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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **December 31, 2017**

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 No. **000-55523**

STONY HILL CORP.

(Exact name of registrant as specified in its charter)

Nevada	**None**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

9701 Wilshire Blvd., Suite 1000
Beverly Hills, California 90212
(Address of principal executive offices) (Zip Code)

(310) 356-7374
(Registrant's telephone number, including area code)

____
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the issuer (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, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☒

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒
(Do not check if a 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 Exchange Act Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

APPLICABLE ONLY TO CORPORATE ISSUERS

As of February 13, 2018, there were 13,345,100 shares of common stock, $0.00001 par value per share, outstanding.

STONY HILL CORP.
QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED DECEMBER 31, 2017

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of Stony Hill Corp., a Nevada corporation (the “Company”), contains “forward-looking statements,” as defined in the United States Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by terminology such as “may”, “will”, “should”, “could”, “expects”, “plans”, “intends”, “anticipates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of such terms and other comparable terminology. These forward-looking statements include, without limitation, statements about our market opportunity, our strategies, competition, expected activities and expenditures as we pursue our business plan, and the adequacy of our available cash resources. 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. Actual results may differ materially from the predictions discussed in these forward-looking statements. The economic environment within which we operate could materially affect our actual results. Additional factors that could materially affect these forward-looking statements and/or predictions include, among other things: the possibility that we will not receive sufficient customers to grow our business, the Company’s need for and ability to obtain additional financing, other factors over which we have little or no control; and other factors discussed in the Company’s filings with the Securities and Exchange Commission (“SEC”).

Our management has included projections and estimates in this Form 10-Q, which are based primarily on management’s experience in the industry, assessments of our results of operations, discussions and negotiations with third parties and a review of information filed by our competitors with the SEC or otherwise publicly available. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

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PART I—FINANCIAL INFORMATION

Item 1. Financial statements.

STONY HILL CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2017	March 31, 2017
	(unaudited)	
ASSETS		
Current Assets		
Cash	$ 416,831	$ 212,637
Accounts receivable, net of allowance for doubtful accounts of $2,232 and nil	4,685	5,677
Inventory	35,004	22,699
Prepaids and other current assets	4,290	16,920
Total Current Assets	460,810	257,933
Property and equipment, net	1,524	-
Equity investments	368,537	300,000
Intangible asset, net	949,795	1,118,179
Other asset	5,500	-
TOTAL ASSETS	$ 1,786,166	$ 1,676,112
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 31,564	$ 12,297
Accrued expenses	20,208	19,287
Total Current Liabilities	51,772	31,584
Stockholders' Equity		
Preferred stock; $0.00001 par value; 5,000,000 shares authorized; none issued and outstanding at December 31, 2017 (unaudited) and March 31, 2017	-	-
Common stock; $0.00001 par value; 200,000,000 shares authorized; 15,595,100 and 15,247,600 issued and outstanding at December 31, 2017 (unaudited) and March 31, 2017, respectively	154	152
Additional paid in capital	2,437,470	1,742,472
Common stock to be issued, 192,390 and 150,000 shares at December 31, 2017 (unaudited) and March 31, 2017, respectively	538,333	426,000
Accumulated deficit	(1,237,302)	(525,832)
Total Stony Hill Corp. Stockholders' Equity	1,738,655	1,642,792
Non-controlling (deficit) interest	(4,261)	1,736
Total Stockholders' Equity	1,734,394	1,644,528
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,786,166	$ 1,676,112

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

STONY HILL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended December 31, 2017 (unaudited)	Three Months Ended December 31, 2016 (unaudited)	Nine Months Ended December 31, 2017 (unaudited)	Nine Months Ended December 31, 2016 (unaudited)
REVENUE				
Product, net	$ 62,977	$ -	$ 179,534	$ -
Services	-	17,500	-	17,500
	62,977	17,500	179,534	17,500
COST OF REVENUE, PRODUCT	50,370	-	140,706	-
GROSS MARGIN	12,607	17,500	38,828	17,500
EXPENSES				
Sales and marketing	165,315	-	229,674	-
General and administrative	133,977	54,865	358,193	86,047
Reverse merger costs	-	376,366	-	376,366
Depreciation and Amortization	56,172	-	168,428	-
TOTAL OPERATING EXPENSES	355,464	431,231	756,295	462,413
NET LOSS	(342,857)	(413,731)	(717,467)	(444,913)
Less: Net loss attributable to non controlling interest	7,131	-	5,997	-
NET LOSS ATTRIBUTABLE TO STONY HILL CORP.	$ (335,726)	$ (413,731)	$ (711,470)	$ (444,913)
LOSS PER COMMON SHARE	$ (0.02)	$ (0.03)	$ (0.05)	$ (0.04)
WEIGHTED AVERAGE SHARES OUTSTANDING				
Basic and diluted	15,595,100	13,295,532	15,458,775	11,211,460

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

STONY HILL CORP.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED DECEMBER 31, 2017 (UNAUDITED)

	Common Stock $0.00001 Par		Common Stock to be Issued	Additional Paid In Capital	Non-Controlling Interest	Accumulated Deficit	Stockholders' Equity
	Number	Amount					
Balance, March 31, 2017	15,247,600	$ 152	$ 426,000	$ 1,742,472	$ 1,736	$ (525,832)	$ 1,644,528
Issuance of common stock for cash	347,500	2		694,998			695,000
Common stock to be issued in conjunction with consulting agreement			112,333				112,333
Net loss					(5,997)	(711,470)	(717,467)
Balance, December 31, 2017 (unaudited)	15,595,100	$ 154	$ 538,333	$2,437,470	$ (4,261)	$ (1,237,302)	$ 1,734,394

