

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2018

[] 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 **000-11730**

NEWBRIDGE GLOBAL VENTURES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-1089377

(I.R.S. Employer
Identification No.)

626 East 1820 North

Orem, Utah

(Address of principal executive offices)

84097

(Zip Code)

801-362-2115

(Registrant's telephone number, including area code)

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

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

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, 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

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

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

As of August 14, 2018, the registrant had 57,113,555 shares of common stock, par value \$0.0001 per share, issued and outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Interim Financial Statements

NEWBRIDGE GLOBAL VENTURES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2018	December 31, 2017
	(Unaudited)	
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 20,002	\$ 4,143
Prepaid expenses and other current assets	194,204	7,500
Total current assets	214,206	11,643
Total Assets	\$ 214,206	\$ 11,643
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	\$ 76,073	\$ 43,335
Accrued liabilities	137,364	70,034
Related party payables	30,700	1,988
Convertible notes payable, net of discount	27,778	-
Derivative liabilities	273,515	-
Total current liabilities	545,430	115,357
Total Liabilities	\$ 545,430	\$ 115,357
Commitments and Contingencies	-	-
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, \$.0001 par value, 400,000 shares authorized; no shares issued and outstanding	-	-
Common stock \$.0001 par value, 100,000,000 shares authorized; 9,876,439 and 3,695,604 shares issued and outstanding at June 30, 2018 and December 31, 2017, respectively.	988	370
Additional paid-in capital	9,856,646	8,508,028
Accumulated deficit	(10,188,858)	(8,612,112)
Total stockholders' equity (deficit)	(331,224)	(103,714)
Total Liabilities and Stockholders' Equity (Deficit)	\$ 214,206	\$ 11,643

See accompanying notes to the condensed consolidated financial statements.

NEWBRIDGE GLOBAL VENTURES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
Revenue from related party	\$ -	\$ -	\$ 19,000	\$ -
Operating Expenses:				
Selling, general and administrative	908,978	286,597	1,419,453	609,587
Total Operating Expenses	908,978	286,597	1,419,453	609,587
Loss from Operations	(908,978)	(286,597)	(1,400,453)	(609,587)
Other Income (Expense):				
Interest expense	(27,778)	(90,693)	(27,778)	(110,772)
Gain (loss) on derivative	(148,515)	19,065	(148,515)	19,065
Total Other Income (Expense)	(176,293)	(71,628)	(176,293)	(91,707)
Net loss from continuing operations	(1,085,271)	(358,225)	(1,576,746)	(701,294)
Net loss from discontinued operations	-	(739,713)	-	(1,562,825)
Net Loss	\$ (1,085,271)	\$ (1,097,938)	\$ (1,576,746)	\$ (2,264,119)
Net loss per common share - basic and diluted:				
Continuing operations	(0.13)	(0.38)	(0.23)	(0.79)
Discontinued operations	-	(0.79)	-	(1.74)
Total	\$ (0.13)	\$ (1.17)	\$ (0.23)	\$ (2.53)
Weighted average common shares				
outstanding - basic and diluted	8,376,557	938,451	6,782,809	896,637
Comprehensive Loss:				
Net Loss	\$ (1,085,271)	\$ (1,097,938)	\$ (1,576,746)	\$ (2,264,119)
Other Comprehensive Income				
Translation adjustments	-	54,259	-	60,107
Total Comprehensive Loss	\$ (1,085,271)	\$ (1,043,679)	\$ (1,576,746)	\$ (2,204,012)

See accompanying notes to the condensed consolidated financial statements.

NEWBRIDGE GLOBAL VENTURES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended	
	June 30,	
	2018	2017
Cash Flows From Operating Activities		
Net loss	\$ (1,576,746)	\$ (2,264,119)
Net loss from discontinued operations	-	1,562,825
Net loss from continuing operations	(1,576,746)	(701,294)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation	1,012,066	81,339
Amortization of debt discount	27,778	107,701
Loss (gain) on derivative	148,515	(19,065)
Changes in operating assets and liabilities:		
Accounts receivable from related parties	(19,000)	-
Prepaid expenses and other current assets	13,296	62,250
Accounts payable	32,738	(603)
Accrued liabilities	67,330	(35,767)
Related party payables	9,212	-
Net Cash Used in Operating Activities - Continuing Operations	(284,811)	(505,439)
Net Cash Used in Operating Activities - Discontinued Operations	-	(1,714,324)
Net Cash Used in Operating Activities	(284,811)	(2,219,763)
Cash Flows From Investing Activities	-	-
Cash Flows From Financing Activities		
Proceeds from issuance of common stock for cash	175,670	358,472
Proceeds from issuance of convertible notes payable	125,000	585,430
Net Cash Provided by Financing Activities - Continuing Operations	300,670	943,902
Net Cash Provided by Financing Activities - Discontinued Operations	-	-
Net Cash Provided by Financing Activities	300,670	943,902
Effect of exchange rate changes on cash	-	39,528
Net Increase (Decrease) in Cash	15,859	(1,236,333)
Cash at Beginning of Period	4,143	1,402,626
Cash at End of Period	\$ 20,002	\$ 166,293
Noncash Investing and Financing Information:		
Beneficial conversion features on convertible debt	\$ -	\$ 106,751
Derivative liability on convertible debt	125,000	88,269
Conversion of notes payable to common stock	-	145,034
Shares issued for asset acquisition	38,500	-
Shares issued for prepaid expenses	200,000	-
Supplemental Disclosures of Cash Flow Information:		
Cash Paid for Interest	\$ -	\$ -
Cash Paid for Taxes	-	-

See accompanying notes to the condensed consolidated financial statements.

