non-brand revenue uplift – 36%
- SEO revenue uplift – 51%
- Shopping revenue uplift – 48%



Digital Entrepreneur Awards - Digital Clarity Shortlisted for Digital Business of the Year 2017

Sponsored by UKFast, the Digital Entrepreneur awards are the only national awards ceremony that is dedicated to internet entrepreneurialism. The awards aim to celebrate entrepreneurs from startup level right through to large corporate companies.

"The awards celebrate not only the high-profile websites and leaders driving online commerce but the silent heroes who develop the systems that change the online landscape and shape our digital future."

Digital Clarity Research Featured in Huffington Post

Digital Clarity looked into the perils of internet addiction, especially among the young and the effects it can have to both the individual as well as broader society.

The research was deemed worthy to be published in the Huffington Post, an online paper rum by Ariana Huffington and used by journalists worldwide as both a distribution point as well as an inspiration to feed into current events and stories.

http://www.huffingtonpost.co.uk/2014/10/16/youths-controlled-internet-addiction_n_5995068.html

Key Differentiators

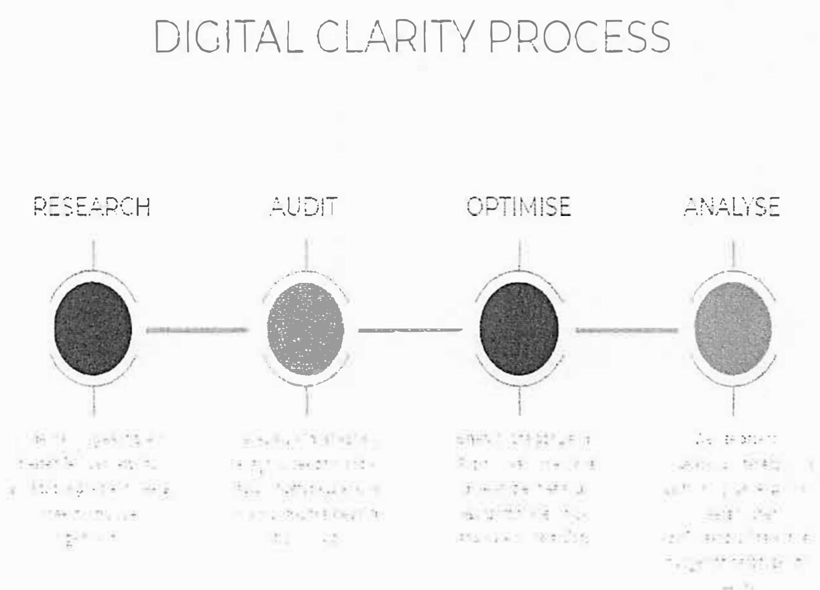
2015-2017 has been about strengthening foundations by continuing to streamline while developing new client relationships and revenue streams as a differentiating digital marketing and technology provider. This focus has allowed the Company to enhance brand value for its clients. 2018 will continue to be about growth and outreach utilizing five key differentiators:

1.Brand enhancement
2.Search
  –PPC
  –SEO
3.Design
4.Social media
5.Analytics

1. STRENGTHS: BRAND ENHANCEMENT

Digital Clarity is an evolving Strategic Brand Consultancy that crafts, designs and executes digital marketing strategies across multiple ad platforms and social media networks for a broad array of clients to help each of them establish a uniform brand identity across the digital universe.

As the online world becomes increasingly sophisticated and complex, Digital Clarity concentrates on core areas that help business navigate through an often-confusing mosaic choice of systems and platforms. Focusing on the areas of Search, Social Media and Design, all of Digital Clarity work is underpinned by a unique understanding of Analytics. This aspect is often a missed piece of the jigsaw that makes up the digital marketing mix. The five differentiators, presented to clients as an integrated model, result in being selected over competition in the majority of presentations.



2. STRENGTHS: SEARCH:

– PPC

Definition:

PPC stands for Pay-per-Click Advertising. It is an abbreviation for a number of search advertising platforms, of which the mostly widely used is Google AdWords. PPC is one of the most effective online marketing services available, generating instant activity and instant results for new or existing websites.

The real beauty of PPC is that you only pay for an ad when a potential customer clicks on it, meaning you can bring people to your site for mere pennies while ensuring your traffic is relevant and targeted at people who are looking for your service or product. Additionally, PPC is highly measurable and can be closely monitored, allowing your business to keep a close eye on return-on-investment (ROI).

The major platforms used for PPC are:

- Google AdWords (Global)
- Microsoft Bing
- Yandex (Russia)
- Baidu (China)
- AdWords Audit

Key Areas of Service:

- Budget Management
- Keyword Research
- Conversion Rate Optimization
- Bid Optimization
- Dedicated PPC Management

As an elite consultancy, Digital Clarity has extensive experience in PPC management and implementation ranging from small independent businesses with one or two ad campaigns to multi-national ecommerce websites which utilize hundreds of ads and thousands of keywords. Whatever the nature and size of the account, Digital Clarity understands the importance of utilizing a programmatic, well-defined approach:

•Strategy.

By understanding the business, demographics and audience, Digital Clarity makes sure that campaigns hit the ground running from day one.

•Implementation.

Digital Clarity uses experience to put in place the best structure, keywords, ad copy and bidding strategies to maximize the effectiveness of your account.

•Optimization.

Digital Clarity rigorously interrogates and checks client accounts to ensure optimal performance, with regular reviews of all aspects of each campaign.

•Reporting.

By defining and explaining the numbers of each account, Digital Clarity provides the information needed to steer things in the right direction for each client's business.

PPC AUDIT

From selecting the right keywords, to the settings and structure. It is important that we allow time to research and refine the account in order to save on wasted spend as well as increasing conversions. This audit would cover Google and Bing account setup.

- KEYWORD RESEARCH
- AD AUDIT AND OPTIMISE - INCLUDING AD EXTENSIONS
- BUDGET AND BIDDING STRATEGIES FOR THE TARGET AUDIENCE
- DEVICE & LOCATION STRATEGIES
- REMARKETING LISTS & STRATEGY

PPC STRATEGY

Digital Clarity's unique PPC strategy affords the opportunity to test and change things based on results. Testing ads, optimizing keywords and enhancing the ways to target the right audience are just a few areas which will be covered.

Weekly updates and monthly reporting will be provided to identify areas of improvement and things which need to be optimized further.

- KEYWORD REFINEMENT & SEARCH QUERY
- AD COPY TESTING
- LOCATION MANAGEMENT AND KEYWORD TESTING
- BUDGET ALLOCATION & CONTINUED CPC AND KEYWORD BID STRATEGIES FOR ROI

2. STRENGTHS: SEARCH:

– SEO

Definition:

When customers look for service on Google or another search engine, they might find a client company's business – or they might find a competitor. SEO (Search Engine Optimization) is the process by which you can help ensure that your site appears first in the rankings. These rankings are determined by the search engine's algorithms: programs which trawl the internet indexing details about each site, in order to deliver relevant results when people search. If your website does not perform well according to the algorithm's criteria, your rank will be lower, and people will not be able to find your site; this is what makes partnering with the right SEO agency such a crucial part of your digital marketing activity.

Digital Clarity is at the vanguard of this sector, having implemented countless SEO plans for a broad array of clients in a number of different industries. These plans included:

- e Onsite Technical Audite
- e Quality Content Creatione
- e Meta, Tags & Technical Optimizatione
- e Website Structuree
- e Use of Optimum Keywordse
- e Link Building & Referralse
- e Social Media Integratione

Search Algorithms

SEO strategy is changing all the time, and the rate of change continues to increase dramatically in the last 12-18 months. Changes to the Google algorithm in particular have shifted the landscape of searche optimization, including named updates such as Penguin, Panda, and Hummingbird. These changes cane have huge consequences: well-performing sites can lose visibility and poor performers can gain it,e literally overnight. It is therefore absolutely essentially that a website's SEO is closely curated ande managed, making sure one is always ahead of the curve.e

SEO Can Deliver Results for Business

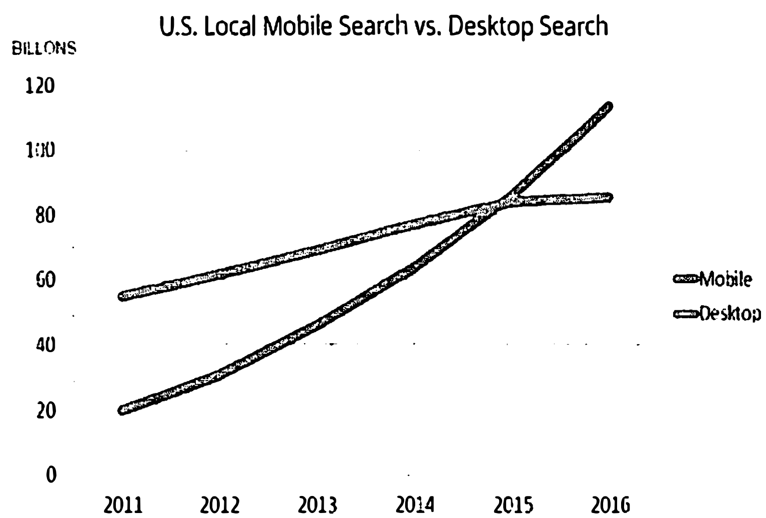
By applying website optimization to your site for better search engine performance, you will gain more traffic and brand recognition as more and more people are able to find you online. This in turn allows more sales and conversions, leading to higher profits and better return on your digital investment. Contact our team today to find out how we can improve your performance.

Growth of Mobile in Search (PPC & SEO)

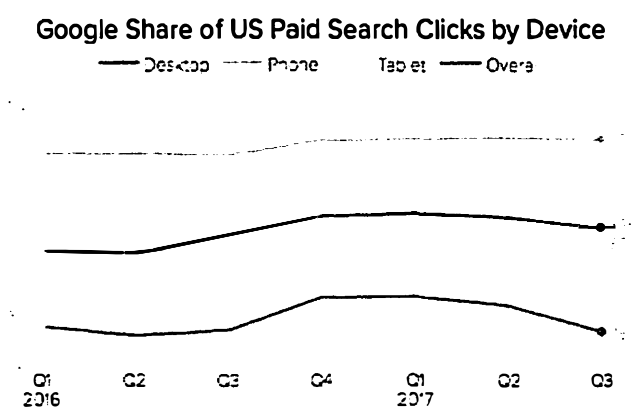
Mobile devices are used more than traditional computers for web browsing, as smartphone and tablet use overtook desktop for the first time, October figures show.

Mobile web browsing has been steadily growing since 2009, while the desktop's share of web traffic has steadily decreased. In October 2015, the two crossed over, with global mobile and tablet browsing accounting for 51.3% versus the desktop's 48.7%, according to the latest data from web analytics firm StatCounter.

Growth of Mobile Search Compared to Desktop



Google Dominates Search



3. STRENGTHS: DESIGN:

Definition:

Web design encompasses many different skills and disciplines in the production and maintenance of websites.

A site can be the most functional, user-friendly and search-optimized in the world; if people don't like the look of it, they will bounce off your page and never come back. Making sure a site looks good and that it reflects your brand company identity is the difference between success and failure, and having a good web design agency on your side is more important than ever.

Web Design Services:

- e-Commercee
- Device Compatibilitye
- Web Developmente
- Mobile Compatibilitye
- Process & Planninge
- Content Management System (CMS)e
- Version Controle

Changes in the Last Few Years

With 43% growth in mobile devices and tablets, the game has changed. It's no longer enough for a site to look great on a PC; it has to be able to scale from a widescreen view of a modern flat screen monitor to the narrow portrait of an Android mobile screen; it has to spin and rotate with the movements of an iPad. This aspect of website design is called 'responsiveness,' and in the last few years has gone from being 'nice to have' to absolutely essential, necessitating a complete website redesign in many cases. Digital Clarity have years of experience in building functional, beautiful websites which work across all devices.

Digital Clarity's Unique Proposition

Specialist creative agencies are great at making things pretty and applying their own methodologies and ideas to client websites, both creatively and financial, and operating analytics. Digital Clarity takes a different approach: combining a client's ideas, vision and brand identity with our experience and expertise to produce sites which perfectly blend form and functionality. Additionally, Digital Clarity does not design in a bubble; the sites built integrate seamlessly with PPC campaigns, SEO activity, and are fully optimized to perform as part of a greater whole. Digital Clarity does not just build websites; the company's role as a website design agency is part of an integrated approach which will help achieve the overall business goal.

4. STRENGTHS: SOCIAL MEDIA:

Definition

Social media refers to sites where users interact with each other on a large scale, including Facebook, Twitter, LinkedIn, Pinterest, Imgur, Tumblr and many others. Begun as a social phenomenon, the growth in use of social media sites over the past decade has made it impossible to ignore for any brand or business.

- Social Media Audit
- Content Creation
- Social Media Management
- Social Media Set Up
- Reporting
- Blog Writing
- Content Strategy
- Reputation Management
- Social Media Advertising

The Need for Social

Social media can help achieve business goals by allowing greater engagement with the customer base, audience and stakeholders. A company doesn't just need a brand anymore: it needs a face, a voice, and maybe even a heart. As well as being a central component of how customers see a company. It can also yield other opportunities: Promotions, customer feedback, and even just having a little fun can all be used to bring you closer to your clients and users, informing strategy, guiding your product offering and in the long term, increasing sales and profits.

1. Online adults aged 18-34 are most likely follow a brand via social networking (95%). (Source: MarketingSherpa)

2. 71% of consumers who have had a good social media service experience with a brand are likely to recommend it to others. (Source: Ambassador)

3. 2.56 billion global mobile social media users, equaling 34% penetration; globally with 1 million new active mobile social users added every day (Source: We Are Social).

4. 96% of the people that discuss brands online do not follow those brands' owned profiles. (Source: Brandwatch)

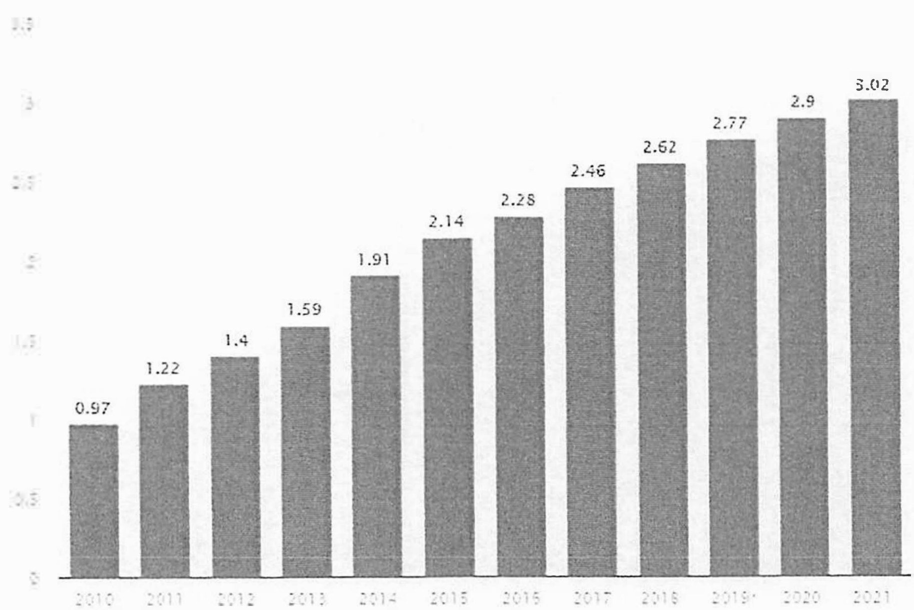
5. Visual content is more than 40 times more likely to get shared on social media than other types of content. (Source: HubSpot)

Digital Clarity's Value Proposition

As a Digital Marketing and Technology Agency, Digital Clarity has been helping brands manage their social presence since before 'social media' had been coined as a phrase. Using our integrated methodology, we will incorporate a social presence as part of an overall offering, utilizing the platforms which are most appropriate to each business in the best possible way. Whether you need from-scratch implementation, or just want a social media audit to benchmark your activity, Digital Clarity have the expertise to deliver the results you need.

Digital Clarity have a strong track record of increasing membership numbers, creating deeper engagement, and measuring the success of your activity to help inform social media marketing strategy and guide development.

Number of social media users worldwide from 2010 to 2021 (in billions)



The Market for Growth in Social

Digital Clarity incorporate Social Media strategy wherever possible. There is continued opportunities to grow business via social networks and social analytics.

