ASTIKA HOLDINGS INC.

FORM 10-K
(Annual Report)

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

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2016**

OR

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

For the transition period from ______________ to ______________________.

Commission file number: **333-182113**

Astika Holdings, Inc.

(Exact name of registrant as specified in its charter)

Florida	**27-4601693**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Level 1, 725 Rosebank Road
Avondale, Auckland, 1348, New Zealand
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(64) 9 929 0502**

Securities registered under Section 12(b) of the Exchange Act: **None**

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

Common Stock, par value $0.001 per share
(Title of Class)

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] 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 website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerate filer, a non-accelerated filer, a smaller reporting company or, an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company", in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if smaller reporting company)	Smaller reporting company [X] Emerging growth company [X]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

At July 28, 2017 there were 13,441,297 shares of the registrant's Common Stock issued and outstanding.

Astika Holdings, Inc.

FORM 10-K
For The Fiscal Year Ended December 31, 2016

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Explanatory Note

In this Annual Report on Form 10-K, Astika Holdings, Inc. is sometimes referred to as the "Company", "we", "our", "us" or "registrant" and U.S. Securities and Exchange Commission is sometimes referred to as the "SEC".

PART I

Item 1. Business.

Our Company

Astika Holdings, Inc., a Florida corporation, is refocusing and preparing to relaunch the Company through a variety of strategic acquisitions in the textile, service, agricultural and industrial sectors to complement and capture the next wave of growth companies from Asia and New Zealand. Rapid economic growth and increased foreign investment sector companies poised for accelerated growth with national modernization are the planned centerpieces for Astika Holdings in Asia and New Zealand. For the year ended December 31, 2016, we generated $0 revenues and had a net loss of $23,534.

We qualify as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act, which became law in April, 2012. Under the JOBS Act, "emerging growth companies", can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

Our principal executive offices are located at Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand. Our telephone number is (64) 9 929 0502. We were incorporated under the laws of the State of Florida on January 13, 2011. Our fiscal year end is December 31.

Principal Business

The initial planned target acquisitions from the Nantong Region in China are private companies which have been in business for over a decade with consistent track records of delivering revenue and earnings growth in the textile and service sectors. The Company also has plans for agricultural "Green Future" initiatives into the Industrial Hemp sector and New Zealand Dairy sector. The Holdings would become the primary operations and management believes that focusing our efforts on the acquisition of textile, service, agricultural, and industrial companies would represent the greatest potential for shareholder return. Rapid economic growth and increased foreign investment sector companies poised for accelerated growth with national modernization are the planned centerpieces for Astika Holdings in Asia and New Zealand.

Government Regulation

We are subject to government regulations that regulate businesses generally, such as compliance with regulatory requirements of federal, state, and local agencies and authorities, including regulations concerning workplace safety and labor relations. In addition, our operations are affected by federal and state laws relating to marketing practices in the music industry. Environmental laws and regulations do not materially impact our operations.

Research and Development

We have not spent any funds on research and development activities in connection with our business.

Personnel

As of July 28, 2017, we employed two persons on a part-time basis. None of our employees is subject to a collective bargaining agreement. We believe that our relationship with our employees is good.

Item 1A. Risk Factors.

Not applicable to smaller reporting companies.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our executive offices are located at Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand. The Company does not own or rent property. The office space is provided by an officer at no charge. We believe that this space is presently adequate for our needs.

Item 3. Legal Proceedings.

We are not a party to any legal proceedings, nor are we aware of any threatened litigation whatsoever.

Item 4. Mine Safety Disclosures

Not applicable to smaller reporting companies.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is currently listed on the OTC Bulletin Board under the symbol "ASKH".

Holders of Record

As of December 31, 2016 and July 28, 2017, respectively, there were 37 and 38 shareholders of record of the Company's common stock.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We do not anticipate paying any cash dividends on our common stock in the foreseeable future. We currently intend to retain future earnings, if any, to finance our operations, and to expand our business. Subject to the rights of holders of preferred stock, any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon our financial condition, operating results, capital requirements, limitations under Florida law and other factors that our board of directors considers appropriate.

Recent Sales of Unregistered Securities

None.

Recent Sales of Registered Securities

None.

Item 6. Selected Financial Data.

Not applicable to smaller reporting companies.

Item 7. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

The following discussion and analysis should be read in conjunction with our financial statements, including the notes thereto, appearing in this Form 10-K and are hereby referenced. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this report. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. We believe it is important to communicate our expectations. However, our management disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

These forward-looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. You should not rely upon these forward-looking statements as predictions of future events because we cannot assure you that the events or circumstances reflected in these statements will be achieved or will occur. You can identify a forward-looking statement by the use of the forward-terminology, including words such as "may", "will", "believes", "anticipates", "estimates", "expects", "continues", "should", "seeks", "intends", "plans", and/or words of similar import, or the negative of these words and phrases or other variations of these words and phrases or comparable terminology. These forward-looking statements relate to, among other things: our sales, results of operations and anticipated cash flows; capital expenditures; depreciation and amortization expenses; sales, general and administrative expenses; our ability to maintain and develop relationship with our existing and potential future customers; and, our ability to maintain a level of investment that is required to remain competitive. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including, but not limited to: variability of our revenues and financial performance; risks associated with technological changes; the acceptance of our products in the marketplace by existing and potential customers; disruption of operations or increases in expenses due to our involvement with litigation or caused by civil or political unrest or other catastrophic events; general economic conditions, government mandates; and, the continued employment of our key personnel and other risks associated with competition.

Overview

Astika Holdings, Inc., a Florida corporation, is refocusing and preparing to relaunch the Company through a variety of strategic acquisitions in the textile, service, agricultural, and industrial sectors to complement and capture the next wave of growth companies from Asia and New Zealand. The initial planned target acquisitions from the Nantong Region in China are private companies which have been in business for over a decade with consistent track records of delivering revenue and earnings growth in the textile and service sectors. The Company also has plans for agricultural "Green Future" initiatives into the Industrial Hemp sector and New Zealand Dairy sector. The Holdings would become the primary operations and management believes that focusing our efforts on the acquisition of textile, service, agricultural, and industrial companies would represent the greatest potential for shareholder return. Rapid economic growth and increased foreign investment sector companies poised for accelerated growth with national modernization are the planned centerpieces for Astika Holdings in Asia and New Zealand.

Plan of Operation

Astika Holdings is focused and positioned to negotiate with growth companies from the Nantong region of China. Nantong is known as a "Pearl of the River and Sea," ideally situated near the mouth of the Yangtze River with a rich and diverse history dating back to the Chinese Han Dynasty. Inhabitants first lived in the region 5,000 years ago because of its abundant natural resources and access to the Yangtze River. Nantong has a national reputation of "the First Window on the Yangtze River" and is one of the China's prized national tourist centers. As the centerpiece in the Yangtze Delta Economic Zone, Nantong has enjoyed rapid economic growth and increasing foreign investments. The city is listed on the China's Top 100 Counties (county-level cities) for its strong economy. Nantong is one of China's first fourteen coastal cities open to international trade. Nantong is still poised for accelerated economic growth with new bridges over the Yangtze River connecting the Nantong region to the Shanghai metropolitan region. With the development of the Rudong Yangkou Harbor Nantong offers the only natural deep water harbor in central China's coast with access to China's largest markets.

