

FORM 2A

LISTING STATEMENT



Hello Pal

**HELLO PAL INTERNATIONAL INC.
(formerly, Neoteck Solutions Inc.)**

**Class of Securities to be Listed: Common Shares, No Par Value
(the “Common Shares”)**

MAY 10, 2016

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Schedule “A”: Financial Statements of the Issuer:

- Statement of financial position as at February 28, 2015 and 2014.
- Statements of operations and deficit, comprehensive income (loss) and accumulated other comprehensive income (loss), changes in shareholders’ equity, and cash flows for the years then ended.
- Unaudited interim financial statements for the three and nine months ended November 30, 2015.

Schedule “B”: Management's Discussion and Analysis of the Issuer

- Management's Discussion and Analysis of Financial Condition and Operating Results for the year ended February 28, 2015.
- Management's Discussion and Analysis of Financial Condition and Operating Results for the three and nine months ended November 30, 2015.

Glossary of Terms

The following is a glossary of certain terms used in this Listing Statement. Terms and abbreviations used in this Listing Statement and also appearing in the documents attached as schedules to the Listing Statement (including the financial statements) are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

“**Asset Purchase Agreement**” means the Asset Purchase Agreement between Hello Pal International Inc. and Neoteck Solutions Inc.

“**Affiliate**” means a company that is affiliated with another company as described below. A company is an “Affiliate” of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is “controlled” by a Person if (a) voting securities of a company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of a company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

“**app**” means an application software designed to run on a mobile device, such as a smartphone or tablet computer.

“**Associate**” has the meaning ascribed to such term in the *Securities Act* (British Columbia), as amended, including the regulations promulgated thereunder.

“**ASC**” means the Alberta Securities Commission.

“**Auditors**” mean MNP LLP, Chartered Accountants of Vancouver, British Columbia.

“**BCBCA**” means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended.

“**BCSC**” means the British Columbia Securities Commission.

“**Board**” means the board of directors of the Issuer.

“**Business Day**” means any day other than a Saturday, Sunday, or a statutory or civic holiday in the City of Vancouver, British Columbia;

“**CEO**” means an individual who acted as our chief executive officer, or acted in a similar capacity, for any part of the most recently completed financial year.

“**CFO**” means an individual who acted as our chief financial officer, or acted in a similar capacity, for any part of the most recently completed financial year.

“**Closing Date**” means the date of closing of the Asset Purchase Agreement.

“**Common Shares**” means the Common Shares without par value of the Issuer.

“**company**” unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“Consideration Shares” means the 25,000,000 post-consolidation Common Shares issued to HPI pursuant to the terms of the Asset Purchase Agreement.

“Consolidation” means the consolidation of the Issuer’s Common Shares on the basis of 1.5 pre-consolidation Issuer Shares for 1 post-consolidation Issuer Common Share.

“CSE” means the Canadian Securities Exchange.

“CSE Listing” means the listing of the Issuer Common Shares on the CSE.

“Escrow Agreement” means the escrow agreement dated May 9, 2016 among the Issuer, Computershare Investor Services Inc., as escrow agent, and the Escrow Securityholders.

“Escrow Securities” means the 15,121,500 Common Shares to be held in escrow pursuant to the terms of the Escrow Agreement.

“Escrow Securityholders” means KL Wong and Gunther Roehlig.

“Financing” means the private placement financing of 12,000,000 post-consolidation Common Shares of the Issuer at a price of \$0.15 per post-Consolidation Common Share for gross proceeds of \$1,800,000.

“HPI” means Hello Pal International Inc., a company incorporated under the laws of the British Virgin Islands and it maintains its principal head office located in Road Town, Tortola, BVI.

“IFRS” means the International Financial Reporting Standards, as adopted by the Canadian Accounting Standards Board, effective January 1, 2011.

“Issuer” means Hello Pal International Inc. (incorporation number C0304063), a reporting issuer in British Columbia and Alberta, and formerly named Neoteck Solutions Inc. prior to closing of the Transaction.

“Issuer Financial Statements” means the Issuer’s statement of financial position as at February 28, 2015 and 2014 and the statements of operations and deficit, comprehensive income (loss) and accumulated other comprehensive income (loss), changes in shareholders’ equity, and cash flows for the years then ended and the unaudited interim financial statements for the three and nine months ended November 30, 2015, which are attached to this Listing Statement as Schedule A.