- Social-media advertising spend will grow rapidly through 2018. It's up 40year and will top $8.5 billion, growing to nearly $14 billion in 2018, a five-year compound annual growth rate (CAGR) of 18%.

- Social media ad spend has reached the mobile-tipping point. Spending on mobile social-media ads, including mobile app-install ads, will surpass non-mobile spend by the end of this year in the US. In 2018, two-thirds of social-media ad spend will go to mobile, creating a $9.1 billion social-media market.

- Mobile app-install ads and programmatic buying are also growth drivers. Analyses suggest thate mobile app-install ads could account for anywhere from one-quarter to more than one-half ofe Facebook's mobile ad revenues.e

- Social programmatic ad platforms are also growth engines. Spending on FBX, Facebook'se programmatic platform, increased by 150% year-over-year globally.e

- Prices are increasing as performance and targeting improve, even as ad loads stay steady on the established platforms. Facebook, for example, is not likely to increase the amount of in-feede native ads an average user will see.e

5. STRENGTHS: ANALYTICS

Definition:

Analytics is the act of analyzing data from your website, marketing campaigns and user activity. It can include everything from what time of day people are most likely to click on your PPC ads, right down to how long users are spending on individual pages on your site. Analytics can help you locate problems, find areas for improvement, form projections for the future and help you get the best out of your marketing budget.

- Google Analyticse
- Goal Settinge
- Tag Managemente
- 3rd Party Analyticse
- Funnel Planninge
- Attribution Modellinge
- Path Analysise
- Link Testinge

Why Analytics Are Important

Knowing how to identify trends and interrogate data is of paramount importance to any marketing department. Analytics gives you answers to some of the most important questions you should be asking about your campaigns, maximizing effectiveness when things go well and providing solutions when things go wrong. Without this information, what appears to be a successful campaign could be failing to achieve its full potential, and there may be critical problems of which many companies may not be aware.

Digital Clarity's Unique Proposition

What really sets Digital Clarity apart is the company's ability to translate numbers into action. Analytics is extremely important, but for many, it is difficult to draw meaningful conclusions from the data, or to know how to act on the knowledge gained from this analysis. Online marketing is a sea of numbers, data and statistics; Digital Clarity turns this information into actionable insights for business.

Digital Clarity's knowledge of analytics methodologies puts us at the forefront of our industry. We can use this experience to help guide strategy and deliver action points with recommendations, rather than just presenting you with meaningless statistics. With this knowledge in hand, you can implement solutions which will help you get the most out of your online presence. Digital Clarity also offers Google Analytics training to help businesses get the most out of this powerful tool independently.

As the internet and mobile arena continues to mature, the need to make sense of and manage companies through this often-complex market is clearly an area of massive growth. The Company is confident that the talent and experience within the digital marketing team is poised for a major springboard in 2018, but must be expanded significantly in order to support the global reach intended.

Artist Collaboration, through experts with existing relationships, will be exploited in the longer term after the Company integrates many of the new clients in the pipeline. As a strategic advantage, artists and brands will leverage their celebrity status through consultancies such as Digital Clarity to enhance and drive their brand in the complex arena of social media.

Market Reach

The Company has reach and experience across a large number of vertical markets including, but not limited to: Entertainment/Fashion/Sports/Automotive/Ecommerce.

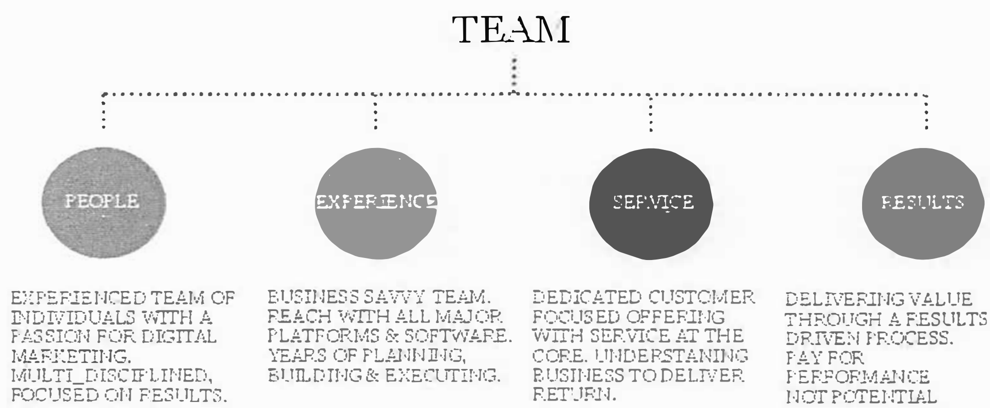
Relationships and Industry Contacts

The team at Digital Clarity have professional and personal contacts, including some long-term relationships, at companies such as Google, Microsoft and Facebook, often being invited to attend strategic market briefings and insights. The resultant collaboration is invaluable.

Partnerships, strategic alliances and agency management have allowed Digital Clarity to work on some of the biggest brands, sitting behind the agencies as a support and resource to deliver very high quality service and results to their clients.

TEAM EXPERTISE

COMPANY KEY ASSETS



Examples:

- PPC campaign experience especially Google AdWords existed
- SEO evolution from aggressive link building and onsite SEO through to strategic marketing and integration of inbound marketing
- Website design and development based on results driven design and planning
- Brand consultancy
- Social media management and advertising. Several clients have been "won" directly via Digital Clarity's internal social media strategy
- Sales and account management experience from multi-disciplined backgrounds

Evolution and Flexibility

The market is continually changing. Digital Clarity has always remained ahead of the curve and given their clients peace of mind by remaining a true strategic partner.

Creative, Individualized Solutions and Customer Service

Case Studies and testimonials reflect the client-centric approach of Digital Clarity. Being selected over larger more established firms, support that we provide the client with skills that are differentiating. The Digital Clarity Brand is being established positively.

Growth Opportunities in the Market

As the use of web mobile sites and applications grow, so do the complexities and challenges of using these sites and platforms commercially. Digital Clarity directs business through the maze of an often confusing and sophisticated set of barriers, to create a clear path for the customer to our client's product or service. As this market matures, the need for companies to rely on the services from Digital Clarity can only grow. Here we look at some of the growth areas in Digital Clarity's arsenal integrating the key trends going forward:

1. More Mobile

2. More Social

3. More Informed

4. More Experiential

5. More Real-Time

6. More Global

7. More Multichannel

These trends translate to being "always on."

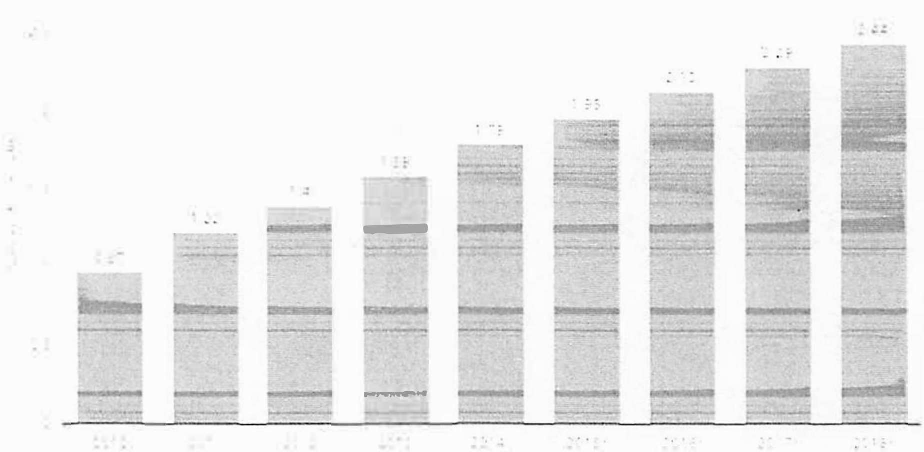
Growth & Opportunities in Search

Search remains the foundation of digital marketing. Businesses now spend 24% of total marketing budget on paid search by 2017.

- US digital ad spending will approach $85 billion – Interactive Advertising Bureau.
- U.S. search spend grew by 11 percent Year over Year, while ROI improved by 26 percent – Adobe
- 72% of Consumers Want Mobile-Friendly Sites – Google Research
- 2 million search queries are made on Google, every minute – Google
- Growth in Corporate Search – All Fortune 100 Companies have a Google Plus Account

Growth & Opportunities in Social Media

Number of social network users worldwide from 2010 to 2018 (in billions)



INSTAGRAM GROWTH

Instagram has seen a phenomenal growth rate, much to the detriment of Twitter. Both remain powerful though Instagram's video and photographic social channel is far outpacing twitter.

Top brands on Instagram are seeing a per-follower engagement rate of 4.21% which is 58 times higher than on Facebook and 120 times higher than on Twitter (Source: Hootsuite)

Instagram has become a powerful platform for marketers and its potential cannot be overlooked any longer.

Media brands are the most active whereas business services, financial services, and fast moving consumer goods have the lowest percentage of brands represented on Instagram. (Source: Simply Measured)

Also, the increase in business activity on Instagram the brand posting frequency is becoming more normalized and standardized to highlight the increase in a more measurable approach.

90% of Instagram users are younger than 35 (Source: Science Daily)

Instagram has become the social media network for targeting millennials. 32% of teenagers consider Instagram to be the most important social network. Female internet users are more likely to use Instagram than men, at 38% vs. 26%.

Products were the top content types for the top 200 global brands in terms of engagement, at 60% in 2017 beating lifestyle category by over 20%. (Source: Hootsuite)

This is great news for marketers since people who follow brands on Instagram are aware and accept the fact that they're going to be exposed to products.

Posts tagged with another user (56%) or location (79%) have significantly higher engagement rates (Source: Simply Measured)

GROWTH OPPORTUNITIES IN LONDON & THE UK MARKET

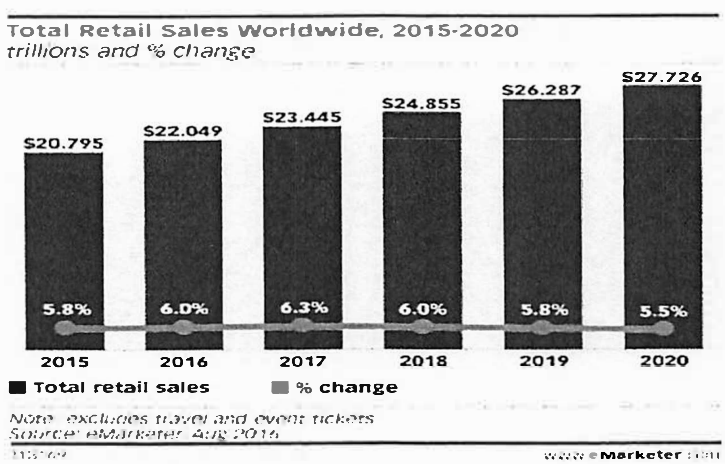
Digital Clarity's presence in the UK provides an excellent springboard into mainland Europe as London remains the gateway into both Northern and Southern European markets.

From the recent Internet Advertising Bureau (IAB) and (Price Waterhouse Coopers) PwC Report:

- At half year, the total UK digital advertising market is worth £5.56bn, up 13.8% y-o-y
- Mobile is driving almost all growth in the market
- At £2.37bn, mobile now makes up 43% of all digital
- Mobile is accounting for 57% of all digital display advertising
- Online video has overtaken banners as the largest display format, up 46% year-on-year
- Outstream is now the largest video format, at 52% of all online video
- Social revenue is now over £1 billion

WORLDWIDE E-COMMERCE GROWTH OPPORTUNITIES FOR DIGITAL CLARITY

In 2016, retail e-commerce sales worldwide amounted to $1.86 trillion and e-retail revenues are projected to grow to $4.48 trillion by 2021. China overtook the online the US-Market as the world's largest online market in 2015. Online shopping is one of the most popular online activities worldwide, **Goldman Sachs expects on-line shopping retail sales in China to grow at an annual average of 23% over the next 4 years, topping $1.7 trillion by 2020,** but the usage varies by region - in 2016, an estimated 19% of all retail sales in China occurred via internet but in Japan the share was only 6.7%. Desktop PCs are still the most popular device for placing online shopping orders, but mobile devices, especially smartphones, are catching up. Fast.

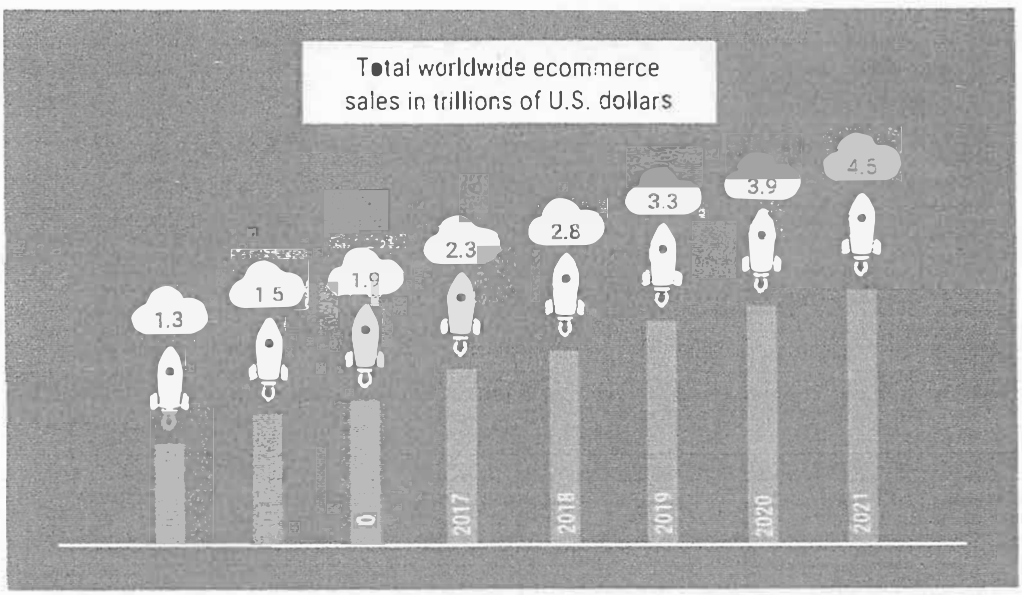


Worldwide Retail Ecommerce Sales Will Reach $2.8 Trillion in 2018.

Double-digit growth will continue through 2020, when sales will top $4 trillion. Retail ecommerce sales—which include products and services (barring travel, restaurant and event ticket sales) ordered via the internet over any device—will reach $1.915 trillion in 2016, accounting for 8.7% of total retail spending worldwide. While the pace of growth for overall retail sales is subdued, the digital portion of sales continues to expand rapidly, with a 23.7% growth rate for 2016.

eMarketer expects retail ecommerce sales will increase to $4.058 trillion in 2020, making up 14.6% of total retail spending that year.

Global Retail Ecommerce Sales Will Reach $4.5 Trillion by 2021

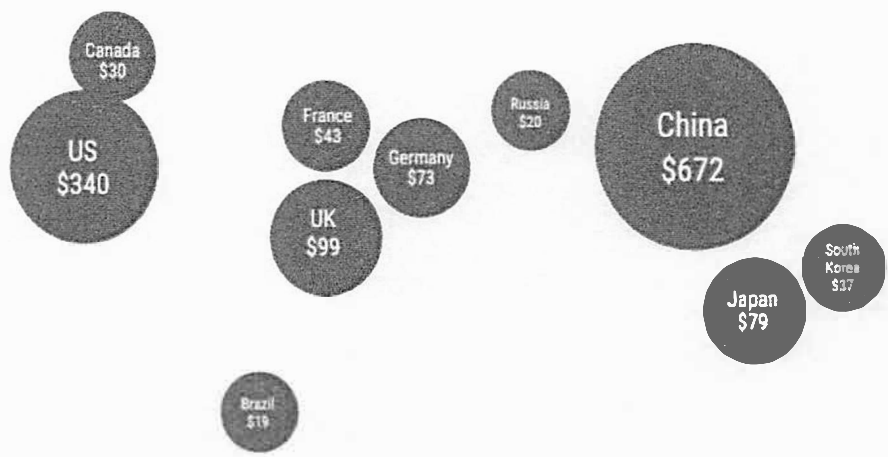


Cumulative data from Statista anticipates a 246.15% increase in worldwide ecommerce sales, from $1.3 trillion in 2014 to $4.5 trillion in 2021. That's a nearly threefold lift in online revenue.

Global B2B Ecommerce Sales Dominate B2C

In 2017, B2C ecommerce sales exceeded $2.3 trillion worldwide. B2B ecommerce, on the other hand, will reach $77 trillion. Those two data points represent a 234.78% difference in market size.