NEWBRIDGE GLOBAL VENTURES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 — THE COMPANY AND BASIS OF PRESENTATION

Financial Statement Presentation – The accompanying condensed consolidated financial statements are presented in conformity with accounting principles generally accepted in the United States of America and include the operations and balances of NewBridge Global Ventures, Inc., a Delaware corporation, (“NewBridge”), its wholly-owned subsidiary Elevated Education, Inc. (“Elevated”), and its former wholly-owned subsidiaries (see “Organization”) (collectively, “NewBridge”, “we”, or “the Company”). NewBridge was incorporated in May 1983 in the State of Colorado and re-incorporated in the State of Delaware in April 2008.

Organization – Effective August 30, 2017, the Company entered into an Agreement on Transfer of Shares (“Transfer Agreement”) whereby it sold all of the equity interest held by it in its three (3) operating subsidiaries NABUFIT Denmark, NABUFIT China, and NABUFIT IP (“Operating Subsidiaries”) and consequently ceased its prior operations (“Operations Sale”). Prior to the Operations Sale, the Company, through its Operating Subsidiaries designed, manufactured and marketed the NABUFIT virtual training and fitness products and services (“NABUFIT Products”). In connection with the closing of the Operations Sale, all of the Company’s equity in the Operating Subsidiaries along with all of its interests in the NABUFIT Products, technology and intellectual property was transferred.

On October 19, 2017, the shareholders approved an amendment to the Company’s Certificate of Incorporation effecting a change of the Company’s name from Nabufit Global, Inc. to NewBridge Global Ventures, Inc. to more accurately reflect its business objectives. The name change was effective as of December 12, 2017 and the Company’s new symbol is “NBGV”. On February 14, 2018, the Company elected to form Elevated as a Delaware corporation and wholly-owned subsidiary of the Company. On February 19, 2018, the Company entered into an Asset Purchase Agreement (“Purchase Agreement”) with Elevated Portfolio Holdings, LLC (“Elevated Portfolio”), whereby Elevated agreed to purchase the assets of Elevated Portfolio for 2,000,000 shares of the Company’s common stock, par value \$0.0001 per share. Mark Mersman was the chief executive officer of Elevated Portfolio.

Nature of Business – NewBridge is an early stage business. Prior to September 2017, the Company designed, manufactured and marketed the Nabufit virtual training and fitness products and services. In September 2017, the Company sold its operating subsidiaries and the related business and as a result changed its business model.

NewBridge is vertically integrated and through its several wholly-owned subsidiaries (see Note 11) is currently licensed to cultivate, manufacture, and distribute medical and recreational cannabis in California as follows:

- ⌚ *Roots Nursery*—plans to cultivate and market cannabis clones,
- ⌚ *Mad Creek Farm*—plans to be a grower of cannabis,
- ⌚ *5Leaf*—plans to manufacture and extract oils from hemp and cannabis,
- ⌚ *Green Thumb Distributors*—expects to be a recipient of a California Type 11 license in the Bay area,
- ⌚ *Elevated Education*—is creating and plans to market curriculum focused on the endocannabinoid system, pharmacology and clinical applications of medical cannabis.

Reverse Stock Split

Effective June 27, 2017, the Company filed an Amended and Restated Certificate of Incorporation (“Restated Certificate”) with the Delaware Secretary of State whereby the Company effected a reverse stock split to reduce the number of shares of outstanding common stock at a rate of 1 share for every 30 shares of common

stock then outstanding (“Reverse Split”). The approval of the Restated Certificate was approved by written consent of holders of a majority of the Company’s common stock. Each stockholder owning fewer than 30 shares of common stock immediately before the effective time of the Reverse Stock Split received from the Company \$0.10 in cash, without interest, for each of such shares of common stock; and (b) each stockholder owning of record 30 or more shares of common stock immediately before the effective time of the Reverse Split held, after the Reverse Split, the number of shares of common stock equal to 1/30th of the number held prior to the Reverse Split. On June 28, 2017 the Company filed with the Securities and Exchange Commission (“SEC”), and the Company’s stockholders were furnished with a Definitive Information Statement filed on Schedule 14(c) to advise the stockholders of the corporate actions. All share and per-share amounts included in this report have been restated to reflect the 1 for 30 reverse stock split.

