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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **October 31, 2014**

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from_____to_____

Commission File Number **333-161157**

NEUROKINE PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

British Columbia	**N/A**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
1275 West 6th Avenue, Vancouver, British Columbia, Canada	**V6H 1A6**
(Address of principal executive offices)	(Zip Code)

(604) 805-7783
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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, 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 small reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer (Do not check if a smaller reporting company)	☐	Smaller reporting company	☒

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCYPROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15 (d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. ☐ YES ☐ NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

115,767,073 common shares issued and outstanding as of December 9, 2014.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Our unaudited interim financial statements for the three and nine months ended October 31, 2014 form part of this quarterly report. All currency references in this report are to Canadian dollars unless otherwise noted.

NEUROKINE PHARMACEUTICALS INC.

Financial Statements

(Expressed in Canadian dollars)

Period ended October 31, 2014 (unaudited) and January 31, 2014

NEUROKINE PHARMACEUTICALS INC.
Balance Sheets
(Expressed in Canadian dollars)

	October 31, 2014 $ (unaudited)	January 31, 2014 $
Assets		
Current assets		
Cash	1,370	1,044
Other receivable	6,000	5,251
Total current assets	7,370	6,295
Property and equipment (Note 3)	531	872
Total assets	7,901	7,167
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued liabilities	44,693	35,373
Loans payable (Note 4)	71,049	55,306
Due to related parties (Note 10)	190,735	151,384
Convertible debentures and related accrued interest, net of unamortized discount of $nil and $7,304, respectively (Note 5)	321,881	286,852
Derivative liabilities (Note 6)	150,473	228,765
Total liabilities	778,831	757,680
Stockholders' Deficit		
Common stock: Unlimited shares authorized, without par value, 115,767,073 and 100,767,073 shares issued and outstanding, respectively	1,274,148	1,184,148
Common stock issuable (Note 7)	225,000	225,000
Additional paid-in capital	757,586	754,586
Accumulated deficit	(3,027,664)	(2,914,247)
Total stockholders' deficit	(770,930)	(750,513)
Total liabilities and stockholders' deficit	7,901	7,167

(The accompanying notes are an integral part of these financial statements)

NEUROKINE PHARMACEUTICALS INC.
Statements of Operations
(Expressed in Canadian dollars)

	Three Months Ended October 31, 2014 $	Three Months Ended October 31, 2013 $	Nine Months Ended October 31, 2014 $	Nine Months Ended October 31, 2013 $
Revenue	–	–	–	–
Expenses				
Amortization	114	113	341	342
Foreign exchange loss	10,864	4,014	7,726	11,399
General and administrative	14,077	5,017	31,355	19,967
Management fees (Note 10)	–	7,500	3,000	22,500
Professional fees	2,468	4,437	23,266	12,934
Total expenses	27,523	21,081	65,688	67,142
Loss from operations	(27,523)	(21,081)	(65,688)	(67,142)
Other income (expense)				
Accretion of discount on convertible debentures	–	(2,235)	(7,304)	(3,451)
Financing costs	–	–	(90,000)	(63,000)
Gain (loss) on change in fair value of derivative liabilities	(130,089)	(79,170)	78,294	(49,403)
Loss on settlement of debt	–	(490,000)	–	(490,000)
Interest expense	(10,109)	(9,047)	(28,719)	(25,755)
Total other income (expense)	(140,198)	(580,452)	(47,729)	(631,609)
Net loss	(167,721)	(601,533)	(113,417)	(698,751)
Net loss per share, basic and diluted	–	(0.01)	–	(0.02)
Weighted average shares outstanding – basic and diluted	115,767,073	49,843,160	110,074,004	40,510,663

(The accompanying notes are an integral part of these financial statements)

NEUROKINE PHARMACEUTICALS INC.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Nine Months Ended October 31, 2014 $	Nine Months Ended October 31, 2013 $
Operating activities		
Net loss	(113,417)	(698,751)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion of discount on convertible debentures	7,304	3,451
Amortization	341	342
(Gain) loss on change in fair value of derivative liabilities	(78,292)	49,403
Stock issued for financing costs	90,000	–
Stock issued for loan default	–	63,000
Loss on settlement of debt	–	490,000
Services contributed by officer	3,000	–
Changes in operating assets and liabilities:		
Other receivable	(749)	(756)
Accounts payable and accrued liabilities	45,288	20,256
Due to related parties	39,351	46,688
Net cash provided by (used in) operating activities	(7,174)	(26,367)
Financing activities		
Proceeds from loan payable	7,500	10,000
Proceeds from issuance of convertible debentures	–	15,000
Net cash provided by financing activities	7,500	25,000
Effect of foreign exchange	–	9,214
Increase in cash	326	7,847
Cash – beginning of period	1,044	475
Cash – end of period	1,370	8,322
Supplemental disclosures:		
Interest paid	–	–
Income tax paid	–	–
Non-cash investing and financing activities:		
Shares issued for settlement of debt	–	525,000