Retail Ecommerce's Global Spread Makes International Sales Non-Negotiable



According to Business.com, the 10 largest ecommerce markets in the world are:

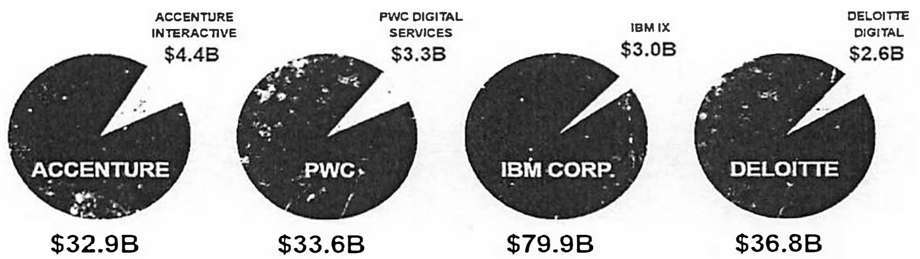
1. China: $672 billion
2. United States: $340 billion
3. United Kingdom: $99 billion
4. Japan: $79 billion
5. Germany: $73 billion
6. France: $43 billion
7. South Korea: $37 billion
8. Canada: $30 billion
9. Russia: $20 billion
10. Brazil: $19 billion

THE NEED FOR PROFESIONAL CONSULTANCY & OPPORTUNITY FOR MASSIVE GROWTH

For the first time ever, four consultancies have cracked Ad Age's ranking of the 10 largest agency companies in the world. With combined revenue of $13.2 billion, the marketing services units of Accenture, PwC, IBM and Deloitte sit just below WPP, Omnicom, Publicis Groupe, Interpublic and Dentsu. Last year, only two consultancies—Accenture Interactive and IBM iX—made the top 10. IBM iX was the first to break into the top 10.

Given the experience of the team, Digital Clarity's advisory and consultancy is in demand. With the recent growth in these business areas, and the rise of consultancies, it is confirmation that Digital Clarity is headed in the right direction for growth.

THE BIG FOUR IN WORLDWIDE REVENUE



Digital advertising spending worldwide from 2017 to 2020 (in billion U.S. dollars)

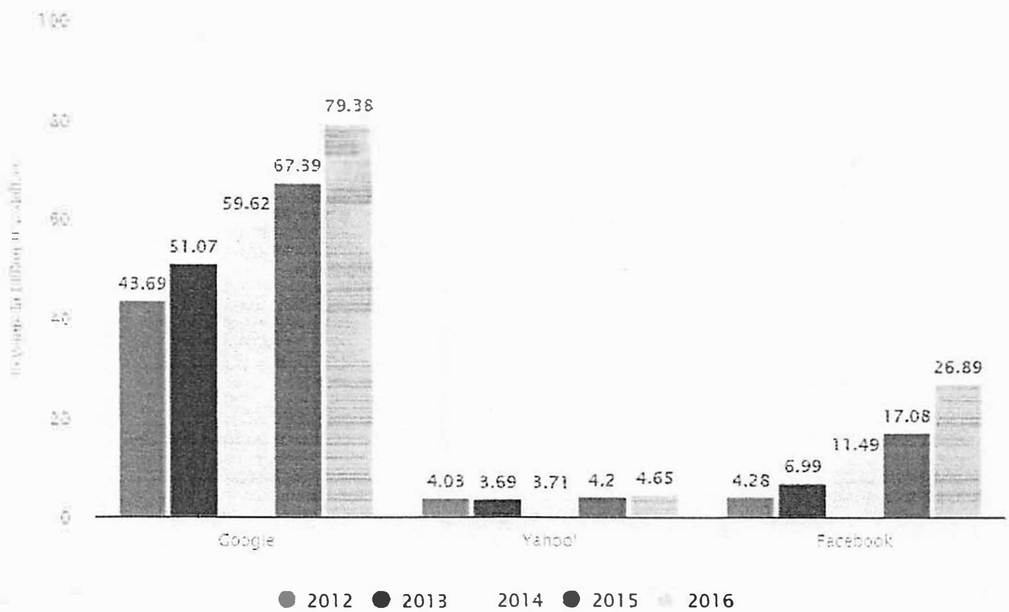
Digital advertising is expected to grow to $335.5 billion by 2020.

In 2016, Facebook earned 79.38 billion U.S. dollars in digital revenue through online advertising. During the same period of time, search market leader Google generated 79.38 billion U.S. dollars through digital advertising channels.

A ranking of the ten most valuable U.S.-based internet companies by market capitalization. As of August 2017, Alphabet's market capitalization was 645 billion U.S. dollars. Third-ranked retail platform Amazon had a market cap of 471.7 billion U.S. dollars.

Internet companies generate their revenue through various means. Google, for instance, makes use of its advertisement services such as Google AdWords – which takes advantage of Google searches and appear as small advertisements next to search results – and Google AdSense which generates advertisements based on a user's search history and location, among others. Advertisements based on AdSense appear all across Google-owned sites including YouTube and Google Finance. The online company also profits from the development of Android OS, licensing and mobile apps as well as the recent development of hardware such as the Nexus mobile device series and Google Glass. In 2015, Google's total revenue amounted to $74.54 billion and in 2017 exceeded $85 billion. Schematic technology following compares the major internet companies:

MAJOR INTERNET COMPANIES SPEND

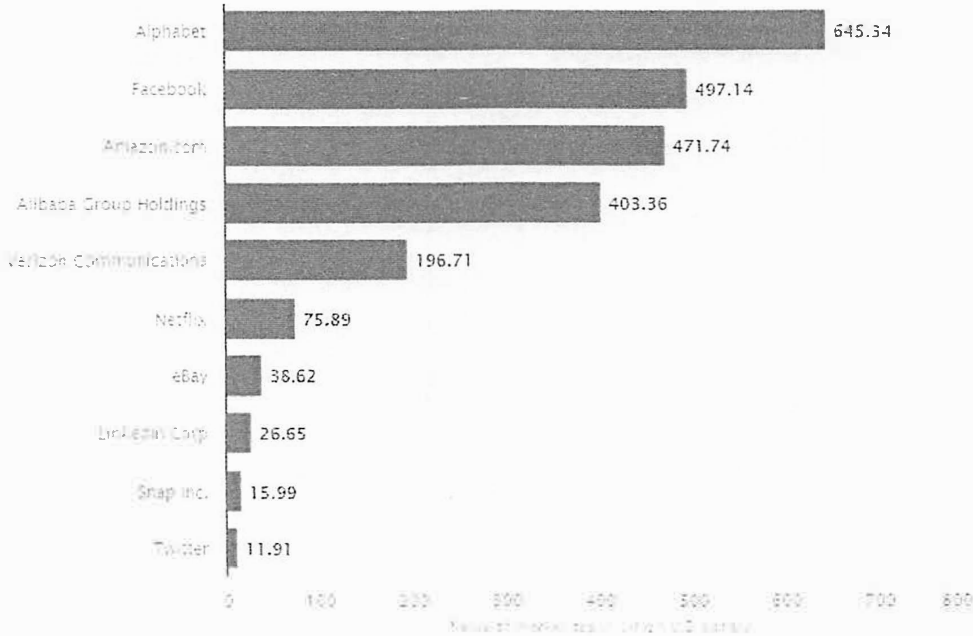


Social network Facebook is ranked second. It is the leading social network worldwide and has successfully managed to take advantage of the increasingly mobile online environment. In 2015, mobile accounted for 77 percent of Facebook's advertising revenues and is projected to amount to more than 60 billion U.S. dollars in 2021.

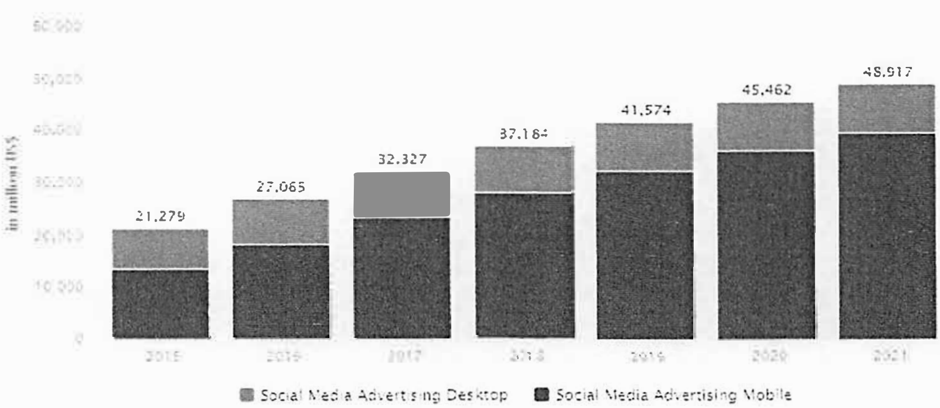
Amazon.com, the third largest U.S. internet company based on its market capitalization, generates in profit from its position as the world's largest online retailer; in 2017, the company's net revenue was of some $107.01 billion.

Despite operating internationally, Amazon generates the majority of its revenues in the United States and Canada. In 2014, Amazon's North American net revenue was of close to $63.71 billion, with the majority of the revenue coming from electronics' sales. Media sales (which include services such as Amazon Instant Video) amounted to some $12.48 billion.

The Growth of the Marketing Led Companies in Market Capitalization



- Revenue in the "Social Media Advertising" segment amounts to $32 billion in 2017.
- Revenue is expected to show an annual growth rate (CAGR 2017-2021) of 10.9 % resulting in a market volume of $48,917m in 2021.
- The average revenue per Internet user currently amounts to $11.45.
- The revenue in the "Social Media Advertising" segment currently corresponds to 0.05 % of the country's GDP.



WORLD'S MOST VALUABLE BRAND

Amazon has officially replaced Google as the most valuable brand in the world, according to brand consultancy Brand Finance. Amazon's brand value is $150.8 billion, an increase of 42% from 2016, based on business performance and marketing investment. The second most valuable global brand is Apple, at $146.3billion. Google is third highest, with a $120.9 billion valuation. (Business Insider.com)

GROWTH IN INVESTOR AWARENESS AND OUTREACH.

Digital Brand Media & Marketing Group, Inc. is initiating a significant effort to raise investor awareness on a global basis. The strategic outreach is directed at investors around the world who understand the digital marketplace and its expanding influence on consumer decisions. DBMM is targeting these new investors through a global digital and traditional integrated investor outreach campaign which will be run by Digital Clarity, with third parties, as required for distribution.

In the full industry context of dramatic expansion of digital footprints, there has been no direct correlation between DBMM's (increasing) revenues and its pps. Economic and industry analysts state the multiple for digital media has continued to grow to 25-30 times revenues. DBMM is in a long-term growth pattern both in scale and in revenues, begun in 2014. This has been a frustrating situation for DBMM and we look forward to large scale expansion which will address the issue directly and the pps will respond accordingly-very positively.

FINANCIAL OVERVIEW/OUTLOOK

DBMM has been honing its commercial model since the acquisition of Digital Clarity ("DC") in 2011which has been cash-flow positive as an operating company since its acquisition. However, the incremental, significant cost of being a fully reporting company to the SEC, must be absorbed annually which is a long-term strategic decision as to the benefit of being a public company. Going forward, as the Company is scaling up, it obviously will take growth capital to expand proportionately. The good news is that the business had a turning point during 2015, when its revenues increased quarter-over-quarter to a 23% increase for the fiscal year. The increases have been re-invested into the business, thus increasing the cost of sales in the short term until the optimum cross-over point is reached. The Company continued to grow the scale in fiscal years 2015-2017 focusing on the digital marketing global triangle of London, New York and Los Angeles. This was in spite of being frugal. Its margins continue in the range of 31-36%, and once the business reaches appropriate scale with assumed profitability and cross-over point, DBMM will become a very successful business for all its stakeholders.

The clients benefit immediately; the shareholders will benefit as the market cap grows. The media market multiple which far exceeds the manufacturing cap multiples, as digital marketing technology has become one of the fastest growing industries in the world today.

The business has been sound from the acquisition of DC, and the Company has been proving incrementally, but not nearly at pace the management would like because of the non-operating hurdles faced since the Company was required to re-audit in 2013, and the litigation there after, though no fault of DBMM.

Regarding DBMM's place in the sector, it is strong. The industry environment continues to grow exponentially and the future of digital marketing as an essential strategy for any consumer-facing business is essential. DBMM's has been honing its business model since the acquisition of its brand and is an industry leader for its size. DBMM's increasing client base, coupled with decreasing debt and expenses, positions the Company as intended, thus attracting mezzanine financing.

For context, Benjamin Graham, a British-born investor who inspired Warren Buffet, repeated endlessly his colleagues said: "In the short term, the stock market is a voting machine. In the long run it's a weighing machine that measures a Company's true value."

In terms of state of play, DBMM's issues have always been public company hurdles, e. g. the cost of maintaining a public company, the cost of capital during the Great Financial Recession, when the only funding available was toxic and the micro-cap environment in general. No matter how high the positive margins, it was nearly impossible to stay ahead of the cost of capital. Then superimpose the only litigation the Company has had, and the actions required to pushback. Coincidently, DBMM has worked diligently to put toxic lending in the rear-view mirror, engage mezzanine financing at "normal" market rates, to be repaid out of increasing revenues, not equity.

Going forward, there will be an emphasis on investor awareness during fiscal years 2018 and 2019. DBMM is taking significant action to aggressively widen its brand exposure using a variety of digital and social channels. There are investors around the globe who understand the digital marketplace and its growing influence on consumer decisions. DBMM is targeting these new investors through a global digital and traditional integrated campaign which will be run by Digital Clarity, with third parties, as required for distribution.

The world is evolving rapidly in how goods are purchased. The 21st Century consumer-oriented corporations are asset-light, idea-intensive sectors. Information is gathered digitally through sharing via digital technology platforms and social networks. The analytics and creative focus of Digital Clarity gives it a differentiation available to its clients as it individually designs an increase in ROI for those same clients. DC has earned a place at the table of professional advisors giving its clients strategic advantage which is measured and formidable. Orders are configured on-line after viewing goods in brick and mortar retail stores, then ordered on -line, increasingly via mobile devices. Tesla is a perfect example of disintermediation. "It doesn't have any dealerships. Customers can configure and order a car on-line, and test drive cars at company-owned showrooms."

DBMM delivers its value proposition as a labor-intensive endeavor, with human capital of knowledge and execution as differentiators. The Company will continue to scale up, and grow organically, while identifying acquisitions to grow client base and internal talent concurrently. A capital raise is underway for long-term capital needs to grow organically and by acquisition(s). The pace of growth of governed solely by available capital.

For several years, DBMM has had revenues which were never acknowledged in its market cap. The Company has always been grossly undervalued when compared to its audited revenues contained in its financial statements. DBMM's business model is sound and will continue. Growth is only a function of capital infusion.

Fiscal Year 2017

We had approximately $55,000 in cash and our working capital deficiency amounted to approximately $3.3 million at August 31, 2017.

During the year ended August 31, 2017, we used cash in our operating activities amounting to approximately $28,000. Our cash used in operating activities was comprised of our net gain of approximately $560,000 adjusted primarily for the following:

- Change in fair value of derivative liability of $776,858;
- Amortization of debt discount of $32,083;

Additionally, the following variations in operating assets and liabilities during the year ended August 31, 2017 impacted our cash used in operating activity:

- In our accounts payable and accrued expenses, including accrued compensation, of approximately $181,000, resulting from a short fall in liquidity and capital resources.

Fiscal Year 2016

We had approximately $4,000 in cash and our working capital deficiency amounted to approximately $3.9 million at August 31, 2016.

During the year ended August 31, 2016, we used cash in our operating activities amounting to approximately $120,000. Our cash used in operating activities was comprised of our net loss of approximately $1,600,000 adjusted primarily for the following:

- Fair value of preferred shares issued for services of $5,170;
- Change in fair value of derivative liability of $1,007,007;
- Amortization of debt discount of $69,500;

Additionally, the following variations in operating assets and liabilities during the year ended August 31, 2016 impacted our cash used in operating activity:

In our accounts payable and accrued expenses, including accrued compensation, of approximately $182,000, resulting from a short fall in liquidity and capital resources.

During the year ended August 31, 2016, we generated cash from financing activities of $120,500 which primarily consists of the proceeds from the issuance of loans and convertible debt aggregating $50,000, and proceeds from demand notes payable of $70,500.