NOTE 2 – GOING CONCERN

The accompanying condensed consolidated financial statements have been prepared with the recognition that there is considerable doubt about whether the Company can continue as a going concern. As shown in the accompanying condensed consolidated financial statements, the Company incurred a net loss of \$1,576,746 for the six months ended June 30, 2018 and has an accumulated deficit of \$10,188,858 at June 30, 2018. The Company also used cash in operating activities of \$284,811 during the six months ended June 30, 2018. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Information – The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the rules and regulations of the SEC. Accordingly, they are condensed and do not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature. The results of operations for the six months ended June 30, 2018, may not be indicative of the results that may be expected for the year ending December 31, 2018.

These financial statements should be read in conjunction with the financial statements and notes thereto which are included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. The accounting policies set forth in those annual financial statements are the same as the accounting policies utilized in the preparation of these financial statements, except as modified for appropriate interim financial statement presentation.

Principles of Consolidation — The accompanying consolidated financial statements are presented in conformity with accounting principles generally accepted in the United States of America and include operations and balances of NewBridge Global Ventures, Inc. and its wholly-owned subsidiaries NABUFIT Denmark, NABUFIT China, NABUFIT IP, and Elevated. Intercompany balances and transactions have been eliminated in consolidation. NABUFIT China and NABUFIT IP had no activity. All three NABUFIT subsidiaries were sold to an employee of NABUFIT Denmark effective August 30, 2017. As a result of this action, the disclosures reflect these operations as discontinued and prior year financial information has been restated to reflect this accounting treatment. The subsidiaries were consolidated up through August 30, 2017, the date they were sold. Elevated was formed February 14, 2018.

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

Fair Value – The fair values of the Company’s financial assets and liabilities approximate their carrying amounts at the reporting date.

Foreign Currency Transactions and Translations – The functional currency of NABUFIT Denmark was the Danish Krone (DKK), the functional currency of NABUFIT China was the China Yuan Renminbi (CNY), and the functional currency of NewBridge, Elevated and the reporting currency is U.S. dollars (USD). The Company translated the assets and liabilities of NABUFIT Denmark and NABUFIT China from the functional currency to U.S. dollars at the appropriate spot rates as of the balance sheet date. Equity balances were translated using historical exchange rates. Changes in the carrying value of these assets and liabilities attributable to fluctuations in spot rates were recognized in foreign currency translation adjustment, a component of accumulated other comprehensive income. Income statement accounts were translated using the average exchange rate during the period.

Monetary assets and liabilities denominated in a currency that is different from the functional currency must first be remeasured from the applicable currency to the functional currency. The effect of this remeasurement process was recognized translation adjustments in our statement of comprehensive loss.

The Company had no foreign currency transaction gains or losses during the six months ended June 30, 2018.

Cash and Cash Equivalents – The balance in cash and cash equivalents consists of cash reserves held in bank accounts. The Company maintains cash balances in bank accounts that, at times, exceed federally insured limits. The Company has not experienced any losses in these accounts and believes it is not exposed to any significant risk with respect to cash.

Revenue Recognition – The Company adopted Topic 606 *Revenue from Contracts with Customers* with a date of initial application of January 1, 2018. Since the Company had no revenue prior to 2018, the adoption of this standard had no effect on prior periods. The Company generates revenue through consulting arrangements, and in the future from manufacturing services, producing and selling products. The revenue will be recognized at the point in time that the services are performed and products are sold and delivered to the customer. This policy will be modified if necessary as the Company grows and develops multiple revenue sources.

Software Development Costs – The Company expenses software development costs until the Company has a working business model for the software.

Income Taxes – The Company accounts for income taxes pursuant to Accounting Standards Codification (ASC) 740, Income Taxes, which requires the use of the asset and liability method of accounting for deferred income taxes. We recognize deferred tax liabilities and assets based on the differences between the tax basis of assets and liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years.

All allowances against deferred income tax assets are recorded in whole or in part, when it is more likely than not those deferred income tax assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance is required to the extent it is more-likely-than-not that a deferred tax asset will not be realized. ASC 740 also requires reporting of taxes based on tax positions that meet a more-likely-than-not standard and are measured at the amount that is more-likely-than-not to be realized. Differences between financial and tax reporting which do not meet this threshold are required to be recorded as unrecognized tax benefits.

Derivatives – The Company has entered into convertible debt agreements whereby the related conversion features are derivatives. Therefore, the Company has calculated the fair value of these derivatives on the execution dates and has also recorded a gain on derivative for the change in fair value from the execution date to the reporting date.

The Company estimates fair values of derivative financial instruments using the Binomial Lattice model, adjusted for the effect of dilution, because it embodies all of the requisite assumptions (including trading volatility, estimated term and dilution) necessary to fair value these instruments. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques (such as Binomial Lattice model) are highly volatile and sensitive to changes in the trading market price of our common stock.

Basic and Diluted Loss Per Share – Basic loss per common share is calculated by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per common share is calculated by dividing net loss by the weighted-average number of common shares outstanding during the period giving effect to potentially dilutive common stock equivalents. As of June 30, 2018, the Company had 2,580,000 common stock equivalents outstanding related to the convertible note payable and vested stock options outstanding. As of June 30, 2017, the Company had common stock equivalents of 190,308 shares outstanding related to convertible notes payable.

