

GOOD GAMING, INC.

FORM 10-Q (Quarterly Report)

Filed 11/21/16 for the Period Ending 09/30/16

Address 2130 NORTH LINCOLN PARK WEST 8N
CHICAGO, IL 60614
Telephone (773) 698-6047
CIK 0001454742
Symbol GMER
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services
Industry Renewable Energy Equipment & Services
Sector Energy
Fiscal Year 12/31

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

Form 10-Q

**[X] QUARTERLY REPORT UNDER TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period
ended September 30, 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:
000-53949

Good Gaming, Inc.

(Exact name of registrant as
specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

26-3988293

(IRS Employer
Identification Number)

**2130 N. Lincoln Park
West, Suite 8N
Chicago, Illinois**

(Address of principal
executive offices and Zip
Code)

60614

(Zip Code)

(773) 698-6047

(Registrant's telephone
number, including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the 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 last 90 days.
YES [X] NO []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (SS 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES [X] NO []

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

definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>

(Do not check if smaller reporting company)

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

**APPLICABLE ONLY
TO CORPORATE
ISSUERS:**

As of September 30, 2016, there were 1,878,340,000 shares of the registrant's \$0.001 par value common stock issued and outstanding.

Good Gaming, Inc.
Form 10-Q

For the Fiscal Quarter Ended September 30, 2016

TABLE OF CONTENTS

	Page
Part I	
Item 1 Financial Statements	3
Item 2 Management Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3 Quantitative and Qualitative Disclosures About Market Risk	18
Item 4 Controls and Procedures	18
Part II	
Item 1 Legal Proceedings	19
Item 1A Risk Factors	19
Item 2 Unregistered Sales of Equity Securities and Use of Proceeds	19
Item 3 Defaults Upon Senior Securities	20
Item 4 Mine Safety Disclosures	20
Item 5 Other Information	20
Item 6 Exhibits	21
	22

Signatures

PART I - FINANCIAL INFORMATION

Item 1 Financial Statements

Good Gaming, Inc.
(Formerly HDS International Corp.)

Financial Statements
For the Fiscal Quarter Ended September 30, 2016

TABLE OF CONTENTS

	Page
Balance Sheets (unaudited)	F-1
Statements of Operations (unaudited)	F-2
Statements of Cash Flows (unaudited)	F-3
Notes to the Financial Statements (unaudited)	F-4

Good Gaming, Inc.
(Formerly HDS International Corp)
Balance Sheets
(Expressed in U. S. Dollars)

	September 30, 2016 (Unaudited)	December 31, 2015
ASSETS		
Current Assets		
Cash	\$ 66,786	\$ -
Due from affiliate	76,712	-
Total Current Assets	143,498	-
Equipment, net		
	12,096	-
Other Assets		
Gaming Software, net of amortization	1,050,000	-
Total Other Assets	1,050,000	-
Total Assets	\$ 1,205,594	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 108,686	\$ 96,141
Accounts payable and accrued liabilities - related party	-	6,670
Convertible debentures, net of unamortized discount of \$0 and \$36,088, respectively	68,750	83,300
Derivative liability	715,832	453,741
Total Current Liabilities	893,268	639,852
Convertible debentures, long-term		
	163,440	50,000
Total Liabilities	1,056,708	689,852
Stockholders' Deficit		
Class A Preferred Stock		
Authorized: 249,999,000 preferred shares, with a par value of \$0.001 per share Issued and outstanding: 7,500,000 shares	7,500	7,500
Class B Preferred Stock		
Authorized: 200,000,000 preferred shares, with a par value of \$0.001 per share Issued and outstanding: 153,998,873 and 15,839,300 shares, respectively	153,999	15,839
Class C Preferred Stock		
Authorized: 1,000 preferred shares, with a par value of \$0.001 per share Issued and outstanding: 1,000 and 0 shares, respectively	1	-
Common Stock		
Authorized: 2,000,000,000 common shares, with a par value of \$0.001 per share Issued and outstanding: 1,878,340,000 and 1,995,290,000 shares, respectively	1,878,340	1,995,290
Additional paid-in capital	1,768,497	309,592
Accumulated deficit	(3,659,451)	(3,018,073)
Total Stockholders' equity (deficit)	148,886	(689,852)
Total liabilities and stockholders' equity (deficit)	\$ 1,205,594	\$ -

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

Good Gaming, Inc.
(Formerly HDS International Corp)
Statements of Operations
(Expressed in U. S. Dollars)
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
Revenues	\$ 2,000	\$ -	\$ 2,000	\$ -
Operating Expenses				
Consulting fees	20,000	96,000	141,090	98,694
General and administrative	192,091	170	374,773	127,925
Professional fees	5,000	5,060	10,000	45,500
Total Operating Expenses	217,091	101,230	525,863	272,119
Net Loss Before Other Expenses	(215,091)	(101,230)	(523,863)	(272,119)
Other Income (Expenses)				
Interest expense	(3,360)	(26,601)	(10,080)	(35,237)
Debt Restructure	-	-	58,300	-
Gain (Loss) on Change in fair value of derivative liability	19,268	7,580	(262,091)	(32,630)
Total Other Income (Expenses)	15,908	(19,021)	(213,871)	(67,867)
Net Loss	\$ (199,183)	\$ (120,251)	\$ (737,734)	\$ (339,986)
Net Loss Per Share, Basic and Diluted	\$ -	\$ -	\$ -	\$ -
Weighted Average Shares Outstanding	1,878,340,000	1,995,290,000	1,878,340,000	1,549,334,532