Fiscal Year 2015

We had approximately $28,000 in cash and our working capital deficiency amounted to approximately $2.5 million at August 31, 2015.

During the year ended August 31, 2015, we used cash in our operating activities amounting to approximately $301,000. Our cash used in operating activities was comprised of our net loss of approximately $738,000 adjusted primarily for the following:

- Fair value of preferred shares issued for services of $1,100;
- Change in fair value of derivative liability of $47,800;
- Amortization of debt discount of $270,666;

Additionally, the following variations in operating assets and liabilities during the year ended August 31, 2015 impacted our cash used in operating activity:

In our accounts payable and accrued expenses, including accrued compensation, of approximately $165,000, resulting from a short fall in liquidity and capital resources.

During the year ended August 31, 2015, we generated cash from financing activities of $269,500 which consists of the proceeds from the issuance of loans and convertible debt.

Going Concern

The Company has outstanding loans and convertible notes payable aggregating $1.2 million at August 31, 2017and doesn't have sufficient cash on hand to satisfy such obligations. Subsequent to August 31, 2017, the Company has raised $192,000 from the issuance of new loan agreements. The Company has received a non-binding commitment letter from an investor of $250,000 (plus a right of first refusal on additiona equity raise up to $3.0 million which will contribute to satisfying such obligations and fund any potential cash flow deficiencies from operations for the foreseeable future.

Accordingly, the accompanying financial statements have been prepared in conformity with U.S. GAAP, which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

RESULTS OF OPERATIONS

Comparison of Results for the Years Ended August 31, 2017, August 31, 2016 and August 31, 2015

Consolidated Operating Results

	For the Years Ended August 31,			2017	2016
	2017	2016	2015	Compared to 2016	Compared to 2015
SALES	$ 486,369	$ 468,601	$ 493,758	$ 17,767	$ (25,156)
COST OF SALES	311,028	325,628	315,971	(14,601)	9,657
GROSS PROFIT	175,341	142,973	177,787	32,368	(34,813)
COSTS AND EXPENSES					
General and administrative	117,658	300,700	623,358	(183,042)	(322,658)
Compensation Expense	206,500	204,000	212,000	2,500	(8,000)
	324,158	504,700	835,358	(180,542)	(330,658)
TOTAL OPERATING EXPENSES	324,158	504,700	835,358	(180,542)	(330,658)
OPERATING INCOME (LOSS)	(148,817)	(361,727)	(657,571)	212,910	295,844
OTHER (INCOME) EXPENSE					
Interest expense	63,618	243,047	128,294	(179,429)	114,753
Gain/loss on derivative liability	(776,858)	1,007,007	(47,800)	(1,783,865)	1,054,807
TOTAL OTHER (INCOME) EXPENSE	(713,240)	1,250,054	80,494	(1,963,294)	1,169,560
NET INCOME (LOSS)	$ 564,423	$ (1,611,781)	$ (738,065)	$ (2,176,204)	$ 873,716

We currently generate revenue through our Pay-Per-Click Advertising, Search Engine Marketing, Search Engine Optimization Services, Web Design, Social Media, Digital analytics and Advisory Services.

For the year ended August 31, 2017 our primary sources of revenue are the Per-Click Advertising, Web Design, and Search Engine Optimization Services. These primary sources amounted to 54%, 9% and 15% of our revenues during the year ended August 31, 2017. Our secondary sources of revenue are our Social Media and Email Media. These secondary sources amounted to approximately 22% our revenues during fiscal 2017.

We recognize revenue upon the completion of our performance obligation, provided that: (1) evidence of an arrangement exists; (2) the arrangement fee is fixed and determinable; and (3) collection is reasonably assured.

The increase in our revenues during fiscal 2017, when compared to the prior year period, is primarily attributable to an increase in volume of transactions from Search Engine Optimization, and Web Design Services during fiscal 2017.

Cost of sales during fiscal 2017 and 2016 is correlated to our revenues for the respective periods.

The decrease in general and administrative costs during fiscal 2017, when compared to 2015 is primarily due to a decrease in legal and professional fees.

Interest expense, which include interest accrued on certain notes, as well as amortization of debt discount and the fair value of shares issued pursuant to embedded conversion features of certain convertible promissory notes, decrease during fiscal 2017 is primarily attributable to the amortization of debt discount which decrease, during fiscal 2017, when compared to the comparable prior year periods. The decrease in amortization of debt discount is primarily due to the issuance of a larger amount of convertible debt with beneficial conversion features and embedded conversion features during fiscal 2016 than 2017.

Gain on extinguishment of accrued compensation decreased during fiscal 2017 when compared to the prior years is primarily due to a non-recurring gain during fiscal 2016 and a lesser amount during fiscal 2017.

The increase on derivative liabilities is primarily attributable due a decrease in the Company's estimated volatility use in the assumptions to compute its fair value at August 31, 2017 when compared to August 31, 2016.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a "smaller reporting company", as defined by Rule 10(f)(1) of Regulation S-K, the Company is not required to provide this information.

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Digital Brand Media & Marketing Group, Inc. and Subsidiaries

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Digital Brand Media & Marketing Group, Inc. and subsidiaries (the "Company") as of August 31, 2017, 2016 and 2015, the related statements of operations and comprehensive loss, changes in stockholders' deficit, and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of August 31, 2017, 2016 and 2015, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has accumulated deficits and negative working capital. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting in accordance with the standards of the PCAOB. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion in accordance with the standards of the PCAOB.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Liggett & Webb P.A.

We have served as the Company's auditor since 2017.

New York, NY
May 29, 2018

DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	For the Years Ended August 31,		
	2017	2016	2015
ASSETS			
CURRENT ASSETS			
Cash	$ 55,262	$ 4,518	$ 27,831
Accounts receivable, net	55,376	43,192	63,113
Prepaid expenses and other current assets	1,491	1,519	1,373
Total current assets	112,129	49,229	92,317
Property and equipment - net	3,805	3,361	5,059
TOTAL ASSETS	$ 115,934	$ 52,590	$ 97,376
LIABILITIES AND STOCKHOLDERS' DEFICIT			
CURRENT LIABILITIES			
Accounts payable and accrued expenses	$ 385,628	$ 409,600	$ 405,834
Accrued interest	255,198	191,912	167,406
Accrued compensation	882,643	677,947	514,593
Loans payable	370,000	370,000	400,000
Derivative liability	740,953	1,517,811	408,053
Convertible debentures, net of debt discount of $0, $32,083, $16,668, respectively	840,791	808,708	747,528
	3,475,213	3,975,978	2,643,414
STOCKHOLDERS' DEFICIT			
Preferred stock, Series 1, par value .001; authorized 2,000,000 shares; 1,995,185, 1,995,185, and 1,970,185 shares issued and outstanding, respectively	1,995	1,995	1,970
Preferred stock, Series 2, par value .001; authorized 2,000,000 shares; 0, 0, and 0 shares issued and outstanding, respectively	-	-	-
Common stock, par value .001; authorized 2,000,000,000 shares; 745,718,631, 745,718,631, and 4,415,949, shares issued and outstanding, respectively	745,718	745,718	4,415
Additional paid in capital	9,274,044	9,274,044	9,760,175
Other comprehensive loss	(24,961)	(24,647)	(3,881)
Accumulated deficit	(13,356,075)	(13,920,498)	(12,308,717)
TOTAL STOCKHOLDERS' DEFICIT	$ (3,359,279)	$ (3,923,388)	$ (2,546,038)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 115,934	$ 52,590	$ 97,376

See Notes to Consolidated Financial Statements

DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Years Ended August 31,		
	2017	2016	2015
SALES	$ 486.369	$ 468.601	$ 493.758
COST OF SALES	311.028	325.628	315.971
GROSS PROFIT	175.341	142.973	177.787
COSTS AND EXPENSES			
Sales, general and administrative	324.158	504.700	835.358
TOTAL OPERATING EXPENSES	324.158	504.700	835.358
OPERATING INCOME (LOSS)	(148.817)	(361.727)	(657.571)
OTHER (INCOME) EXPENSE			
Interest expense	63.618	243.047	128.294
Change in fair value of derivative liability	(776.858)	1.007.007	(47.800)
TOTAL OTHER (INCOME) EXPENSE	(713.240)	1.250.054	80.494
NET INCOME (LOSS)	$ 564,423	$ (1,611,781)	$ (738,065)
OTHER COMPREHENSIVE LOSS			
Foreign exchange translation	(314)	(20.766)	8.915
COMPREHENSIVE INCOME (LOSS)	$ 564.109	$ (1.632.548)	$ (729.150)
NET LOSS PER SHARE			
Basic and diluted	$ 0.001	$ (0.003)	$ (0.174)
WEIGHTED AVERAGE NUMBER OF SHARES			
Basic and diluted	745.718.631	487.020.143	4.200.495

See Notes to Consolidated Financial Statements

DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED AUGUST 31, 2015, 2016 AND 2017

	Series 1 Preferred Stock		Series 2 Preferred Stock		Common Stock		Additional Paid in	Accumulated	Other Comprehensive	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Income(Loss)	Deficit
Balance, August 31, 2014	870.185	$ 870	-	$ -	3.613.791	$ 3.614	$ 9.724.799	$ (11.570.652)	$ (12.796)	$ (1.854.165)
Common stock upon conversion of convertible debt	-	-	-	-	700.205	700	26.507	-	-	27.207
Common stock issued in connection with accrued interest and fees	-	-	-	-	101.953	101	4.135	-	-	4.236
Shares issued to officers	1.100.000	1.100	-	-	-	-	4.734	-	-	5.834
Net loss	-	-	-	-	-	-	-	(738.065)	-	(738.065)
Other Comprehensive Loss	-	-	-	-	-	-	-	-	8.915	8.915
Balance, August 31, 2015	1,970,185	$ 1,970	-	$ -	4,415,949	$ 4,415	$ 9,760,175	$ (12,308,717)	$ (3,881)	$ (2,546,038)
Common stock upon conversion of convertible debt	-	-	-	-	464.935.149	464.935	(382.059)	-		82.876
Common stock issued in connection with accrued interest and fees	-	-	-	-	260.455.533	260.456	(109.105)	-	-	151.351
Shares issued to officers	325.000	325	-	-	-	-	5.145	-	-	5.470
Common stock issued in connection with conversion of preferred shares	(300.000)	(300)	-	-	15.912.000	15.912	(15.612)	-	-	-
Beneficial conversion feature in connection with convertible debt	-	-	-	-	-	-	15.500	-	-	15.500
Net loss	-	-	-	-	-	-	-	(1.611.781)	-	(1.611.781)
Other Comprehensive Loss	-	-	-	-	-	-	-	-	(20.766)	(20.767)
Balance, August 31, 2016	1,995,185	$ 1,995	-	$ -	745,718,631	$ 745,718	$ 9,274,044	$ (13,920,498)	$ (24,647)	$ (3,923,388)
Net loss	-	-	-	-	-	-	-	564.423	-	564.423
Other Comprehensive Loss	-	-	-	-	-	-	-	-	(314)	(314)
Balance, August 31, 2017	1,995,185	$ 1,995	-	$ -	745,718,631	$ 745,718	$ 9,274,044	$ (13,356,075)	$ (24,961)	$ (3,359,279)

See Notes to Consolidated Financial Statements

DIGITAL BRAND MEDIA & MARKETING GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended August 31, 2017	For the Year Ended August 31, 2016	For the Year Ended August 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss)	$ 564,423	$ (1,611,781)	$ (738,065)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Fair value of preferred shares	-	5,470	5,834
Depreciation	216	2,797	4,157
Amortization of debt discount	32,083	69,500	270,666
Change in fair value of derivative liability	(776,858)	1,007,007	(47,800)
Gain on extinguishment of accrued compensation	-	-	(93,933)
Changes in operating assets and liabilities:			
Accounts receivable	(12,184)	19,621	6,140
Prepaid expenses and other current assets	28	(146)o	108o
Accounts payable and accrued expenses	(872)	19,560o	28,069o
Accrued interest	63,286	203,777	125,897
Accrued compensation	181,596	163,354	137,886
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	51,718	(120,841)	(301,041)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of equipment	(660)	(2,206)	(2,290)
NET CASH USED IN INVESTING ACTIVITIES	(660)o	(2,206)o	(2,290)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from convertible debentures	-	50,000	160,000
Proceeds from loan payable	-	70,500	109,500
NET CASH PROVIDED BY FINANCING ACTIVITIES	-	120,500	269,500
NET INCREASE (DECREASE) IN CASH	51,058	(2,546)	(33,831)
EFFECT OF VARIATION OF EXCHANGE RATE OF CASH HELD IN FOREIGN CURRENCY	(314)o	(20,766)	8,915
CASH - BEGINNING OF YEAR	4,518	27,831	52,747
CASH - END OF YEAR	$ 55,262	$ 4,518	$ 27,831
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ -	$ -	$ -
Cash paid for taxes	$ -	$ -	$ -
Non-cash investing and financing activities:			
Assignment of loan payable to convertible loan	$ -	$ 100,500	$ 85,000
Beneficial conversion feature	$ -	$ 15,500	$ -
Conversion of Series 1 preferred stock into common stock	$ -	$ 15,912	$ -
Conversion of accrued interest and fees to common stock	$ -	$ 151,351	$ 4,236
Conversion of convertible notes payable into common stock	$ -	$ 82,877	$ 27,027

See Notes to Consolidated Financial Statements

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION, BASIS OF PRESENTATION AND GOING CONCERN

Nature of Business and History of the Company

Digital Brand Media & Marketing Group, Inc. (f/k/a RTG Ventures, Inc.) ("The Company") is an OTC:PK listed company. The Company was organized under the laws of the State of Florida on September 29, 1998.

The Company strategically focuses on developing the business of its wholly owned and revenue generating online marketing services company, Digital Clarity. With deep DNA in its operating market, blending the services of an experienced professional workforce leveraging a technology offering positions the company in a strong, forward looking structure. Digital Clarity operates in the growing area of digital marketing that helps companies make the most the digital economy focusing on areas such as Search Engine Marketing (Google, Yahoo! & Bing), Social Media (Twitter, Facebook & LinkedIn) and Internet Strategy Planning including Design, Analytics and Mobile Marketing.

Following the acquisition of Digital Clarity in 2011 the Company has been honing its business model to be the differentiating service provider in digital marketing space to its clients and prospective business as DBMM grows into one of the leaders in the industry going forward.

Today, DBMM Group crafts, designs and executes digital marketing strategies across multiple ad platforms and social media networks for a broad array of clients to help each of them establish a uniform brand identity across the digital universe. The product offering is a unique value proposition of intelligent analytics provided by an experienced digital marketing and technology team. Therefore, DBMM Group is a blend of data, strategy and creative execution.

On March 5, 2013, Digital Brand Media & Marketing Group, Inc. received approval from the Financial Industry Regulatory Authority (FINRA) for its 100 to 1 reverse stock split.

The Company approved a 1,000 to 1 Reverse Split of its shares of common stock, effective July 17, 2015. All reference to Common Stock shares and per share amounts have been retroactively restated to effect the reverse stock split as if the transaction had taken place as of the beginning of the earliest period presented.

The Company approved an increase in the Authorized Shares to 2,000,000,000 on April 4, 2016.

Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis. The financial statements do not reflect any adjustments that might result if The Company is unable to continue as a going concern. The Company has an accumulated deficit of approximately $13.4M and a negative working capital at August 31, 2017 of approximately $3.3M. The Company has incurred net income of approximately $564,000, which is primarily related to the gain on change in derivative liability, for the year ended August 31, 2017. The Company has identified new sources of financing and intends to grow its business revenues and cash flow.

The Company has outstanding loans and convertible notes payable aggregating $1.2 million at August 31, 2017 and doesn't have sufficient cash on hand to satisfy such obligations. As discussed in Note 13, the Company has raised $192,000 subsequent to August 31, 2017 from the issuance of new loans. The Company has received a non-binding commitment letter from an investor of $250,000 (plus a right of first refusal on additional equity raise up to $3.0 million) which will contribute to satisfying such obligations and fund any potential cash flow deficiencies from operations for the foreseeable future.

Accordingly, the accompanying financial statements have been prepared in conformity with U.S. GAAP, which contemplates continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Stylar (DBA Digital Clarity). All significant inter-company transactions are eliminated.

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of cash in banks. The Company considers cash equivalents to include all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had no cash equivalents as of August 31, 2017, 2016 or 2015.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount and do not bear interest. Accounts receivable are presented net of allowance for doubtful accounts.