“Issuer MD&A” means the Issuer’s MD&A for the year ended February 28, 2015 and MD&A for the three and nine months ended November 30, 2015, which are attached to this Filing statement as Schedule B.

“Listing Date” means the date on which the Issuer’s Common Shares are listed for trading on the CSE.

“Listing Statement” means this CSE Form 2A Listing Statement of the Issuer.

“MD&A” means management’s discussion and analysis.

“NI 41-101” means National Instrument 41-101- *General Prospectus Requirements*.

“Person” means a Company or individual.

“Related Person” means an “Insider”, which has the meaning set forth in the *Securities Act* (British Columbia) being:

- (a) a director or senior officer of the company that is an insider or subsidiary of the issuer;

- (b) a director or senior officer of the issuer;
- (c) a person that beneficially owns or controls, directly or indirectly, voting share carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities.

“**Transaction**” means the completion of the Asset Purchase Agreement and the Financing.

“**Transfer Agent**” means Computershare Investor Services Inc.

Forward-Looking Statements

Certain statements contained in this listing statement constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Issuer to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; lack of brand awareness; reliance on third party manufacturers; limited operating history of the Issuer; market fluctuations; and retention of key personnel, as well as those factors discussed in the section titled "*Item 17. Risk Factors.*"

Forward looking statements are based on a number of material factors and assumptions, including economic conditions in Canada will continue to show modest improvement in the near to medium future, no material change to competitive environment, the Issuer will be able to access sufficient qualified staff, and there will be no material changes to the tax and other regulatory requirements governing the Issuer. While the Issuer considers these assumptions may be reasonable based on information currently available to it, these assumptions may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section titled "*Item 17. Risk Factors.*"

The Issuer intends to discuss in its quarterly and annual reports any events or circumstances that occurred during the period to which such documents relate that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Listing Statement. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of such factors, may cause actual results to differ materially from those contained in any forwarding looking statement.

The Issuer advises you to carefully review the reports and documents we file from time to time with the BCSC and the ASC.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. We believe that this industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

ITEM 2. CORPORATE STRUCTURE

Overview

The Issuer is a company incorporated under the laws of the BCBCA and is a reporting issuer in British Columbia and Alberta. On May 9, 2016, the Issuer changed its name to "Hello Pal International Inc." in connection with closing of the Transaction. The Issuer's head office is located at 550 Denman Street, Suite 200, Vancouver, BC V6G 3H1, and its registered and records office is located at 704 – 595 Howe Street, Vancouver, BC V6C 2T5.

Acquisition of the HPI Platform

The Issuer entered into the Asset Purchase Agreement dated February 29, 2016 with Hello Pal International Inc. ("HPI") whereby the Issuer agreed to acquire the HPI Platform. Under the terms of the Asset Purchase Agreement, the Issuer agreed to issue a total of 25,000,000 post-Consolidation Common Shares of the Issuer on closing of the Transaction. The HPI Platform is proprietary and is an open social exchange language and learning mobile app and network for use in a whole host of applications, including for language learning and socialization.

On May 9, 2016, the Issuer acquired the HPI Platform pursuant to the terms of the Asset Purchase Agreement. In consideration of the HPI Platform, the Issuer issued 25,000,000 post consolidation Common Shares of the Issuer to HPI.

Immediately prior to closing the Transaction, the Issuer consolidated its common shares on the basis of one post-consolidation common shares of the Issuer for every 1.5 pre-consolidation common shares of Issuer. In conjunction with closing of the Transaction, the Issuer changed its name to "Hello Pal International Inc." and the Common Shares listed on the CSE under the symbol "HP".

The Issuer also completed a non-brokered private placement of 12,000,000 post-consolidation common shares of the Issuer at a price of \$0.15 per post-Consolidation common shares of the Issuer for gross proceeds of \$1,800,000. The proceeds of the financing will be used to fund the operations of HPI Platform and for general working capital purposes.

Fundamental Change

The Issuer is not requalifying for a listing following a fundamental change or proposing an acquisition, amalgamation, merger, reorganization or arrangement.

Non-corporate Issuers and Issuers incorporated outside of Canada

The Issuer is not a non-corporate issuer nor is it incorporated outside of Canada.

ITEM 3. GENERAL DEVELOPMENT OF THE BUSINESS

Acquisition of HPI Platform

During the period from September 2012 and up until closing of the Transaction, the Issuer had no operating business and management focused on reviewing strategic acquisition opportunities.