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

Good Gaming, Inc.
(Formerly HDS International Corp)
Statements of Cash Flows
(Expressed in U. S. Dollars)
(Unaudited)

	For the nine months ended September 30,	
	2016	2015
Operating Activities		
Net Loss	\$ (737,734)	\$ (339,986)
Adjustment to reconcile net loss to net cash used in operating activities		
Accretion of debt discount	281,359	15,052
Depreciation	1,344	-
Amortization of software	150,000	-
Amortization of deferred financing costs	-	1,020
(Gain) Loss on change in fair value of derivative liability	(19,268)	32,630
Stock compensation	41,921	-
Debt Reduction	(58,300)	-
Changes in operating assets and liabilities		
Due from affiliate	119,867	-
Accounts payable and accrued liabilities	12,544	82,254
Accounts payable and accrued liabilities-related parties	(6,670)	43,957
Net Cash Provided by (Used in) Operating Activities	(214,937)	(165,073)
Investing activities		
Purchase of equipment	(13,440)	-
Net Cash Provided by (Used in) Investing activities	(13,440)	-
Financing activities		
Proceeds from purchase of Good Gaming	1,723	-
Proceeds from convertible debenture, net of financing costs	113,440	165,000
Proceeds from sale of preferred stock CL B	30,000	-
Proceeds from stock subscriptions	150,000	-
Net Cash Provided by (Used in) Financing activities	295,163	165,000
Change in Cash	66,786	(73)
Cash, Beginning of Period	-	73
Cash, End of period	\$ 66,786	\$ -
Non-cash investing and financing activities		
Adjustment to Derivative liability	\$ -	\$ 53,911
Common shares issued for conversion of debt	\$ 62,500	\$ 39,960
Preferred B shares issued for stock subscriptions	\$ 92,500	\$ -
Preferred B shares issued for purchase of Good Gaming	\$ 86,650	\$ -
Preferred C shares issued for purchase of Good Gaming	\$ 1	\$ -
Common shares issued for payment of related party payable	\$ 6,670	\$ -
Debt Discount due to beneficial conversion feature	\$ -	\$ 15,500

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

Good Gaming, Inc.

Notes to Financial Statements

Unaudited

(expressed in U.S. dollars)

1. Nature of Operations and Continuance of Business

Good Gaming, Inc. (Formerly HDS International Corp). (the "Company") was incorporated on November 3, 2008 under the laws of the State of Nevada. The Company is a leading tournament gaming platform and online destination targeting the over 205 million eSports players and participants worldwide that want to compete at the high school or college level. A substantial portion of the Company's activities has involved developing a business plan and establishing contacts and visibility in the marketplace and the Company has not generated any revenue to date.

On February 18, 2016, the Company acquired Good Gaming, Inc. from CMG Holdings Group, Inc. (OTCQB: CMGO).

Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated no revenues to date and has never paid any dividends and is unlikely to pay dividends or generate significant earnings in the immediate or foreseeable future. As of September 30, 2016, the Company had a working capital deficiency of \$749,770 and an accumulated deficit of 3,659,451. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's future business. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation and Principles of Consolidation

The financial statements for the periods ending September 30, 2016 include the accounts of the Company.

(b) These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company's fiscal year-end is December 31.

(c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the fair values of convertible debentures, derivative liability, stock-based compensation, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. As of September 30, 2016 and 2015, the Company had no cash equivalents.

(e) Intangible Assets

Intangible assets are carried at the purchased cost less accumulated amortization. Amortization is computed over the estimated useful lives of the respective assets, generally from fifteen to twenty years.

Good Gaming, Inc.

Notes to the Financial Statements

Unaudited

(expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

(f) Impairment of Long-Lived Assets

Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstance indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets and certain identifiable intangible assets that management expects to hold and use is based on the fair value of the asset. Long-lived assets and certain identifiable intangible assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

(g) Beneficial Conversion Features

From time to time, the Company may issue convertible notes that may contain an embedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of the warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

(h) Derivative Liability

From time to time, the Company may issue equity instruments that may contain an embedded derivative instrument which may result in a derivative liability. A derivative liability exists on the date the equity instrument is issued when there is a contingent exercise provision. The derivative liability is recorded at its fair value calculated by using an option pricing model such as a multi-nominal lattice model. The fair value of the derivative liability is then calculated on each balance sheet date with the corresponding gains and losses recorded in the consolidated statement of operations.

(i) Basic and Diluted Net Loss Per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings Per Share*, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

(j) Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted ASC 740, *Income Taxes*, as of its inception. Pursuant to ASC 740, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

(k) Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at September 30, 2016 and 2015, the Company has no items that represent comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

(l) Financial Instruments

ASC 820, *Fair Value Measurements* and ASC 825, *Financial Instruments*, 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:

Good Gaming, Inc.

Notes to the Financial Statements

Unaudited

(expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

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.

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's balance sheet as at September 30, 2016 and December 31, 2015 as follows:

	Balance, December 31, 2014	Conversions	Changes in Fair Values	Balance, September 30, 2016
Derivative Liability	\$ 453,741	\$ —	\$ 262,091	\$ 715,832

(m) Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Other Assets

The Company valued the software purchased at \$1,200,000 at purchase date February 18, 2016. The software has a useful life of 5 years. Amortization for the nine months ending September 30, 2016 is calculated at \$150,000.