(The accompanying notes are an integral part of these financial statements)

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

1. Nature of Operations and Continuance of Business

Neurokine Pharmaceuticals Inc. (the "Company") was incorporated in British Columbia under the Business Corporations Act on June 10, 2002. The Company is in the business of developing and commercializing new uses for existing prescription drugs for diseases mediated by acute and chronic inflammatory reactions as well as developing proprietary encapsulation technology in the treatment of neurodegenerative diseases.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at October 31, 2014, the Company has not earned any revenue, has a working capital deficit of $771,461 and an accumulated deficit of $3,027,664. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. These factors raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

(a) Basis of Presentation

The financial statements and the related notes of the Company are prepared in accordance with generally accepted accounting principles in the United States and are expressed in Canadian dollars. The Company's fiscal year-end is January 31.

(b) Use of Estimates

The financial statements and the related notes of the Company are prepared in accordance with generally accepted evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, valuation of convertible debentures, assumptions used to determine the fair values of stock-based compensation and derivative liabilities, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

(c) Interim Financial Statements

These interim unaudited financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at October 31 and January 31, 2014, the Company had no cash equivalents.

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(e) Property and Equipment

Property and equipment is comprised of office equipment and is recorded at cost. The Company amortizes the cost of equipment on a straight-line basis over their estimated useful life of five years.

(f) Long-lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value, which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

(g) Stock-Based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation – Stock-Based Compensation*, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

(h) Derivative Financial Instruments

Derivative financial instruments that are not classified as equity and are not used in hedging relationships are measured at fair value. Subsequent changes to fair value are recorded in the statement of operations.

(i) Loss Per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings Per Share.* ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. At October 31, 2014, the Company has 4,599,844 (January 31, 2014 – 27,142,888) potentially dilutive shares.

(j) Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at October 31 and January 31, 2014, the Company had no items representing comprehensive income or loss.

(k) Research and Development Costs

Research costs are expensed in the period that they are incurred.

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(l) Financial Instruments and Fair Value Measures

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

Level 1

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

Level 2

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

Level 3

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

(m) Foreign Currency Translation

The Company's functional currency and its reporting currency is the Canadian dollar and foreign currency transactions are primarily undertaken in United States dollars. Monetary assets and liabilities are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Expenses are translated at average rates for the period. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

(n) Recent Accounting Pronouncements

In June 2014, the FASB issued ASU 2014-10, "Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation". The guidance eliminates the definition of a development stage entity thereby removing the incremental financial reporting requirements from U.S. GAAP for development or exploration stage entities, primarily presentation of inception to date financial information. The provisions of the amendments are effective for annual reporting periods beginning after December 15, 2014, and the interim periods therein. However, early adoption is permitted. Accordingly, the Company has adopted this standard as of October 31, 2014.

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

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(o) Comparative Figures

During the period, the Company determined that certain transactions affecting stockholders' equity had inadvertently been recorded using a par value of $0.001 in the fiscal year ended January 31, 2014.

The Company has determined that its previously filed Form 10-K included a misclassification of $33,000 related to equity. After taking the reclassification into account, the balances of common shares and additional paid-in capital as of January 31, 2014, are $1,184,148 and $754,586, respectively.

3. Property and Equipment

	Cost $	Accumulated amortization $	October 31, 2014 Net carrying value $	January 31, 2014 Net carrying value $
Office furniture and equipment	2,276	1,745	531	872

4. Loans Payable

(a) On March 30, 2012, the Company issued a promissory note to a non-related party for $30,000. The loan is unsecured, bears interest at 24% per annum, and was due on March 30, 2013. As at October 31, this loan remains outstanding.

(b) On September 19, 2013, the Company issued a promissory note to a non-related party for US$10,000. The loan is unsecured, bears interest at 24% per annum, and was due on September 18, 2014. As at October 31, 2014, this loan remains outstanding.