On May 9, 2016, the Issuer acquired the HPI Platform pursuant to the terms of the Asset Purchase Agreement. In consideration of the HPI Platform, the Issuer issued a total of 25,000,000 post-Consolidation Common Shares of the Issuer to HPI. The HPI Platform is a proprietary, open social exchange language and learning mobile app and network for use in a whole host of applications,

Hello Pal International Inc.

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including for language learning and socialization. The proprietary intangible and tangible assets that comprise of the HPI Platform are:

1. **Backbone Technology.** A backbone technology (software, content and server) that provides a stable and robust language exchange and chat-drive network allowing anyone to communicate with another person regardless of the language they are speaking in. The HPI Platform social language exchange app (“Hello Pal App”) and network was launched on the Google Play store in May 2015, and on the Apple App store in November 2015.
2. **Voice to Voice Exchanges.** The HPI Platform allows for true to voice-to-voice exchanges, which means that users can speak with each other with their own voice, not just text translations.
3. **Filtering and Matching.** Included is filtering and matching abilities, so that users can easily find other people and parties (i.e. pals) that directly suit and meet a user’s own defined criteria – e.g. for use as a matching service. Users can filter by native/learning languages, nationality, and other criteria.
4. **Phrasebooks.** Phrasebooks that are built for on-line and mobile chat. Users can simply choose a phrase, listen to the professionally recorded audio guide, and repeat the phrase in the foreign language, then they can send it directly to a pal.



Financing

The Issuer also completed a non-brokered private placement of 12,000,000 post-consolidation common shares of the Issuer at a price of \$0.15 per post-Consolidation common shares of the Issuer for gross proceeds of \$1,800,000. The proceeds of the financing will be used to fund the operations of HPI Platform and for general working capital purposes.

Significant Acquisitions or Dispositions

The purchase of the HPI Platform does not qualify as a significant acquisition under National Instrument 51-102 *Continuous Disclosure Obligations* or National Instrument 41-101 *General Prospectus Requirements*.

The Issuer has not completed any significant disposition during its most recently completed financial year or the current financial year for which pro-forma financial statements would be required under National Instrument 41-101 *General Prospectus Requirements* if this Listing Statement were a prospectus.

Trends, Commitments, Events or Uncertainty

There are no trends, commitments, events or uncertainties known to management which could reasonably be expected to have a material effect on the Issuer's business, the Issuer's financial condition or results of operations. However, there are significant risks associated with the Issuer's business as described in "Item 17. Risk Factors".

ITEM 4. NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

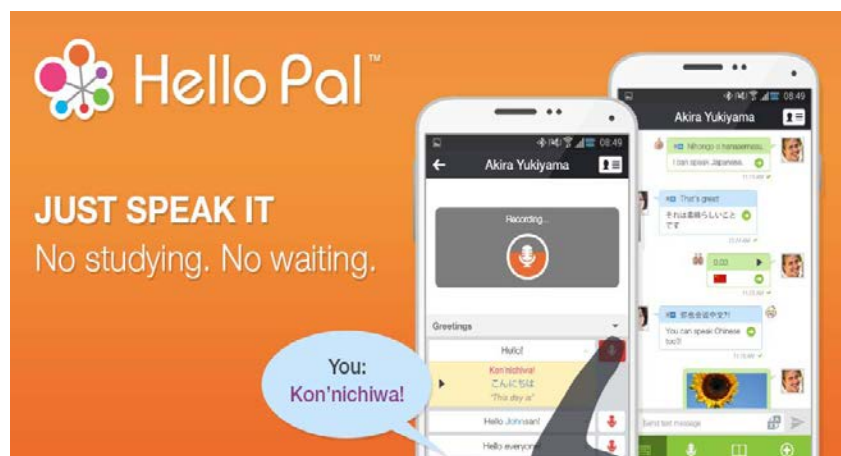
The Issuer develops, markets and operates a live interactive social and language exchange platform. The Issuer's HPI Platform provides language tools including phrasebooks and real-time translation, allowing people from all around the world to interact with each other in completely foreign languages without prior learning. The HPI Platform is available on mobile platforms, such as Android and iOS, and the Company's website, www.hellopal.com.

As of the date of this Listing Statement, the Issuer has developed the HPI Platform, but has not earned any revenues from the operation of the HPI Platform.