New Accounting Pronouncements – The Company does not expect the adoption of any recent accounting pronouncements to have a material impact on its financial statements.

NOTE 4 – ASSET PURCHASE AGREEMENT

On February 19, 2018, the Company entered into a Purchase Agreement with Elevated Portfolio, whereby Elevated, a wholly owned subsidiary of the Company, agreed to purchase the assets of Elevated Portfolio for 2,000,000 shares of the Company's common stock, par value \$0.0001 per share. Elevated Portfolio offers medically focused education modules to health professionals about the use of cannabis for health and wellness. The Purchase Agreement was closed on March 5, 2018. As a result, the Company is able to use the acquired assets to continue its consulting business and provide key educational products as part of its service offering.

Elevated acquired intangible assets from Elevated Portfolio and assumed \$38,500 of liabilities. The liabilities consisted of \$19,000 payable to NewBridge, which was eliminated in consolidation. The remaining assumed liabilities of \$19,500 were payable to Mustang Capital, LLC, a related party at the time. Elevated Portfolio and Mustang Capital, LLC were both related parties since Mark Mersman, the chief executive officer of NewBridge at the time was the principal executive in these entities as well.

The purchase of the intangible assets of Elevated Portfolio was valued at predecessor cost. As a result, the Company has recorded payables to related parties of \$19,500, and the shares at par value.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

Effective May 4, 2018, the Company entered into a Securities Purchase Agreement (“Auctus Purchase Agreement”) dated April 30, 2018 with Auctus Fund, LLC (“Auctus”). In conjunction with the Auctus Purchase Agreement, the Company signed a Convertible Promissory Note for \$250,000 (“Auctus Note”). The Auctus Note was convertible into shares of the Company’s common stock and had an initial maturity date of nine months from the issue date of each funding tranche. The first \$125,000 was received May 3, 2018. In connection with the Auctus Purchase Agreement and the Auctus Note, the Company also entered into a Registration Rights Agreement pursuant to which the Company agreed to register the conversion shares for resale by Auctus. The conversion price was equal to (1) the lesser of the lowest trading price during the previous 25 day trading period ending on April 27, 2018, the last full trading day prior to the date of the note, which was \$0.41 or (2) a variable conversion price equal to 50% of the lowest trading price during the 25 trading days leading up to the date of the conversion.

As of June 30, 2018, the Company had received the first tranche of \$125,000. Actual cash received was net of a \$14,750 origination fee. The Company recorded a derivative of \$199,927 on April 30, 2018 due to the variable nature of the conversion price, as well as, a debt discount of \$125,000 and a loss on derivative of \$74,927. The discount is amortized over the nine-month term of the note. The derivative was remeasured on June 30, 2018, which resulted in a loss on derivative of \$73,588. On July 24, 2018, the Auctus Note was paid back in full.

NOTE 6 – DERIVATIVE LIABILITIES

The Company evaluated the terms of the convertible debt conversion features under the applicable accounting literature, including Derivatives and Hedging, ASC 815, and determined that certain features required separate accounting as derivatives. The derivatives were recorded as "derivative liabilities" on the condensed consolidated balance sheets and will be adjusted to reflect fair value at each reporting date. The total fair value of the derivative liabilities at issuance for the convertible debt was \$199,927 for the convertible debt issued during 2018. The fair value of the derivative liabilities at June 30, 2018 was \$273,515. The Company recognized a loss of \$148,515 for the six months ended June 30, 2018, which is presented as "loss on derivative" on the condensed consolidated statements of operations.

On April 30, 2018, the Company recorded a derivative liability of \$199,927 on convertible debt due to the variable nature of the conversion price. The valuation was based on the Binomial Lattice model. The Company recorded a loss on derivative of \$74,927 since the value of the derivative was greater than the proceeds from the convertible note. As of June 30, 2018, the derivative liability was remeasured at \$273,515. The details are as follows:

	April 30, 2018	June 30, 2018
Stock price at valuation date	\$ 0.44	\$ 0.35
Conversion price	\$ 0.20	\$ 0.13
Volatility	189.87%	217.16%
Value of derivative	\$ 119,927	\$ 273,515
Loss on derivative	\$ (74,927)	\$ (73,588)

NOTE 7 – FAIR VALUE MEASUREMENTS

Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

- Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

- Level 3: Pricing inputs that are generally unobservable and are supported by little or no market data.

Financial Assets Measured on a Recurring Basis

Financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following table summarizes the valuation of our financial assets measured at fair value on a recurring basis as of June 30, 2018:

	Level 1	Level 2	Level 3	Total
Liabilities:				
Derivative Liabilities	\$ -	\$ -	\$ 273,515	\$ 273,515

In accordance with U.S. GAAP, we use market prices and pricing models for fair value measurements of our derivative financial instruments.