Nantong’s rich history of economic prosperity and growth converge with national modernization continue to make Nantong a major center for economic development in China. Astika Holdings intends to be a high growth company focused on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure jurisdictions.

The Company intends to expand outside of its USA regional market to pursue a vertical integration strategy through the acquisition of textile, service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.’s business. The business model of combining our global industrial relationships in Asia with Astika Holdings would become the primary operations. As a result, management believes that focusing our efforts on the acquisition of textile, service, agriculture and industrial companies would represent the greatest potential for shareholder return. We are excited about this relaunch for Astika Holdings, Inc. and look forward to accelerating the growth plans.

Astika's ongoing updated strategy through opportunistic high growth sector acquisitions include: (1) Jiangsu Ziyang Holiday Bedroom Articles Co. Ltd., (hereinafter referred to as “Jiangsu Ziyang”). Since Nantong is the largest base to the home textile industry in the world and the continuing development of China’s economy, the home textile industry is gaining a significant role in China’s consumer market. Jiangsu Ziyang Holiday Bedroom Articles Co. Ltd. is proud to be one of the vital members of the growing home textile products market.

Jiangsu Ziyang was established in 2007 with registered capital of $10,000,000 US dollars. The Company has its plant situated at a national development zone, covering an area of 34,000 square meters and a floor area of 23,000 square meters. Jiangsu Ziyang also maintains centers for research & development, pattern making & sampling, production, dispatching, warehouse logistics, with an annual output capability reaching RMB 500,000,000 Yuan, $80,555,511 US dollars.

Jiangsu Ziyang is a chairman unit of the Summer Home Textile Committee of China, a managing director unit of the China Home Textile Association, a Senior Vice Chairman unit and a secretary general unit of the Nantong Home Textile Chamber of Commerce. It acts as the Summer Articles Research & Development Center of China and a member of the China Committee for Home Textile Standardization. Jiangsu Ziyang has been authorized by the Ministry of Industry and Information Technology to draw up product stands for national cool products of summer.

Jiangsu Ziyang has won 1 patent for invention, 12 patents for utility models, 4 design patents, and 40 copyrights in the field of cool products of summer.

Mr. Xu Jian is the CEO of Jiangsu Ziyang Holiday Bedroom Articles Co. Ltd. He was recently appointed to be a member of the standing committee of the Chinese political consultative conference. He is also, Vice Chairman of China’s home furnishing association, vice executive member of the China home textile association, vice director of China home textile bedding association, vice chairman of general chamber of commerce of Nantong economic zone, and vice chairman and secretary general of Nantong home textile association. From 1998-2001 he was general manager of Zhejiang Silk Group. In 2001-2007 he became general manager of the Ziyang company and in 2007 to the present, he rose to the CEO of Jiangsu Ziyang Holiday Bedroom Articles Co. Ltd.

Astika has plans for agriculture 'Green Future' initiatives into the Industrial Hemp sector. According to the 2012 Annual Retail Sales for Hemp Report, the Hemp Industries Association (HIA) estimates the total U.S. retail value of hemp products in 2012 was nearly $500 million.

China is the largest producing and exporting nation of hemp textiles and related products, as well as a major supplier of these products to the United States. "China produces 38% of the world's hemp fiber supply; and 80% of the world's hemp seed supply. The Chinese plan to increase the current 150,000 acres of hemp production to over 1,000,000+ acres over the next decade," Malinda Geisler of the Agricultural Marketing Resource Center.) As global demand for hemp is increasing, the Company's existing relationships with China coupled with New Zealand infrastructure for seed production and food processing along with New Zealand's temperate climate and ideal soils offers Astika a position to capture the added value and economic benefits that this opportunity presents.

Astika's entrance into the Industrial Hemp sector is in conjunction with Astika's commitment to acquisitions and development of agriculture in Asia and New Zealand with (3) the New Zealand Dairy Sector. There are large rural areas and dairy farmers eager to work with Mark Richards, the President of Astika, to potentially acquire and grow their operating dairy farms. The food service sector is intended to benefit the future of Astika's shareholders along with the Asian, New Zealand and World Markets.

Results of Operations for the Year Ended December 31, 2016 Compared to the Year Ended December 31, 2015

Revenues . The Company did not have any revenue for the years ended December 31, 2016 and 2015. The lack of revenue was due to a change in the business plans of the Company.

Selling, General and Administrative Expenses . Selling, general and administrative expenses for the year ended December 31, 2016 were $18,381 as compared to $84,149 for the year ended December 31, 2015. General and administrative expenses decreased due to the Company having had nominal operations and only incurred expenses relating to being a public reporting company, including professional service fees for preparing our SEC reports, and transfer agent fees.

Liquidity and Capital Resources

We measure our liquidity in a number of ways, including the following:

	As of December 31, 2016		As of December 31, 2015	
Cash	$	-	$	-
Prepaid Expenses		-		2,051
Due from related party		45,264		21,319
Working Capital (Deficit)		(164,632)		(141,098)
Total Current liabilities	$	164,632	$	143,149

Impact of Inflation

We believe that the rate of inflation has had negligible effect on our operations. We believe we can absorb most, if not all, increased non-controlled operating costs by increasing sales prices, whenever deemed necessary and by operating our Company in the most efficient manner possible.

Net Cash Used in Operating Activities

We experienced no cash flow from operating activities for the year ended December 31, 2016 due to cash used to fund a net loss of $23,534, adjusted for non-cash expenses related to loss on derivative, and decrease in prepaid expense, as well as the increase in accounts payable for legal and accounting services to being a public reporting company. We experienced no cash flow from operating activities for the year ended December 31, 2015 due to cash used to fund a net loss of $114,475, adjusted for non-cash expenses related to amortization of debt discount, gain on derivative, increase in prepaid expenses, and decrease in related party advances, as well as the increase in accounts payable for legal and accounting services to being a public reporting company.

Net Cash Used in Investing Activities

We experienced no cash flow from investing activities for year ended December 31, 2016 and 2015.

Net Cash Provided by Financing Activities

We experienced no cash flow from financing activities for year ended December 31, 2016 and 2015.

Availability of Additional Funds

Based on our working capital deficit as of December 31, 2016, we will need additional equity and/or debt financing to continue our operations during the next 12 months. See "Description of Business".

Critical Accounting Policies and Estimates

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates. Our significant estimates and assumptions include the fair value of our stock, and the valuation allowance relating to the Company's deferred tax assets.

We qualify as an "emerging growth company", as defined in the Jumpstart Our Business Startups Act, which became law in April, 2012. Under the JOBS Act, "emerging growth companies", can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

Recently Issued Accounting Pronouncements

Reference is made to the "Organization and Significant Accounting Pronouncements" in Note 3 to our financial statements included elsewhere in this report for information related to new accounting pronouncements.

Off Balance Sheet Arrangements

As of December 31, 2016, we had no off balance sheet arrangements.

Material Commitments

There were no material commitments for the year ended December 31, 2016.

Purchase of Furniture and Equipment

There were no purchases of computers and any other equipment for the year ended December 31, 2016.