The Company has a policy of reserving for uncollectible accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the bad debt expense after all means of collection have been exhausted and the potential for recovery is considered remote. At August 31, 2017, 2016, and 2015, the Company recognized $21,797, $22,205 and $0, respectively, as the allowance for doubtful accounts.

Property and Equipment

Property and equipment is stated at cost, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the related assets (primarily three to five years).

Revenue Recognition

The Company follows the guidance of ASC Topic 605, formerly, SAB 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

Advertising Costs

Advertising costs, which are included in cost of sales and general and administrative expenses in the accompanying Statements of Operations, are expensed when incurred. Total advertising expenses for fiscal years 2017, 2016 and 2015 amounted to $7,838, $5,186, and $28,371, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Company follows the provisions of the ASC 740 -10 related to, *Accounting for Uncertain Income Tax Positions.* When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all highly certain of being upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

The Company has adopted ASC 740-10-25 *Definition of Settlement,* which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion of an examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open.

Earnings (loss) per common share

The Company utilizes the guidance per FASB Codification "ASC 260 "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive. Such securities have been excluded from the per share computations as of August 31, 2017, 2016 and 2015. Anti-dilutive securities, which consists of shares issuable pursuant to convertible promissory notes, amounted to 42,601,938, 15,178,110,085 and 683,148,341 at August 31, 2017, 2016 and 2015, respectively.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of August 31, 2017, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

During the years ended August 31, 2017, 2016 and 2015, the Company had notes payable outstanding in which the conversion rate was variable and undeterminable. Accordingly, the Company has recognized a derivative liability in connection with such instruments. The Company uses judgment in determining the fair value of derivative liabilities at the date of issuance at every balance sheet thereafter and in determining which valuation is most appropriate for the instrument (e.g., Black-Scholes method), the expected volatility, the implied risk free interest rate, as well as the expected dividend rate.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below.

Level 1	Observable inputs such as quoted market prices in active markets for identical assets or liabilities.
Level 2	Observable market-based inputs or unobservable inputs that are corroborated by market data.
Level 3	Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of August 31, 2017, 2016, and 2015, with the exception of its derivative liability which are valued based on Level 3 inputs.

Cash is considered to be highly liquid and easily tradable as of August 31, 2017, 2016, and 2015 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities".

Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of "Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

Stock Based Compensation

We account for the grant of stock options and restricted stock awards in accordance with ASC 718, "Compensation-Stock Compensation." ASC 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation.

Foreign Currency Translation

Assets and liabilities of subsidiaries operating in foreign countries are translated into U.S. dollars using either the exchange rate in effect at the balance sheet date or historical rate, as applicable. Results of operations are translated using the average exchange rates prevailing throughout the year. The effects of exchange rate fluctuations on translating foreign currency assets and liabilities into U.S. dollars are included in a separate component of stockholders' equity (accumulated other comprehensive loss), while gains and losses resulting from foreign currency transactions are included in operations.

Business Combinations

In accordance with Accounting Standards Codification 805, "Business Combinations" ("ASC 805") the Company records acquisitions under the purchase method of accounting, under which the acquisition purchase price is allocated to the assets acquired and liabilities assumed based upon their respective fair values. The Company utilizes management estimates and, in some instances, may require an independent third-party valuation firm to assist in determining the fair values of assets acquired, liabilities assumed, and contingent consideration granted. Such estimates and valuations require us to make significant assumptions, including projections of future events and operating performance.

Customer Concentration

Three of the Company's customers accounted for approximately 79%. 84% and 89% of its revenues during fiscal 2017, 2016 and 2015, respectively.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (ASC 606), to clarify the principles of recognizing revenue and create common revenue recognition guidance between U.S. GAAP and International Financial Reporting Standards. Under ASC 606, revenue is recognized when a customer obtains control of promised goods or services and is recognized at an amount that reflects the consideration expected to be received in exchange for such goods or services. In addition, ASC 606 requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The ASC is effective for fiscal years beginning after December 15, 2017, including interim reporting periods therein. The Company is currently evaluating the impact of the adoption of ASU 2016-12 on the Company's financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), to increase transparency and comparability among organizations by recognizing a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either operating or financing, with such classification affecting the pattern of expense recognition in the income statement. ASU 2016-02 is effective for fiscal years and interim periods within those years beginning after December 15, 2018, and early adoption is permitted. We are currently evaluating the impact ASU 2016-02 will have on our consolidated financial statements and associated disclosures.

In August 2016, FASB issued accounting standards update ASU-2016-15, "Statement of Cash Flows" (Topic 230) – Classification of Certain Cash Receipts and Cash Payments", to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments in this ASU are effective for public and nonpublic entities for fiscal years beginning after December 15, 2018, and interim periods with fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of the adoption of ASU 2016-15 on the Company's financial statements.

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

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	Estimated life	**August 31,**		
	3 to 5 years	**2017**	**2016**	**2015**
Computer and office equipment		$ 20,618	$ 19,958	$ 17,752
Less: Accumulated depreciation		(16,813)	(16,597)	(12,693)
		$ 3,805	$ 3,361	$ 5,059

Depreciation expense amounted to $216, $ 2,797, and $4,157 for the years ended August 31, 2017, 2016 and 2015 respectively.

NOTE 4 – LOANS PAYABLE

	August 31,		
	2017	**2016**	**2015**
Loans payable	$370,000	$370,000	$400,000

The loans payables are due on demand, are unsecured, and are non-interest bearing.

During the years ended August 31, 2017, 2016 and 2015, the Company modified terms with existing or new lenders for loans payable aggregating $0, $100,500, and $85,000, respectively. Substantially all modifications consist in adding conversion terms to such notes.

During the years ended August 31, 2017, 2016 and 2015, the Company generated proceeds of $0, $70,500, and $109,500 from loans payable, respectively.

NOTE 5 – CONVERTIBLE DEBENTURES

At August 31, 2017, August 31, 2016, and August 31, 2015 convertible debentures consisted of the following:

	Years Ended August 31,		
	2017	2016	2015
Convertible notes payable	$ 840,791	$ 840,791	$ 764,196
Unamortized debt discount	-	32,083	16,668
Total	$ 840,791	$ 808,708	$ 747,528

The convertible notes payable mature through January 2016, some of which are payable on demand and they bear interest at ranges between 6% and 15%. The convertible promissory notes are convertible at ratios varying between 45% and 50% of the closing price at the date of conversion through, at its most favorable terms for the holders, the average of the three lowest closing bids for a period of 5-30 days prior to conversion. As of August 31, 2017, an aggregate of $840,791 of convertible promissory notes have matured and remain unpaid.

During the years ended August 31, 2017, 2016 and 2015, the Company modified terms with existing or new lenders for convertible notes aggregating $0, $100,500, and $70,000, respectively. Substantially all modifications consist in adding conversion terms to such notes.

During the years ended August 31, 2017, 2016 and 2015, the Company issued 0, 739,976, and 801,104 shares of its common stock, respectively, to satisfy its obligations under conversion features of convertible debt aggregating $0, $249,727 and $31,443, respectively. During fiscal years 2016 and 2015, 260,456 and 100,979 shares of its common stock were issued pursuant to conversion notices and to satisfy interest expenses pursuant to certain convertible promissory notes amounting to $151,351 and $4,236, respectively which was recorded as interest expense.

During the years ended August 31, 2017, 2016 and 2015, the Company generated proceeds of $0, $50,000 and $160,000, respectively, from the issuance of convertible promissory notes payable.

NOTE 6 - DERIVATIVE LIABILITIES

The Company accounts for the embedded conversion features included in its convertible instruments as derivative liabilities. The aggregate fair value of derivative liabilities at August 31, 2017, 2016 and 2015 amounted to $740,953, $1,517,811 and $408,053 respectively. At each measurement date, the fair value of the embedded conversion features was based on the lattice binomial method using the following assumptions:

	Years Ended August 31,		
	2017	2016	2015
Effective Exercise price	0.0095 – 0.00152	0.00005 – 0.0001	0.013 – 0.0208
Effective Market price	0.0019	0.0001	0.026
Volatility	85%	248%	208%
Risk-free interest	1.13%	0.45%	0.27%
Terms	365 days	365 days	365 days
Expected dividend rate	0%	0%	0%

Changes in the derivative liabilities during the years ended August 31, 2017, 2016 and 2015 are as follows:

Balance at September 1, 2014	$ 305,207
Embedded conversion features at issuance	150,646
Changes in fair value of derivative liabilities	(47,800)
Balance, August 31, 2015	$ 408,053
Balance at September 1, 2015	$ 408,053
Embedded conversion features at issuance	102,751
Changes in fair value of derivative liabilities	1,007,007
Balance, August 31, 2016	$ 1,517,811
Balance at September 1, 2016	$ 1,517,811
Embedded conversion features at issuance	-
Changes in fair value of derivative liabilities	(776,858)
Balance, August 31, 2017	$ 740,953

NOTE 7 – ACCRUED COMPENSATION

As of August 31, 2017, 2016 and 2015 the Company owes $882,643, $677,947, and $514,593 respectively, in accrued compensation and expenses to certain directors/consultants. The amounts are non-interest bearing.

NOTE 8 - COMMON STOCK AND PREFERRED STOCK

Preferred Stock- Series 1 and 2

The designation of the Preferred Stock- Series 1 is as follows: Authorized 2,000,000 shares, par value of $0.001. One share of the Company's Preferred Stock- Series is convertible into 53.04 shares of the Company's common stock, at the holder's option and with the Company's acquiescence, and has three votes per share.

The designation of the Preferred Stock- Series 2 is as follows: Authorized 2,000,000 shares, par value of $0.001. One share of the Company's Preferred Stock- Series is convertible into one share of the Company's common stock, at the holder's option and with the Company's acquiescence, and has no voting rights.

In October 2014, 1,100,000 shares of Preferred Stock Series 1 Designation were issued to three officers of the Company. These shares are convertible at a ratio of 1 preferred share to 53.04 common shares. These shares are valued at $5,834 based on the trading price of the common shares of $0.0001 into which the preferred shares are convertible. This amount was recorded as compensation expense.

In October 2015, 325,000 shares of Preferred Stock Series 1 Designation were issued to three officers of the Company. These shares are convertible at a ratio of 1 preferred share to 53.04 common shares. These shares are valued at $5,470 based on the trading price of the common shares of $0.0001 into which the preferred shares are convertible. This amount was recorded as compensation expense.

In October 2015, the Company issued 15,912,000 shares of its common stock in connection with the conversion of 300,000 shares of Preferred Stock Series 1 Designation.

Common Stock

On March 5, 2013, Digital Brand Media & Marketing Group, Inc. received approval from the Financial Industry Regulatory Authority (FINRA) for its 100 to 1 reverse stock split. All shares have been retroactively adjusted to reflect the 1 to 100 reverse stock split.

The Company approved a 1,000 to 1 Reverse Split of its shares of common stock, effective July 17, 2015. All reference to Common Stock shares and per share amounts have been retroactively restated to effect the reverse stock split as if the transaction had taken place as of the beginning of the earliest period presented. In addition, the authorized shares were reduced proportionately to 10,000,000 common shares.

The Authorized Shares were increased to 2,000,000,000 in April 4, 2016.

During the years ended August 31, 2017, August 31, 2016, and August 31, 2015, the Company issued 0, 464,935,149, and 700,205 shares of its common stock, respectively, to satisfy its obligations under conversion features of convertible debt aggregating $0, $82,876, and $27,207, respectively. Additionally, in August 31, 2016 and 2015 the Company issue 260,455,533, and 101,953, shares of its common stock were issued pursuant to conversion notices and to satisfy interest expenses and fees pursuant to certain convertible promissory notes amounting to $151,351 and $4,236, which was recorded as interest expense, respectively.

NOTE 9 - EMPLOYMENT AND CONSULTING AGREEMENTS

In April 2010 a term sheet was agreed with Neil Gray as Chairman and Executive Director of the Company. The term was an initial three years, renewable annually beginning on September 1st, the beginning of the fiscal year.

In September 2010 a term sheet was agreed with a Company Director, Linda Perry, for annual remuneration of $150,000 for her role as a consultant and as Executive Director for US interface to provide oversight regarding external regulatory reporting requirements. In addition, Ms. Perry is the lead executive for capital funding requirements and business development. The agreement had a rolling three-year term and was renewed in September 2013 and September 2016.

In April 2011 a term sheet was agreed with a Company Officer, Reggie James, where remuneration was split between his duties as Senior Vice President and Executive Director of DBMM and Digital Clarity. Mr. James was appointed Co-Chief Operating Officer during fiscal year 2013. In conjunction with his appointment to the Company's Board of Directors, the agreement provides for a monthly compensation of $4,500.

In June 2012 a term sheet was agreed with a Company Officer, Steve Baughman, as Head of US Operations with a sign on bonus of 50,000 preferred shares, His compensation is performance-based, reflecting multiple projects and business development activities. Mr. Baughman was appointed Co-Chief Operating Officer during fiscal year 2013. The Company may award additional stock-based compensation, at its option.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

Leases

Company has an annual renewable lease. In April 2012, Stylar Limited (a/k/a Digital Clarity) entered into a 5-year lease. Under the terms of the current lease the annual base rent was approximately $17,000. This office is located in the UK. The lease is currently on a month-to-month term for monthly rent of $1,416.

Legal Proceedings

The Company is involved in a litigation, Asher Enterprises, Inc. v. Digital Brand Media & Marketing Group, Inc. and Linda Perry, Index No. 600717/2014, in the Supreme Court of the State of New York, sitting in the County of Nassau. The Plaintiff alleges $337,500 in damages based on breach of contract allegations arising from the Company's untimely periodic filings in December 2013. On September 18, 2014, the Court declined to grant the plaintiff's application for default judgment and Linda Perry was removed as a defendant. The Court awarded judgment in favor of the Plaintiff on July 15, 2015 in the amount of $122,801.87, which does not include $25,000 paid in settlement efforts. On February 22, 2016 a Settlement Agreement was signed by the parties for a total of $85,000 to Asher Enterprises. Thereafter, the litigation continues.

From time to time, the Company has become or may become involved in certain lawsuits and legal proceedings which arise in the ordinary course of business. The Company intends to vigorously defend its positions. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our financial position, or our business and the outcome of these matters cannot be ultimately predicted.

NOTE 11 - INCOME TAXES

For the years ended August 31, 2017, 2016 and 2015, the benefit for income taxes differed from the amounts computed by applying the statutory federal income tax rate at which rate the tax benefits is expected to occur. The reconciliation is as follows:

	Years Ended August 31,		
	2017	2016	2015
Benefit computed at statutory rate	$ 157,000	$ (295,000)	$ (142,000)
State tax (benefit), net of federal affect	31,000	(61,000)	(30,000)
Permanent differences (primarily change in fair value of derivative liability)	(188,000)	253,000	77,000
Increase in valuation allowance	-	103,000	95,000
Net income tax benefit	$ -	$ -	$ -

The Company has net operating loss carry-forwards for income tax totaling purposes approximately $4.2 million at August 31, 2017 which expire at various times through 2037. A significant portion of these carry-forwards is subject to annual limitations due to "equity structure shifts" or "owner shifts" involving "five percent shareholders" (as defined in the Internal Revenue Code) which results in a more than fifty percent change in ownership.

The net deferral tax asset is as follows:

	Years Ended August 31,		
	2017	2016	2015
Net operating loss carry-forward	$ 1,043,000	$ 1,043,000	$ 941,000
Accrued compensation	130,000	172,000	130,000
Valuation allowance	(1,173,000)	(1,215,000)	(1,071,000)
Net deferred tax asset	$ -	$ -	$ -

The valuation allowance increased by $424,000 during the fiscal year ended August 31, 2017.