NOTE 8 – STOCK OPTIONS

Incentive Plan

An Incentive Plan was approved by the NewBridge Board on October 18, 2017 and by a majority of the stockholders on October 19, 2017. The Incentive Plan permits NewBridge to grant “Awards,” that may consist of stock options, the grant or sale of restricted stock (“Restricted Stock”), stock appreciation rights (“SARs”), or hypothetical units issued with reference to NewBridge common stock (“Restricted Stock Units”), for up to 4,000,000 shares of common stock. Awards may be granted under the Incentive Plan to employees, directors, and consultants of NewBridge and its subsidiaries, including also subsidiaries that NewBridge may form or acquire in the future. The Incentive Plan will be administered by the NewBridge Board or by a committee authorized by the NewBridge Board (the “Committee”), which will make all determinations with regard to the grant and terms of Awards, subject to the terms of the Incentive Plan.

On October 12, 2017, the Company granted options to Mark Mersman, CEO and Scott Cox, President and COO, to purchase 1,508,543 shares of common stock each (3,017,085 total). The options have an exercise price of \$0.01 per share and expire December 31, 2018. The options are exercisable upon achievement of various milestones. As of December 31, 2017, none of the options were exercisable. The combined stock options were valued at \$1,518,884 using Black-Scholes. The Company recognized share-based compensation on these stock options of \$272,572 during 2017 and had \$1,246,312 of unrecognized share-based compensation.

On June 11, 2018, the Company granted options to the CFO, two directors, and two third party consultants for a total of 1,580,000 shares valued at \$388,910. The options all vested upon the Company completing the acquisitions of the companies described in Note 1, Nature of Business and had no additional performance milestones so the expense was recognized during June 2018. The options have an exercise price of \$0.25 per share and expire on June 30, 2019 (50,000 options), June 30, 2020 (230,000 options) and June 30, 2021 (1,300,000 options), respectively.

For the six months ended June 30, 2018, the Company recognized \$1,012,066 of share-based compensation and had \$623,156 of unrecognized share-based compensation as of June 30, 2018 that will be recognized ratably over the remaining six months of 2018. During the first six months of 2018, all of the options vested upon Board approval. During the six months ended June 30, 2018, 3,017,085 of the vested options were exercised.

NOTE 9 – SHAREHOLDERS’ EQUITY

We have authorized capital stock consisting of 100,000,000 shares of \$0.0001 par value common stock and 400,000 shares of \$0.0001 par value preferred stock. At June 30, 2018 and December 31, 2017, we had 9,876,439 and 3,695,604 shares of common stock issued and outstanding, respectively, and no shares of preferred stock issued and outstanding.

On March 5, 2018, the Company issued 2,000,000 shares of common stock as part of the asset purchase agreement described in Note 4. Due to Elevated Portfolio Holdings being a related party, the net assets acquired were recorded at predecessor cost.

During the six months ended June 30, 2018, the Company issued 363,750 shares of common stock to investors at \$0.40 per share for cash totaling \$145,500.

On March 2, 2018, the Company issued 2,000,000 shares of common stock for \$0.01 per share for a total of \$20,000. These shares were issued to Mark Mersman and Scott Cox upon exercise of stock options.

On June 14, 2018, the Company issued 1,017,085 shares of common stock for \$0.01 per share for a total of \$10,170. These shares were issued to Mark Mersman and Scott Cox upon exercise of stock options.

On June 14, 2018, the Company issued 800,000 shares of common stock valued at \$0.25 per share to a third-party consultant for \$200,000 of services over a six-month contract period. As of June 30, 2018, the Company had expensed \$16,667 with the remaining balance included in prepaid expenses on the balance sheet.

NOTE 10 – RELATED PARTY TRANSACTIONS

As of June 30, 2018 and December 31, 2017, the Company had related party payables of \$30,700 and \$1,988, respectively. The 2018 payable was to Mustang Capital, LLC a company owned by Mark Mersman, and was assumed as part of the asset purchase agreement described in Note 4, and to Scott Cox. The 2017 payable was to a former CEO for expenses related to the operation of the business. These payables are due on demand with no interest.

As described in Note 4, the asset purchase agreement between the Company, Elevated Portfolio and Elevated Education is considered a related party transaction since Mark Mersman was the chief executive officer in all companies involved.

Elevated Portfolio and Mustang Capital, LLC are both related parties since Mark Mersman, the chief executive officer of NewBridge, is the principal executive in these entities as well.

NOTE 11 – SUBSEQUENT EVENTS

On or about July 2, 2018, the Company entered into subscription agreements (“Subscription Agreements”) with two investors for the purchase of 28,150 shares of restricted common stock at \$0.40 per share for total consideration of \$11,260.

On July 12, 2018, the Company entered into a Consulting Services Agreement (“Agreement”) with Go Fund, LLC (the “Consultant”), which is wholly-owned by Lance Dalton. Under the terms of the Agreement, the Consultant will assist the Company in identifying acquisitions and growth opportunities, assist the Company with financing its capital needs, and assist the Company with its investor relations. The Company will pay a monthly consulting fee of \$10,000 for the one-year term and grant the Consultant options to acquire 10,000,000 shares of the Company’s Common Stock at an exercise price of \$0.0001 per share. Under the terms of the Agreement, the shares were to vest upon the meeting of certain value creating milestones which were all met as required. On July 29, 2018, Go Fund LLC exercised the options and the Company issued 10,000,000 shares for \$1,000.