4. Debt

Convertible Debentures

- (a) On April 15, 2015, the Company entered into a \$100,000 convertible debenture with a non-related party. During the quarter ended June 30, 2015 The Company received the first \$50,000 payment. The remaining \$50,000 payment will be made at the request of the borrower. No additional payments have been made as of March 31, 2016. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on October 16, 2016. The note is convertible into shares of common stock any time after the maturity date at a conversion rate of 50% of the average of the five lowest closing bid prices of the Company's common stock for the thirty trading days ending one trading day prior to the date the conversion notice is sent by the holder to the Company. For the period ended June 30, 2016, the Company recorded accrued interest of \$2,520 (December, 31, 2015 \$3,894), which has been included in accounts payable and accrued liabilities. The lender has agreed to sell this investment to the Company or to an investor of the Company's choosing at face value plus interest.

Good Gaming, Inc.

Notes to the Financial Statements

Unaudited

(expressed in U.S. dollars)

Convertible Debentures (continued)

- (b) On April 1, 2015, we entered into a transaction with Iconic Holdings, LLC (the "Purchaser"), whereby Iconic Holdings agreed to provide up to \$600,000 through a structured convertible promissory note (the "Note"), with funds to be received in tranches. The note bears interest of 10% and is due April 1, 2016. The initial proceeds of \$40,000 was received on April 9, 2015, with \$30,000 remitted and delivered to us, \$4,000 retained by the Purchaser as an original issue discount, and \$6,000 retained by the Purchaser for legal expenses. In February 2016 as part of a settlement between the lender and the Company, the note along with a remaining balance of \$8300 from former JABRO-Asher notes were restructured to a principle amount of \$25,000 with a due date of June 18, 2017 and a 0% interest rate. The lender is subject to strict lock-up and leak-out provisions. Additionally, as part of the February 2016 settlement with the lender, the lender funded \$100,000 new debentures due August 2018 bearing 0% interest with the lender subject to strict lock-up and leak-out provisions. The Company has negotiated the lock-up of these debentures from conversion into common stock for a period of one-year commencing.
- (c) As part of the asset purchase agreement between HDS International Corp. and CMG Holdings Group, Inc., SirenGPS was issued a \$60,000 0% interest convertible debenture that matures in August 2018. The debentures are convertible into common stock at a 20% discount to the 20-day moving average of the Company's common stock after a period of seven months. The debt is subject to strict lock-up and leak-out provisions. SirenGPS has agreed to sell this security to the Company or to an investor of the Company's choosing at face value.
- (d) On or around April 7, 2016, Silver Linings Management, LLC funded the Company \$13,439.50 in the form of convertible debentures secured by certain high-powered gaming machines purchased from XIDAX. The notes bear interest at a rate of 10% per annum payable in cash or kind at the option of the Company, mature April 1, 2018, and are convertible into Series B Preferred shares at the option of the holder at any time.

The Company did not allocate to equity any increase in note value due to the fact that the conversion value was lower than the par value. Thereby creating a zero or negative value.

5. Derivative Liabilities

The following inputs and assumptions were used to value the convertible debentures outstanding during the period ended September 30, 2016 and December 31, 2015:

The projected annual volatility for each valuation period was based on the historic volatility of the Company of 165% as at December 31, 2015, 167% as at February 6, 2016, 167% as at February 10, 2016, 168% as at February 13, 2016, 168% as at February 18, 2016, 168% as at February 23, 2016, 169% as at March 2, 2016, 170% as at March 3, 2016, 170% as at March 16, 2016, 170% as at March 17, 2016, 170% as at March 19, 2016, 170% as at March 24, 2016, 171% as at March 25, 2016, and 171% as at March 31, 2016.

The following inputs and assumptions were used to value the convertible debentures outstanding during the period ended September 30, 2016 and December 31, 2015:

The projected annual volatility for each valuation period was based on the historic volatility of the Company of 165% as at December 31, 2015, 167% as at February 6, 2016, 167% as at February 10, 2016, 168% as at February 13, 2016, 168% as at February 18, 2016, 168% as at February 23, 2016, 169% as at March 2, 2016, 170% as at March 3, 2016, 170% as at March 16, 2016, 170% as at March 17, 2016, 170% as at March 19, 2016, 170% as at March 24, 2016, 171% as at March 25, 2016, and 171% as at March 31, 2016.

An event of default would occur 0% of the time, increasing to 1.0% per month to a maximum of 5%.

A summary of the activity of the derivative liability is shown below:

Balance December 31, 2014	\$ 70,290
Adjustment for Conversion	(64,767)
Mark to market adjustment at December 31, 2015	448,218
Balance December 31, 2015	<u>453,741</u>
Adjustment for Conversion	-
Mark to market adjustment at September 30, 2016	262,091
Balance June 30, 2016	<u>\$ 715,832</u>

Good Gaming, Inc.

Notes to the Financial Statements

Unaudited

(expressed in U.S. dollars)

6. Common Stock

Share Transactions for the Quarter Ended September 30, 2016:

On August 16, 2016, the Company exchanged 1.15MM Series B Preferred Shares with an investor for 179,450,000 common shares which were retired into treasury. These common shares were pledged to Iconic Holdings, LLC contractually as collateral against a \$25,000 convertible debenture that was restructured in February 2016. By agreement, the lender converted a portion of this note into common shares eliminating debt from the Company's balance sheet. The Company has agreed to deliver an additional 70,050,000 common shares to the lender by year-end 2016, which will eliminate the debenture in its entirety. Iconic Holdings has agreed to lock-up a \$100,000 convertible debenture for a period of one-year effective June 10, 2016, subject to strict covenants that will protect common shareholders from significant dilution. The net effect of this Agreement is that the common share float of the Company has not been increased and that shareholders will not be negatively impacted by a common stock increase and additional dilution.