Off-Balance Sheet Arrangements

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

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Cash and Cash Equivalents

We consider all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. At December 31, 2016, we have no cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Share Based Payments

We recognize compensation cost for stock-based awards to employees in accordance with ASC Topic 718, over the requisite service period for each separately vesting tranche, as if multiple awards were granted. Compensation cost is based on grant-date fair value using quoted market prices for our common stock. We recognize compensation cost for stock-based awards to nonemployees in accordance with ASC Topic 505.

Earnings (Loss) Per Share

The Company computes earnings per share in accordance with ASC 260, "Earnings Per Share". Under the provisions of ASC 260, basic earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. There were no potentially dilutive common shares outstanding during the period.

Income Taxes

The Company accounts for income taxes as outlined in ASC 740, "Income Taxes". Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Fair Value of Financial Instruments

ASC 820, "Fair Value Measurements" (ASC 820) and ASC 825, "Financial Instruments" (ASC 825), requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.
Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying values of cash, accounts payable, and accrued liabilities approximate fair value. Pursuant to ASC 820 and 825, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

Recent Accounting Pronouncements

Reference is made to the "Organization and Significant Accounting Pronouncements" in Note 3 to our financial statements included elsewhere in this report for information related to new accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

We are not subject to risks related to foreign currency exchange rate fluctuations. Our functional currency is the United States dollar. We do not transact our business in other currencies. As a result, we are not subject to exposure from movements in foreign currency exchange rates. We do not use derivative financial instruments for speculative trading purposes.

Item 8. Financial Statements and Supplementary Data.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Astika Holdings, Inc.

We have audited the accompanying balance sheets of Astika Holdings, Inc. (the "Company") as of December 31, 2016 and 2015, and the related statements of operations, changes in shareholders' deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Astika Holdings, Inc. as of December 31, 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 accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations, has a net capital deficiency and has not yet established an ongoing source of revenue, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MaloneBailey, LLP

www.malonebailey.com
Houston, Texas
July 28, 2017

ASTIKA HOLDINGS, INC.
BALANCE SHEETS

	December 31,			
	2016		2015	
ASSETS				
Current Assets				
Prepaid expenses	$	-	$	2,051
Total Current Assets		-		2,051
TOTAL ASSETS	$	-	$	2,051
LIABILITIES AND SHAREHOLDERS' DEFICIT				
Current Liabilities				
Accounts payable and accrued expenses	$	63,750	$	71,365
Loan payable and accrued interest		3,450		3,385
Due to related party		45,264		21,319
Convertible note and accrued interest		28,821		26,855
Derivative liability		23,347		20,225
Total Current Liabilities	$	164,632	$	143,149
Shareholders' Deficit				
Preferred Stock: 10,000,000 shares authorized; par value $0.001; none issued and outstanding		-		-
Common Stock: 140,000,000 shares authorized; par value $0.001; 11,626,857 shares issued and outstanding at December 31, 2016 and 11,626,857 at December 31, 2015		11,627		11,627
Additional paid-in capital		126,916		126,916
Accumulated deficit		(303,175)		(279,641)
Total Shareholders' Deficit		(164,632)		(141,098)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$	-	$	2,051

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

ASTIKA HOLDINGS, INC.
STATEMENTS OF OPERATIONS

	Year Ended December 31, 2016	Year Ended December 31, 2015
OPERATING EXPENSES		
Selling, general & administrative	$ 18,381	$ 84,149
Total Operating Expenses	18,381	84,149
OPERATING LOSS	(18,381)	(84,149)
OTHER INCOME (EXPENSE)		
Interest expense, net	(2,031)	(34,529)
Gain (loss) on change in fair value of derivative	(3,122)	4,203
Total Other Income (Expense)	(5,153)	(30,326)
NET LOSS	$ (23,534)	$ (114,475)
BASIC AND DILUTED NET INCOME (LOSS) PER COMMON SHARE	$ (0.00)	$ (0.01)
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	11,626,857	11,121,378

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

ASTIKA HOLDINGS, INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	Preferred Stock		Common Stock				
	Shares	Amount	Shares	Amount	Additional Paid-In Capital	Accumulated (Deficit)	Total Shareholders' Equity (Deficit)
Balance at December 31, 2014	-	$ -	11,077,750	$ 11,078	$ 112,782	$ (165,166)	$ (41,306)
Shares issued for debt conversion	-	-	549,107	549	7,062	-	7,611
Resolution of derivative liabilities	-	-	-	-	7,072	-	7,072
Net loss	-	-	-	-	-	(114,475)	(114,475)
Balance at December 31, 2015	-	$ -	11,626,857	$ 11,627	$ 126,916	$ (279,641)	$ (141,098)
Net loss	-	-	-	-	-	(23,534)	(23,534)
Balance at December 31, 2016	-	$ -	11,626,857	$ 11,627	$ 126,916	$ (303,175)	$ (164,632)

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

ASTIKA HOLDINGS, INC.
STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (23,534)	$ (114,475)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount	-	31,500
(Gain) loss on derivative	3,122	(4,203)
Changes in Operating assets & liabilities		
(Increase) decrease in prepaid expenses	2,051	(2,051)
Decrease in related party advance	-	10,031
Increase in accounts payable and accrued expenses	18,361	79,198
Net Cash Used by Operating Activities	-	-
NET INCREASE IN CASH	-	-
CASH AT BEGINNING OF PERIOD	-	-
CASH AT END OF PERIOD	$ -	$ -
CASH PAID FOR:		
Interest	$ -	$ -
Income taxes	-	-
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Resolution of derivative liabilities	$ -	$ 7,072
Common stock issued for convertible debt	-	7,611
Discount on convertible debt	-	31,500
Loan payable for expenses paid directly by unrelated party	-	2,100
Expense paid by related party on behalf of the company	23,945	21,319

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

NOTE 1 - DESCRIPTION OF BUSINESS

Astika Holdings, Inc. (the "Company", "we", "us", "our"), Astika Holdings, Inc., a Florida corporation, is refocusing and preparing to relaunch the Company through a variety of strategic acquisitions in the textile, service, and industrial sectors to complement and capture the next wave of growth companies from Asia and New Zealand. Astika is focused on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure jurisdictions. Rapid economic growth and increased foreign investment sector companies poised for accelerated growth with national modernization are the planned centerpieces for Astika Holdings in Asia.

On September 26, 2014 the company dissolved its subsidiary Astika Music Entertainment, Inc. The dissolution was in response to the change in the nature of business operations.

NOTE 2- GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has an accumulated deficit and a working capital deficit at December 31, 2016. The Company has not yet established an ongoing source of revenue sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plans focus is on a variety of strategic acquisitions in service, agriculture and industrial companies to compliment and grow Astika Holdings, Inc.'s business. The Company is positioning to capture the next wave of growth companies from Asia. As the centerpieces for Astika Holdings in Asia, the focus is on rapid economic growth and increased foreign investment sector companies which management believes is poised for accelerated economic growth with national modernization. Astika's planned focus is also on adding value through successful project development, efficient operations, and opportunistic acquisitions while maintaining a low risk profile through project diversification, astute financial management and operating in secure jurisdictions. Management's plan to obtain such resources for the Company include (i) obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses; (ii) obtaining funding from outside sources through the sale of its debt and/or equity securities; and (iii) completing a merger with or acquisition of an existing operating company. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared by the Company. The Company's financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP").