On July 16, 2018, the Company closed on Share Exchange and Purchase Agreements (the “Purchase Agreements” and the “Closing”) with the various members and shareholders of 725 E 11th, LLC, a California limited liability company; Mad Creek Farm, LLC, a California limited liability company; Timothy Lane, LLC, a California limited liability company; GLML, LLC, a California limited liability company, Roots Nursery, Inc., a California corporation and 5 Leaf, LLC, a California limited liability company (together the “Consortium”), whereby the Company purchased the shares or membership interests (as the case may be) of the several entities making up the Consortium for a combined 31,000,000 shares (“Shares”) of the Company’s common stock, par value \$0.0001 per share (“Common Stock”). The Consortium consists of farm, nursery, extraction, management and real estate companies in the cannabis industry.

On or about July 25, 2018, the Company entered into Subscription Agreements with investors for the purchase of 6,058,966 shares of restricted common stock at \$0.50 per share for total consideration of \$3,029,483. The shares were offered to accredited investors pursuant to an exemption from registration under Section 4(2) and Regulation D.

On July 30, 2018, the Company issued 75,000 shares to Mark Mersman, CEO, and 75,000 shares to Scott Cox, President and COO, based on performance milestones in their October 12, 2017 employment contracts. The milestones were fulfilled in July 2018.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is intended to assist you in understanding our results of operations and our present financial condition. Our condensed financial statements and the accompanying notes included in this quarterly report on Form 10-Q contain additional information that should be referred to when reviewing this material.

Forward-Looking Information and Cautionary Statements

This quarterly report contains forward-looking statements as that term is defined in Section 27A of the United States Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as “*may*”, “*should*”, “*expects*”, “*plans*”, “*anticipates*”, “*believes*”, “*estimates*”, “*predicts*”, “*potential*” or “*continue*” or the negative of these terms or other comparable terminology. Such statements are based on currently available financial and competitive information and are subject to various risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations. Undue reliance should not be placed on such forward-looking statements as such statements speak only as of the date on which they are made.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Such factors include, but are not limited to, market factors, market prices and marketing activity, future revenues and costs, unsettled political conditions, civil unrest and governmental actions, foreign

currency fluctuations, and environmental and labor laws and other factors detailed herein and in our other filings with the U.S. Securities and Exchange Commission (the “Commission”) filings. Additional factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

- our ability to raise capital when needed and on acceptable terms and conditions;
- our ability to identify and acquire a viable operating business;
- our ability to attract and retain management, and to integrate and maintain technical information and management information systems;
- the intensity of competition; and
- general economic conditions.

Forward-looking statements are predictions and not guarantees of future performance or events. Forward-looking statements are based on current industry, financial and economic information, which we have assessed but which by its nature, is dynamic and subject to rapid and possibly abrupt changes. Our actual results could differ materially from those stated or implied by such forward-looking statements due to risks and uncertainties associated with our business.

We hereby qualify all our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of their dates and should not be unduly relied upon. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise (other than pursuant to reporting obligations imposed on registrants pursuant to the Securities Exchange Act of 1934) to reflect subsequent events or circumstances. All written and oral forward-looking statements made in connection with this Quarterly Report on Form 10-Q that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

Executive Summary

The Company has completed the transition from NABUFIT to NewBridge and is now focused on growth in the cannabis industry. The Company began generating revenue, but to date, the only revenue is with a related party customer. With the acquisitions in July 2018, the Company expects operations to grow significantly during the next 12 months.

Critical Accounting Policies and Estimates

Certain accounting policies are considered by management to be critical to an understanding of our condensed consolidated financial statements. Their application requires significant management judgment, with financial reporting results relying on estimates about the effect of matters that are inherently uncertain. A summary of critical accounting policies can be found in our Form 10-K for the year ended December 31, 2017. For all of these policies, management cautions that future results rarely develop exactly as forecasted, and the best estimates routinely require modification.

Results of Operations

During the six months ended June 30, 2018, the Company had a net loss of \$1,576,746 all from continuing operations compared to a net loss of \$2,264,119 for the six months ended June 30, 2017, which consisted of a net loss from continuing operations of \$701,294 and net loss from discontinued operations of \$1,562,825. The increase in net loss from continuing operations was mainly due to \$1,012,066 of share-based compensation during the six months ended June 30, 2018 related to the granting of stock options to executives, directors and third-party consultants.

During the three months ended June 30, 2018, the Company had a net loss of \$1,085,271 all from continuing operations compared to a net loss of \$1,097,053 for the three months ended June 30, 2017, which consisted of a net loss from continuing operations of \$357,340 and net loss from discontinued operations of \$739,713.

The increase in net loss from continuing operations was mainly due to \$700,488 of share-based compensation during the three months ended June 30, 2018 related to the granting of stock options to executives, directors and third-party consultants.

Operating expenses consist mainly of employee salaries and share-based compensation. We expect operating expenses to increase substantially based on the acquisitions subsequent to June 30, 2018.