On August 31, 2016 Iconic Holdings converted \$6,250 of convertible debt into 62,250,000 shares of the Company's common stock

7. Preferred Stock

Our Articles of Incorporation, which were amended effective July 22, 2016, authorize us to issue up to 450,000,000 shares of preferred stock, \$0.001 par value. Of the 450,000,000 authorized shares of preferred stock, the total number of shares of Class A Preferred Shares the Corporation shall have the authority to issue is Two Hundred Forty Nine Million, Nine Hundred Ninety Nine Thousand (249,999,000), with a stated par value of \$0.001 per share, and the total number of shares of Class B Preferred Shares the Corporation shall have the authority to issue is Two Hundred Million (200,000,000), with a stated par value of \$0.001 per share, and the total number of newly authorized Class C Preferred Shares the Corporation shall have the authority to issue is One Thousand (1,000). Our Board of Directors is authorized, without further action by the shareholders, to issue shares of preferred stock and to fix the designations, number, rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and sinking fund terms. We believe that the Board of Directors' power to set the terms of, and our ability to issue, preferred stock will provide flexibility in connection with possible financing or acquisition transactions in the future. The issuance of preferred stock, however, could adversely affect the voting power of holders of common stock and decrease the amount of any liquidation distribution to such holders. The presence of outstanding preferred stock could also have the effect of delaying, deterring or preventing a change in control of our company.

As of September 30, 2016, we had 7,500,000 shares of our Class A Preferred Stock issued and outstanding.

The 7,500,000 issued and outstanding shares of Class A Preferred Stock are convertible into shares of common stock at a rate of 20 common shares for each one Class A Preferred Share. The 153,998,873 issued and outstanding shares of Class B Preferred Stock are convertible into shares of common stock at a rate of 200 common shares for each one Class B Preferred Share. The 1,000 issued and outstanding shares of Class C Preferred Stock are not convertible. They are Voting preferred shares. If all of our Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock was converted into shares of common stock, the number of issued and outstanding shares of our common stock will increase by 4,489,774,600 shares.

On August 16, 2016 the Company issued 130,300,000 share of series B preferred stock. 86,650,000 shares were issued for the purchase of Good Gaming software, 1,150,000 shares were issued in exchange for 179,450,000 shares of commons stock and 42,500,000 shares were issued for stock subscriptions receivable.

Share Sales – Series B Preferred Stock

On or around February 18, 2016, as part of the closing of the Good Gaming asset sale by CMG Holdings Group to HDS International Corp., CMG Holdings is due an additional 85,600,000 Series B Preferred Shares. These shares due are currently in the form of a subscription payable by HDS International to CMG Holdings Group.

On or around February 18, 2016, our CEO Vikram Grover was issued 859,073 Series B Preferred shares in lieu of compensation due for services rendered to SirenGPS in 2015.

On or around February 23, 2016, Andrew Albrecht was issued 2,000,000 Series B Preferred shares as consideration for an investment in the Company.

On or around February 26, 2016, William Schultz funded monies to the Company and had a subscription receivable for 2,500,000 Series B Preferred shares as consideration for an investment in the Company.

Good Gaming, Inc.

Notes to the Financial Statements

Unaudited

(expressed in U.S. dollars)

7. Preferred Stock (continued)

On or around February 26, 2016, Paul Rauner was issued 800,000 Series B Preferred shares as consideration for the strategic change of control transaction with CMG Holdings Group, Inc.

On or around February 26, 2016, Galina Berkovich was issued 800,000 Series B Preferred shares as consideration for the strategic change of control transaction with CMG Holdings Group, Inc.

On or around February 26, 2016, Bernard Mangold was issued 400,000 Series B Preferred shares as consideration for the strategic change of control transaction with CMG Holdings Group, Inc.

On or around March 7, 2016, Silver Lining Management, an entity controlled by David Dorwart, our Director, funded monies to the Company and had a subscription receivable for 5,000,000 Series B Preferred shares as consideration for an investment in the Company.

On or around March 15, 2016, Brett Nesland was issued 1,000,000 Series B Preferred shares as consideration for an investment in the Company.

On or around April 22, 2016, William Crusoe was issued 1,000,000 Series B Preferred shares as consideration for an investment in the Company. The investor has since agreed to lockup his shares for a period of one year.

On or around April 22, 2016, Francesca Dorwart was issued 1,000,000 Series B Preferred shares as consideration for an investment in the Company.

On August 16, 2016 all of the above shares were issued as noted above, 42,500,000 shares.

The vast majority of the Series B Preferred stock investors have agreed to lock-up their investments for a period of one year as of May 2016.

As of September 30, 2016, we had 153,998,873 shares of Class B Preferred Stock issued and outstanding.

On August 31, 2016 the Company issued 1,000 shares of preferred C stock to CMG Holdings Group, Inc. as a result of the purchase of Good Gaming software.

8. Related Party Transactions

- (a) As at September 30, 2016, the Company owes \$0 (December 31, 2015 – \$570) to the previous President and CEO of the Company for reimbursement of expenses which has been included in accounts payable and accrued liabilities – related parties. The amount owing is unsecured, non-interest bearing, and due on demand.