NOTE 12 - FOREIGN OPERATIONS

As of August 31, 2017, a majority of revenues and assets are associated with subsidiaries located in the United Kingdom. Assets and revenues for the year ended August 31, 2017, were as follows:

	United States	Great Britain	Total
Revenues	$ 40,627	$ 445,742	$ 486,369
Total revenues	$ 40,627	$ 445,742	$ 486,369
Identifiable assets at August 31, 2017	$ (16)	$ 155,950	$ 115,934

As of August 31, 2016, all of our revenues and a majority of our assets are associated with subsidiaries located in the United Kingdom. Assets at August 31, 2016 and revenues for fiscal 2016 were as follows:

	United States	Great Britain	Total
Revenues	$ -	$ 468,601	$ 468,601
Total revenues	$ -	$ 468,601	$ 468,601
Identifiable assets at August 31, 2016	$ (3,448)	$ 56,038	$ 52,590

As of August 31, 2015, all of our revenues and a majority of our assets are associated with subsidiaries located in the United Kingdom. Assets at August 31, 2015 and revenues for fiscal 2015 were as follows:

	United States	Great Britain	Total
Revenues	$ -	$ 493,758	$ 493,758
Total revenues	$ -	$ 493,758	$ 493,758
Identifiable assets at August 31, 2015	$ 207	$ 97,169	$ 97,376

NOTE 13 - SUBSEQUENT EVENTS

The Company management has evaluated events occurring subsequent to August 31, 2017 through May 29, 2018, the date that these consolidated financial statements were issued, and nothing material has taken place. DBMM has focused on completing its delinquent annual 10-K's for 2015 – 2016 -2017. Post filing this document the Company will immediately commence its Quarterly 1-3Q 2018 preparation and filing.

During the period from August 31, 2017 thru May 29, 2018, the Company raised $192,000 of proceeds from the issuance of new loans.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There are not currently and have not been any disagreements between us and our accountants on any matter of accounting principles, practices or financial statement disclosure.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. We are required to maintain "disclosure controls and procedures" as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on their evaluation as of the end of the period covered by this Annual Report on Form 10-K, our Executive Director, who serves as our Principal Executive Officer and as our Principal Financial Officer, has concluded that our disclosure controls and procedures were effective (notwithstanding the mitigating factors outside the Company's control) to ensure that the information relating to our company, required to be disclosed in our Securities and Exchange Commission reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our Executive Director, to allow timely decisions regarding required disclosure as a result of material weaknesses in our internal control over financial reporting.

The Company has developed its control process to provide reasonable assurance of: i) reliability of financial reporting; ii) effectiveness and efficiency of operations; iii) compliance with applicable laws, rules, and regulations; iv) the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer; v) reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and vi) reasonable assurances regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements; vii) reasonable assurances that the Company records, processes, summarizes and reports, within the time periods specified. In doing this self-assessment, the Company has taken into account the size of the Company and the complexity of the transactions it conducts. The Company has concluded that the controls and procedures are materially sufficient to comply with the aforementioned internal control processes.

Management's Report on Internal Control over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15 (f)eand 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reportinge is designed to provide reasonable assurance regarding the reliability of financial reporting and thee preparation of financial statements for external purposes in accordance with generally acceptede accounting principles. Our internal control over financial reporting includes those policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately and fairlye reflect the transactions and dispositions of our assets; provide reasonable assurance that transactions aree recorded as necessary to permit preparation of financial statements in accordance with generally acceptede accounting principles, and that our receipts and expenditures are being made only in accordance withe authorizations of our management and directors; and provide reasonable assurance regarding preventione or timely detection of unauthorized acquisition, use or disposition of our assets that could have a materiale effect on the consolidated financial statements.e

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting. There have been no changes in our internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART III MANAGEMENT

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Executive Officers and Directors

The following table sets forth certain information, as of August 31, 2017, with respect to our directors and executive officers.

Directors serve until the next annual meeting of the stockholders; until their successors are elected or appointed and qualified, or until their prior resignation or removal. Officers serve for such terms as determined by our board of directors. Each officer holds office until such officer's successor is elected or appointed and qualified or until such officer's earlier resignation or removal. No family relationships exist between any of our present directors and officers.

Name	Position
Neil Gray	Chairman and Executive Director
Reggie James	Co-Chief Operating Officer, Senior Vice President and Executive Director
Linda Perry	Executive Director, Chair Nomination/Compensation and Audit Committees

The following is a brief account of the business experience of each of our Directors and Executive Officers:

Neil Gray Mr. Gray has served as Chairman and Executive Director of DBMM as of April 1, 2010. He is a career entrepreneur in various industries from real estate to commodities. He was a principal in a privately-held UK-based Healthcare group in the UK and EU. Other projects were developed in engineering, textiles and import/export in Africa, South America, Spain and the Black Sea. Early experience included participation on a think tank team assessing risk management for a UK insurance company.

Reggie James, As of April 1, 2011, Mr. Reggie James has served as Senior Vice President of Marketing and Communications and Executive Director. Mr. James also is the Managing Director of Digital Clarity. In 2013, he was appointed Co-Chief Operating Officer with Steve Baughman. Mr. James has been involved in the commercial element of the internet since its inception and has been instrumental in driving forward business models that are common place today.

Mr. James is the founder of Digital Clarity, a leading Digital Advertising Agency and a wholly owned business of DBMM. The company helps major brands and medium sized companies take advantage of the digital economy focusing on areas such as Search Engine Marketing (Google, Yahoo! & Bing), Social Media (Twitter, Facebook & LinkedIn) and Internet Strategy Planning including Design, Analytics and Mobile Marketing. Mr. James launched the European division of a later VoIP technology company that became the first dot com to list on the Singapore Stock Exchange later acquired by Spice Communications. Subsequently, Spice was acquired by Idea Cellular, the 3rd largest mobile services operator in India. Mr. James is also the co-founder of an internet analytics technology software house as well as shareholder in an AIM listed marketing services company. AIM is the London Stock Exchange's international market for smaller growing companies. Previously, Mr. James was involved with publishing groups VNU & Ziff-Davis where he launched titles such as Management Consultancy and IT Week. Prior to launching Digital Clarity, Mr. James was part of the global sales team at leading search company AltaVista where he managed global brands such as Compaq and Hewlett Packard (HP). AltaVista was acquired by Yahoo! Inc.

Linda Perry, Ms. Perry has served as Executive Director and Chair Nomination/Compensation and Audit Committees since April 1, 2010. She had served as our President, Chief Executive Officer, and a Director until March 31, 2010 (excepting the period from April 19, 2005 to April 24, 2006). She has had an extensive career in global and entrepreneurial businesses. Ms. Perry consults to several companies globally and is industry agnostic. While living in Europe, she was the senior advisor to the Board of Directors of The Balli Group, where her role was to integrate the acquisition of Klockner & Co. The acquisition resulted in the creation of the world's largest steel, multi-metal, distribution, and trading company. Prior to that, she was appointed a director and a member of the Executive Committee of Churchill Insurance Group, Plc., a division of the Credit Suisse Group. The Company was re-organized and sold within the industry for £2.3 billion GBP. She was a senior executive at ExxonMobil Corporation holding general management positions with global responsibility in finance, marketing, and organization (described as corporate governance, management succession and executive compensation.) The latter role was under the aegis of the Board of Directors, entitled Compensation, Organization and Executive Development Committee/COED, of which she was a member. Ms. Perry holds an MBA from Harvard University. She has been a visiting lecturer/professor at IMD, Lausanne, Switzerland, INSEAD, Fontainebleau, France and the Stern School of Business at New York University throughout her career.

We believe that all our directors are qualified to serve on our board of directors based on their experience and the diversity of background.

Board Committees

We currently have standing committees on our Board of Directors. The audit committee and nomination/compensation committee are listed below.

Audit Committee

We have established an Audit Committee of the Board of Directors. The Audit Committee duties include a recommendation to our Board of Directors the engagement of independent auditors to audit our financial statements and to review our accounting and auditing principles. The audit committee will review the scope, timing and fees for the annual audit and the results of audit examinations performed by the internal auditors and independent public accountants, including their recommendations to improve the system of accounting and internal controls.

Nomination/Compensation Committee

We have established a Nomination/Compensation Committee of the Board of Directors. The Nomination/Compensation Committee reviews and approves our total remuneration, including compensation of executive officers. The Nomination/Compensation Committee will also administer our stock option plans and recommend and approve grants of stock options under such plans.

Compensation of Directors

All directors are officers and their compensation is included on the summary compensation table (Item 11).

Compliance with Section 16(A) of the Exchange Act

Our common stock was registered pursuant to Section 12 of the Exchange Act during the fiscal years ended August 31, 2015, 2016 and 2017. Accordingly, our officers, directors and principal shareholders were subject to the beneficial ownership reporting requirements of Section 16(a) of the Exchange Act during each year.

Code of Ethics

On December 1, 2004 we adopted a Code of Ethics that applies to our Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Controller and to persons performing similar functions. A copy of our Code of Ethics was previously filed as an Exhibit to our annual report on Form 10-KSB for the year ended August 31, 2004. A copy of our Code of Ethics will be provided to any person requesting same without charge. To request a copy of our Code of Ethics please make written request to DBMM.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

None of our executive officers or employees received compensation in excess of $100,000 during the years ended August 31, 2017, 2016 or 2015, except as follows:

Name Principal Position	Fiscal Year Ended August 31,	$ Salary		$ Bonus	$ Other Compensation	$ Options/SAR's	$ Restricted stock awards	$ LTIP Payouts	$ All other Compensation
Fitch Montague McLennan Limited – Reggie James	2015	$ 181,912	(1)	-	(6)	-	-	-	-
	2016	$ 180,049	(2)	-	(5)	-	-	-	-
Reggie James	2017	$ 172,436	(3)	-	-				
Linda Perry	2015	$ 150,000	(4)	-	(6)	-	-	-	-
Executive Director	2016	$ 150,000	(4)	-	(5)				
	2017	$ 150,000	(4)	-	-	-	-	-	-

(1) For the fiscal year ending August 31, 2015, Mr. James earned $181,911 of which $71,714 has been paid to Reggie James/Fitch Montague McLennan Limited. Mr. James is the sole shareholder, officer and director of Fitch Montague McLennan Limited. $54,000 remains unpaid.

(2) For the fiscal year ending August 31, 2016, Mr. James earned $180,049 of which $101,165 has been paid to Reggie James/Fitch Montague McLennan Limited. Mr. James is the sole shareholder, officer and director of Fitch Montague McLennan Limited. $54,000 remains unpaid.

(3)e For the fiscal year ending August 31, 2017, Mr. James earned $172,436 of which $57,589 hase been paid to Reggie James/Fitch Montague McLennan Limited. Mr. James is the solee shareholder, officer and director of Fitch Montague McLennan Limited. $54,000 remainse unpaid.e

(4)e For the fiscal years ended August 31, 2017, 2016 and 2015, Ms. Perry earned $150,000 eache year of which $135,834 has been paid, $314,166 remains unpaid.e

(5)e Preferred Shares Series 1 were granted in fiscal year 2016 by Corporate Resolution, ase follows:e

Value Per Preferred Share: $0.016083
Conversion Ratio – Preferred Shares to Common Shares: 1:53.04
300,000 Restricted Preferred Shares have been allocated to the above officers

(6) Preferred Shares Series 1 were granted in fiscal year 2015 by Corporate Resolution, ase follows:e

Value Per Preferred Share: $0.016083
Conversion Ratio – Preferred Shares to Common Shares: 1:53.04
900,000 Restricted Preferred Shares have been allocated to the above officers

OPTION/SAR GRANTS IN LAST FISCAL YEAR

No stock appreciation rights were granted to the named executives during the fiscal years ended August 31, 2017, 2016 and 2015.

Long Term Incentive Plan Awards

No long-term incentive plan awards to the named executive officers during the fiscal years ended August 31, 2017, 2016 and 2015.

Employment Contracts, Termination of Employment, and Change-in-Control Arrangements

In April 2010 a term sheet was agreed with Neil Gray as Chairman and Executive Director of the Company. The term was an initial three years, renewable annually beginning on September 1st, thee beginning of the fiscal year.

In April 2011 a term sheet was agreed with a Company Officer, Reggie James, where remuneration was split between his duties as Senior Vice President and Executive Director of DBMM and Digital Clarity. Mr. James was appointed Co-Chief Operating Officer during fiscal year 2013.

In September 2010 a term sheet was agreed with a company officer, Linda Perry, for annual remuneration of $150,000 for her role as a consultant and as Executive Director for US interface to provide oversight for external regulatory reporting requirements. In addition, Ms. Perry is lead executive for capital funding requirements and business development.

In June 2012 a term sheet was agreed with a Company Officer, Steve Baughman, as Head, US Operations with a sign on bonus of 50,000 preferred shares, compensation is performance-based, reflecting multiple projects and business development activities. Mr. Baughman was appointed Co-Chief Operating Officer during fiscal year 2013.

Report on Repricing of Options/SARs

During the fiscal years ended August 31, 2017, 2016 and 2015 we did not adjust or amend the exercise price of any stock options or SARs.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information with respect to the beneficial ownership of our common stock known by us as of August 31, 2017 by, (i) each of our directors, (ii) each of our executive officers, and (iii)eall of our directors and executive officers as a group. The percentages in the table have beene calculated on the basis of treating as outstanding for a particular person, all shares of our common stocke outstanding on such date and all shares of our common stock issuable to such holder in the event ofe exercise of outstanding options, warrants, rights or conversion privileges owned by such person at saide date which are exercisable within 60 days of such date. Except as otherwise indicated, the persons listede below have sole voting and investment power with respect to all shares of our common stock owned bye them, except to the extent such power may be shared with a spouse.e

Name of Beneficial Owner and/or Beneficially Own Shares of Restricted Common Stock percentage owned:

(1) Neil Gray*	30	0.00%
(2) Reggie James*	7,982,328	1.07%
(3) Steve Baughman*	10,457	0.10%
(4) Linda Perry*	7,972,579	1.07%
All Directors and Executive Officers as a Group (4 persons)	15,965,394	

The officers as a group hold 1,970,185 Restricted Preferred Shares, under the designation terms of Preferred Stock-Series 1.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

The aggregate fees billed to us by our principal accountants for services rendered during the fiscal years ended August 31, 2017, 2016 and 2015 are set forth in the table below:

	2017	2016	2015
Audit Fees (1)	$ 50,000	$ -	$ -

(1)eAudit fees represent fees for professional services provided in connection with the audit of oure annual financial statements and review of our quarterly financial statements and audit servicese provided in connection with other statutory or regulatory filings.e

Audit Related Fees. We incurred fees to our independent auditors of $-0e for audit related fees during fiscal years ended August 31, 2017, 2016 and 2015.

Tax and Other Fees. We incurred fees to our independent auditors of $-0e for tax and other fees during the fiscal years ended August 31, 2017, 2016 and 2015.

Audit Committee's Pre-Approval Practice.

For fiscal years ended August 31, 2017, 2016, and 2015, the Audit Committee pre-approved all audit and permissible non-audit services provided by our independent auditors.

PART IV

Item 15. Exhibits

The following Exhibits are being filed with this Annual Report on Form 10-K:

Exhibit Number	Description
3.1(1)	Articles of Incorporation of the Registrant, as amended.
3.2(8)	By-laws of the Registrant, as amended.
10.3(4)	Share Exchange Agreement, dated March 20, 2007, by and among the Company, Atlantic Network Holdings Limited, New Media Television (Europe) Limited and the Outside Stockholders Listed on Exhibit A Thereto.
10.1(5)	Share Exchange Agreement, dated March 30, 2010, between Digital Brand Media & Marketing Group, Inc., and Cloud Channel Limited.
10.2(5)	Recession Resolution of Share Exchange Agreement, dated March 20, 2007, by and among Digital Brand Media & Marketing Group, Inc., Atlantic Network Holdings Limited, the Outside Stockholders Listed on Exhibit A thereto and New Media Television (Europe) Limited.
10.3(5)	Share purchase Agreement between Cloud Channel Limited and Bitemark MC Limited.
10.4(5)	Share purchase Agreement between Cloud Channel Limited and Stylar Limited.
10.4(6)	Amendment to Share Exchange Agreement, dated March 31, 2010, between Digital Brand Media & Marketing Group, Inc., and Cloud Channel Limited.
10.5(6)	Amendment to Share Purchase Agreement between Cloud Channel Limited and Bitemark MC Limited.
10.6(6)	Amendment to Share Purchase Agreement between Cloud Channel Limited and Stylar Limited.
10.7(8)	Rescission Resolution of Share Exchange Agreement, dated March 31, 2010, between Digital Brand Media & Marketing Group, Inc. and Bitemark MC Limited
10.8(9)	Agreement to purchase LLC interests
10.9(10)	Amendment to agreement to purchase LLC interests
10.10(11)	Mutual Rescission and Release
14.1(3)	Code of Ethics
31.1*	Section 302 Certification of Executive Director
32.1*	Section 906 Certification of Executive Director
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 Documente
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Documente

(1)ePreviously filed as an exhibit to the Company's Quarterly Report on Form 10-QSB for the quartere ended May 31, 2005.e

(2)ePreviously filed as an exhibit to the Company's Current Report on Form 8-K Filed with thee Commission on October 6, 2004.e

(3)ePreviously filed as an exhibit to the Company's Annual Report on Form 10-KSB for the year endede August 31, 2004.e

(4)ePreviously filed as an exhibit to the Company's Current Report on Form 8-K filed with thee Commission on March 21, 2007.e

(5)ePreviously filed as an exhibit to the Company's Current Report on Form 8-KA filed with the Commission on April 9, 2010.e

(6) Previously filed as an exhibit to the Company's Current Report on Form 8-KA filed with the Commission on July 15, 2010.