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. At December 31, 2016 and 2015, the Company has no cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Property

The Company does not own or rent property. The office space is provided by an officer at no charge to the Company.

Related Party Transactions

The Company follows, Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 850-10-50 disclosure requirements for related party relationships and transactions.

Impairment of Long-Lived Assets and Other Acquired Intangible Assets

We evaluate the recoverability of property and equipment and amortizable intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future non-discounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value.

In addition to the recoverability assessment, we routinely review the remaining estimated useful lives of property and equipment and amortizable intangible assets. If we reduce the estimated useful life assumption for any asset, the remaining unamortized balance would be amortized or depreciated over the revised estimated useful life.

Advertising Costs

Advertising costs are expensed as incurred.

Earnings (Loss) Per Share

The Company computes earnings per share in accordance with ASC 260, "Earnings Per Share" (ASC 260). Under the provisions of ASC 260, basic earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. The Company had net losses as of December 31, 2016 and 2015, as such, the diluted earnings per share excludes all dilutive potential shares because their effect is anti-dilutive.

Consolidation

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires the Company to make assumptions, estimates and judgments that affect the amounts reported in these financial statements, including the notes thereto, and related disclosures of commitments and contingencies, if any.

On September 26, 2014 the company dissolved its subsidiary Astika Music Entertainment, Inc. The dissolution was in response to the change in the nature of business operations.

Stock-Based Compensation

We recognize compensation cost for stock-based awards to employees in accordance with ASC Topic 718, over the requisite service period for each separately vesting tranche, as if multiple awards were granted. Compensation cost is based on grant-date fair value using quoted market prices for our common stock. We recognize compensation cost for stock-based awards to nonemployees in accordance with ASC Topic 505.

Income Taxes

The Company accounts for income taxes as outlined in ASC 740, “Income Taxes”. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Accounting for Derivative Instruments

The Company accounts for derivative instruments in accordance with ASC Topic 815, “Derivatives and Hedging” (ASC 815) and all derivative instruments are reflected as either assets or liabilities at fair value in the balance sheet.

The Company uses estimates of fair value to value its derivative instruments. Fair value is defined as the price to sell an asset or transfer a liability in an orderly transaction between willing and able market participants. In general, the Company's policy in estimating fair values is to first look at observable market prices for identical assets and liabilities in active markets, where available. When these are not available, other inputs are used to model fair value such as prices of similar instruments, yield curves, volatilities, prepayment speeds, default rates and credit spreads (including for the Company's liabilities), relying first on observable data from active markets. Additional adjustments may be made for factors including liquidity, credit, bid/offer spreads, etc., depending on current market conditions. Transaction costs are not included in the determination of fair value. When possible, the Company seeks to validate the model's output to market transactions. Depending on the availability of observable inputs and prices, different valuation models could produce materially different fair value estimates. The values presented may not represent future fair values and may not be realizable. The Company categorizes its fair value estimates in accordance with ASC 820 based on the hierarchical framework associated with the three levels of price transparency utilized in measuring financial instruments at fair value as discussed above. Changes in fair value are recognized in the period incurred as either gains or losses.

Fair Value of Financial Instruments

ASC 820, "Fair Value Measurements" (ASC 820) and ASC 825, "Financial Instruments" (ASC 825) , requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying values of cash, accounts payable, and accrued liabilities approximate fair value. Pursuant to ASC 820 and 825, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The following table sets forth by level within the fair value hierarchy the Company's financial assets and liabilities that are measured at fair value on a recurring basis:

December 31, 2016:	**Level 1**	**Level 2**	**Level 3**	**Total**
Liabilities:				
Derivative financial instruments	$ --	$ --	$ 23,347	$ 23,347
December 31, 2015:				
Liabilities:				
Derivative financial instruments	$ --	$ --	$ 20,225	$ 20,225

NOTE 4 - EQUITY TRANSACTIONS

The Company has authorized 10,000,000 shares of Preferred Stock and 140,000,000 shares of Common Stock at par value of $0.001. At both December 31, 2016 and December 31, 2015, the Company had 11,626,857 shares of common stock issued and outstanding. No preferred shares have been issued.

On December 3, 2015, the Company issued 549,107 common shares in the conversion of $7,611 ($7,000 principal and $611 interest) in debt to LG Capital Funding. LLC at $0.014 per share, as calculated per the loan agreement. (See Note 6 - Convertible Note Payable and Note 7 - Derivative Liability)

On March 10, 2016, the Company filed an Amendment to the Articles of Incorporation breaking out the Preferred Stock into Series A, B, C, D, E, F, G, H, I, J, K, and L, with the series designation of each issuance of preferred stock set forth by the Board of Directors at the time of issuance.

NOTE 5 - LOAN TRANSACTIONS

The Company purchased a recorded music compilation from EuGene Gant for a purchase price of $5,000 pursuant to a Bill of Sale and Assignment dated June 15, 2012, an Exclusive Songwriter Agreement dated June 15, 2012, and a Promissory Note that the Company concurrently executed and delivered to him on the same date with a June 15, 2013 maturity date. The Company made payments to Mr. Gant in the amount of $4,000 as of June 15, 2013, and the remaining $1,000 principal amount under Promissory Note bears interest at five percent (5%) per annum. There is one remaining principal installment payment in the amount of $1,162 due on the unsecured note. Accrued and unpaid interest on the Promissory Note is also due in the amount of $188 at December 31, 2016. As of December 31, 2016 and December 31, 2015, total outstanding short-term debt is $1,350 and $1,285, respectively. The note matured on June 15, 2013 and the loan is currently in default.

The songwriter agreement expired on June 15, 2014 and the Company did not renew. On September 26, 2014 the company dissolved its subsidiary, Astika Music Entertainment, Inc., in response to the change in the nature of business operations.

On October 22, 2015, Artfield Investment paid $2,100 in expenses on behalf of the Company. This loan is unsecured, due on demand, and carries no interest. At December 31, 2016 and December 31, 2015, the total amount owed was $2,100 and $2,100, respectively.

NOTE 6 - CONVERTIBLE NOTE PAYABLE

During October 2014, the Company issued an 8.0% convertible debenture for $31,500 in cash. The convertible debenture accrues interest at 8.0% per annum, is unsecured, due in one year from the date of issuance and is convertible into shares of the Company's common stock after 180 days at the option of the holder at a rate equal to 55% of the lowest trading price of the Company's common stock out of the last 20 trading trades including the date of conversion.

During December 2015, the holder of the convertible debenture elected to convert $7,000 in principal into 549,107 shares of the Company's common stock, or a conversion price of $0.014 per share.

The balance of the convertible debenture at December 31, 2016 and 2015 was $24,500 and $24,500, respectively. The amount of accrued interest due at December 31, 2016 is $4,321 with $2,355 at December 31, 2015. Per the convertible agreement, upon an event of default, interest shall accrue at a default rate of 24% per annum or, if that rate is exorbitant or not permitted by current law, then at the highest rate of interest permitted by law. As of December 31, 2016, the loan was in default.

As a result of the variable conversion rate, the conversion option embedded in this instrument is classified as a liability in accordance with ASC 815 as of the date the note became convertible in 2015 and the Company recognized a debt discount of $31,500. During the year ended December 31, 2015, the Company recognized $31,500 of interest expense from the amortization of the debt discount.