As at September 30, 2016, the Company owes \$0 (December 31, 2015 – \$6,100) to the previous President and CEO of the Company for reimbursement of expenses which has been included in accounts payable and accrued liabilities – related parties. The amount owing is unsecured, non-interest bearing, and due on demand.

9. Income Taxes

The Company has a net operating loss carried forward of \$3,678,719 available to offset taxable income in future years which commence expiring in fiscal 2030.

The income tax benefit has been computed by applying the weighted average income tax rates of Canada (federal and provincial statutory rates) and of the United States (federal and state rates) of 27% and 27%, respectively, to the net loss before income taxes calculated for each jurisdiction. The tax effect of the significant temporary differences, which comprise future tax assets and liabilities, are as follows:

	2016	2015
Income tax recovery at statutory rate	\$ 22,077	\$ 195,612
Valuation allowance change	\$ (22,077)	\$ (195,612)

Provision for income taxes	<u>\$ -</u>	<u>\$ -</u>
----------------------------	-------------	-------------

The Significant components of deferred income tax assets and liabilities at September 30, 2016 and December 31, 2015 are as follows:

Net operating loss carried forward	\$ 3,245,293	\$ 3,018,073
Valuation allowance	\$ (3,245,293)	\$ (3,018,073)
Net deferred income tax asset	<u>\$ -</u>	<u>\$ -</u>

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. When a change in ownership occurs, net operating loss carry forwards may be limited.

F-9

12

Good Gaming, Inc.

Notes to the Financial Statements

Unaudited

(expressed in U.S. dollars)

10. Consulting Agreements

On or around April 14, 2016, the Company formed an advisory Board and engaged Syndicate Studios, LLC for consulting services and issuing the Syndicate Studios 100,000,000 warrants with a two-year expiration and a strike price of \$0.0002. The warrants do not vest for one year and are subject to mutually agreed to performance criteria. Sean Stalzer, owner of The Syndicate, has already been instrumental in introducing the Company to games publishers, members of the media, and gamers who have been vetting the Good Gaming 2.0 platform for the past few months.

On July 25, 2016, the Company engaged Kevin Harrington Enterprises (KBHJJ LLC) to provide consulting services, including introductions to potential investors and sponsors for eSports tournaments, among other things. As part of the Agreement, the Company appointed Kevin Harrington to its Advisory Board and issued KBHJJ one hundred million common stock purchase warrants with a two-year expiration, cashless exercise, and strike price of \$0.0003. The warrants do not vest for a period of one year.

11. Subsequent Events

On October 5, 2016 Iconic Holdings converted \$6,250 of convertible debt into 62,250,000 shares of the Company's common stock

On October 11, 2016 Iconic Holdings converted \$5,915 of convertible debt into 59,150,000 shares of the Company's common stock

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION.

Forward Looking Statements

This section and other parts of this Form 10-Q quarterly report includes "forward-looking statements", that involves risks and uncertainties. All statements other than statements of historical facts, included in this Form 10-Q that address activities, events, or developments that we expect or anticipate will or may occur in the future, including such things as future capital expenditures (including the amount and nature thereof), business strategy and measures to implement strategy, competitive strength, goals, expansion and growth of our business and operations, plans, references to future success, reference to intentions as to future matters, and other such matters are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue," or the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially. These statements are based upon certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments as well as other factors that we believe are appropriate in the circumstances. However, whether actual results and developments will conform to our expectations and predictions is subject to a number of risks, uncertainties, and other factors, many of which are beyond our control.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Moreover, we do not assume responsibility for the accuracy and completeness of such forward-looking statements. We are under no duty to update any of the forward-looking statements after the date of this report to conform such statements to actual results.

Overview

Good Gaming, Inc. (the "Company", "we", or "us") was incorporated November 3, 2008 under the laws of the State of Nevada, to engage in providing certain business services.

On February 18, 2016, the Company, formerly HDS International Corp., acquired Good Gaming, Inc. from CMG Holdings Group, Inc. (OTCQB: CMGO). On that date, the Company's former CEO, Paul Rauner, resigned. And the Company appointed Vik Grover to the positions of CEO and Director. Vik Grover is a former Wall Street analyst and investment banker with 20 years' experience in telecommunications, media and technology. In addition, Barbara Laken and David Dorwart were elected by the majority shareholders to the Company's Board of Directors. Ms. Laken is a former teacher, with experience creating specialized formats for advanced placement and special needs programs, with emphasis on systems management and curriculum development. A published novelist and co-author of an optioned screenplay. Mr. Dorwart is the Co-Founder and Chairman of Assist Wireless, Inc., a provider of lifeline wireless services to tens of thousands of subscribers primarily in the Midwest.

On May 4, 2016 the Company announced that it has completed its first closed public beta testing of their 2.0 tournament platform to determine the functionality, speed, ease of use, and accuracy of the system and are preparing to enter into full-blown production.

The Good Gaming platform was established in early 2014 by the founding members who had recognized the need that hundreds of millions of gamers worldwide have a desire to play games at a competitive level. The founders recognized that while professional eSports was quickly establishing itself, there were no structure or organizations on a large scale for amateur gamers.

Good Gaming is effectively building the equivalent infrastructure of High School and College Athletics for the rapidly growing eSports industry. Good Gaming is designed to be the gateway for amateur eSports athletes to compete at the semi-professional level, improve their gaming skills, and interact with veteran gamers globally in a destination site and social networking framework.