Principal Products and Services

The Issuer's initial product is its HPI Platform. Currently, the HPI Platform consists of the Hello Pal App (see Figure 1 below), which is available on mobile Android and iOS devices. The Hello Pal App offers an exclusive language exchange experience where users meet and chat with people from all over the world, in a completely foreign language, in minutes.

Figure 1 – The Hello Pal App



Users of the Hello Pal App

As of the date of this Listing Statement, the Hello Pal app's stats are:

over 100 countries with Hello Pal users.

over 600,000 downloads of Hello Pal.

150,000 monthly users of Hello Pal.

Key Features of the HPI Platform

The HPI Platform is designed to deliver a customized learning experience to each user.

Live Chat Feature. A user is able to “chat” in real time with another user in order to learn a new language. A chat may involve voice-to-voice exchange or text with another user. The HPI Platform’s voice-to-voice technology allows users to speak with their own voice and not simply text translations.

Connecting with a Pal. The proprietary technology of the HPI Platform includes extensive filtering and matching abilities so that users can find other users, people or parties (ie. “pals”) that directly suit and meet the user’s defined criteria. Users are able to filter by language, learned languages and nationality.

Phrasebooks. The HPI Platform has phrasebooks each with over 2,000 phrases. A user can choose a phrase, listen to the recorded audio of the phrase and repeat the phrase. After, the user is able to send their recording of the phrase they learned to another user.

Hello Pal Games. Various games are also offered under the HPI Platform. In addition to enhancing learning, these games also focus on the social aspect of the HPI Platform.

Overall, the HPI Platform has been designed from the ground up to be easy-to-use and has many features that enable users’ the freedom to speak and communicate in their own language regardless of the language of the person they are speaking to.

Benefits of the HPI Platform

The benefits of the Issuer’s HPI Platform over other language tool platforms include:

Flexibility. The HPI Platform is a feature-rich language and learning app with the ability to integrate audio, music and more that anyone can use almost anywhere around the globe at any time.

Time Effective. The HPI Platform allows users to communicate and learn at accelerated rates, which makes the overall app very appealing to anyone and everyone.

Exclusive. Unlike traditional mobile language and/or learning systems where your language translation and learning is served up in a “queue like” environment, the HPI Platform offers an 100% exclusive real-time and authentic true voice experience where you are really talking to and with other people in all kinds of languages.

Dynamic. The Hello Pal app is dynamic as it allows you to change the way and style of how you use it without redeploying the app to/from the store. This allows our users to use the app as dynamically as they want and can. This keeps the app and users fresh and the users more engaged.

Business Objectives

The business objectives of the Issuer in the forthcoming 12 months are as follows:

1. **Launch further apps complementary to the HPI Platform.** The Issuer plans to launch further apps which are synergistic and complementary to the existing app which target different customer segments, such as language-learning, by December 2016 at an estimated cost of \$200,000.
 2. **Increase User Base.** The Issuer plans to increase the user base of the HPI Platform by continuing to reach users who are interested in meeting others from around the world. The Issuer anticipates that its marketing plan to further this objective will be achieved by October 2016 at an estimated cost of \$100,000.
 3. **Secure strategic partners and joint venture projects.** As part of the Issuer's business model, the Issuer wants to build joint venture partners and/or secure established "market vertical" partners. The Issuer anticipates that this objective will be achieved within 12 months of the listing date at an estimated cost of \$100,000.
 4. **Enhance HPI Platform.** The HPI Platform currently has a chat engine that includes Phrasebooks for several languages including English, Chinese, French, Korean and Japanese, as well as robust translation tools. The Issuer plans to add full Phrasebooks for many more popular languages, as well as different forms of phrasebooks catering to different needs of users. In addition, the Issuer plans to create some of the following:
 - Role-playing scripts (40-chapter stories users can play with each other).
 - Vocabulary games (single and multiplayer PvP) – fun/social learning.
 - "Language Corner" message boards, public groups
 - The ability for users to access the HPI platform via the web browser
 - Social sharing features
- The Issuer anticipates that these enhancements will occur within 12 months of the listing date at an estimated cost of \$150,000.
5. **Go-to-Market strategy.** The Issuer's strategy revolves around driving revenues through the implementation of its mobile Hello Pal App, its language translation and learning network and eventual B2C services and licensing of its HPI Platform tailored to the specific needs of end-users and social media users, possible OEMs and strategic partners. The Issuer anticipates this objective will occur within 12 months of the listing date at an estimated cost of \$50,000.
 6. **Brand recognition.** Further develop various advertising materials, work with social influencers, and participate in relevant trade shows. The Issuer anticipates this objective will occur within 12 months of the listing date an estimated cost of \$50,000.
 7. **Obtain sponsorship from at least one new industry association or financial press and/or group in year 2016.** In order to broaden its marketing and business opportunities the Issuer will seek access to new vertical market associations and groups as well as coverage in the financial press. The Issuer anticipates this objective will occur by December 2016 at an estimated cost of \$50,000.