(c) On June 27, 2014, the Company issued a promissory note to a non-related party of the Company for $7,500. The loan is unsecured, bears interest at 24% per annum, and is due on June 27, 2015.

5. Convertible Debentures

(a) On December 17, 2010, the Company issued a convertible debenture with a non-related party for $65,079 (US$65,000). The debenture is unsecured, bears interest at 8% per annum, and matured on September 17, 2011. The note is convertible into common shares at a conversion price equal to 55% of the average closing market price of the lowest three trading prices of the Company's common stock during the preceding ten days prior to conversion. The Company recorded the conversion feature of the convertible debenture as a derivative liability at an estimated fair value of $65,079 with a corresponding discount to the convertible debenture. On June 23, 2011, the Company issued 145,455 common shares to convert $11,674 (US$12,000). On June 29, 2011, the Company issued 169,697 common shares to convert $13,792 (US$14,000). As of October 31, 2014, the carrying value of the convertible debenture is $22,542 (US$20,000) (January 31, 2014 - $22,276 (US$20,000)), plus the accrued default penalty of $11,271 (US$10,000) (January 31, 2014 - $11,138 (US$10,000)) and accrued interest of $1,572 (US$1,395) (January 31, 2014 - $1,553 (US$1,395)). As of October 31, 2014, the fair value of the conversion option derivative liability was $81,684 (January 31, 2014 - $126,868).

5. Convertible Debentures (continued)

(b) On February 23, 2011, the Company issued a convertible debenture with a non-related party for $37,944 (US$40,000). The debenture is unsecured, bears interest at 8% per annum, and matured on December 23, 2011. The note is convertible into common shares at a conversion price equal to 55% of the average closing market price of the lowest three trading prices of the Company's common stock during the preceding ten days prior to conversion. The Company recorded the conversion feature of the convertible debenture as a derivative liability at an estimated fair value of $37,944 with a corresponding discount to the convertible debenture. On July 11, 2011, the Company issued 230,303 common shares to convert $18,270 (US$19,000). As of October 31, 2014, the carrying value of the convertible debenture is $45,084 (US$40,000) (January 31, 2014 - $44,552 (US$40,000)), plus the accrued default penalty of $22,542 (US$20,000) (January 31, 2014 – $22,276 (US$20,000)) and accrued interest of $4,400 (US$3,904) (January 31, 2014 - $4,348 (US$3,904)). As of October 31, 2014, the fair value of the conversion option derivative liability was $47,087 (January 31, 2014 - $73,133).

(c) On July 4, 2011, the Company issued a note payable with a non-related party for $85,000. The note was unsecured, due interest at 24% per annum, and due on October 4, 2011. On October 4, 2011, the note was extended to January 4, 2012 under the same terms of the original agreement.

On December 4, 2011, the Company agreed to modify the principal balance owing of $85,000 and accrued interest of $8,551 into a new $100,000 note payable, which is unsecured, due interest at 24% per annum, and due on December 3, 2012. In addition, the note became convertible into common shares of the Company at a conversion rate of $0.001 per share. As part of the conversion to extend the note, the Company issued 10,000,000 common shares with a fair value of $225,000 as a termination fee of the original note agreement.

As the modified debt terms include a beneficial conversion feature, the Company accounted for the modified debt terms in accordance with ASC 470, *Debt – Debt with Conversions and Other Options.* The conversion feature resulted in a discount on the convertible note of $100,000. As of October 31, 2014, the carrying value of the convertible debenture is $112,710 (US$100,000) (January 31, 2014 - $111,380 (US$100,000)), plus accrued interest of $78,706 (US$69,830) (January 31, 2014 - $57,783 (US$51,879)).

(d) On April 26, 2013, the Company issued a convertible debenture with a non-related party for $15,254 (US$15,000). The debenture is secured by 15,000,000 shares of common stock of the Company, to be delivered to the lender if principal and interest are not repaid on maturity, bears interest at 24% per annum, and matures on April 27, 2014. The note, plus accrued interest, is convertible into common shares at a conversion price of US$0.001 per share at the discretion of the lender and at any time during the term of this debenture.

As the convertible debt terms include a beneficial conversion feature, the Company accounted for the debt terms in accordance with ASC 470, *Debt – Debt with Conversions and Other Options.*The conversion feature resulted in a discount on the convertible note of $15,000. During the nine months ended October 31, 2014, the Company recorded accretion expense of $7,304 (2013 - $1,216). As of October 31, 2014, the carrying value of the convertible debenture is $16,907 (US$15,000) (January 31, 2014 -$8,572 (US$7,696)), plus accrued interest of $6,147 (US$5,454) (January 31, 2014 - $2,974 (US$2,670)).