(7) Previously filed as an exhibit to the Company's Current Report on Form 8-KA filed with the Commission on September 8, 2010.

(8) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended August 31, 2011.

(9) Previously filed as an exhibit to the Company's Current Report on Form 8-K Filed with the Commission on June 12, 2012.

(10) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended August 31, 2012.

(11) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2013.

* Filed herewith

** Furnished herewith. XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.

Date: May 29, 2018

By:*/s/ Linda Perry*
Executive Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: May 29, 2018

/s/ Linda Perry
Executive Director

Results of the 2017, 2016 & 2015 Year End Annual Audits.

EXHIBIT 2

PRESENTED TO:

DIGITAL BRAND MEDIA & MARKETING GROUP, INC.

May 29, 2018

LIGGETT & WEBB P.A.
CERTIFIED PUBLIC ACCOUNTANTS

BIG FIRM CAPABILITIES – SMALL FIRM ATTENTION

May , 2018

The Audit Committee of the Board of Directors
Digital Brand Media & Marketing Group, Inc. and Subsidiaries

We appreciate the opportunity to discuss the results of our annual audit of DBMM Group. (the "Company"). The accompanying information summarizes the status of our annual audit and includes the matters that we are required to communicate to the Company's Audit Committee in connection with our audit. The information herein is intended solely for the use of the Audit Committee, Board of Directors and management of the Company and is not intended to be used, and should not be used, by anyone other than these specified parties.

We welcome your comments and any questions regarding our annual audit or any aspect of our overall engagement and relationship.

Very truly yours,

Liggett & Webb, P.A.

Contents

- Annual Audit- Status update

- Our Responsibility Under PCAOB Standards Applicable to an Audit of Annual Financial Information

- Required Communications Related to August 31, 2017, 2016, & 2015 year end Audits.

Our Responsibility Under PCAOB Standards Applicable to an Audit of Annual Financial Information

- PCAOB AS 1301, requires the auditor to communicate certain matters to the Audit Committee related to the conduct of an audit and to obtain certain information from the audit committee relevant to the audit. The communications may also assist the Committee in overseeing management's financial reporting and disclosure process.

Required Communication Related to the Annual Audit

Critical Accounting Policies and Practices

- Management is responsible for the selection and use of appropriate accounting policies.
- The critical accounting policies used by the Company are described in Note 2 to the financial statements included in the Form 10-K.
- No new accounting policies were adopted and the application of existing accounting policies was not changed during the year under audit.
- We noted no critical and unusual transactions or transactions for which there is a lack of authoritative guidance or consensus.

Our Responsibility Under PCAOB Standards Applicable to an Audit of Annual Financial Information

- We conducted our audit in accordance with the standards of the PCAOB and the professional standards set forth in Statement on Standards No. 01, issued by the American Institute of Certified Public Accountants.
- The objective of an audit of the financial statements is to express an opinion on the financial statements in accordance with generally accepted accounting principles accepted in the United States (GAAP).
- Our audit of the financial statements was conducted in accordance with the standards established by the Public Company Accounting Oversight Board (PCAOB) and included tests of the Company's accounting records and other procedures we considered necessary to enable us to express our opinion.
- As per AS 3101, we have attached a copy of our draft auditors report, for discussion.

Required Communication Related to the Annual Audits (continued)

Quality of the Company's Accounting Principles:

- Management is responsible not only for the appropriateness of the accounting policies and practices, but also for the quality of such policies and practices.
- Quality includes the consistency of the accounting policies and their application, the clarity and completeness of the financial statements, and includes items that have a significant impact on the representational faithfulness, verifiability, and neutrality of the accounting information included in the financial statements.
- The Company's significant accounting principles are in accordance with U.S GAAP. We did not note any areas of significance in which management of the company has taken an other than appropriate stance in the application of its accounting principles.
- Pursuant to AS 2410 – Related Parties, Management and the Board have identified related parties and related party transactions and they have been disclosed in this Form 10K.

Required Communication Related to the Annual Audit (continued)

Management Judgments and Accounting Estimates:

- The preparation of financial statements requires the use of accounting estimates by management based on their knowledge and experience about past and current events and assumptions about future events. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may differ significantly from management's current judgments
- We have reviewed the critical estimates and judgments utilized by management in the preparation of the August 31, 2017, 2016, & 2015 financial statements. Significant estimates include:
    - Revenue recognition
    - Stock - based compensation
    - Derivative Liabilities

Required Communication Related to the Annual Audit (continued)

Related-Party Transactions: As part of our audit, we evaluated the Company's identification of, accounting for, and disclosure of the Company's relationships and transactions with related parties as required by professional standards. Please refer to related party disclosures located in Item 13 in the Body of the Form 10-K and Note 3 to the financial statements.

Executive Officer Relationships and Transactions: We reviewed and performed certain procedures to identify significant Executive Officer Relationships and Transactions and evaluate their business purpose. We are not aware of executive officer relationships or transactions which are not in accordance with the Company's business practices.

Significant Unusual Transactions: These are transactions that are outside the normal course of business for the Company or that otherwise appear to be unusual due to their timing, size or nature. We noted no significant unusual transactions during our audit.

Other Required Communications

Audit Adjustments:

❖ See attached Audit Adjustments

Disagreements with Management

❖ We are pleased to report that no disagreements arose during the course of our audit.

Consultations with Other Independent Accountants

❖ We are not aware of any consultations by management with other accountants about significant accounting or auditing matters that would be in the realm of "opinion shopping".

Other Required Communications

Difficulties Encountered in Performing the Audit

- We encountered no difficulties in dealing with management in performing and completing our audit.

Confirmation of Our Independence

- We confirm that we are independent of the Company within the meaning of the federal securities laws administered by the Securities and Exchange Commission.

Material Errors, Fraud and Illegal Acts

- We are not aware of material errors, fraud or illegal acts.

LIGGETT & WEBB P.A.
CERTIFIED PUBLIC ACCOUNTANTS

432 Park Avenue South, 10th Floor
New York, NY 10016 / (212) 481-3490

1901 South Congress Avenue, Suite 110
Boynton Beach, FL 33426 / (561) 752-1721

June 1, 2018

Ms. Linda Perry
Executive Director
Digital Brand Media & Marketing, Inc.
747 Third Avenue
New York, NY 10017

Dear Ms. Perry,

We are pleased to submit Digital Brand Media & Marketing, Inc. ("the Company") our agreement to provide professional accounting, and audit services.

Audit of Annual Financial Statements

We will audit the consolidated balance sheets of the Company as of August 31, 2018 and the related consolidated statement of operations, stockholders' (deficit) equity and cash flows for the year then ended. The objective of an audit of the financial statements is to express an opinion on the financial statements in accordance with generally accepted accounting principles accepted in the United States (GAAP). Our audit of the financial statements will be conducted in accordance with the standards established by the Public Company Accounting Oversight Board (PCAOB) and will include tests of the Company's accounting records and other procedures we consider necessary to enable us to express our opinion. If our opinion is other than unqualified, we will discuss the reasons with Company management in advance. If, for any reason, we are unable to complete our audit or are unable to form or have not formed our opinion, we may decline to issue a report as a result of this engagement.

We will plan and perform the audit of the financial statements to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3)amisappropriation of assets, or (4) violations of laws or regulations that are attributable to the entity or to actsa by management or employees acting on behalf of the entity. The audit will include examining, on a test basis,a evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involvea judgment about the number of transactions to be examined and the areas to be tested. Our procedures will includea tests of documentary evidence supporting the transactions recorded in the accounts, tests of physical existence ofa inventories, and direct confirmation of certain assets and liabilities by correspondence with selected customers,a creditors, and financial institutions. In connection with our audit of the financial statements, we will obtain ana understanding of internal control sufficient to plan the audit and to determine the nature, timing and extent ofa audit procedures to be performed. At the conclusion of our audit, you agree to provide certain representationsa from management about the Company's financial statements and related matters.a

We are also responsible for communicating with the audit committee about certain other matters related to our audit, including (1) our audit responsibility under PCAOB standards; (2) information relating to our independence with respect to the Company; (3) the Company's critical accounting policies; (4) the quality of the Company's accounting principles; (5) management's judgments and sensitive accounting estimates; (6) significant audit adjustments; (7) any disagreements with management about matters that could be significant to the Company's financial statements or our report; (8) any consultations management made with other accountants; (9) any issue discussed with management prior to retention; (10) any significant difficulties encountered in performing the audit; (11) other information in documents containing audited financial statements, such as the Company's annual report; and (12) other matters as considered necessary. Further, we are responsible for ensuring that the audit committee receives copies of certain written communications between us and management, including management representation letters and written communications on accounting, auditing, internal control, or other matters.

EXHIBIT 3

LP
6/1/18

Management is responsible for the financial statements, for making all financial records and related information available to us on a timely basis, and for the accuracy and completeness of that information. Management is also responsible for the establishment and maintenance of internal controls, including monitoring activities; the establishment and maintenance of adequate records; the selection and application of accounting principles; the safeguarding of assets; adjusting the financial statements to correct material misstatements; and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole. In addition, management is responsible for identifying and ensuring that the Company complies with applicable laws and regulations.

Pre-Approval of all Audit and Non-Audit Services

In accordance with Section 202 of the Sarbanes-Oxley Act of 2002, the Company's Audit Committee requires that Audit Committees pre-approve the services-both audit and permitted non-audit- we render on behalf of the Company and its subsidiaries. Prior to undertaking of the services, the engagement must be either approved by the Company's Audit Committee; or entered into pursuant to pre-approval policies and procedures established by the Company's Audit Committee, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each service, and such policies and procedures do not include delegation of the Audit Committee's responsibilities to management.

Conflicts of Interest Resulting from Employment Relationships

In accordance with Section 206 of the Sarbanes-Oxley Act of 2002, the Company, including any subsidiaries, agrees not to employ our lead partner, concurring partner, or any other member of our audit engagement team who provides more than ten hours of audit, review or attest services for the Company in a financial reporting oversight role within the one year period preceding the commencement of audit procedures for the year that included employment by the Company of the former member of our audit engagement team.

Timing

We understand you may have tight timing restraints and we assure you our experience provides us a deep appreciation and commitment to meet your timing goals. Upon acceptance of this agreement, we will immediately meet with you and your delegated representatives and set a timeline of deliverables. Our timing assumes reasonable cooperation from the Company's internal and outside representatives and internal accounting staff, and timely and accurate preparation of requested schedules and analysis of accounts.

Independence

We advise you that the Liggett & Webb P.A. complies with all rules, standards and policies of the Public Company Accounting Oversight Board governing auditor independence.

Arpita Joshi is the engagement partner and is responsible for supervising the engagement and approving the issuance of the financial statements.

LP
6/1/18

Fees

Our fees for the foregoing services will be based upon standard hourly rates, which range from $150 (USD) for staff accountants to $375 (USD) per hour for partners, plus any significant out-of-pocket costs. Our fees for the above referenced services, exclusive of any significant out-of-pocket costs, will be comprised of the following:

Audit Services	**Fee Range**
Audit of the Company's financial statements for the year ended August 31, 2018 to be included in the Company's Securities and Exchange Commission Form 10-K	$25,000
Review of unaudited quarterly condensed consolidated financial statements for the periods ended November 30, 2017, February 28, 2018 and May 31, 2018 to be included in the Company's Securities and Exchange Commission Form 10-Q	$15,000

We maintain detailed time records of the type of services rendered and report them to the client, if requested.

The fee quoted above is based on anticipated cooperation from Company personnel; timely responses to our inquiries; timely communication of all significant accounting issues and the assumption that no material events or circumstances change the scope of our audit services. Any additional services that may be requested and we agree to provide will be the subject of separate arrangements.

The Company may wish to include or incorporate by reference our audit report on these financial statements in a registration statement proposed to be filed under the Securities Act of 1933 or in some other securities offering. If so, you agree not to include our audit report or make reference to our Firm without our prior permission or consent. Any agreement to perform work in connection with an offering, including an agreement to provide permission or consent, will be a separate engagement.

Our invoices will be due upon presentation. This engagement includes only those services specifically described in this letter. Costs and time spent on legal matters or proceedings arising from our engagement, such as subpoenas, testimony, or consultation involving private litigation, arbitration or government regulatory inquiries under the Private Securities Litigation Reform Act of 1995, will be billed to you separately.

The audit documentation for this engagement is the property of our firm and constitutes confidential information. However, we may be requested to make certain audit documentation available to the PCAOB, SEC, or other regulators pursuant to the authority given to them by law or regulation. If requested, access to such audit documentation will be provided under the supervision of firm personnel. Further, upon request, we may provide copies of selected audit documentation to the regulator. The regulator may intend, or decide, to distribute the copies or information contained therein to others, including other government agencies.

Dispute Resolution

If any dispute, controversy or claim arises in connection with the performance or breach of this agreement, either party may, upon written notice to the other party, request facilitated negotiations. Such negotiations shall be assisted by a neutral facilitator acceptable to both parties and shall require the best efforts of the parties to discuss with each other in good faith their respective positions and respecting their different interests, to finally resolve such dispute.

Each party may disclose any facts to the other party or to the facilitator which it, in good faith, considers necessary to resolve the dispute. However, all such disclosures will be deemed in furtherance of settlement efforts and will not be admissible in any subsequent litigation against the disclosing party. Except as agreed by both

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6/1/18

parties, the facilitator shall keep confidential all information disclosed during negotiations. The facilitator shall not act as witness for either party in any subsequent arbitration between the parties.

Such facilitated negotiations shall conclude within sixty days from receipt of the written notice unless extended by mutual consent. The parties may also agree at any time to terminate or waive facilitated negotiations. The costs incurred by each party in such negotiations will be borne by it; the fees and expenses of the facilitator, if any shall be born by the parties.

If any dispute, controversy or claim arises in connection with the performance or breach of this agreement and cannot he resolved by facilitated negotiations (or the parties agree to waive that process) then such dispute, controversy or claim shall he settled by arbitration in accordance with the laws of the State of New York and the then current Arbitration Rules for Professional Accounting and Related Disputes of the American Arbitration Association ('AAA"), except that no pre-hearing discovery shall be permitted unless specifically authorized by the arbitration panel, and shall take place in the city in which the Liggett & Webb P.A. office providing the relevant services exist unless the parties agree to a different locale.

Such arbitration shall be conducted before a panel of three persons, one chosen by each party and the third selected be the two party-selected arbitrators. The arbitration panel shall have no authority to award nonmonetary or equitable relief, and any monetary award shall not include punitive damages. The confidentially provisions applicable to facilitated negotiation shall also apply to arbitration.

The award issued by the arbitration panel may be confirmed in a judgment by any federal or state court of competent jurisdiction. All reasonable costs of both parties, as determined by the arbitrators, including but not limited to: (1) the costs including reasonable attorneys fees of the arbitration (2) the fees and expenses of the AAA and arbitrators, and (3) the costs, including reasonable attorneys' fees, necessary to confirm the award in court shall be borne entirely by the non—prevailing party (to be designated by the arbitration panel in the award) and may not be allocated between the parties by the arbitration panel.

We believe the foregoing correctly sets for the understanding, but if you have any questions please do not hesitate in calling me. If the contents of this letter are acceptable to the Company, please sign and date in the space provided and return the enclosed copy to our offices.

We appreciate the opportunity to provide services to the Company.

Sincerely,

Liggett & Webb P.A.

Liggett & Webb P.A.

AGREED AND ACCEPTED:
Digital Brand Media & Marketing, Inc.