Available Funds and Principal Purposes

Funds Available

The following is a breakdown of the funds that will be available to the Issuer (the "Available Funds"):

<u>Source of Funds</u>	<u>Available Funds upon completion of the Transaction and the Financing (\$)</u>
Estimated working capital deficit of the Issuer as at February 29, 2016	\$(200,719)
Net Proceeds from the Financing ⁽¹⁾	\$1,740,000
Total	\$1,539,281

Note:

(1) The Issuer plans to pay finders' a fee of up to 6% on the proceeds of the private placement financing.

Principal Purposes

The Issuer intends to use the Available Funds for the following purposes:

<u>Use of Funds</u>	<u>Amount (\$)</u>
Enhance HPI Platform and Technology	300,000
Enhance HPI Apple iOS Platform	200,000
Marketing infrastructure, supplies and User Acquisitions	200,000
General and Administrative	600,000
Unallocated Working Capital	239,281
Total	\$1,539,281

In the event that it wishes to complete any capital expenditures in addition to the amounts set forth above, the Issuer will utilize its unallocated working capital and, if required, raise additional capital through equity or debt financing. In the event that the Issuer raises additional capital, there is no assurance that the Issuer will be successful in raising additional capital or that if additional capital is required, that it will be available on terms acceptable to the Issuer.

Operations

Proposed Method of Providing Services

The Issuer's HPI Platform is available on mobile devices using the Android and iOS operating system. Further, the Issuer plans to launch the web version in 2016. The Issuer plans to retain a third party in North America, Asia or Europe to assist it with any developments and enhancements of the HPI Platform.

The HPI Platform is free to use and attracts a number of users that is demographically and geographically diverse. Although the HPI Platform has yet to earn any revenues, the Issuer plans to earn revenues through VIP memberships of the HPI Platform and advertising and marketing system as part of the HPI Platform.

Specifically the Issuer plans to offer:

- Large banner ad and interstitial ad which can link to any URL or in-app content;

- Small banner ad which can link to any URL or in-app content;
- Video feature can be used as a TV commercial or video channel;
- Streaming audio feature;
- In-app coupon with UPC/scanning;
- Native rotating marquee style Ad's as part of the core functionality.

Specialized Skill and Knowledge

The Issuer has retained consultants with specialized skill and knowledge in the development and operation of social and language exchange platforms.

Intellectual Property

The Issuer has not filed any patents or patent applications in connection with its HPI Platform.

Seasonality

The business of the Issuer is not subject to seasonality fluctuations.

Employees

As at the date of this Listing Statement, the Issuer had does not have any employees. The Issuer will engage contractors in connection with the development and operation of its HPI Platform.

Foreign Operations

Initially, the Issuer will focus its operations in Canada and the United States. Also, the Issuer intends to retain consultants to assist it with further development and enhancement of the HPI Platform. These consultants may be retained in either North America, Asia or Europe.

Significant Contracts

The Issuer is not substantially dependent on a contract to sell a major part of its products or to purchase a major part of its goods, services or raw materials.

Changes to Contracts

The Issuer does not anticipate that its business will be affected by renegotiation or termination of contracts or sub-contracts during the current financial year.