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

6. Derivative Liabilities

Derivative liabilities consist of convertible debentures with variable conversion prices and share purchase warrants originally issued in private placements with conversion/exercise prices denominated in United States dollars, which differs from the Company's functional currency. The fair values of these derivative liabilities are as follows:

	October 31, 2014 $ (unaudited)	January 31, 2014 $
December 2010 convertible debenture	52,698	81,848
February 2011 convertible debenture	28,376	44,072
Default penalty on convertible debentures	47,697	74,080
75,000 warrants expiring on July 4, 2013	–	–
3,800,000 warrants expiring on July 30, 2015	21,702	28,765
	150,473	228,765

The fair values of derivative financial liabilities were determined using the Black-Scholes option pricing model, using the following assumptions:

	Expected Volatility	Risk-free Interest Rate	Expected Dividend Yield	Expected Life (in years)
As at issuance date:				
December 2010 convertible debenture	125%	1.19%	0%	0.75
February 2011 convertible debenture	125%	1.27%	0%	0.75
Default penalty on convertible debenture	125%	0.08%	0%	0.50
75,000 warrants expiring on July 4, 2013	125%	0.30%	0%	2.00
3,800,000 warrants expiring on July 30, 2015	125%	1.26%	0%	4.50
As at October 31, 2014:				
December 2010 convertible debenture	285%	0.01%	0%	0.25
February 2011 convertible debenture	285%	0.01%	0%	0.25
Default penalty on convertible debenture	285%	0.01%	0%	0.25
3,800,000 warrants expiring on July 30, 2015	240%	0.08%	0%	0.75

7. Common Shares

On March 24, 2013, 30,000,000 shares of common stock were issuable pursuant to a default penalty on a convertible note payable.

On April 27, 2014, 15,000,000 shares of common stock were issuable pursuant to a default penalty on a convertible note payable. $90,000 was recorded as financing costs on the Statement of Operations for the nine months ended October 31, 2014 related to this default (October 31, 2013 - $63,000).

On September 24, 2013, the Company issued 35,000,000 shares of common stock to settle $35,000 of due to related party.

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

8. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price (US$)
Balance, January 31, 2013	3,875,000	0.01
Expired	(75,000)	0.15
Balance, October 31 and January 31, 2014	3,800,000	0.01

As at October 31, 2014, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price $	Grant Date	Expiry Date
3,800,000	0.005	July 30, 2010	July 30, 2015

9. Stock Options

The following table summarizes the continuity of the Company's stock options:

	Number of Options	Weighted Average Exercise Price (US$)	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (US$)
Outstanding and exercisable, January 31, 2013	800,000	0.005	2.3	–
Outstanding and exercisable, January 31, 2014	800,000	0.005	1.3	–
Outstanding and exercisable, October 31, 2014	800,000	0.005	0.56	–

Additional information regarding stock options, all of which were held by a related party, as of October 31, 2014, is as follows:

Number of Options	Exercise Price $	Expiry Date
800,000	0.005	May 25, 2015

NEUROKINE PHARMACEUTICALS INC.
Notes to the Financial Statements
Period ended October 31, 2014 (unaudited)
(Expressed in Canadian dollars)

10. Related Party Transactions

As at October 31, 2014, the Company owed $182,614 (January 31, 2014 - $151,384) to the Chief Executive Officer of the Company, which is unsecured, non-interest bearing and due on demand.

During the nine months ended October 31, 2014, the Company's director performed services valued at $3,000 which have been recorded as a contribution to capital.

11. Fair Value Measurements

The Company's financial instruments consist principally of cash, amounts receivable, accounts payable and accrued liabilities, amounts due to related parties, loans payable, convertible debentures and derivative liability. The Company uses the Black-Sholes model to calculate the fair value of the derivative liability.

		Fair Value Measurements Using		
Description	Total Fair Value at October 31, 2014	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Derivative liabilities	$150,472	$ -	$ 150,472	$ -

		Fair Value Measurements Using		
Description	Total Fair Value at January 31, 2014	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Derivative liabilities	$228,765	$ -	$ 228,765	$ -

12. Subsequent Events

The Company has evaluated subsequent events through the date of issuance of the financial statements, and did not have any material recognizable subsequent events.