Good Gaming differs from the professional level of eSports industries by focusing on the 205 million plus gamers that fall below the professional level and above the casual gamer, classified as "amateurs". Good Gaming also differs from other direct and indirect competitors by being the first to offer multi-game, multi-console services at the amateur eSports level. The Company is not exclusive to any one vendor of hardware or software titles.

Good Gaming held one of the largest pay-to-play online tournaments in history in December 2014 based on Activision Blizzard's title **Hearthstone: Heroes of Warcraft**. The tournament attracted 300,000 unique visitors, over 1,250+ paying members and increased overall memberships in Good Gaming from 1,000 to over 15,000 members. In 2015, the Company spent an entire year refining its platform and preparing for a more sustainable business plan that could infinitely scale. In 2016, the Company completed its 2.0 tournament platform and, as a result, has run dozens of robotic internal test tournaments and held numerous free-to-play tournaments of increasing size with its partner, The Syndicate, the owner of the world's longest running online gaming guild with 1,200 members worldwide. Good Gaming also conducted two closed public beta tournaments of hundreds of participants in May 2016 in order to fully vet the system. After making roughly 100 fixes and changes to the system, it now runs flawlessly. The system is designed to scale to 512,000 concurrent competitors. The Company is currently updating the system to handle team tournaments, which will further expand its opportunity to popular titles that have tens of millions of active players and to recently launched titles that have the potential for cross-platform play between Gaming PC, Microsoft Xbox and Sony PlayStation.

Technology

With Good Gaming's proprietary technology platform, which is based on the infinitely scalable and stress tested Yii framework geared for Web 2.0 development, Good Gaming will be able to offer publishers and vendors an innovative approach to gaming interactions. Currently there is no way for gamers to barter their skills and labor on the open market in a non-fragmented and less cumbersome process. As competitive gaming reaches critical mass, how gamers interact and barter their skills and labor will become critical if not the most economically lucrative endeavor. The "gamers" economy it expected to grow from tens of millions of dollars every year to multiple billions of dollars and the Good Gaming founders believe that we are rapidly approaching that time.

We have developed a proprietary app that will revolutionize Blizzard's game of Hearthstone competitively, which is the main title that we run for tournaments today. When players face each other off in duels so far the Conquest and Last Hero Standing formats were used, which both have flaws. Our app will introduce the new and better "Strike" format to the 50-60 million people that play Hearthstone worldwide, so we think this app, if it takes off, can drive millions and tens of millions of unique visitors to the GG website. We will require people to come to our site every time they want to use the app. The model is still being discussed internally, but the bottom line is this app has the potential to take GG viral this winter and massively accelerate our model ahead of the BASE CASE we have shared with investors (e.g., we look for 5MM unique visitors in month 36).

Good Gaming's platform is modular and allows for easy integration of third party applications as well as tight integration into other existing systems. This framework allows for clans/teams/guilds to add functionality over time to include running their own tournaments leveraging the viral nature of the online communities. The Company is offering social networking functionality so gamers can interact, track each other, and communicate. Good Gaming also is completing a content suite to offer videos, blogs, and forums. Additionally, the Company intends to host multiple games online that subscribers to the site can play for free or for fees depending on their Good Gaming status/player level.

Good Gaming has one patent filed for an online currency barter system (Mercenary System) that allows gamers across multiple games and multiple consoles the ability to trade items and labor in an efficient manner. The Company intends to file a patent for its 2.0 framework later this year, as it is based on proprietary coding that can handle more scope and scale than the legacy 1.0 patent filing. The market for these transactions will grow from a few hundred million dollars in 2014 to tens of billions of dollars by 2018.

The Company intends to complete the 2.0 site during spring 2016, which will then allow it to go live offering pay-to-play and free-to-play tournaments for cash and prizes and offer gamers the premiere destination site for amateur eSports worldwide. In 2016, the Company intends to perfect its B2C model targeting gamers directly. In 2017, Good Gaming intends to launch a B2B program so other groups, including colleges, restaurants, bars et al. can offer their own tournaments using its platform. The Company also intends to work on a 3.0 system that will integrate with mobile networks and offer additional features to its customers.

Our goal is to become a leading tournament gaming platform and online destination targeting the over 205 million eSports players and participants worldwide that want to compete at the high school or college level. We are a developmental stage business, have not generated any revenues to date and have a history of operating losses.

Certain statements contained below are forward-looking statements (rather than historical facts) that are subject to risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

We are considered a start-up corporation. Our auditors have issued a going concern opinion in the financial statements for the year ended December 31, 2015.

RESULTS OF OPERATIONS

Working Capital

	September 31, 2016	December 31, 2015
Current Assets	\$ 143,498	\$ -
Current Liabilities	893,268	639,842
Working Capital (Deficit)	(749,770)	(639,872)

Cash Flows

	September 30, 2016	December 31, 2015
Cash Flows from (used in) Operating Activities	\$ (214,937)	\$ (73)
Cash Flows from (used in) Investment Activities	(13,440)	-
Cash Flows from (used in) Financing Activities	295,163	-

Operating Revenues

During the quarter ended September the Company generated minimal revenues of \$2,000 from sponsors.

Operating Expenses and Net Loss

Operating expenses for the nine months ended September 30, 2016 were \$525,863 compared with \$272,119 for the nine months ended September 30, 2015. The increase in operating expenses was attributed to an increase in consulting fees of \$42,406, and a decrease in professional fees of \$35,500, an increase in general and administrative fees of \$202,927 for day-to-day operating costs and stock compensation of \$41,921.