Market for Products

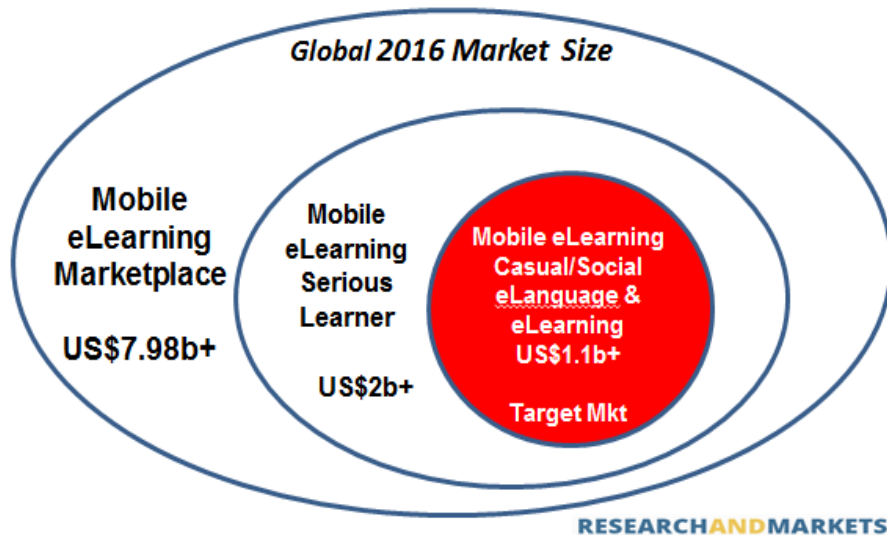
Market Segment and Geographic Areas

The Issuer's market is worldwide mobile eLearning marketplace. In particular, the Issuer has targeted two groups within the mobile eLearning marketplace: the casual learner and the serious learner.

The casual learner, which will spend less per transaction but do many more transactions, wants to learn a new language, but is not motivated enough to spend time or money to learn. The casual learner is more interested in socializing, meeting foreign people, seeking social relationships and general localized data.

The serious learner, which will spend more time in a desired service, sees the opportunity to practice the oral/spoken language that he/she is interested in. A serious learner is a person that wants to learn another language, such as, a student (high school, university), workers, teachers and other educators.

Figure 2 - Global Market eLearning



Industry Trends

Trends in the eLearning market place include increased mobile usage, social media networking, social messaging and social language networks.

Mobile Users

Over the last six years, Flurry Analytics (an industry researcher) mobile app usage has experienced significant growth. According to Flurry Analytics, in 2014 overall app usage grew by 76%. In this context, Flurry defines app usage as a user opening an app and recording what we call a session. In 2014, Shopping, Utilities & Productivity, and Messaging experienced triple-digit growth and were the key drivers. As mobile devices become more and more a part of our everyday lives, people are increasingly using them for always-on working and communication.

Even though the number of tablet users worldwide is growing more slowly than the global smartphone audience, tablets will reach more than 1 billion users in 2016. eMarketer has noted that in many emerging and developing markets, consumers are often accessing the Internet mobile-first and mobile-only, driving marketers to mobile advertising. The U.S. and China will drive mobile ads in the short term. In 2016, U.S. advertisers are expected to spend \$40.2 billion on mobile ads, more than doubling the total from 2014. In China, advertisers will spend \$22.1 billion next year, triple the amount spent in 2014. In both countries, mobile will become the majority of all digital advertising next year.

Social Media and Networking

Social networking now accounts for more than a quarter (28%) of the time we spend on the Internet each day. The rising importance of the mobile Internet is clearly here. If we look at the average time per day that people are spending on the mobile web, this metric has jumped from 1.24 hours in 2012 to 1.99 hours in 2015.

Social Messaging

Statista notes that multi-networking is prolific; on average, people now have accounts on 5.39 social networks and are actively using 2.75 of them.

Social Language Networks

While most social and messaging networks are for “chatting” and provide some basic means and ways to memorize words, phrases, and grammatical rules, social language and learning networks, similar to the HPI Platform, use specific users interaction as practice and their chatting as socializing with native speakers as the way to learn a new language. Social language network users are students, but are also teachers for other users. Social language apps and networks allow users to find language exchange partners “on the go” – via mobile devices – and then provides them the mobile app so they can practice in a sophisticated (yet easy to use) step-by-step voice program and receive feedback from native speakers in a very robust, fun and effective way. The end result is a more effective and longer-lasting learning process and involvement.

Market Acceptance

The marketplace for eLearning is becoming more focused on products that integrate social aspect to learning a new language. Accordingly, the Issuer believes its HPI Platform, which is available on Google Play, has been accepted by the marketplace.

Obsolescence

Given the HPI Platform is developed using the Issuer’s proprietary software, a competitor can develop a product that would render the HPI Platform obsolete. There can be no assurance that such obsolescence will not occur, which will have a material adverse impact on the Issuer’s operations. See “Risk Factors”.