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

Forward-Looking Statements

This report on Form 10-Q contains certain forward-looking statements. All statements other than statements of historical fact are "forward-looking statements" for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties, and actual results could differ materially from those anticipated by the forward-looking statements.

These forward-looking statements involve significant risks and uncertainties, including, but not limited to, the following: competition, promotional costs and the risk of declining revenues. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of a number of factors. These forward-looking statements are made as of the date of this filing, and we assume no obligation to update such forward-looking statements. The following discusses our financial condition and results of operations based upon our unaudited financial statements which have been prepared in conformity with accounting principles generally accepted in the United States. It should be read in conjunction with our financial statements and the notes thereto included elsewhere herein.

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. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in Canadian Dollars (CDN$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in Canadian Dollars (CDN$) and all references to "common shares" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our" and "our company" mean Neurokine Pharmaceuticals Inc., unless otherwise indicated.

General Overview

We are a development stage biopharmaceutical company. We were incorporated in the Province of British Columbia, Canada under the name "649186 B.C. Ltd." on June 10, 2002. On September 9, 2003, we changed our name to "Xerxes Health Corp." and on June 26, 2007, we adopted our current name, "Neurokine Pharmaceuticals Inc.". We have no subsidiaries.

Effective June 4, 2014, we filed with the British Columbia Registrar of Companies a Form 11, Notice of Alteration, wherein we increased our authorized share capital from 200,000,000 common shares without par value to an unlimited number of common shares without par value. The increase of authorized capital was approved by our stockholders at the annual and special meeting held on June 3, 2014.

Effective October 8, 2014, we filed with the British Columbia Registrar of Companies a Form 11, Notice of Alteration, wherein we removed our Pre-Existing Company Provisions. The removal of the Pre-Existing Company Provisions was approved as a special resolution by our stockholders at a special meeting held on September 26, 2014. As approved by our stockholders at the special meeting, we cancelled our Articles and adopted a new form of Articles which came into effect on October 8, 2014.

Our principal executive office is located at 1275 West 6th Avenue, Vancouver, British Columbia, Canada, V6H 1A6. Our telephone number is (604) 805-7783.

We are engaged in the development and commercialization of therapeutic pharmaceutical products with a strategic emphasis on research and development to innovate applications for existing drugs. This is commonly known as drug re-profiling. Our research and development activities are focused on assessing known drugs and compounds, developing hypotheses concerning their usage for new indications (diseases), and conducting experimentation and clinical research to test those hypotheses. Where appropriate based on our research, we intend to depart from a strict re-profiling strategy to develop new variants of, or delivery methods for, existing drugs or compounds.

Our Current Business

We are a development stage biopharmaceutical company engaged in the development and commercialization of therapeutic pharmaceutical products, with a strategic emphasis on the innovation of new therapeutic uses for existing drugs. This is commonly known as drug re-profiling. Our research and development activities are focused on assessing known drugs and compounds, developing hypotheses concerning their usage for new indications (diseases), and conducting experimentation and clinical research to test those hypotheses. Where appropriate based on our research, we intend to depart from a strict re-profiling strategy to develop new variants of, or delivery methods for, existing drugs or compounds.

Our focus on drug re-profiling, although not uncommon amongst pharmaceutical companies, differs from traditional drug development practices which focus largely on the development of new drugs.

To date, we have concentrated our research on innovating applications for existing drugs for the treatment of diseases and conditions mediated by acute and chronic inflammatory reactions. The diseases and conditions that have been the subject of our research include:

- neurocognitive impairment, and specifically, neurocognitive impairment in post-coronary artery bypass graft (also known as “CABG” or “heart bypass”) surgery patients;
- degenerative central nervous system diseases, and specifically, Alzheimer’s disease; and
- degenerative disk disease, and specifically, discogenic neck and back pain conditions.

Through our research we have identified and, where required, secured the rights necessary to develop two anti-inflammatory products, NK-001 and NK-002, that we believe hold promising prospects for the treatment of neurocognitive impairment and Alzheimer’s disease, respectively. Of these, NK-001 falls under our re-profiling strategy, as it is a new application of the drug Etanercept, which is marketed under FDA approval as a treatment for rheumatoid arthritis. Accordingly, we do not anticipate that NK-001 will require pre-clinical, preliminary safety or pharmacokinetic (the process by which the drug is metabolized by the body) studies. Because Etanercept has already been the subject of safety studies on a patient population similar to patients targeted by NK-001, we do not anticipate requiring additional pre-clinical or safety studies before proceeding to later stage clinical trials, and we have received approval to conduct clinical trials in South Africa on that basis.