By: Linda Perry

Date: June 1, 2018

Fw: DBMM SEC Response 6-20-18/ File 3-17990

From: Linda Perry [redacted]@earthlink.net>
To: "The Honorable Judge Jason S. Patil" , "The Honorable Judge Jason S. Patil" , Neil Welch-SEC , SEC-Office of the Secretary
Cc: James Carlson <CarlsonJa@sec.gov>, Linda Perry <lp@dbmmgroup.com>
Subject: Fw: DBMM SEC Response 6-20-18/ File 3-17990
Date: Jun 20, 2018 4:41 PM
Attachments: DBMM SEC RESPONSE 6-20-18.docx

Attached is Digital Brand Media & Marketing Group, Inc.'s Response to Division's Brief in Response to DBMM's Submission and Declaration of Corporate Finance Support following the Order of the Hon. Jason S. Patil, ALJ, in his Order for Supplemental Evidence and Briefing.".

United States of America before the
Securities and Exchange Commission
Exchange Act Release No. 80701
Administrative Proceeding File No. 3-17990

--X	File No. 3-17990
In the Matter of Digital Brand Media & Marketing Group, Inc., Respondent. --X	RESPONDENT'S REPLY TO DIVISION OF ENFORCEMENT'S BRIEF (RESPONSE PROVIDED BY AFFIDAVIT OF LINDA PERRY) Hon. Jason S. Patil, ALJ

I, **Linda Perry,** hereby affirm under penalty of perjury the following to be true and accurate.

1. As the Affiant, I am the Executive Director of the Respondent, Digital Brand Media & Marketing Group, Inc. ("DBMM") and have been during the entire period in question. I also am the Principal Executive Officer and Principal Financial Officer.

2. By way of Update from the June 1, 2018 Submission, the Company has not appointed a Corporate Counsel to replace Marshal Shichtman, who was terminated May 17, 2018, although he notified the Commission his last day was May 29, 2018. DBMM is seeking a Counsel experienced in corporate securities law, and growth of public digital companies. Respectfully, I will provide a response in the timeframe ordered by the Hon. Jason S. Patil, ALJ.

3. **Counterargument: Division of Corporate Finance deems DBMM "materially deficient" because quarterly reviews not included for 2016-2017.**

a) The Company takes issue with the Division of Enforcement's brief and the Division of Corporate Finance Declaration stating the Super 10-K filed on May 31, 2018 is "materially deficient," thus making DBMM still delinquent. The Company followed the guidance provided which allowed for a Super 10-K containing three years of audited financial statements to report in one document available to the shareholders and the public. Each "K" included all quarterly financial data embedded in the report for the respective "K." Each quarter is similar in revenues, costs and outlook with no material events intervening. A document for the last two fiscal years as cited in Article 10 of Regulation S-X can be prepared if the Commission deems necessary; however, the Audited K's are complete through the 2017 fiscal year, and the 10-K for 2018 is not due until November 30, 2018. The Q1 and Q2 for 2018 will be filed in EDGAR the week of June 18, 2018. The information available to the investment community is not "materially deficient" as audited financials are fully transparent and Q's would be retrospective reviews of material already audited. The 2018 Q's, however, support the Company's intent to file all required reports going forward on a timely basis as the mitigating factors have been removed.

b) Regarding the MD&A, the "balanced discussion" comment is a highly subjective statement. The Company operates in a global environment and is a leader for its size attested to by awards received within the sector. DBMM's place in the industry, even aspirationally at this point, is important in calibrating its correlation to growth milestones for the future. Following the descriptive MD&A, DBMM included data for each fiscal year individually with a "Results of Operations" for the Company's simple comparisons year-on-year. The similarities are obvious in revenues, costs and outlook year-on-year, and do not require any further explanation. The only material variation is the Fair Value of Derivative Liabilities year-on-year as there have been no issuances since May, 2016.

c. Lastly, regarding Item 9A, please note Paragraph 1 in which I am cited as the Principal Executive Officer, Principal Financial Officer and Executive Director, intended to state conclusively that the internal controls were effective (notwithstanding the mitigating factors outside the Company's control). The three titles should have been included on the Signature and Certifications page, and will be on all filings going forward including the Q's for 2018. In addition, the administrative proceeding has been included in the 1Q and 2Q 2018 filings.

The Company does not agree that any of the aforementioned citations are "material deficiencies." If the Commission directs DBMM to amend the Super 10-K despite our explanation, we will comply on a priority basis.

4. **B. DBMM's Culpability for failure to file Form 3.**

As stated in Testimony T-LP, p 88 13-25: No DBMM Director was advised that a Form 3 was required at point of issuance. However, according to instructions, Form 3 must be filed within 10 days. According to Counsel after research, (MS), a Form 5 was the appropriate form for late disclosures. The last issuance to Reggie James and myself was October 2015. Counsel prepared Form 5 for signatures, and on November 9, 2017 both were filed in EDGAR. We fulfilled our responsibility for issuances, reiterating that neither of us has ever traded or sold a share. Regarding Neil Gray, I sent him an email on November 1, 2017 advising him of his responsibility to sign the attached Form 5, also prepared by Counsel. NG has not been involved with the Company since 2014 (T-LP, p 77, 25, p 78 1-8).

Research surfaced that, in an earlier organization, the Company was formed as a 15-D company, and, as such, no disclosure was necessary under Section 16. At a later date, the Company was registered under 12-g. Nevertheless, going forward, the (new) Corporate Counsel will steward all regulatory matters, including reporting requirements for officers and directors.

5. **C. Too Late for Digital Brand to catch up and become current.**

The citation of Absolute Potential as a precedent to DBMM, is only analogous in that we both had delinquent filings. But that is where the similarity ends. Absolute: (a) is a shell; (b) delinquent for 5 years; (c) had no history of timely filings; (d) had no Form 12-b 25 filings notifying the Commission and the public of late filings; (e) had no operations; (f) had no revenues; (g) had no internal controls nor methodology for gathering and organizing financial statements; and (h) had no explanation of the delinquencies.

6. DBMM, conversely, has tenaciously done its best to protect its shareholders throughout this challenging period. In the circumstances, the Company strongly believes revocation is far too draconian in truly mitigating circumstances. Moreover, DBMM stated in its earlier Update that it was endeavoring to settle its litigation with Asher Enterprises within 30 days of filing its Super 10-K. To reiterate, this litigation was coincident with re-audit requirement when Asher could not convert debt to equity because DBMM was suddenly not current. The Company is pleased to announce that it has signed an Addendum to the Settlement Agreement on June 18, 2018. Coincidentally, Asher has been paid the new Settlement amount in full so the litigation has concluded, covered by a Mutual NDA. A Stipulation of Discontinuance is being prepared for the Court ending the litigation, as well as a Satisfaction of Judgment (by Settlement). This litigation had been a major impediment to the execution of the Company's Business Plan and capital raise. The hurdle has been removed.

7. DBMM has made every effort to execute the actions stated at the hearing, and in post-hearing responses, including evidence of working capital investment in the Company.

8. It is ironic that Corporate Finance has surfaced to support revocation, as the last direct interface was when it denied the Company's request for relief when DBMM was

told to re-audit the previous year, only 2 weeks from filing its current year 10-K. Reading DBMM's relief request letter again (T-Exhibit D), DBMM proved to be prescient in its stated concern about the strain on its organization in time, money, virtually all resources of an early-stage development company poised for growth required to re-audit through no fault of its own. Neither did DBMM anticipate the litigation in addition to the initial concerns. Now, despite the Company's spending hundreds of thousands of dollars to re-audit, with professional advisors' costs, and litigate to protect its shareholders from receivership and turnover of shares far in excess of debt, there seems to be no acknowledgment of overcoming mitigating circumstances to cure. Ignoring these events with ratification of a revocation is simply one bridge too far. DBMM has lost years of opportunities staying the course. If the majority of companies with delinquent filings are revoked, that makes the results pre-determined. Pre-determination cannot be due process. The SCOTUS remand provided for a re-examination of the case from the beginning and the introduction of new evidence to consider irrespective of the Initial Decision.

9. **Conclusion.**

Respectfully, DBMM requests that its registration remain in place. If the Commission believes additional sanctions are required, there are other avenues. The Company continues to believe it has been damaged significantly, but is now positioned to move ahead and grow. Please allow us the opportunity to reward our long-term investors, shareholders, clients (old and new ones in the pipeline) and service providers.

Dated: June 20, 2018
New York, New York

Linda Perry

Linda Perry
Executive Director
Digital Brand Media & Marketing Group, Inc.

Distribution List:

The Honorable Jason S. Patil, ALJ
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By email: abelb@sec.gov
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U.S. Securities and Exchange Commission

EDGAR Search Results

EDGAR Search Results BETA View

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Digital Brand Media & Marketing Group, Inc. CIK#: 0001127475 (see all company filings)

SIC: 7389 - SERVICES-BUSINESS SERVICES, NEC
State location: NY | State of Inc.: FL | Fiscal Year End: 0831
formerly: RTG VENTURES INC (filings through 2013-04-11)
(Assistant Director Office: 2 & 3)
Get **insider transactions** for this **issuer**.

Business Address
747 THIRD AVE, 2ND FLOOR
NEW YORK NY 10017
646-722-2706

Mailing Address
[redacted]
NEW YORK NY [redacted]

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Filings	Format		Description	Filing Date	File/Film Number
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001185185-19-000063 (34 Act) Size: 2 MB	2019-01-14	000-52838 19525481
10-K	Documents	Interactive Data	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001185185-18-002178 (34 Act) Size: 3 MB	2018-12-14	000-52838 181235347
NT 10-K	Documents		Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001185185-18-002101 (34 Act) Size: 31 KB	2018-11-29	000-52838 181207048
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-18-000031 (34 Act) Size: 3 MB	2018-07-18	000-52838 18958391
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-18-000024 (34 Act) Size: 49 KB	2018-07-17	000-52838 18955705
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-18-000012 (34 Act) Size: 4 MB	2018-06-25	000-52838 18915970
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-18-000009 (34 Act) Size: 4 MB	2018-06-22	000-52838 18915184
10-K	Documents	Interactive Data	Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001127475-18-000007 (34 Act) Size: 14 MB	2018-05-31	000-52838 18870001
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-18-000004 (34 Act) Size: 49 KB	2018-04-18	000-52838 18760244
NT 10-K	Documents		Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-18-000002 (34 Act) Size: 49 KB	2018-04-18	000-52838 18760235
SC 13G/A	Documents		**[Amend]** Statement of acquisition of beneficial ownership by individuals Acc-no: 0001144204-18-008967 (34 Act) Size: 113 KB	2018-02-14	005-87517 18613137
NT 10-K	Documents		Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-17-000015 (34 Act) Size: 49 KB	2017-12-15	000-52838 171258791
8-K	Documents		Current report, item 4.01 Acc-no: 0001127475-17-000011 (34 Act) Size: 9 KB	2017-10-16	000-52838 171139288
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-17-000008 (34 Act) Size: 49 KB	2017-08-14	000-52838 171026894

8-K	Documents		Current report, items 4.01 and 9.01 Acc-no: 0001127475-17-000006 (34 Act) Size: 124 KB	2017-06-22	000-52838 17925510
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-17-000004 (34 Act) Size: 49 KB	2017-04-19	000-52838 17770112
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001144204-17-008462 (34 Act) Size: 115 KB	2017-02-14	005-87517 17605845
NT 10-Q	Documents		Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-17-000002 (34 Act) Size: 49 KB	2017-01-19	000-52838 17534935
NT 10-K/A	Documents		**[Amend]** Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-16-000038 (34 Act) Size: 49 KB	2016-12-16	000-52838 162057128
NT 10-K	Documents		Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-16-000036 (34 Act) Size: 49 KB	2016-12-16	000-52838 162056592
NTN 10Q	Documents		Notices of Late Filings of Form 10-Q or 10-QSB Acc-no: 0001127475-16-000034 (34 Act) Size: 49 KB	2016-07-19	000-52838 161773914
NTN 10Q	Documents		Notices of Late Filings of Form 10-Q or 10-QSB Acc-no: 0001127475-16-000032 (34 Act) Size: 49 KB	2016-04-18	000-52838 161577175
NTN 10Q	Documents		Notices of Late Filings of Form 10-Q or 10-QSB Acc-no: 0001127475-16-000030 (34 Act) Size: 49 KB	2016-01-25	000-52838 161359039
SC 13G/A	Documents		**[Amend]** Statement of acquisition of beneficial ownership by individuals Acc-no: 0001457716-15-000046 (34 Act) Size: 162 KB	2015-12-10	005-87517 151280010
NT 10-K/A	Documents		**[Amend]** Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-15-000028 (34 Act) Size: 50 KB	2015-12-07	000-52838 151271324
NTN 10K	Documents		Notices of Late Filings of Form 10-K or 10-KSB Acc-no: 0001127475-15-000026 (34 Act) Size: 50 KB	2015-12-02	000-52838 151264191
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001457716-15-000042 (34 Act) Size: 161 KB	2015-11-06	005-87517 151204805
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001062993-15-005534 (34 Act) Size: 34 KB	2015-10-21	005-87517 151167851
SC 13G/A	Documents		**[Amend]** Statement of acquisition of beneficial ownership by individuals Acc-no: 0001615774-15-002886 (34 Act) Size: 74 KB	2015-10-09	005-87517 151152816
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-15-000023 (34 Act) Size: 2 MB	2015-09-24	000-52838 151123040
NTN 10Q	Documents		Notices of Late Filings of Form 10-Q or 10-QSB Acc-no: 0001127475-15-000020 (34 Act) Size: 48 KB	2015-07-20	000-52838 15995792
8-K	Documents		Current report, item 8.01 Acc-no: 0001127475-15-000018 (34 Act) Size: 8 KB	2015-07-17	000-52838 15992836
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-15-000016 (34 Act) Size: 2 MB	2015-04-13	000-52838 15765525
10-Q	Documents	Interactive Data	Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-15-000014 (34 Act) Size: 2 MB	2015-03-18	000-52838 15710933
10-K/A	Documents	Interactive Data	**[Amend]** Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001127475-15-000008 (34 Act) Size: 3 MB	2015-02-19	000-52838 15632762
10-K	Documents		Annual report [Section 13 and 15(d), not S-K Item 405] Acc-no: 0001127475-15-000006 (34 Act) Size: 2 MB	2015-02-17	000-52838 15617765
NT 10-Q/A	Documents		**[Amend]** Notification of inability to timely file Form 10-Q or 10-QSB Acc-no: 0001127475-15-000004 (34 Act) Size: 35 KB	2015-01-22	000-52838 15540338
NTN 10Q	Documents		Notices of Late Filings of Form 10-Q or 10-QSB Acc-no: 0001127475-15-000002 (34 Act) Size: 35 KB	2015-01-21	000-52838 15538102
	Documents				

NT 10-K			Notification of inability to timely file Form 10-K 405, 10-K, 10-KSB 405, 10-KSB, 10-KT, or 10-KT405 Acc-no: 0001127475-14-000032 (34 Act) Size: 20 KB	2014-12-01	000-52838 141257032
10-Q/A	Documents	Interactive Data	**[Amend]** Quarterly report [Sections 13 or 15(d)] Acc-no: 0001127475-14-000030 (34 Act) Size: 2 MB	2014-09-24	000-52838 141117190

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Modified 07/18/2014

MOTION FOR SUMMARY DISPOSITION

Respondent Digital Brand Media and Marketing Group Inc. ("Digital Brand"), by counsel, pursuant to Commission Rule of Practice 250(b), moves for an order of summary disposition dismissing the pending action pursuant to Section 12(j) on the grounds that undisputed facts demonstrate that DIGITAL BRAND is not presently deficient in its filings and that revocation of its securities not necessary or appropriate for protection of its investors.

BRIEF IN SUPPORT

I. Statement of Facts

In proceedings initiated on May 16, 2017, the Division of Enforcement ("Division" or "DOE") alleged that Digital Brand is delinquent in its filings and that the registration of its securities should therefore be revoked. A hearing was conducted relating to those allegations on August 9, 2017 and, pursuant to the Order of Judge Jason S. Patil dated April 23, 2018, the parties provided supplemental submissions in June 2018.

The evidence provided in the 2018 submissions, and submitted with this motion, confirm, first, that DIGITAL BRAND is not delinquent in its filings. DIGITAL BRAND is in fact in compliance with its obligations to file Forms 10-K and Forms 10-Q for the period from ____ through the filing its most recent Form 10-Q on March ____.

Also undisputed is that DIGITAL BRAND is an active and operating business entity that provides for its clients an analysis and enhancement of its internet presence and social media activity. Tr. 76, 144-46. It maintains a roster of corporate clients for which it provides services, and has posted revenues in excess of $400,000 in each of the years 2015 through 2017. CITE Its managing director, Reggie James, who oversees critical aspects of the business, has substantial credentials and has been recognized by .....