Marketing Plan and Strategies

The Issuer plans to penetrate the global marketplace, initially focusing on the United States, Europe and the United Kingdom through incentivized downloads, media reviews of the HPI Platform, strategic partnerships with eLearning and travel sites, online adservices such as Google Adwords, Youtube, Facebook, in-app viral marketing, and college representative program.

The Issuer also plan to conduct additional marketing activities in China, Japan and Korea, which will include leveraging existing contacts for partnerships, incentivized installations, pre-installations on smartphones and college representative programs.

Competition

The Issuer faces significant competition in all aspects of its business. Specifically, the Issuer competes for the leisure time, attention and discretionary spending of users of other language learning and translation platforms on the basis of a number of factors, including quality of the experience, brand awareness, reputation and access to distribution channels.

The Issuer believes that it competes favorably on these factors. However, the industry is evolving rapidly and is becoming increasingly competitive. Other developers could develop more compelling content that competes with the Issuer’s HPI Platform and adversely affect the Issuer’s ability to attract and retain users. These competitors, including companies of which the Issuer is not currently aware,

may take advantage of social networks, access to a large user base and their network effects to grow rapidly and virally.

The Issuer's competitors include:

- **Live Mocha.** LiveMocha.com is a complete social network at its core. The site boasts over 6 million users and was named as one of Time magazine's top 50 Websites of 2010. Similar to Facebook, your personal profile appears with your picture and your friends list. You build your own profile and indicate which languages you want to learn and which languages you already know. Live chat is available with anyone that is online and people use the chat to practice their language of choice. Earning points gives a huge incentive for learning as well. Users can earn Mocha points by being engaged in the site and completing coursework. You can earn Teacher points by helping other members with submission reviews, flashcards, and translations. If you earn enough teacher points, you can also earn free course sessions.
- **Babbel.** The Babbel app consists of courses available for iOS, Android and on a computer desktop. Currently, Babbel offers 14 learning languages (Spanish, French, English, German, Italian, Brazilian Portuguese, Turkish, Polish, Indonesian, Dutch, Norwegian, Danish, Swedish and Russian). These are available for seven display languages.
- **Bussuu.** Bussuu is a language community that functions similar to an interactive game. It offers free interactive lessons, exams, text and video chat, writing exercises and reading comprehension tests. Users can write text in a foreign language such as Spanish and submit it to have a native Spanish speaker in the network correct their writing.
- **Duolingo.** The Duolingo app teaches users how to speak, understand and write a second language. Duolingo claims to now have more than 25 million registered and 12.5 million active users.
- **HelloTalk, Inc.** HelloTalk, Inc. specializes in designing and developing mobile and tablet based language learning solutions that are especially conducive to today's busy, on-the-go lifestyle of people around the world, allowing them to learn languages faster and more intuitively than ever before. On March 25, 2015, HelloTalk, Inc. announced its iOS and Android language learning app, HelloTalk, has surpassed one million registered global users. HelloTalk's more than one million users hail from over 200 countries around the world, with 59% learning English, 9% learning Korean, 8% learning Japanese, 5% learning Spanish, 4% learning Chinese, and 15% learning a variety of other languages including French, Italian, Finnish, Russian, Arabic, German, and more. HelloTalk supports over 100 languages.

The Issuer's assessment of its competitors is that there is no one firm that is positioned to compete with it across all education, language and Asia/North America areas and markets with a focus on both dynamic content and eLearning. The Issuer believes that its HPI Platform is more full-featured and more user "fun and friendly" than any other system. The platforms that the Issuer's competitors offer are based on older methods and static systems.

Bankruptcy and Similar Procedures

The Issuer does not have any bankruptcy, receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings within the three most recently completed financial years or completed during or proposed for the current financial year.

Asset Backed Securities

The Issuer does not have any asset backed securities.

Companies with Mineral Properties

The Issuer does not have any mineral properties.

Companies with Oil and Gas Operations

The Issuer does not have any oil and gas operations.

ITEM 5. SELECTED FINANCIAL INFORMATION

Selected Annual Information

The Issuer

The following table summarizes selected financial information of the Issuer for the financial years ended February 28, 2015, 2014 and 2013. All amounts are expressed in Canadian dollars.