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

STONY HILL CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended December 31, 2017	Nine Months Ended December 31, 2016
	(unaudited)	(unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (717,467)	$ (444,913)
Adjustment to reconcile net loss to net cash used in operating activities:		
Costs of reverse merger	-	376,366
Stock compensation issued in exchange for consulting agreements	112,333	-
Depreciation	44	-
Amortization of intangible	168,384	-
Changes in operating assets and liabilities		
Accounts receivable	992	(10,000)
Inventory	(12,305)	-
Prepaid and other current assets	12,630	-
Other asset	(5,500)	-
Accounts payable and accrued expenses	20,188	10,492
Net cash used in operating activities	(420,701)	(68,055)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of equity investment	(68,537)	(50,000)
Purchase of property and equipment	(1,568)	-
Increase in cash held in trust account	-	(25,000)
Deposit on acquisition	-	(325,000)
Net cash used in investing activities	(70,105)	(400,000)
CASH FLOW FROM FINANCING ACTIVITIES		
Issuance of common stock for cash	695,000	740,101
Net cash provided by financing activities	695,000	740,101
NET CHANGE IN CASH	204,194	272,046
CASH, BEGINNING OF PERIOD	212,637	-
CASH, END OF PERIOD	$ 416,831	$ 272,046
NON CASH INVESTING AND FINANCING TRANSACTIONS		
Liabilities assumed in the reverse merger	$ -	$ 51,366

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

STONY HILL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIODS ENDED DECEMBER 31, 2017 AND 2016
(unaudited)

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Description of the Company

Stony Hill Corp. (formerly First Fixtures, Inc. or the "Company") was incorporated in the State of Nevada on February 21, 2014 and established a fiscal year end of March 31. Effective October 24, 2016 the Company changed its name from First Fixtures Inc. to Stony Hill Corp. The Company is organized for various investments to be made under the Stony Hill brand as well as to conduct any other related business and activities. The Company is the owner and has right to intellectual property, including trademark, trade dress, images, likenesses and other associated intellectual property such as the name "Stony Hill".

Merger

On November 4, 2016, the Company, entered into a Share Exchange Agreement by and among the Company, Stony Hill Ventures Corp. ("Stony Hill Ventures"), and the holders of common stock of Stony Hill Ventures, which consisted of 26 stockholders. Stony Hill Ventures was incorporated on March 15, 2016, in Nevada and was organized for various investments under the Stony Hill brand as well as to conduct any other related business and activities.

Under the terms and conditions of the Share Exchange Agreement, the Company offered, sold and issued 10,830,000 shares of common stock of the Company in consideration for all the issued and outstanding shares in Stony Hill Ventures. The effect of the issuance is that the former Stony Hill Ventures stockholders obtained approximately 73% of the then issued and outstanding shares of common stock of the Company, and Stony Hill Ventures became a wholly-owned subsidiary of the Company and now represents the Company's principal business.

As a result of the Merger, Damian Marley became the Company's President and Chief Executive Officer and sole member of the Board of Directors, and is the holder of 3,150,000 shares, now approximately 20.6%, of the outstanding common stock of the Company. On February 10, 2017, Mr. Marley resigned as President and Chief Executive Officer, and the board of directors appointed Chris Bridges as our President. On March 9, 2017, Mr. Bridges was also appointed a director. Dan Dalton became the Company's Treasurer (a position he held until January 5, 2018), and became the holder of 2,250,000 shares, or approximately 14.7%, of the outstanding common stock of the Company. On February 9, 2018, Mr. Dalton sold his 2,250,000 shares to the Company for consideration of $50,000, and the Company canceled such shares, returning them to the authorized share capital of the Company on the same day. John Brady became the Company's Secretary and is holder of 2,000,000 shares, now approximately 10.4%, of the outstanding common stock of the Company. On January 5, 2018, Mr. Brady also became the Company's Treasurer. The Company's officers and sole director, therefore, controlled an aggregate of 7,400,000, or 49.8%, of the outstanding common stock of the Company after the transaction. After Mr. Dalton's sale of his shares to the Company, and the Company's subsequent cancelation of such shares on February 9, 2018, Mr. Marley and Mr. Brady hold an aggregate of 5,150,000 shares of common stock of the Company, or 38.5% of the issued and outstanding shares of common stock of the Company.

The merger between the Company and Stony Hill Ventures was treated as a reverse acquisition for financial statement reporting purposes with Stony Hill Ventures deemed the accounting acquirer and the Company deemed the accounting acquiree. Accordingly, Stony Hill Ventures' assets, liabilities and results of operations became the historical financial statements of the Company. No step-up in basis or intangible assets or goodwill was recorded in this transaction.

On October 3, 2016, the Company effected a 1-for-10 stock split. All share and per share amounts have been retro actively restated as if the split had occurred as of the earliest period presented.

Basis of presentation – Unaudited Financial Statements

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the rules and regulations of the Securities and Exchange Commission. Accordingly, the unaudited condensed consolidated financial statements do not include all information and footnotes required by accounting principles generally accepted in the United States of America for complete annual financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting of only normal recurring adjustments, considered necessary for a fair presentation. Interim operating results are not necessarily indicative of results that may be expected for the fiscal year ending March 31, 2018, or for any other interim period. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements as of and for the year ended March 31, 2017, which are included in the Company's Report on Form 10-K for such year filed on June 29, 2017.