In contrast, NK-002 is a new formulation for the delivery of Etanercept and is therefore properly classified as a new drug. As a new drug, NK-002 will require a full development program, including a full range of successful pre-clinical, safety, and pharmacokinetic studies before advanced clinical testing will be permitted to occur. Both of our planned products, including our flagship product NK-001, are in the development stage as of the date of this quarterly report and neither has been approved for sale to the public in any country.

The research and development activities required to produce the intellectual property underlying our two product candidates, NK-001 and NK-002, was carried out by Dr. Ahmad Doroudian, a director and officer of our company, Jonathan Willmer, our former chief medical officer and former director, and Dr. Hassan Salari, our former officer and director, in their capacity as our officers. To date, we have outsourced all other research and development work to third parties, including clinical trial planning, laboratory services, data management, statistical services and report writing. We have relied primarily on three contractors in this regard. The first, Globe Laboratories Inc., is a center for drug research and development founded and controlled by Julian Salari, a former officer and director of our company that provides us with expertise in manufacturing certain generic drugs that are the basis of our planned products. The second, Virtus, is a South African firm that specializes in the planning and execution of clinical trials and has developed the clinical protocol of NK-001 on our behalf and entered into an agreement with us to conduct that clinical trial. The third, Northern Lipids Inc., assisted us to develop certain liposomal encapsulations for our development of NK-002. We anticipate that we will continue to rely on third parties to satisfy our research and development requirements until such time as it becomes cost effective to hire employees to satisfy those requirements.

On April 26, 2013, we issued a convertible debenture with a non-related party for $15,254 (US$15,000). The debenture is secured by 15,000,000 shares of common stock of our company, to be delivered to the lender if principal and interest are not repaid on maturity, bears interest at 24% per annum, and matured on April 27, 2014. As the debenture matured unpaid, 15,000,000 shares of common stock became issuable. The note, plus accrued interest, is convertible into common shares at a conversion price of US$0.001 per share at the discretion of the lender and at any time during the term of this debenture.

On September 26, 2013, we entered into a debt settlement subscription agreement with a director and officer of our company, Ahmad Doroudian. Pursuant to the agreement, our board of directors authorized the issuance to Dr. Doroudian of 35,000,000 shares in our common stock at the price of $0.001 per share. The securities were issued in full settlement of $35,000 in debt payable on demand to Dr. Doroudian in respect of cash advances made by him to our company. As a result of the transaction Dr. Doroudian owns or beneficial owns the aggregate of 43,059,784 shares of our common stock which constitutes approximately 60% of our issued and outstanding voting securities as at the date of this report.

Results of Operations

The following summary of our results of operations should be read in conjunction with our financial statements for the quarter ended October 31, 2014, which are included herein.

Our operating results for the three and nine months ended October 31, 2014 and 2013 are summarized as follows:

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2014	**2013**	**2014**	**2013**
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Amortization	$ 114	$ 113	$ 341	$ 342
Foreign exchange (gain) loss	$ 10,864	$ 4,014	$ 7,726	$ 11,399
General and administrative	$ 14,077	$ 5,017	$ 31,355	$ 19,967
Management fees	$ Nil	$ 7,500	$ 3,000	$ 22,500
Professional fees	$ 2,468	$ 4,437	$ 23,266	$ 12,934
Total Other (Income) Expenses	$ 140,198	$ 580,452	$ 47,729	$ 631,609
Net Income (Loss)	$ (167,721)	$ (601,533)	$ (113,417)	$ (698,751)

For the three months ended October 31, 2014, our net loss decreased by $433,812 as compared to the three months ended October 31, 2013. For the nine months ended October 31, 2014, our net income decreased by $585,334 as compared to the nine months ended October 31, 2013. The 2013 periods included a loss of $490,000 on settlement of debt, which was not incurred in the 2014 periods and resulted in a decrease in our net loss.

Revenue

We have not earned any revenues since our inception and we do not anticipate earning revenues in the upcoming quarter.