NOTE 7 - DERIVATIVE LIABILITY

The Company analyzed the conversion option embedded in the convertible debenture for derivative accounting consideration under ASC 815 and determined that the embedded instrument should be classified as a liability and recorded at fair value due to the variable conversion prices. The fair value of the conversion options was determined to be $52,267 as of the issuance date using a Black-Scholes option-pricing model. Upon the date of issuance of the convertible debenture, $31,500 was recorded as debt discount and $20,767 was recorded as day one loss on derivative liability.

During December 2015, the holder of the convertible debenture elected to convert $7,000 in principal of the convertible debenture into 549,107 shares of the Company's common stock. As a result, $7,072 of derivative liability was extinguished through a charge to paid-in capital.

During the year ended December 31, 2016, $3,122 was recorded as a loss on mark-to-market of the conversion options. During the year ended December 31, 2015, $4,203 was recorded as a gain on mark-to-market of the conversion options.

The following table summarizes the derivative liability included in the balance sheet at December 31, 2016 and 2015:

Balance, December 31, 2014	$	--
Day one loss		20,767
Debt discount		31,500
Reclassification of derivative liability to paid-in capital		(7,072)
Gain on change in fair value		(24,970)
Balance, December 31, 2015		20,225
Loss on change in fair value		3,122
Balance, December 31, 2016	$	23,347

The following table summarizes the loss on derivative liability included in the income statement for the years ended period ended December 31, 2016 and 2015:

	December 31,			
	2016		2015	
Day one loss	$	--	$	(20,767)
(Loss) gain on change in fair value		(3,122)		24,970
(Loss) gain on derivative liability	$	(3,122)	$	4,203

The Company estimated the fair value of the derivative liabilities using the Black-Scholes option pricing model and the following key assumptions during the years ended December 31:

	2016	2015
Expected dividends	--	--
Expected term (years)	0.12	0.12 - 0.51%
Volatility	52% - 292%	8% - 290%
Risk-free rate	0.25% - 0.74%	0.01% - 0.17%

NOTE 8 - RELATED PARTY TRANSACTION

The Company has entered into transactions with the related party, IQ Acquisition (NY), Ltd, owned by Mr. Richards, the CEO of the Company. IQ Acquisition (NY), Ltd, the major shareholder of the Company, has paid expenses on behalf of the Company in the amount of $23,945 and $21,319 during the years ended December 31, 2016 and 2015, respectively. The balance due to related party as of December 31, 2016 and 2015 was $45,264 and $21,319, respectively. The advances are unsecured, payable on demand and carry no interest.

The Company does not own or rent property. The office space is provided by an officer at no charge.

NOTE 9 - MATERIAL CONTRACTS

On June 15, 2012, the Company entered into a songwriter agreement with Eugene Gant, a songwriter, which provides for Mr. Gant’s employment as a staff writer on an exclusive basis to write musical compositions as works for hire for a period of two years from the date of the agreement. This agreement expired on June 15, 2014. The exclusive songwriter agreement with Eugene B. Settler dated June 16, 2012, provides for Mr. Settler’s employment as a staff writer on an exclusive basis to write musical compositions as works for hire for a period of five years from the date of the agreement. This agreement expires on June 16, 2017. During Mr. Gant’s and Mr. Settler’s tenure as songwriters for the Company, the copyrights on their entire work product will belong to the Company, in exchange for our assistance in exploiting and marketing these compositions and the payment of a writer’s fee to them ranging from 10% to 50% of the net amounts that we collect on these musical compositions. The Company is entitled to the royalties for a period 50 years from the date of the creation of any work for hire pursuant to such agreements. After the expiration of such 50-year period, the copyright on a musical composition reverts to the songwriter or his heirs or assigns.

The songwriter agreement expired on June 15, 2014 and the Company did not renew. On September 26, 2014 the company dissolved its subsidiary, Astika Music Entertainment, Inc., in response to the change in the nature of business operations.

On June 4, 2015, Artfield Investment RD, Inc. was contracted to provide restructuring consulting services to the Company for $45,000. Consultation fee shall be payable $22,500 in cash at the time of signing (June 4, 2015), and the remaining fee of $22,500 to be paid through unrestricted shares. The entire $45,000 was due upon signing the agreement, and was recorded as a liability. The shares have not been issued as of the reporting date.

NOTE 10 - INCOME TAXES

The Company provides for income taxes under ASC 740, “Income Taxes”. ASC 740 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The provision for income taxes differs from the amounts which would be provided by applying the statutory federal income tax rate of 34% to the net loss before provision for income taxes for the following reasons:

	For the year ended December 31, 2016		For the year ended December 31, 2015	
Income tax expense (asset) at statutory rate	$	(103,080)	$	(96,507)
Valuation allowance		103,080		96,507
Income tax expense per books	$	--	$	--

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for the year ended December 31, 2016 was ($303,175), and ($279,641) for the year ended December 31, 2015, and for federal income tax reporting purposes is subject to annual limitations. The Company's tax returns for the 3 years prior are subject to IRS inspection. The net operating loss will expire in 2036. Should a change in our ownership occur the net operating loss carry forwards may be limited as to their use in future years.

NOTE 11 - SUBSEQUENT EVENTS

As per Note 8, the Company has entered into transactions with the related party, IQ Acquisition (NY), Ltd, owned by Mr. Richards, the CEO of the Company. IQ Acquisition (NY), Ltd, the major shareholder of the Company, has paid additional expenses on behalf of the Company in the amount of $54,000 between January 1, 2017 and July 28, 2017. The total due to the related party as of July 28, 2017 is $99,264. The advances are unsecured, payable on demand, and carry no interest.

During March 2017, the holder of the convertible debenture elected to convert $2,000 in principal and $834 in interest into 572,476 shares of the Company's common stock, at a conversion price of $0.00495 per share. The shares were issued on April 10, 2017.

During June 2017, the holder of the convertible debenture elected to convert $700 in principal and $328 in interest into 603,038 shares of the Company's common stock, at a conversion price of $0.001705 per share. The conversion date was June 8, 2017.

During June 2017, the holder of the convertible debenture elected to convert an additional $700 in principal and $349 in interest into 638,926 shares of the Company's common stock, at a conversion price of $0.001705 per share. The conversion date was June 13, 2017.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. Based on this evaluation, our CEO and CFO concluded that our disclosure controls were not effective as of the end of the period covered by this report.

MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company’s principal executive and financial officer and effected by the Company’s board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance 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 Company are being made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company ’ s assets that could have a material effect on the financial statements.

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

The Company’s management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2016. In making this assessment, the Company’s management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission 1992 (“COSO”) in Internal Control-Integrated Framework. The COSO framework is based upon five integrated components of control: control environment, risk assessment, control activities, information and communications and ongoing monitoring.

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer has concluded that the Company's internal control over financial reporting as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were not effective as of December 31, 2016 (the "Evaluation Date"), to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Each of the following is deemed a material weakness in our internal control over financial reporting:

- Limited or no segregation of duties and lack of multiple levels of supervision and review.
- No independent directors.
- Ineffective controls over financial reporting.
- Lack of controls over authorization related party transactions.