During the nine months ended September 30, 2016, the Company recorded a net loss of \$737,734 compared with net loss of \$339,986 for the nine months ended September 30, 2015. In addition to the above, the Company incurred \$10,080 of interest expense relating to debt balances, \$262,091 for loss on the change in fair value of derivatively liabilities and \$58,300 income from restructure of debentures.

Liquidity and Capital Resources

As at September 30, 2016, the Company's cash balance was \$66,786 compared to cash balance of \$0 as at December 31, 2015. As of September 30, 2016, the Company's total assets were \$1,205,594 compared to total assets of \$0 as at December 31, 2015. The increase in the cash balance and total assets was attributed to the purchase of Good Gaming assets. It was made up of cash \$66,786, monies due from affiliates of \$168,159, equipment of \$12,096 and gaming software of \$1,050,000. The Company expects to convert the monies due from affiliate to cash as needed for operation. These funds were raised by the Company to relaunch its 2.0 platform and are currently held in bank accounts of our majority shareholder, CMG Holdings Group, Inc.

As of September 30, 2016, the Company had total liabilities of \$1,056,708 compared with total liabilities of \$689,852 as at December 31, 2015. The increase in total liabilities is attributed to an increase of account payable and accrued liabilities of \$12,545, which pertained to trade accounts payable as well as convertible debentures of \$105,140 and an increase in derivative liabilities of \$281,359.

As of September 30, 2016, the Company has a working capital deficit of \$749,770 compared with working capital deficit of \$639,852 at December 31, 2015 with the increase in the working capital deficit attributed to the increases in accounts payable and accrued liabilities, convertible debentures and derivative liabilities during the period as discussed above also an increase due from affiliate.

Cashflow from Operating Activities

During the nine months ended September 30, 2016 the Company used \$214,937 of cash for operating activities compared to the use of \$165,073 of cash for operating activities during the nine months ended September 30, 2015. The decrease in cash used in operations was a result of accretion of debt discount, stock compensation, debt reduction, due from affiliate and accounts payable accrued liabilities.

Cashflow from Investing Activities

During the nine months ended September 30, 2016 the Company used \$13,440 cash to purchase equipment.

Cashflow from Financing Activities

During the nine months ended September 30, 2016, the Company received \$1,723 in cash from the purchase of Good Gaming assets, compared to \$0 during the nine months ended September 30, 2015. The Company received \$113,440 in convertible debentures, \$30,000 from sale of CI B preferred stock and \$150,000 from Stock subscriptions.

Subsequent Developments

On October 5, 2016, 2016 Iconic Holdings converted \$6,250 of convertible debt into 62,250,000 shares of the Company's common stock

On October 11, 2016, 2016 Iconic Holdings converted \$5,915 of convertible debt into 59,150,000 shares of the Company's common stock

Going Concern

We have not attained profitable operations and are dependent upon the continued financial support from our shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from our future business. These factors raise substantial doubt regarding our ability to continue as a going concern .

Off-Balance Sheet Arrangements

We have no significant 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 stockholders .

Future Financings

We will continue to rely on debentures, preferred stock and/or common stock in order to continue to fund our business operations. The Company will consider selling securities in the future to fund operations. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

Critical Accounting Policies

Our consolidated 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 U.S. 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 consolidated 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 consolidated financial statements. A complete summary of these policies is included in the notes to our consolidated 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.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from the fact that the area in which we do business is highly competitive and constantly evolving. The market in which we do business is highly competitive and constantly evolving. We face competition from the larger and more established companies, from companies that have greater resources, including but not limited to, more money, and greater ability to expand their markets also cut into our potential customers. Many of our competitors have longer operating histories, significantly greater financial strength, nationwide advertising coverage and other resources that we do not have.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Based on their evaluation of our disclosure controls and procedures (as defined in Rule 13a-15e under the Securities Exchange Act of 1934 the "Exchange Act"), our principal executive officer and principal financial officer have concluded that as of the end of the period covered by this quarterly report on Form 10-Q such disclosure controls and procedures were not effective due to the lack of segregation of duties and lack of a formal review process that includes multiple levels of review to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms because of the identification of a material weakness in our internal control over financial reporting which we view as an integral part of our disclosure controls and procedures. The material weakness relates to the lack of segregation of duties in financial reporting, as our financial reporting and all accounting functions are performed by an external consultant with no oversight by a professional with accounting expertise. Our CEO/CFO does not possess accounting expertise and our company does not have an audit committee. This weakness is due to the company's lack of working capital to hire additional staff. To remedy this material weakness, we intend to engage another accountant to assist with financial reporting as soon as our finances will allow.

Changes in Internal Control over Financial Reporting

Except as noted above, there have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our first quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

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

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

Share Sales – Series B Preferred Shares

On or around February 18, 2016, as part of the closing of the Good Gaming asset sale by CMG Holdings Group to HDS International Corp., CMG Holdings is due an additional 85,600,000 Series B Preferred Shares. These shares due are currently in the form of a subscription payable by HDS International to CMG Holdings Group.

On or around February 18, 2016, Vikram Grover was issued 859,073 Series B Preferred shares in lieu of compensation due for services rendered to SirenGPS in 2015.

On or around February 23, 2016, Andrew Albrecht was issued 2,000,000 Series B Preferred shares as consideration for an investment in the Company.