Liquidity and Financial Condition

Working Capital

	At October 31, 2014	At January 31, 2014
Current Assets	$ 7,370	$ 6,295
Current Liabilities	$ 778,831	$ 757,680
Working Capital (Deficit)	$(771,461)	$(751,385)

Our total current assets as of October 31, 2014 were $7,370 as compared to total current assets of $6,295 as of January 31, 2014. The increase was primarily due to an increase in cash and amounts receivable. Our total current liabilities as of October 31, 2014 were $778,831 as compared to total current liabilities of $757,680 as of January 31, 2014. The increase in current liabilities was attributed to an increase in accounts payable and accrued liabilities, loans payable, due to related party and convertible debenture offset by a decrease in derivative liabilities.

Cash Flows

	Nine Months Ended October 31,	
	2014	2013
Net Cash Provided By (Used In) Operating Activities	$ (7,174)	$(26,367)
Net Cash Provided By Financing Activities	$ 7,500	$ 25,000
Effect of foreign exchange	$ Nil	$ 9,214
Increase in Cash During the Period	$ 326	$ 7,847

Operating Activities

During the nine months ended October 31, 2014, our cash used by operating activities decreased by $19,193. The decrease in cash used for operating activities was as a result of an increase in accounts payable and accrued liabilities.

Investing Activities

We did not have any investing activities during the nine months ended October 31, 2014 and 2013.

Financing Activities

During the nine months ended October 31, 2014, we received $7,500 in cash from financing activities compared with proceeds of $nil during the nine months ended October 31, 2013 from the issuance of a loan.

We will require additional funds to fund our budgeted expenses over the next 12 months. These funds may be raised through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There is still no assurance that we will be able to maintain operations at a level sufficient for an investor to obtain a return on his investment in our common stock. Further, we may continue to be unprofitable. We need to raise additional funds in the immediate future in order to proceed with our budgeted expenses.

Specifically, we estimate our operating expenses and working capital requirements for the next 12 months to be as follows:

Estimated Expenses	
Description	**($)**
Sales and Marketing Costs:	
Advertising	3,600
Investor Relations	60,000
Literature	6,000
Conference Attendance	21,000
Travel	22,000
Entertainment and Promotion	2,400
Marketing Costs	115,000
Operating Expenses:	
Professional Fees	60,000
Employee Salaries and Benefits	384,000
Office Equipment	1,600
Office Supplies	1,200
Office and Lab Lease	40,000
Telephone, Fax, Cellular, Internet	6,000
Vehicles and Transportation	14,400
	737,200

Based on our planned expenditures, we will require additional funds of approximately $737,200 to proceed with our business plan over the next 12 months. If we secure less than the full amount of financing that we require, we will not be able to carry out our complete business plan and we will be forced to proceed with a scaled back business plan based on our available financial resources.

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

Basis of Presentation

The financial statements and the related notes of our company are prepared in accordance with generally accepted accounting principles in the United States and are expressed in Canadian dollars. Our company's fiscal year-end is January 31.

Use of Estimates

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

Cash and Cash Equivalents

Our company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at October 31, 2014, and January 31, 2014, our company had no cash equivalents.

Property and Equipment

Property and equipment is comprised of office equipment and is recorded at cost. Our company amortizes the cost of equipment on a straight-line basis over their estimated useful life of five years.

Long-lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", our company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value, which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

Stock-Based Compensation

Our company records stock-based compensation in accordance with ASC 718, *Compensation – Stock-Based Compensation*, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Derivative Financial Instruments

Derivative financial instruments that are not classified as equity and are not used in hedging relationships are measured at fair value. Subsequent changes to fair value are recorded in the statement of operations.

Earnings (Loss) Per Share

Our company computes net earnings (loss) per share in accordance with ASC 260, *Earnings Per Share.* ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At October 31, 2014, our company has 4,599,844 (January 31, 2014 – 27,142,888) potentially dilutive shares.

Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at October 31, 2014, and January 31, 2014, our company had no items representing comprehensive income or loss.

Research and Development Costs

Research costs are expensed in the period that they are incurred.

Financial Instruments and Fair Value Measures

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

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

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

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

Foreign Currency Translation

Our company's functional currency and its reporting currency is the Canadian dollar and foreign currency transactions are primarily undertaken in United States dollars. Monetary assets and liabilities are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Expenses are translated at average rates for the period. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Comparative Figures

During the period, we determined that certain transactions affecting stockholders' equity had inadvertently been recorded using a par value of $0.001 in the fiscal year ended January 31, 2014.