Management believes that the material weaknesses set forth in the four items above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

Management's Remediation Initiatives

In an effort to remediate the identified material weaknesses and other deficiencies and enhance our internal controls, we plan to initiate the following series of measures once we have the financial resources to do so:

- We will create a position to segregate duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function when funds are available to us. And, we plan to appoint one or more outside directors to an audit committee resulting in a fully functioning audit committee, which will undertake the oversight in the establishment and monitoring of required internal controls and procedures, such as reviewing and approving estimates and assumptions made by management when funds are available to us.
- Management believes that the appointment of outside directors to a fully functioning audit committee, would remedy the lack of a functioning audit committee.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this report, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This Annual Report does not include an attestation report of the Company's registered independent public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this Annual Report.

Item 9B. Other Information.

On December 2, 2013, Astika Holdings, Inc. (the “Company”, “us” or “we”), certain stockholders of the Company (the “Stockholders”) and IQ Acquisition (NY) Ltd., a New Zealand corporation, entered into and consummated transactions pursuant to a Stock Purchase Agreement (the “Stock Purchase Agreement,” such transaction referred to as the “Stock Purchase Transaction”), whereby the Stockholders assigned and transferred to IQ an aggregate of 8,160,000 shares of the Company’s common stock, par value $.001 (the “Common Stock”) for a total purchase price of USD $350,000.00. As a result, after giving effect to the foregoing, there were a total of 11,077,750 shares of Common Stock issued and outstanding, of which approximately 74% are held by IQ Acquisition (NY) Ltd. on a fully-diluted basis. As a result of the Stock Purchase Transaction, IQ Acquisition (NY) Ltd. became the majority stockholder of the Company.

The Stock Purchase Agreement contains representations and warranties by us, the Stockholders and IQ Acquisition (NY) Ltd. which are customary for transactions of this type such as, with respect to the Company: organization; good standing and qualification to do business; capitalization; authorization and enforceability of the transaction and transaction documents; title to Astika Holdings, Inc. common stock being assigned and transferred to IQ Acquisition (NY) Ltd.; and compliance with laws, and with respect to IQ Acquisition (NY) Ltd.: organization; good standing and qualification to do business; capitalization; authorization and enforceability of the transaction and transaction documents; compliance with laws; and investment representations.

The foregoing description of the terms of the Stock Purchase Agreement is qualified in its entirety by reference to the provisions of the Stock Purchase Agreement which is included as Exhibit 10.1 of this Current Report and is incorporated by reference herein. Disclosures required by Item 1.01 of Form 8-K Filed December 5, 2013.

CHANGES IN CONTROL OF REGISTRANT

Reference is made to the disclosure set forth under Item 1.01 of this Current Report, which disclosure is incorporated herein by reference.

As a result of the closing of the Stock Purchase Transaction with IQ Acquisition (NY) Ltd., IQ Acquisition (NY) Ltd. now owns approximately 74% of the total outstanding shares of our Common Stock on a fully-diluted basis after giving effect to the Stock Purchase Transaction. Disclosures required by Item 5.01 of Form 8-K filed December 2, 2013.

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

In connection with the closing of the Stock Purchase Agreement on December 2, 2013, Stephen J. Ratelle, our director, and Jack M. Alvo, our director and secretary, resigned from their positions as directors and/or officers of the Company. Their resignations as directors and/or officers of the Company were effective immediately upon the closing of the Stock Purchase Transaction.

Disclosures required by Item 5.02 of Form 8-K filed December 2, 2013.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Our directors and executive officers and their respective ages as of July 28, 2017, are as follows:

Name	Age	Principal Positions With Us
Mark W. Richards	54	President, Treasurer and Director
Ralph Willmott	60	Secretary and Director

The following describes the business experience of each of our directors and executive officers, including other directorships held in public reporting companies, if any:

Set forth below is the biographical information about the director and executive officers:

Mark W. Richards - President, Treasurer and Director

Mark W. Richards is a Registered Chartered Accountant in Public Practice and has practiced in such capacity since July 31, 1991. His history of chartered accountancy begins at Cox Arcus & Co., July 1991 to July 2001, Symmetry Accounting Limited, July 2001 to March 2009, Cleaver Richards Limited, March 2009 to February 2011, Causeway Accounting Limited, March 2011 onward. In January 2008, Mr Richards began acting for JDC Group of Nantong. On March 1, 2011, Mr. Richards formed IQ Acquisition (NY) Ltd., a consulting firm based practice in Auckland, New Zealand, to attend to the strategic management of clients and their businesses and assisting clients from overseas business ventures with the management of both the businesses and taxation structures to meet the requirements within New Zealand, the United States of America, Australia, Hong Kong, China, Thailand, Brunei, and the United Kingdom. Mr. Richards is a director for over 40 privately held companies and provides management and consulting services to assist with the growth and financial requirements of those companies. In January 2008, Mr. Richards began acting for JDC Group of Nantong an entity responsible for the exportation of commodities for sale in China. Since November 2006, Mr. Richards has acted as a consultant for Chemsafe Group to assist in the development and strategic roll- out of SCR based products in New Zealand, Australia and Asia. Mr. Richards is also the director for Tribeca Homes, a property development advisory business in New Zealand. During February 2010, he assisted in development of GSBI Thailand marketing of Own Brand Products in Supermarkets, a strategic brand marketing company in Thailand, to provide advice on brands to large corporations in Thailand. Mr. Richards has also acted as a consultant assisting companies in oil recovery, transportation, vehicle sales, product design and marketing, and fashion industries. We believe that Mr. Richard’s qualifications and his extensive business experience provide a unique perspective for our board.

Ralph Willmott - Secretary and Director

Mr. Willmott originally of Great Britain, brings with him a wide range of knowledge having experience with some major corporates earlier in his career, including Raab Karcher, the German manufacturer of construction products, Europe’s leading holiday complexes, Center Parcs and the Italian engineering manufacture Cefla.

An experienced businessman, that over the past fifteen years has gained considerable knowledge of doing business in Asia and has been involved with numerous companies in China covering imports into China and exports from China, sectors of activity includes construction products such as plasterboard/masonry/steel, reinforcing/steel, framing/cladding, joinery products, such as hardware and timber, textiles and clothing, including bedding and ladies fashion, foodstuffs, such as wet/frozen/live fish for Chinese markets and restaurants and industrial chemicals, both new and surplus. Having spent considerable periods of time in China, it is considered that the experience and contacts that Mr. Willmott brings with him is of great value to this business expansion.

Term of Office

All of our directors hold office until the next annual meeting of the shareholders or until their successors are elected and qualified. Our officers are appointed by our board of directors and hold office until their earlier death, retirement, resignation or removal.

Family Relationships

There are no family relationships among any of the Company's directors and officers.

Board Composition and Committees

The Company's Board of Directors is currently composed of two members, Mark W. Richards and Ralph Willmott.

We do not have a standing nominating, compensation or audit committee. Rather, our full board of directors performs the functions of these committees. Also, we do not have a "audit committee financial expert" on our board of directors as that term is defined by Item 407(d)(5)(ii) of Regulation S-K. We do not believe it is necessary for our board of directors to appoint such committees because the volume of matters that come before our board of directors for consideration permits the directors to give sufficient time and attention to such matters to be involved in all decision making.