Going concern

These condensed statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As reflected in the condensed consolidated financial statements, although the Company started to generate revenues from its business operations during its fiscal year ending March 31, 2018, the Company incurred a net loss of $717,467 and used $420,701 of cash in operating activities during the nine months ended December 31, 2017. Further, the Company's independent auditor in their audit report for fiscal year ended March 31, 2017 expressed substantial doubt about the Company's ability to continue as a going concern. These and other factors raise substantial doubt about the Company's ability to continue as a going concern within one year after the date the financial statements are issued. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to raise additional capital and to ultimately achieve sustainable revenues and income from operations. During the nine months ended December 31, 2017, the Company sold 347,500 shares of its common stock in a private placement to accredited investors at a price of $2.00 per share for total proceeds of $695,000. However, the Company will need and is currently working on obtaining additional funds to operate its business through and beyond the date of this Form 10-Q filing. There is no assurance that such funds will be available or at terms acceptable to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions and covenants on its operations, in the case of debt financing or cause substantial dilution for its stockholders in the case of convertible debt and equity financing.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Vita Products LLC, VitaCBD LLC, an 80% owned entity, both Washington limited liability companies and SHL Management LLC a Nevada limited liability company. Intercompany transactions and balances have been eliminated in consolidation. Management evaluates its investments on an individual basis for purposes of determining whether or not consolidation is appropriate.

Use of Estimates and Assumptions

Preparation of the condensed consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain 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 period. Among other things, management estimates include the collectability of its accounts receivable, recoverability of inventory, assumptions made in determining impairment of investments and intangible assets, accruals for potential liabilities, and realization of deferred tax assets. These estimates generally involve complex issues and require judgments, involve analysis of historical information and the prediction of future trends, and are subject to change from period to period. Actual amounts could differ significantly from these estimates.

STONY HILL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIODS ENDED DECEMBER 31, 2017 AND 2016
(unaudited)

Revenue Recognition

The Company receives revenue from two main sources - license fees and sale of products. For license fees, revenue arrangements provide for the payment of contractually determined monthly ongoing fees in consideration for the grant of right to use intellectual property of the Company, including trademark, trade dress, images, likenesses and other associated intellectual property, such as the name "Stony Hill" and in some cases mutually agreed upon marketing and special appearances by certain members of the Company. Revenue from product sales relate to shipments of cannabidiol ("CBD") brand products. There is no right of returns other than for goods damaged during shipment.

For both license fees and sale of products, revenue is recognized when (i) persuasive evidence of an arrangement exists, (ii) all obligations have been substantially performed pursuant to the terms of the arrangement, (iii) amounts are fixed or determinable, and (iv) the collectability of amounts is reasonably assured.

Advertising

The Company expenses advertising costs as incurred. Advertising expense for the nine months ended December 31, 2017 amounted to $107,549 and are included in "Sales and Marketing expenses" in the Condensed Consolidated Statements of Operations. There were no such costs in the comparative period in 2016.

Earnings (Loss) per Share

The basic earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the weighted average number of common shares during the period. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the period. The diluted weighted average number of shares outstanding is the basic weighted average number of shares adjusted for any potentially dilutive debt or equity. Diluted earnings (loss) per share are the same as basic earnings (loss) per share due to the lack of dilutive items. During the nine months ended December 31, 2017 and 2016, weighted average shares outstanding included 192,390 and 150,000 common shares, respectively, that are vesting as services are being provided and not yet issued.

Weighted average number of shares outstanding has been retroactively restated for the equivalent number of shares received by the accounting acquirer as a result of the reverse merger as if these shares had been outstanding as of the beginning of the earliest period presented.

Investments

For investments that are not required to be consolidated, the Company uses either the equity method or the cost method of accounting. The Company uses the equity method for unconsolidated equity investments in which the Company is considered to have significant influence over the operations of the investee. The Company uses the cost method for all other investments. Under the cost method, there is no change to the cost basis unless there is an other-than-temporary decline in value or dividends are received. If the decline is determined to be other-than-temporary, the Company writes down the cost basis of the investment to a new cost basis that represents realizable value. Distributions received from the income of an investee on cost method investments are included in "Equity method investments (loss)/income, net." Investments accounted for under the equity method or cost method of accounting above are included in the caption "Equity investments" on the Condensed Consolidated Balance Sheets.

Intangible Asset

Intangible assets are recorded when such assets are acquired and are amortized over the estimated useful life of the intangible asset. The Company regularly reviews intangible assets to determine if facts and circumstances indicate that the useful lives have changed from the original estimate or that the carrying amount of the assets may not be recoverable. If such facts and circumstances exist, the Company assesses the recoverability of identified intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets and occur in the period in which the impairment determination was made.

STONY HILL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIODS ENDED DECEMBER 31, 2017 AND 2016
(unaudited)

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive revenue recognition standard that will supersede nearly all existing revenue recognition guidance under current U.S. GAAP and replace it with a principle based approach for determining revenue recognition. Under ASU 2014-09, revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has recently issued ASU 2016-08, ASU 2016-10, ASU 2016-11, ASU 2016-12, ASU 2016-20, and ASU 2017-05, all of which clarify certain implementation guidance within ASU 2014-09. ASU 2014-09 is effective for interim and annual periods beginning after December 15, 2017. Early adoption is permitted only in annual reporting periods beginning after December 15, 2016, including interim periods therein. The standard can be adopted either retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the cumulative catch-up transition method). The Company is currently in the process of analyzing the information necessary to determine the impact of adopting this new guidance on its financial position, results of operations, and cash flows. The Company will adopt the provisions of this statement in the quarter beginning April 1, 2018.