On or around February 26, 2016, William Schultz funded monies to the Company and had a subscription receivable for 2,500,000 Series B Preferred shares as consideration for an investment in the Company.

On or around February 26, 2016, Paul Rauner was issued 800,000 Series B Preferred shares as consideration for the strategic change of control transaction with CMG Holdings Group, Inc.

On or around February 26, 2016, Galina Berkovich was issued 800,000 Series B Preferred shares as consideration for the strategic change of control transaction with CMG Holdings Group, Inc.

On or around February 26, 2016, Bernard Mangold was issued 400,000 Series B Preferred shares as consideration for the strategic change of control transaction with CMG Holdings Group, Inc.

On or around March 7, 2016, Silver Lining Management, an entity controlled by David Dorwart, our Director, funded monies to the Company and had a subscription receivable for 5,000,000 Series B Preferred shares as consideration for an investment in the Company.

On or around March 15, 2016, Brett Nesland was issued 1,000,000 Series B Preferred shares as consideration for an investment in the Company.

On or around April 22, 2016, William Crusoe was issued 1,000,000 Series B Preferred shares as consideration for an investment in the Company. The investor has since agreed to lockup his shares for a period of one year.

On or around April 22, 2016, Francesca Dorwart was issued 1,000,000 Series B Preferred shares as consideration for an investment in the Company.

The vast majority of the Series B Preferred stock investors have agreed to lock-up their investments for a period of one year as of May 2016.

On August 16, 2016 the remaining shares were issued as noted in the footnotes to the financial statements.

On August 16, 2016 the Company issued 130,300,000 share of series B preferred stock. 86,650,000 shares were issued for the purchase of Good Gaming software, 1,150,000 shares were issued in exchange for 179,450,000 shares of commons stock and 42,500,000 shares were issued for stock subscriptions receivable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None

ITEM 4. MINE SAFETY DISCLOSURE.

Not Applicable

ITEM 5. OTHER INFORMATION.

The vast majority of the Series B preferred stock investors have agreed to lock-up their investments for a period of one year. The vast majority of the convertible note holders have agreed to lock-up their investments for a period of one year. The balance have agreed to sell their positions to the Company or to investors of the Company's choosing

ITEM 6. EXHIBITS

Exhibit Number		Incorporated by reference			Filed herewith
		Form	Date	Number	
3.1	Articles of Incorporation.	1	S-3/24/09	3.1	
3.2	Bylaws.		S-1 3/24/09	3.2	
3.3	Amended and Restated Articles of Incorporation.		8-K 6/14/11	3.1a	
3.4	Amended and Restated Articles of Incorporation.		8-K 8/17/11	3.1	
10.1	Exchange Note Purchase Agreement between Jabro Funding Corp. and Iconic Holdings, LLC dated March 31, 2015.	K	10-4/15/15	10.1	
10.2	Exchange Note Purchase Agreement with Iconic Holdings, LLC dated April 1, 2015.	K	10-4/15/15	10.2	
10.3	Convertible Promissory Note with Iconic Holdings, LLC dated April 1, 2015.	K	10-4/15/15	10.3	
10.4	Investment Agreement (ELOC) and Registration Rights Agreement with Iconic Holdings, LLC dated April 2, 2015.	K	10-4/15/15	10.4	
10.5	Common Stock Purchase Warrant with Iconic Holdings, LLC dated April 6, 2015.	K	10-4/15/15	10.5	
10.6	Stock Conversion and Subscription Agreement with Hillwinds Ocean Energy, LLC dated April 3, 2015.	K	10-4/15/15	10.6	
10.7	Stock Conversion and Subscription Agreement with SirenGPS, Inc. dated April 3, 2015.	K	10-4/15/15	10.7	
10.8	Promissory Note issued to HGT Capital LLC. dated April 15, 2015		8-K 4/21/15	10.1	
10.9	Settlement Agreement and Mutual Release dated February 17, 2016		10-Q 3/31/16	10.1	
10.10	Convertible Promissory Note dated February 17, 2016		10-Q 3/31/16	10.2	
14.1	Code of Ethics.		10-K 3/29/11	14.1	
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Instance Document.				X
101.SCH	XBRL Taxonomy Extension – Schema.				X
101.CAL	XBRL Taxonomy Extension – Calculations.				X
101.LAB	XBRL Taxonomy Extension – Labels.				X
101.PRE	XBRL Taxonomy Extension – Presentation.				X
101.DEF	XBRL Taxonomy Extension – Definition.				X

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant and in the capacities on this 21st of November 2016.

HDS INTERNATIONAL CORP.
(the "Registrant")

BY: VIKRAM GROVE
Vikram Grover
President, Principal Executive Officer,
Principal Financial Officer and Principal
Accounting Officer

***CERTIFICATION PURSUANT TO RULE 13A-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION
302 OF THE SARBANES OXLEY ACT OF 2002***

I, Vikram Grover, certify that:

1. I have reviewed this Form 10-Q for the quarter ended September 30, 2016 of Good Gaming, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and,
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2016

Vikram Grover
Vikram Grover
Principal Executive Officer and Principal Financial Officer

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

In connection with the Quarterly Report of Good Gaming, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2016 as filed with the Securities and Exchange Commission on the date here of (the "report"), I, Vikram Grover, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 21st day of November, 2016.

VIKRAM GROVER
Vikram Grover
Chief Executive Officer and Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 ("Section 906"), or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Good Gaming, Inc., and will be retained Good Gaming, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.