Involvement in Certain Legal Proceedings

None of our directors, executive officers or control persons has been involved in any of the events prescribed by Item 401(f) of Regulation S-K during the past ten years, including:

1. any petition under the Federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he or she was a general partner at or within two years before the time of such filing, or any corporation or business association of which he or she was an executive officer at or within two years before the time of such filing;

2. any conviction in a criminal proceeding or being named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from, or otherwise limiting, the following activities:

i. acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

ii. engaging in any type of business practice; or

iii. engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business regulated by the Commodity Futures Trading Commission, securities, investment, insurance or banking activities, or to be associated with persons engaged in any such activity;

5. being found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. being subject to, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i. any Federal or State securities or commodities law or regulation; or

ii. any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

iii. any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. being subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Compliance with Section 16(a) of the Act

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than ten percent (10%) of our shares of common stock, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than ten percent (10%) stockholders are required by regulations promulgated by the SEC to furnish us with copies of all Section 16(a) forms that they file. With reference to transactions during the fiscal year ended December 31, 2014, to our knowledge, all Section 16(a) forms required to be filed with the SEC were filed.

Item 11. Executive Compensation.

Compensation Discussion and Analysis

Philosophy and objectives

Since our inception, all compensation decisions have been made by our Board of Directors. The primary objective of our compensation policies and programs with respect to executive compensation is to serve our shareholders by attracting, retaining and motivating talented and qualified individuals to manage and lead our business. We will focus on providing a competitive compensation package that provides significant short and long-term incentives for the achievement of measurable corporate and individual performance objectives.

Elements of executive compensation

Base salary . We will seek to provide our senior management with a level of base salary in the form of cash compensation appropriate to their roles and responsibilities. Base salaries for our executives will be established based on the executive's qualifications, experience, scope of responsibilities, future potential and past performance and cash available to pay executive compensation. Base salaries will be reviewed annually and adjusted from time to time to realign salaries with market levels after taking into account an individual's responsibilities, performance and experience. We will consider four factors in determining the base salaries of our named executive officers. These four factors are, in order of significance, (1) creating an incentive to achieve corporate goals, (2) individual performance, (3) cash available to pay compensation and (4) the total compensation each executive officer previously received while employed with us, if any. We have not paid any executive compensation in the form of base salary to our management during the year ended December 31, 2016 or the period January 13, 2011, our inception, through December 31, 2016.

Incentive cash bonuses . Our practice will be to seek to award incentive cash bonuses to our executive officers based upon their individual performance, as well as our overall business and strategic objectives. In determining the amount of cash bonuses paid to our named executive officers, we will consider the same four factors as in determining their base salaries. We expect that our Board of Directors will adopt formal processes for incentive cash bonuses during the next 24 months and will utilize incentive cash bonuses to reward executives for achieving corporate financial and operational goals and for achieving individual performance objectives. To date, we have not paid any incentive cash bonuses to our management.

Long-term equity compensation . We believe that successful long-term performance is achieved through an ownership culture that encourages long-term performance by our executive officers through the use of stock and stock-based awards. We intend to establish equity incentive plans to provide our employees, including our executive officers, with incentives to help align those employees' interests with the interests of our shareholders.

We expect that our incentive plans will permit the grant of stock options, restricted shares and other stock awards to our executive officers, employees, consultants and non-employee board members. When we hire executive officers in the future, we expect to grant them stock-based awards that will generally vest over a five-year period. We believe that stock-based awards provide an incentive for these officers to continue their employment with us, provide our executive officers with an opportunity to obtain an ownership interest in our company and encourage them to focus on our long-term profitable growth. We believe that the use of long-term equity compensation will promote our overall executive compensation objectives and expect that equity incentives will be an important source of compensation for our executives. In determining amounts awarded to our executive officers under our incentive plans, we will consider the same four factors (and use the same method of measurement) as in determining base salary. The third factor (cash available) has an indirect effect when determining long-term equity compensation. Specifically, to the extent that this factor causes us not to pay base salary or cash bonuses, it points toward providing long-term equity compensation. We have not issued any long-term equity compensation to our management during the year ended December 31, 2016 or the period January 13, 2011, our inception, through December 31, 2016.

Other compensation . When we hire executive officers, our executive officers will be eligible to receive the same benefits, including non-cash group life and health benefits that are available to all employees. We may offer a 401(k) plan to our employees, including our executive officers. This plan will permit employees to make contributions up to a statutory maximum and will permit us to make matching or profit-sharing contributions. To date, we have not offered to our employees any benefit plans, including but not limited a 401(k) plan or made, or committed to make, any matching or profit-sharing contributions under a 401(k) plan.

Policies related to compensation

Guidelines for equity awards . We have not formalized a policy as to the amount or timing of equity grants to our executive officers. We expect, however, that our board of directors will approve and adopt guidelines for equity awards. Among other things, we expect that the guidelines will specify procedures for equity awards to be made under various circumstances, address the timing of equity awards in relation to the availability of information about us and provide procedures for grant information to be communicated to and tracked by our finance department. As of the date of this report, we have not established a finance department. We anticipate that the guidelines will require that any stock options or stock appreciation rights have an exercise or strike price not less than the fair market value of our common stock on the date of the grant.

Stock ownership guidelines . As of the date of this report, we have not established stock ownership guidelines for our executive officers or the Board of Directors.

Compliance with Sections 162(m) and 409A of the Internal Revenue Code

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation in excess of $1 million paid to certain executive officers, unless such compensation qualifies as performance-based compensation. Among other things, in order to be deemed performance-based compensation for Section 162(m) purposes, the compensation must be based on the achievement of pre-established, objective performance criteria and must be pursuant to a plan that has been approved by our shareholders. At least for the next several years, we expect the cash compensation paid to our executive officers to be below the threshold for non-deductibility provided in Section 162(m), and our equity incentive plans will afford our board of directors with the flexibility to make a variety of types of equity awards to our executive officers, the deductibility of which will not be limited under Section 162(m). However, our board of directors will fashion our future equity compensation awards. However, we do not now know whether any such awards will satisfy the requirements for deductibility under Section 162(m).

We also currently intend for our executive compensation program to satisfy the requirements of Internal Revenue Code Section 409A, which addresses the tax treatment of certain nonqualified deferred compensation benefits.

Executive Compensation

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by, or paid to the Company's officers for the year ended December 31, 2016 and during the year ended December 31, 2015 for services to the Company.

Name	Position	Year Ended & Period Ended	Salary Paid ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Mark W. Richards	CEO	2016	-	-	-	-	-	-	-
		2015							
Ralph Willmott	Sec.	2016	-	-	-	-	-	-	-
		2015	-	-	-	-	-	-	-

Compensation of Directors

The following table sets forth the information concerning cash and non-cash compensation awarded to, earned by, or paid to the Company's directors during the period from January 13, 2011 (inception) to December 31, 2015 and during the year ended December 31, 2016 for services to the Company.

Name	Year Ended & Period Ended	Fees Earned or Paid in Cash ($)	Stock Awards ($)(2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Mark W. Richards	2016	-	-	-	-	-	-	-
	2015							
Ralph Willmott	2016	-	-	-	-	-	-	-
	2015	-	-	-	-	-	-	-

Employment Agreements and Benefits

We currently have two employees. Mr. Richards and Mr. Willmott. There are no executive employment agreements with between the employees and the Company.