In February 2016, the FASB issued ASU No. 2016-02, Leases. This update will require the recognition of a right-of-use asset and a corresponding lease liability, initially measured at the present value of the lease payments, for all leases with terms longer than 12 months. For operating leases, the asset and liability will be expensed over the lease term on a straight-line basis, with all cash flows included in the operating section of the statement of cash flows. For finance leases, interest on the lease liability will be recognized separately from the amortization of the right-of-use asset in the statement of comprehensive income and the repayment of the principal portion of the lease liability will be classified as a financing activity while the interest component will be included in the operating section of the statement of cash flows. ASU 2016-02 is effective for annual and interim reporting periods beginning after December 15, 2018. Early adoption is permitted. Upon adoption, leases will be recognized and measured at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently evaluating the impact of the adoption of ASU 2016-02 on its financial statements and related disclosures.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 primarily affects equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. Among other things, this new guidance requires certain equity investments to be measured at fair value with changes in fair value recognized in net income. This standard is effective for reporting periods beginning after December 15, 2017, with certain provisions allowing for early adoption. The Company will adopt the provisions of this statement in the quarter beginning April 1, 2018. The Company is currently evaluating the impact of the adoption of ASU 2016-01 on its financial statements and related disclosures.

Other recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

NOTE 3 – INVESTMENT

Equity investments relate to purchases of stock in certain entities with ownership percentages of less than 5% and consist of the following:

	December 31, 2017	March 31, 2017
(A) Cannabi-Tech Ltd.	$ 68,537	$ 50,000
(B) Hightimes Holdings Corp.	250,000	250,000
(C) Precision Cultivation Systems, LLC	50,000	-
	$ 368,537	$ 300,000

(A) In November 2016, the Company purchased 29,571 shares of Preferred A stock of Cannabi-Tech Ltd. (“Cannabi”), at a price of $1.69086 per share for total investment of $50,000. In October 2017, the Company purchased 7,309 shares of Preferred A-1 stock of Cannabi at a price of $2.536 per share for total investment of $18,537. As of December 31, 2017, total investment amounted to $68,537, which accounts for less than 5% in Cannabi. Cannabi is a private company incorporated in the State of Israel that provides lab-grade medical cannabis quality control testing systems used to test the quality of medical marijuana flowers.

(B) In January 2017, the Company entered in to an agreement to purchase 59,524 shares of Class A common stock at a price of $4.20 per share for total investment of $250,000, which accounts for less than 5% investment in Hightimes Holdings Corp. (“Hightimes”). The agreement was finalized on May 31, 2017. Hightimes owns Hight Times Magazine and hosts festivals, events and competitions including the High Times Cannabis Cup and multiple e-commerce properties, including HighTimes.com, CannabisCup.com and 420.com.

(C) In June 2017, the Company entered in a Subscription Agreement to purchase 0.5% interest in Precision Cultivation Systems, LLC (“Precision”), a limited liability private company incorporated in Delaware, for a purchase price of $50,000. Precision is developing a growth system that capitalizes on a patent-pending cultivation method that utilizes proprietary irrigation and root zone conditioning. As part of the Subscription Agreement, $42,500 of the investment is subject to repayment on a pro-rata basis with other investors who have entered into similar Subscription Agreements. Amounts subject to repayment are solely at the discretion of Precision.

As the Company does not participate in the management of these companies nor has the ability to exercise significant influence over these companies, the Company recorded these investments at cost and will recognize dividends, if any, when received, and will recognize gains or loss upon either selling the securities or recognize a loss prior to selling the securities if there is evidence that the fair market value of the investment has declined to below the recorded historical cost.

STONY HILL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIODS ENDED DECEMBER 31, 2017 AND 2016
(unaudited)

NOTE 4 –INTANGIBLE ASSET

On February 23, 2017, the Company entered into an Asset Purchase Agreement (the "Asset Purchase Agreement") with mCig, Inc., a Nevada corporation ("mCig") for a total purchase price of $1,144,000, consisting of the issuance of an aggregate of 350,000 shares of common stock valued at $994,000, and cash of $150,000. Of the 350,000 shares of common stock consideration, 150,000 shares have not been issued as of December 31, 2017 and have been reflected in the condensed consolidated balance sheet as common stock to be issued as of the period then ended. Upon acquisition, the Company recorded an intangible asset of $1,138,135 consisting of the Vita CBD brand name and $5,865 of inventory received from mCig. The VitaCBD business is primarily a line of cannabidiol ("CBD") retail brand products that include CBD tinctures, ejuices, edibles, islates, salves, waxes, oils and capsules, as well as related trade names, social media, accounts and other related assets.

The intangible is being amortized over a period of 5 years, the estimated life of the brand acquired. Amortization totaled $168,384 for the nine months ended December 31, 2017 and will total $224,512 for the fiscal year ending March 31, 2018 and $224,512 in each of the following 4 years and $15,575 thereafter.