Liquidity and Capital Resources

During the six months ended June 30, 2018, we had a net loss of \$1,576,746. At June 30, 2018, we had an accumulated deficit of \$10,188,858.

We could potentially use our available financial resources sooner than we currently expect, and we may incur additional indebtedness to meet future financing needs. Adequate additional funding may not be available to us on acceptable terms or at all. In addition, although we anticipate being able to obtain additional financing through non-dilutive means, we may be unable to do so. Our failure to raise capital as and when needed could have significant negative consequences for our business, financial condition and results of operations. Our future capital requirements and the adequacy of available funds will depend on many factors, including those set forth in the section titled "Risk Factors" noted in the filed 10-K for the year ended December 31, 2017.

The following table summarizes our cash flows for the six months ended June 30, 2018:

	For the Six Months Ended	
	June 30,	
	2018	2017
Cash used in operating activities	\$ (284,811)	\$ (2,219,763)
Cash provided by financing activities	300,670	943,902
Effect of exchange rate changes on cash	-	39,528
Net increase (decrease) in cash	\$ 15,859	\$ (1,236,333)

Number of Employees

As of June 30, 2018, the Company had 2 full-time and 2 part-time employees.

Disclosure of Contractual Obligations

None.

Off-Balance Sheet Financing Arrangements

The Company had no off-balance sheet financing arrangements at June 30, 2018 and December 31, 2017.

Critical Accounting Policies

The Company's Financial Statements are prepared in accordance with U.S. generally accepted accounting principles, which require management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, net revenue, if any, and expenses, and the disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions 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 that are not readily apparent from other sources. Senior management has discussed the development, selection and disclosure of these estimates with the Board of Directors. Management believes that the accounting estimates employed and the resulting balances are reasonable; however, actual results may differ from these estimates under different assumptions or conditions. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably possible could materially impact the financial statements. Management believes the following critical accounting policies reflect the significant estimates and assumptions used in the preparation of the Financial Statements.

New Accounting Pronouncements

The Company does not expect the adoption of any recent accounting pronouncements to have a material impact on its financial statements.

Item 3. Qualitative and Quantitative Disclosures About Market Risk

As a Smaller Reporting Company as defined by Rule 12b-2 of the Exchange Act and in Item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our President, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act.”)) and based upon this evaluation, and the engagement of a qualified outside third party to monitor our disclosure controls and procedures, concluded that as of June 30, 2018, our disclosure controls and procedures were not effective in ensuring that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms and (ii) accumulated and communicated to our management, including our principal executive and financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

None.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

There are no legal proceedings which are pending or have been threatened against us or any of our officers, directors or control persons of which management is aware.

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

On February 6, 2018, the Company entered into an Equity Financing Agreement (“Financing Agreement”) with GHS Investments LLC, a Nevada limited liability company (“GHS”). Under the Financing Agreement, we may from time to time, in our discretion, sell shares of our common stock to GHS for aggregate gross

proceeds of up to \$1,000,000 (but in no event more than 1,850,000 shares or such other amount which is less than one-third of the Company's public float, not including shares beneficially owned by affiliates). Unless terminated earlier, GHS's purchase commitment will automatically terminate on the earlier of the date on which GHS shall have purchased our shares pursuant to the Financing Agreement for an aggregate purchase price of \$1,000,000, the date which is 24 months from the effective date or the date the Registration Statement is no longer effective. We have no obligation to sell any shares under the Financing Agreement.

As provided in the Financing Agreement, we may require GHS to purchase shares of common stock from time to time by delivering a put notice ("Put Notice") to GHS specifying the total number of shares to be purchased (such number of shares multiplied by the Purchase Price described below, equals the "Investment Amount"). Our ability to issue Put Notices to GHS and require GHS to purchase our common stock is not contingent on the trading volume of our common stock. GHS will have no obligation to purchase shares under the applicable Financing Agreement to the extent that such purchase would cause GHS to own more than 9.99% of our then-issued and outstanding common stock (the "Beneficial Ownership Limitation").

For each share of our common stock purchased under the Financing Agreement, GHS will pay a Purchase Price equal to 75% of the "Market Price" subject to a floor price of \$0.50. The "Market Price" is defined as the volume weighted average price (the "VWAP") on the principal trading platform for the Common Stock, as reported by OTC Markets Group, Inc. ("OTC Markets"), for the five consecutive trading days immediately preceding the closing date (each, a "Closing Date") associated with the applicable Put Notice (the "Valuation Period"). GHS's obligation to purchase shares is subject to customary closing conditions, including without limitation a requirement that this registration statement registering the resale by GHS of the shares to be issued under the Financing Agreement remain effective. The Financing Agreement also contains covenants, representations and warranties by us and GHS that are typical for transactions of this type, including customary mutual indemnification rights. The Financing Agreement is not transferable and any benefits attached thereto may not be assigned.