Potential Payments Upon Termination or Change in Control

As of the date of this report, there were no potential payments or benefits payable to our executive officers, upon their termination or in connection with a change in control.

Pension Benefits

No named executive officers received or held pension benefits during the period from January 13, 2011 (inception) to December 31, 2015 or the year ended December 31, 2016.

Nonqualified Deferred Compensation

No nonqualified deferred compensation was offered or issued to any named executive officer during the period from January 13, 2011 (inception) to December 31, 2015 or the year ended December 31, 2016.

Grants of Plan-Based Awards

During the period from January 13, 2011 (inception) to December 31, 2015 and the year ended December 31, 2016, we have not granted any plan-based awards to our executive officers.

Outstanding Equity Awards

No unexercised options or warrants were held by any of our named executive officers as of December 31, 2016 and December 31, 2015. No equity awards were made during the year ended December 31, 2016 and the year ended December 31, 2015.

Option Exercises and Stock Vested

During the period from January 13, 2011 (inception) to December 31, 2015 and the year ended December 31, 2016, our executive officers have neither been granted any options, nor did any unvested stock or options granted to executive officers vest. As of the date of this report, our executive officers do not have any stock options or unvested shares of stock of the Company.

Compensation Committee Interlocks and Insider Participation

During the period from January 13, 2011 (inception) to December 31, 2015 and the year ended December 31, 2016, we did not have a standing compensation committee. Our Board of Directors was responsible for the functions that would otherwise be handled by the compensation committee. All directors participated in deliberations concerning executive officer compensation, including directors who were also executive officers.

Employment Agreements

We have not entered into any employment agreements with our executive officers. Our decision to enter into an employment agreement, if any, will be made by our compensation committee.

Equity Incentive Plan

We expect to adopt an equity incentive plan. The purposes of the plan are to attract and retain qualified persons upon whom our sustained progress, growth and profitability depend, to motivate these persons to achieve long-term company goals and to more closely align these persons' interests with those of our other shareholders by providing them with a proprietary interest in our growth and performance. Our executive officers, employees, consultants and non-employee directors will be eligible to participate in the plan. We have not determined the amount of shares of our common stock to be reserved for issuance under the proposed equity incentive plan.

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

The following table sets forth certain information regarding beneficial ownership of our common stock as of July 28, 2017 for:

- each person or group known to us to beneficially own 5% or more of our common stock;
- each of our directors and director nominees;
- each of our named executive officers; and
- all of our executive officers and directors as a group.

Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Unless otherwise indicated below, each entity or person listed below maintains an address of Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand.

The number of shares beneficially owned by each shareholder is determined under rules promulgated by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting or investment power and any shares as to which the individual or entity has the right to acquire beneficial ownership within 60 days after July 28, 2017, through the exercise of any stock option, warrant or other right.

Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding
Eugene B. Settler (1)	800,000	6.88%
Jack M. Alvo (1)	60,000	*
Stephen J. Ratelle (1)	60,000	*
IQ Acquisition (NY) Ltd. (1)	8,160,000	70.19%
All directors and executive officers as a group (3 persons)	920,000	4.8%

* Less than 1 percent.

(1) Stock Purchase Agreement dated November 15, 2013, by an among Astika Holdings., IQ Acquisition (NY) Ltd., as purchaser, Sawgrass Resources, Inc., Eugene B. Settler, Jack M. Alvo and Stephen J. Ratelle, as sellers. Whereby the Stockholders assigned and transferred to IQ an aggregate of 8,160,000 shares of the Company's common stock, par value $.001 for a total purchase price of USD $350,000.00. As a result, after giving effect to the foregoing, there were a total of 11,077,750 shares of Common Stock issued and outstanding of which approximately 74% are held by IQ Acquisition (NY) Ltd., on a fully-diluted basis.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Transactions With Related Persons, Promoters And Certain Control Persons

The Company has entered into transactions with the related party, IQ Acquisition (NY), Ltd, owned by Mr. Richards, the CEO of the Company. IQ Acquisition (NY), Ltd, the major shareholder of the Company, paid expenses on behalf of the Company in the amount of $23,945 during the year ended December 31, 2016, and $21,319 during the year ended December 31, 2015. The balance due to related party as of December 31, 2016 and December 31, 2015 was $45,264 and $21,319, respectively. The advances are payable on demand and carry no interest.

The Company does not own or rent property. The office space is provided by an officer at no charge.

Director Independence

We do not have a standing nominating, compensation or audit committee. Rather, the board of directors performs the functions of these committees. We do not believe it is necessary for the board of directors to appoint such committees, because the volume of matters that come before the board of directors for consideration is not so substantial that our directors are usually allowed sufficient time and attention to such matters. The Company believes that Mark w. Richards is “independent” as such term is defined by the rules of OTC Markets.

Annual Report on Form 10-K

Copies of our Annual Report on Form 10-K, without exhibits, can be obtained without charge from us at Astika Holdings, Inc., Level 1, 725 Rosebank Road, Avondale, Auckland, 1348, New Zealand, or by telephone at (64) 9 929 0502.

Item 14. Principal Accountant Fees and Services.

The following table sets forth fees billed to us for principal accountant fees and services for year ended December 31, 2016 and the year ended December 31, 2015.

	Year Ended December 31, 2016	Year Ended December 31, 2015
Audit Fees	$ 14,000	$ 13,500
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total Audit and Audit-Related Fees	$ 14,000	$ 13,500

Item 15. Exhibits.

(a) Exhibits

The following exhibits are filed with this Report on Form 10-K:

Exhibit No.	Description
3.1	Articles of Incorporation, as currently in effect*
3.2	Bylaws, as currently in effect*
31.1	302 Certification - Mark W. Richards
32.1	906 Certification - Mark W. Richards

* Included as an Exhibit to our Registration Statement on Form S-1 filed on June 14, 2012

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 28th day of July 2017.

ASTIKA HOLDINGS, INC.

By: ***/s/ Mark W. Richards***
Mark W. Richards
CEO, President and Treasurer

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

Signature	Title	Date
/s/ Mark W. Richards Mark W. Richards	President, Chief Executive Officer, (Principal Executive Officer), Treasurer (Principal Financial and Accounting Officer), Chairman	July 28, 2017
/s/ Ralph Willmott Ralph Willmott	Secretary and Director	July 28, 2017

Astika Holdings, Inc.

Index to Exhibits

Exhibits	Description
Exhibit 31.1	302 Certification - Mark W. Richards
Exhibit 32.1	906 Certification - Mark W. Richards

CERTIFICATION

Exhibit 31.1

I, Mark W. Richards, certify that:

1. I have reviewed this Annual Report on Form 10-K of Astika Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in the report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 28, 2017

/s/ Mark W. Richards
Mark W. Richards
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.1

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

The undersigned hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to their knowledge, the Annual Report on Form 10-K for the period ended December 31, 016 of Astika Holdings, Inc. (the "Company") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

Very truly yours,

/s/ Mark W. Richards
Mark W. Richards
Chief Executive Officer

/s/ Mark W. Richards
Mark W. Richards
Chief Financial Officer

Dated: July 28, 2017

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Astika Holdings, Inc. and will be furnished to the Securities and Exchange Commission or its staff upon request.