



## **EXPLANATORY NOTE**

We are filing this Form 8-K/A to update and supplement information contained in the Form 8-K/A filed on January 21, 2004. Any items included in the current report on Form 8-K/A filed with the Securities and Exchange Commission on January 21, 2004, that are not included herein are not amended and remain in effect as of the date of the original filing thereof. Additionally, this current report on Form 8-K/A does not purport to provide a general update or discussion of any other developments subsequent to the original filing. The filing of this Form 8-K/A shall not be deemed to be an admission that the original filing, when made, included any untrue statement of material fact, or omitted to state a material fact necessary to make a statement contained therein not misleading.

### **ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT**

On or about January 15, 2004, the Company dismissed SmytheRatcliffe as the Company's auditors for the fiscal year ending December 31, 2003. The decision to dismiss the accountants was recommended and approved by the Board of Directors.

The reports of SmytheRatcliffe on the Company's financial statements for either of the past two years did not contain any adverse opinion or disclaimer of opinion and, except for a "going concern" qualification, were not qualified or modified as to any uncertainty, audit scope or accounting principle. During the Company's two most recent fiscal years and any subsequent interim period up to and including the date of the Company's dismissal of SmytheRatcliffe, there have been no disagreements with SmytheRatcliffe, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of SmytheRatcliffe, would have caused them to make reference thereto in their report on the financial statements for such years.

On February 24, 2004, the Company provided a draft copy of this amended report on Form 8-K to SmytheRatcliffe, requesting their comments on the information contained herein. The responsive letter from SmytheRatcliffe is filed as an exhibit hereto.

On January 15, 2004, the Board of Directors of the Company appointed the firm of Williams & Webster, P.S., 601 W. Riverside Ave., Spokane, Washington 99201, as independent auditors of the Company for the period ending December 31, 2003. Since October 2002, the firm of Williams & Webster has been the auditors of record for Essentially Yours Industries, Inc. ("EYI"), a Nevada company, which became a majority-owned subsidiary of the Company as a result of a share exchange on December 31, 2003 by and among the Company and certain shareholders of EYI.

Prior to the engagement of Williams & Webster, neither the Company nor anyone on its behalf consulted with such firm regarding the application of accounting principles to a specified transaction whether completed or uncompleted, the type of audit opinion that might be rendered on the Company's financial statements or as to any matter that was either the subject of a disagreement with the previous independent auditor or was a reportable event. However, Williams & Webster did provide the audited financial statements of EYI for the period ended June 30, 2003 that were included in the Company's Definitive Information Statement on Schedule 14C that was distributed to shareholders of record on December 9, 2003.

### **ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

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**SIGNATURE**

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 hereunto duly authorized.

**EYI INDUSTRIES, INC.**

By: /s/ Rajnesh Raniga  
Rajnesh Raniga, Chief Financial Officer

Date: February 26, 2004