In accordance with the Asset Purchase Agreement, if the average common stock market price of the Company's common stock held by mCig falls below $1.57 per share, or $550,000 total value ("Market Value"), during any 7-day period during the first year following the Second Stock Issuance (May 24, 2017), then the Company is obligated to issue to mCig additional shares of the Company's common stock to increase the then Market Value held by mCig to $550,000. As of December 31, 2017, the trading price of common stock held by mCig was above the Market Value threshold.

NOTE 5 – RELATED PARTY TRANSACTIONS

In view of the Company's limited operations and resources, none of the Company's directors and/or officers received any compensation from the Company during the nine months ended December 31, 2017.

Upon issuance of the initial shares of common stock of the Company to Damian Marley, the Company obtained an exclusive, perpetual, royalty-free license from Damian Marley with respect to his name, likeness, image and voice for use in our businesses. The Company also obtained the right to intellectual property, including trademark, trade dress, images, likenesses and other associated intellectual property, such as the name "Stony Hill" related to Damian Marley.

NOTE 6 – LICENSE AND MARKETING AGREEMENTS

On May 25, 2017, the Company entered into two separate Marketing Agreements (the "Agreements"), effective May 15, 2017, with BTE LLC, a Colorado limited liability company ("BTE") and SBR Broadway Retail LLC, a Colorado limited liability company ("SBR"), both separate and unaffiliated entities. Pursuant to the Agreements, the Company licensed the name and phrase "Damian Marley's Stony Hill" to BTE and SBR for use in the State of Colorado and Oregon, respectively, for a term which expires on February 28, 2018. BTE and SBR operates a retail cannabis businesses in Colorado and Oregon, respectively, and has agreed to rename the its retail business to "Damian Marley's Stony Hill by Tru Cannabis." As consideration for the license, BTE and SBR is obligated to pay a cash fee to the Company for each retail location in which it uses the "Damian Marley's Stony Hill" name. Additionally, if either BTE or SBR sells a dispensary, BTE or SBR is obligated to pay the Company that amount equal to a percentage of the net profits of the sale. During the nine months ended December 31, 2017, the Company had not received any revenues related to these agreements.

STONY HILL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIODS ENDED DECEMBER 31, 2017 AND 2016
(unaudited)

NOTE 7 – EQUITY

Establishment of Advisory Board and Adoption of Charter

On April 28, 2017, the Company established an advisory board (the "Advisory Board") and approved and adopted a charter (the "Advisory Board Charter") to govern the Advisory Board. The Advisory Board shall be comprised of one or more directors ("Advisors"), and up to nine independent, non-Board, non-employee members, all of whom shall be appointed and subject to removal by the Board of Directors at any time.

On May 1, 2017 and again on November 1, 2017 the Board of Directors appointed two Advisors both independent, non-Board and non-Company employees to the Advisory Board. In connection with appointments to the Advisory Board, the Company entered into two separate consulting agreements (the "Consulting Agreement") with the Advisors dated effective May 1, 2017 and November 1, 2017, respectively, whereby the Company shall pay an annual consulting fee of $50,000 each to be paid in shares of common stock of the Company, based on the stock price of the Company on the last day of each calendar year, and reimburse the Advisors for reasonable out-of-pocket expenses. As the shares were not issued as of December 31, 2017, the Company is recognizing the shares ratably over the 12-month term of Consulting Agreement and revalues such shares as of period end. For the period ended December 31, 2107, the Company accrued the total value of $41,666 commitment as a consulting fee based on a price per share of $2.65 at December 31, 2017 and total shares of 15,723 with such amount accrued as a commitment to issue common stock in the Company's accompanying condensed consolidated statement of stockholders' equity. In addition, the Advisors may be eligible for an annual discretionary bonus based on performance and entirely at the discretion of Board. The Consulting Agreement has a term of three years.

Stock Subscription

During July through December 31, 2017, the Company sold 347,500 shares of common stock in a private placement to accredited investors at a price of $2.00 per share for total proceeds of $695,000. There shares were issued pursuant to a Subscription Agreement whereby the Company offered up to one million shares of the Company's common stock at a price per share of $2.00 per share. The Company made this offering solely to accredited investors, as defined under Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended.

Financial Advisory Services Agreement

On November 1, 2017, the Company entered into a Financial Advisory Consulting Services Agreement (the "Agreement") whereby the Company hired an advisor to provide certain financial advisory services. The term of the agreement is segmented into two segments with the first segment ended on January 31, 2018 and the second segment expiring on October 31, 2018. The second segment was cancelable upon 15-day notice prior to commencement of the second segment of February 1, 2018. Under the first segment and second segment, the Company is required to issue 40,000 and 22,222 shares of the Company's restricted common stock, respectively, at a price of $2.25 per share. Such shares are deemed to be earned and vested on November 1, 2018 and February 1, 2018, respectively. As the shares under the first segment were not issued as of December 31, 2017, the Company is recognizing the shares ratably over the segments and revalues such shares as of period end until the respective segment ends. For the period ended December 31, 2107, the Company accrued the value of the first segment of shares of $70,667 as a consulting fee based on a price per share of $2.65 at December 31, 2017 and total shares of 26,667 with such amount accrued as a commitment to issue common stock in the Company's accompanying condensed consolidated statement of stockholders' equity.

In accordance with the Agreement, if the Company's average closing price of its stock falls below $2.25 ("threshold price per share") on a split adjusted basis within a period of 90 days before and including May 4, 2018 and August 1, 2018, respectively, the Company will be required to issue an adjusted number of shares based on a set formula defined in the Agreement. As of December 31, 2017, the trading price of the Company's stock was above the threshold price per share.