In connection with the Financing Agreement, we also entered into a Registration Rights Agreement with GHS requiring us to prepare and file this Registration Statement registering the resale by GHS of shares to be issued under the Financing Agreement, to use commercially reasonable efforts to cause the Registration Statement to be declared effective, and to keep the Registration Statement effective until (i) the date on which GHS may sell all the shares under Rule 144 without volume limitations, or (ii) the date on which GHS no longer owns any of the shares. We filed such Registration Statement which was declared effective on July 20, 2018.

The foregoing description of the terms of the Financing Agreement and the Registration Rights Agreement does not purport to be complete and is subject to, and qualified in its entirety by reference to the agreements/instructions themselves, copies of which were filed as exhibits to our Current Report on Form 8-K, filed February 13, 2018, the terms of which are incorporated herein by reference.

No shares have been purchased by GHS under the Financing Agreement.

On or about July 2, 2018, the Company entered into subscription agreements ("Subscription Agreements") with two investors for the purchase of 28,150 shares of restricted common stock at \$0.40 per share for total consideration of \$11,260.

On or about July 25, 2018, the Company entered into Subscription Agreements with investors for the purchase of 6,058,966 shares of restricted common stock at \$0.50 per share for total consideration of \$3,029,483.

In connection with the foregoing issuances, the Company relied upon the exemption from securities registration provided by Section 4(a)(2) under the Securities Act for transactions not involving a public offering.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibits. The following exhibits are included as part of this report:

<u>EXHIBIT NO</u>	<u>DESCRIPTION AND METHOD OF FILING</u>
10.1	<u>Equity Finance Agreement with GHS Capital dated February 6, 2018 (incorporated by reference as Exhibit 10.1 to Form 8-K filed on February 13, 2018)</u>
10.2	<u>Registration Rights Agreement with GHS Capital dated February 6, 2018 (incorporated by reference as Exhibit 10.2 to Form 8-K filed on February 13, 2018)</u>
10.3	<u>Asset Purchase Agreement with Elevated Portfolio Holdings, LLC dated February 2018 (incorporated by reference as Exhibit 10.1 to Form 8-K filed on February 27, 2018)</u>
10.4	<u>Securities Purchase Agreement with Auctus Fund, LLC dated April 30, 2018 (incorporated by reference as Exhibit 10.1 to Form 8-K filed May 9, 2018)</u>
10.5	<u>Convertible Promissory Note with Auctus Fund, LLC dated April 30, 2018 (incorporated by reference as Exhibit 10.2 to Form 8-K filed May 9, 2018)</u>
10.6	<u>Registration Rights Agreement with with Auctus Fund, LLC dated April 30, 2018 (incorporated by reference as Exhibit 10.1 to Form 8-K filed May 9, 2018)</u>
10.7	<u>Consulting Services Agreement dated June 14, 2018 (incorporated by reference as Exhibit 99.1 to Form 8-K filed June 18, 2018)</u>
10.8	<u>Consulting Services Agreement dated July 12, 2018 (incorporated by reference as Exhibit 10.1 to Form 8-K filed July 16, 2018)</u>
10.9	<u>Share Exchange and Purchase Agreement dated July 12, 2018 (incorporated by reference as Exhibit 10.1 to Form 8-K filed on July 20, 2018)</u>
10.10	<u>Common Stock Subscription Agreement dated July 2018 (incorporated by reference as Exhibit 3.02 to Form 8-K filed on July 26, 2018)</u>
31.1	<u>Certification of Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))</u>
31.2	<u>Certification of Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a))</u>
32.1	<u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2	<u>Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>

SIGNATURES

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

NEW BRIDGE GLOBAL VENTURES, INC.

Date: August 14, 2018

By: /s/ Mark Mersman
Mark Mersman, Chief Executive Officer

Date: August 14, 2018

By: /s/ Robert K Bench
Robert K Bench, Principal Financial Officer

CERTIFICATION

I, Mark Mersman certify that:

1. I have reviewed this quarterly report on Form 10-Q of NewBridge Global Ventures, 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 small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officers 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 small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: August 14, 2018

/s/ MARK MERSMAN
Mark Mersman, Chief Executive Officer
NewBridge Global Ventures, Inc.

CERTIFICATION

I, Robert K. Bench, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NewBridge Global Ventures, 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 small business issuer as of, and for, the periods presented in this report;
 4. The small business issuer's other certifying officers 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 small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
 5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
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- (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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: August 14, 2018

/s/ ROBERT K. BENCH
Robert K. Bench, Principal Financial Officer
NewBridge Global Ventures, Inc.

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

In connection with the Quarterly Report of NewBridge Global Ventures, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark Mersman, Principal Executive Officer and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

August 14, 2018

/s/ MARK MERSMAN
Mark Mersman, Principal Executive Officer, Chief
Executive Officer
NewBridge Global Ventures, Inc.

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

In connection with the Quarterly Report of NewBridge Global Ventures, Inc. (the “Company”) on Form 10-Q for the period ended June 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Robert K. Bench, Principal Financial Officer and President of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

August 14, 2018

/s/ROBERT K. BENCH
Robert K. Bench, Principal Financial Officer
NewBridge Global Ventures, Inc.