Our company has determined that our previously filed Form 10-K included a misclassification of $33,000 related to equity. After taking the reclassification into account, the balances of common shares and additional paid-in capital as of January 31, 2014, are $1,151,148 and $787,586, respectively.

Recent Accounting Pronouncements

In June 2014, the FASB issued ASU 2014-10, "Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation". The guidance eliminates the definition of a development stage entity thereby removing the incremental financial reporting requirements from U.S. GAAP for development or exploration stage entities, primarily presentation of inception to date financial information. The provisions of the amendments are effective for annual reporting periods beginning after December 15, 2014, and the interim periods therein. However, early adoption is permitted. Accordingly, we have adopted this standard as of October 31, 2014.

Our company has implemented all new accounting pronouncements that are in effect and that may impact our financial statements and we do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on our financial position or results of operations.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

As a "smaller reporting company", we are not required to provide the information required by this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our president (our principal executive officer) and our chief financial officer (principal financial officer and principal accounting officer), as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our president (our principal executive officer) and our chief financial officer (principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures as of quarter covered by this report. Based on the evaluation of these disclosure controls and procedures our president (our principal executive officer) and our chief financial officer (principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective.

Changes in Internal Controls

During the quarter covered by this report there were no changes in our internal control over financial

reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We know of no material, existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our company.

Item 1A. Risk Factors

As a "smaller reporting company", we are not required to provide the information required by this Item.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
(3)	**Articles of Incorporation and Bylaws**
3.1	Articles of Incorporation 649186 B.C. Ltd. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.2	"Company Act" Memorandum of 649186 B.C. Ltd. Certificate of Amendment (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.3	Certificate of Filing of 649186 B.C. Ltd. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.4	Certificate of Incorporation of 649186 B.C. Ltd. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.5	Certificate of Name Change of 649186 B.C. Ltd. to Xerxes Health Corp. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.6	Transition Application of Xerxes Health Corp. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.7	Certificate of Name Change of Xerxes Health Corp. to Neurokine Pharmaceuticals Inc. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.8	Notice of Alteration to Authorized Share Structure (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.9	Notice of Alteration to Authorized Share Structure (incorporated by reference from our Current Report on Form 8-K filed on June 4, 2014)
3.10	Form 11 Notice of Alteration (incorporated by reference from our Current Report on Form 8-K filed on October 9, 2014)
3.11	Articles (incorporated by reference from our Current Report on Form 8-K filed on October 9, 2014)
(10)	**Material Contracts**
10.1	Non-Exclusive License Agreement with Globe Laboratories Inc. dated June 17, 2008 (incorporated by reference to our Registration Statement on Form S-1/A filed on December 3, 2009)
10.2	Clinical Trial Services Agreement with Virtus Clinical Development (Pty) Limited dated March 1, 2009 (incorporated by reference to our Registration Statement on Form S-1/A filed on March 4, 2010)
10.3	Master Service Agreement with Northern Lipids Inc. dated October 2, 2007 (incorporated by reference to our Registration Statement on Form S-1/A filed on December 3, 2009)
10.4	Assignment of Invention (NK-001) dated January 30, 2008 (incorporated by reference to our Registration Statement on Form S-1/A filed on December 3, 2009)
10.5	Assignment of Invention (NK-002) dated April 18, 2008 (incorporated by reference to our Registration Statement on Form S-1/A filed on December 3, 2009)
10.6	Subscription Agreement with Ahmad Doroudian (incorporated by reference to our Form 8-K filed on August 12, 2010)
10.7	Debt Settlement Subscription Agreement dated September 26, 2013 with Ahmad Doroudian (incorporated by reference to our Quarterly Report on Form 10-Q filed on December 16, 2013)
(31)	**Rule 13a-14(d)/15d-14(d) Certifications**
31.1*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of Hamid Doroudian
31.2*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of Moira Ong
(32)	**Section 1350 Certifications**
32.1*	Section 906 Certification under the Sarbanes-Oxley Act of 2002 of Hamid Doroudian
32.2*	Section 906 Certification under the Sarbanes-Oxley Act of 2002 of Moira Ong
101*	**Interactive Data Files**
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

* *Filed herewith*

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.

NEUROKINE PHARMACEUTICALS INC.
(Registrant)

Dated: December 15, 2014

By:/s/ *Ahmad Doroudian*
Ahmad Doroudian
President, Chief Executive Officer, Secretary and Director
(Principal Executive Officer)

Dated: December 15, 2014

By:*/s/ Moira Ong*
Moira Ong
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)