STONY HILL CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIODS ENDED DECEMBER 31, 2017 AND 2016
(unaudited)

NOTE 8 – COMMITMENT

Lease

On October 1, 2017, the Company entered into a two-year Commercial Lease Agreement ("Lease") whereby the Company's subsidiary, Vita Products LLC, leased 2,100 square feet of office space. The lease commenced on October 1, 2017 and requires the Company to pay $2,750 per month ("Base Rent") or $33,000 per year for a total commitment of $66,000. Beginning at the end of the first year of the Lease and annually thereafter, the Base Rent shall be increased by the same percentage as any increase in the Consumer Price Index ("CPI") as published by the U.S. Department of Labor for the most recent preceding 12 month period. In addition to the Base Rent, the Company is required to pay, on a pro rata basis, any common area expenses. The Lease required a security deposit of $5,500, which the Company paid in September 2017. At the end of the Lease the Company, at its sole discretion, has the right to extend the Lease term for one additional 12 month period at a rental rate commensurate with the then current market conditions for a similar space in the same area.

NOTE 9 – SUBSEQUENT EVENTS

Advisory Board Agreement

On January 15, 2018, the Company entered into an Advisory Board Agreement (the "Agreement") whereby the Company hired an advisor ("Consultant") to provide business and strategic development and advisory services to the Company. The term of the Agreement expires six months from the date of Agreement unless terminated earlier by either party. In exchange for the services, the Company agreed to issue 20,000 shares of its restricted common stock payable on the last day of the calendar year and pro-rated for each partial month or year. In addition, the Consultant may be eligible for an annual discretionary bonus based on performance and entirely at the discretion of Board.

Investment

On January 19, 2018, the Company paid $50,000 for the purchase of a Membership Interest in Bailey Venture Partners XII LLC ("Bailey") representing less than 5% interest in Bailey. Along with other funds received from third-party investors, Bailey plans to invest funds received in various strategic investments. The Company will record this investments at cost and will recognize dividends, if any, when received, and will recognize gains or loss upon either selling the securities or recognize a loss prior to selling the securities if there is evidence that the fair market value of the investment has declined to below the recorded historical cost.

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

This section of this Form 10-Q includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our predictions.

Merger

On November 4, 2016, we entered into a Share Exchange Agreement by and among the Company, Stony Hill Ventures Corp. ("Stony Hill Ventures"), and the holders of common stock of Stony Hill Ventures, which consisted of 26 stockholders. Stony Hill Ventures was incorporated on March 15, 2016, in the State of Nevada and is organized for various investments under the Stony Hill brand as well as to conduct any other related business and activities. Specifically, Stony Hill is the owner and has right to intellectual property, including trademark, trade dress, images, likenesses and other associated intellectual property, such as the name "Stony Hill" related to Damian Marley.

Under the terms and conditions of the Share Exchange Agreement, we offered, sold and issued 10,830,000 shares of our common stock in consideration for all the issued and outstanding shares in Stony Hill Ventures. The effect of the issuance is that former Stony Hill Ventures stockholders obtained approximately 73% of the then issued and outstanding shares of our common stock and Stony Hill Ventures became a wholly-owned subsidiary of our Company and now represents our principal business activity.

Upon completion of the Merger, Damian Marley became our President and Chief Executive Officer and sole member of the Board of Directors and holder of 3,150,000 shares, or 21.2%, of our then outstanding common stock. Dan Dalton became our Treasurer (an office he held until January 5, 2018) and holder of 2,250,000 shares, or 15.1%, of our then outstanding common stock. John Brady became our Secretary and holder of 2,000,000 shares, or 13.4%, of our then outstanding common stock. Thus, our officers and sole director, at the time of the merger, controlled an aggregate of 7,400,000, or 49%, of our outstanding common stock, on a fully diluted basis. Mr. Marley now controls approximately 23.6% of our issued and outstanding shares of common stock. Mr. Brady now controls approximately 14.9% of our issued and outstanding shares of common stock. On February 9, 2018, Mr. Dalton sold 2,250,000 shares of common stock to the Company for consideration of $50,000, and the Company canceled such shares, returning them to the authorized share capital of the Company on the same day.

The Merger between our Company and Stony Hill Ventures was treated as a reverse acquisition for financial statement reporting purposes, with Stony Hill Ventures deemed the accounting acquirer and Stony Hill Corp. deemed the accounting acquiree. Accordingly, Stony Hill Ventures' assets, liabilities and results of operations became the historical financial statements of our company. Further, no step-up in basis or intangible assets or goodwill was recorded in this transaction.

On October 3, 2016, the Company declared a 1-for-10 stock split. All share and per share amounts have been retro actively restated as if the split had occurred as of the earliest period presented

Results of Operations

Stony Hill Ventures, now the principal business and historical financial statements of our Company, began operations on March 16, 2016. The following reflects activity for the three months ended December 31, 2017 as compared to the three months ended December 31, 2016:

Three Months Ended December 31, 2017 Compared to Three Months Ended December 31, 2016

Revenues: Revenue from products relate to shipments of cannabidiol ("CBD") brand products, which we acquired in late February 2017 from mCig, Inc. During the three months ended December 31, 2017, we earned revenue of $62,977, which comprised entirely from sales of products. During the prior three months ended December 31, 2016, we received $17,500 from a license agreement.

Cost of Goods Sold: Cost of goods sold consists of purchases of inventory for sale. We generally purchase products that are private labels and brand the products using our tradenames. During the three months ended December 31, 2017, we incurred $50,370 of costs primarily related to product purchases representing 80% of product revenues. Since we began sales of CBD products in March 2017, we did not incur similar expenses during the three months ended December 31, 2016.

Gross Margin: Gross margin comprised entirely from sale of product and was $12,607 or 20% of revenue for the three months ended December 31, 2017. During this period, we changed the branding of our then existing CBD products to be consistent with our Stony Hill brand. This required the purchase of labels in the amount of $12,694, which negatively impacted our margin by 20%.

Sales and Marketing: Sales and marketing expenses mainly comprised of advertising, public relations, events, and website marketing costs. Sales and marketing expenses increased to $165,315 for the three months ended December 31, 2017 as compared to nil for the three months ended December 31, 2016. The majority of the increase related to public relation services, website marketing development and increased advertising and promotion costs.

General and Administrative: General and administrative expenses mainly comprised of professional fees, travel expenses, meals and entertainment and other office support costs. General and administrative expenses increased $79,112 to $133,977 for the three months ended December 31, 2017 as compared to $54,864 for the three months ended December 31, 2016. The majority of the increase related to higher professional fees and general and administrative expenses related to our CBD products launched in March 2017.

Amortization: Amortization relates to the amortization of a brand that we acquired in February 2017, which is being amortized over a period of 5 years. Amortization totaled $56,172 for the three months ended December 31, 2017 and will total $224,512 per year. We did not own any similar intangibles that required amortization during the three months ended December 31, 2016.

Reverse merger costs: In conjunction with the Share Exchange Agreement, Stony Hill Ventures paid us $325,000 and we assumed $51,366 of liabilities, which was recorded as a cost of the reverse merger.

Nine Months Ended December 31, 2017 Compared to Nine Months Ended December 31, 2016

Revenues: During the nine months ended December 31, 2017, we earned revenue of $179,534, which comprised entirely from sales of products. During the prior nine months ended December 31, 2016, we received $17,500 from a license agreement.

Cost of Goods Sold: During the nine months ended December 31, 2017, we incurred $140,706 of costs primarily related to product purchases representing 78% of product revenues. Since we began sales of CBD in March 2017, we did not incur similar expenses during the nine months ended December 31, 2016.

Gross Margin: Gross margin comprised entirely from sale of product and was $38,828 or 22% of revenue for the nine months ended December 31, 2017. During this period, we changed the branding of our then existing CBD products to be consistent with our Stony Hill brand. This required the purchase of rebranding labels, which negatively impacted our margin by 12%.

Sales and Marketing: Sales and marketing expenses increased to $229,674 for the nine months ended December 31, 2017 as compared to nil for the nine months ended December 31, 2016. The majority of the increase related to public relation services, website marketing development and increased advertising and promotion costs.

General and Administrative: General and administrative expenses increased $272,146 to $358,193 for the nine months ended December 31, 2017 as compared to $86,046 for the nine months ended December 31, 2016. The majority of the increase related to higher professional fees and general and administrative expenses related to our CBD products launched in March 2017.

Amortization: Amortization totaled $168,428 for the nine months ended December 31, 2017 and will total $224,512 per year. We did not own any similar intangibles that required amortization during the nine months ended December 31, 2016.

Reverse merger costs: In conjunction with the Share Exchange Agreement, Stony Hill Ventures paid us $325,000 and we assumed $51,366 of liabilities, which was recorded as a cost of the reverse merger.

Liquidity and Capital Resources

Cash Flows

A summary of our cash flows for the nine months ended December 31, 2017 is as follows:

Net cash used in operating activities was $420,701 for the nine months ended December 31, 2017 as compared to $68,055 for the nine months ended December 31, 2016. Net cash used in operations primarily comprised of general and administrative expenses.

Net cash used in investing activities was $70,105 during the nine months ended December 31, 2017, which primarily comprised of a $68,537 equity investment we made during the nine months ended December 31, 2017. During the nine months ended December 31, 2016, net cash used in investing activities was $400,000, which comprised $25,000 from cash held in a trust account related to the sale of our common stock, $325,000 related to a deposit related to the Merger and $50,000 equity investment we made.

Net cash provided by financing activities for the nine months ended December 31, 2017 was $695,000 as compared to $740,101 for the nine months ended December 31, 2016. The amounts received in 2017 and 2016 were proceeds from the sale of shares of our common stock during the comparative periods.

Going Concern

Our principal sources of liquidity have been cash provided by financing, primarily through the sale of equity securities, and revenues from our principal business activities from our CBD products. Our uses of cash have been primarily for operations and marketing efforts to promote our intellectual property and company along with strategic investments we have made in various companies. We anticipate that significant additional expenditures will be necessary to expand and bring to market our license and marketing services before sufficient and consistent positive operating cash flows will be achieved. Additional funds will be needed to continue operations, obtain profitability and to achieve our objectives. As such, our cash resources are insufficient to meet our current operating expense requirements and planned business objectives beyond the date of this Form 10-Q filing without additional financing.

As reflected in the condensed financial statements contained elsewhere is this Form 10-Q, we had cash on hand as of December 31, 2017 of $416,831 and utilized $420,701 of cash for operations including a net loss of $717,467 during the nine months ended December 31, 2017. These and other factors raise substantial doubt about our ability to continue as a going concern. Further, our independent auditors in their audit report for our fiscal year ended March 31, 2017 expressed substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

Our ability to continue as a going concern is dependent upon our ability to raise additional capital and to ultimately achieve sustainable revenues and profit from operations. As of the date of the filing of this Form 10-Q, we did not have any commitments from any third parties to provide this capital, and there can be no assurance that any additional funds will be available to us. Even if we can obtain additional financing, it may contain undue restrictions and covenants on our operations, in the case of debt financing, or cause substantial dilution for our shareholders in the case of convertible debt and equity financing.

Summary of Significant Accounting Policies

Use of Estimates

Financial statements prepared in accordance with accounting principles generally accepted in the United States require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Among other things, estimates include the collectability of accounts receivable, recoverability of inventory, assumptions made in determining impairment of investments and intangible, useful life of our intangible, and accruals for potential liabilities. These estimates generally involve complex issues and require judgments, involve analysis of historical information and the prediction of future trends, and are subject to change from period to period. Actual amounts could differ significantly from these estimates.

Investments

For investments that are not required to be consolidated, we use either the equity method or the cost method of accounting. We use the equity method for unconsolidated equity investments in which we are considered to have significant influence over the operations of the investee. We use the cost method for all other investments. Under the cost method, there is no change to the cost basis unless there is an other-than-temporary decline in value or dividends are received. If the decline is determined to be other-than-temporary, we write down the cost basis of the investment to a new cost basis that represents realizable value.

Intangible Asset

Intangible assets are recorded when such assets are acquired and are amortized over the estimated useful life of the intangible asset. We regularly review intangible assets to determine if facts and circumstances indicate that the useful lives have changed from the original estimate or that the carrying amount of the assets may not be recoverable. If such facts and circumstances exist, we assess the recoverability of identified intangible assets by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets and occur in the period in which the impairment determination was made.

Recent Accounting Pronouncements

See our discussion of recent accounting policies in Footnote 2 to the condensed consolidated financial statements contained elsewhere in this Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

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

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is accumulated and communicated to management including our principal executive officer and principal financial officer as appropriate, to allow timely decisions regarding required disclosure.

In connection with this quarterly report, as required by Rule 15d-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of the design and operation of our company's disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our company's management, including our company's principal executive officer and principal financial officer. Based upon that evaluation, our company's principal executive officer and principal financial officer concluded that as of December 31, 2017, our disclosure controls and procedures were not effective.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f)) during the nine months ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

Currently we are not subject to any pending litigation or legal proceeding.

Item 1A. Risk Factors.

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

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

Not applicable

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

On February 9, 2018, Dan Dalton, formerly a Treasurer of the Company, sold 2,250,000 shares of common stock to the Company for consideration of $50,000, and the Company canceled such shares, returning them to the authorized share capital of the Company on the same day. After the transaction, Mr. Dalton holds no securities of the Company and is no longer an affiliate of the Company. Mr. Dalton served as Treasurer of the Company from October 3, 2016 until January 5, 2018.

Item 6. Exhibits.

(a) Exhibits required by Item 601 of Regulation SK.

Number	Description
2.1	Share Exchange Agreement, dated November 4, 2016, by and among the Stony Hill Corp., Stony Hill Ventures Corp., a Nevada corporation, and the holders of common stock of Stony Hill Ventures Corp. (3)
3.1.1	Articles of Incorporation (1)
3.1.2	Certificate of Amendment (3)
3.1.3	Certificate of Change (3)
3.2	Bylaws (2)
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS *	XBRL Instance Document
101.SCH *	XBRL Taxonomy Extension Schema Document
101.CAL *	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF *	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB *	XBRL Taxonomy Extension Label Linkbase Document
101.PRE *	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-197443), filed with the Securities and Exchange Commission on July 16, 2014.

(2) Incorporated by reference to the Registrant's Registration Statement on Form S-1/A (File No. 333-197443), filed with the Securities and Exchange Commission on October 16, 2014.

(3) Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-52223), filed with the Securities and Exchange Commission on November 10, 2016.

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

SIGNATURES

Pursuant to the requirements of 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.

STONY HILL CORP.
(Name of Registrant)

Date: February 14, 2018

By: */s/ John Brady*
Name: John Brady
Title: Secretary and Treasurer (principal executive officer, principal accounting officer and principal financial officer)

EXHIBIT 31.1

SECTION 302 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER OF STONY HILL CORP.

I, John Brady, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stony Hill Corp.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

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

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, 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. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: February 14, 2018

By: */s/ John Brady*
John Brady
Secretary and Treasurer (principal
executive officer, principal accounting
officer,
and principal financial officer)

EXHIBIT 31.2

SECTION 302 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER OF STONY HILL CORP.

I, John Brady, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stony Hill Corp.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;

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

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, 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. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

Date: February 14, 2018

By: */s/ John Brady*
John Brady
Secretary and Treasurer
(principal accounting officer
and principal financial officer)

EXHIBIT 32.1

SECTION 906 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER OF STONY HILL CORP.

In connection with the accompanying Quarterly Report on Form 10-Q of Stony Hill Corp. for the period ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Chris Bridges, President of Stony Hill Corp., does hereby 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, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Stony Hill Corp.

Date: February 14, 2018

By: */s/ John Brady*
Secretary and Treasurer
(principal executive officer,
principal accounting officer
and principal financial officer)