	Year Ended February 28, 2015 (audited) \$	Year Ended February 28, 2014 (audited) \$	Year Ended February 28, 2013 (audited) \$
Total Revenue	-	-	69,758
Net Income (Loss) from Operations	(142,439)	(194,024)	(186,269)
Income (Loss) per share (basic and diluted)	(0.00)	(0.01)	(0.01)

	Year Ended February 28, 2015 (audited) \$	Year Ended February 28, 2014 (audited) \$	Year Ended February 28, 2013 (audited) \$
Total Assets	917	85,137	278,784
Total liabilities	73,867	15,648	15,271
Shareholders' Equity (Deficit)	(72,950)	69,489	263,513
Total Liabilities and Shareholders' Equity (Deficit)	917	85,137	278,784

Quarterly Information

The Issuer

The following sets forth a summary of the quarterly results of the Issuer for the eight most recently completed fiscal quarters. The information has been prepared by management in accordance with International Financial Reporting Standards (IAS 34) and is expressed in Canadian dollars.

	Nov 30, 2015	Aug 31, 2015	May 31, 2015	Feb 28, 2015	Nov 30, 2014	Aug 31, 2014	May 31, 2014	Feb 28, 2014
Total Assets	4,290	599	872	917	5,818	12,371	57,813	85,137
Working Capital	(159,379)	(128,057)	(101,750)	(72,950)	(37,566)	4,693	36,497	69,489
Net Loss	(31,322)	(26,307)	(28,800)	(35,384)	(42,259)	(31,804)	(32,992)	(35,487)
Basic and Diluted Loss	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Dividends

The Issuer has never declared, nor paid, any dividend since its incorporation and does not foresee paying any dividend in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Issuer and other factors which the Board, in its sole discretion, may consider appropriate.

Under the BCBCA, the Issuer is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Issuer is insolvent or the payment of dividends would render the Issuer insolvent.

Foreign GAAP

Not Applicable.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The Issuer's Management's Discussion and Analysis for the financial years ended February 28, 2015, 2014 and 2013 and the interim period ended November 30, 2015 are included in the Listing Statement as Schedule "B".

ITEM 7. MARKET FOR SECURITIES

The Issuer is listed on the CSE under the symbol "HP". Previously, the Issuer was listed on the TSX Venture Exchange under the symbol "NEO".

ITEM 8. CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Issuer as of the date of this Listing Statement and following completion of the Transaction and Financing

	Authorized	Amount Outstanding as at November 30, 2015	Amount Outstanding After Giving Effect to the Transaction and Financing
Common Shares	Unlimited	38,060,966	64,373,977
Stock Options ⁽¹⁾	Not Applicable	Nil	6,400,000
Finder Warrants ⁽²⁾	Not Applicable	Nil	375,190

Notes:

- (1) Each stock option is exercisable at a price of \$0.15 per share for a period of five years from the Listing Date. See "Item 9. Options to Purchase Securities".
- (2) Each warrant is exercisable at a price of \$0.25 for a period of two years from the date of issue. See "Item 9. Options to Purchase Securities".

ITEM 9. OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Issuer has adopted a “rolling” 10% stock option plan (the “Stock Option Plan”). The purpose of the Stock Option Plan is to advance the interests of the Issuer by encouraging the directors, officers, employees, management company employees and consultants of the Issuer, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Issuer, thereby increasing their proprietary interest in the Issuer, encouraging them to remain associated with the Issuer and furnishing them with additional incentive in their efforts on behalf of the Issuer in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance will be 10% of the number of the Issuer’s common shares issued and outstanding from time to time. The Stock Option Plan will be administered by the Issuer’s board of directors, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Issuer and its affiliates, if any, as the board of directors may from time to time designate. The exercise price of option grants will be determined by the board of directors, but after listing on the CSE will not be less than the closing market price of the Common Shares on the CSE less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Options Granted

The Issuer has granted a total of 6,400,000 stock options to the persons set forth below.

Optionee	Number of Common Shares Reserved Under Option	Exercise Price per Common Share	Expiry Date
Executive Officers	1,350,000	\$0.15	5 years from the Listing Date
Directors	350,000	\$0.15	5 years from the Listing Date
Consultants	4,750,000	\$0.15	5 years from the Listing Date

Warrants

The Issuer has issued a total of 375,190 warrants as of the date hereof. The details are set forth below.

Date of Issuance	Number of Common Shares Reserved Under Warrant	Exercise Price per Common Share	Expiry Date
May 10, 2016	375,190	\$0.25	May 10, 2018

The above warrants are subject to a hold period expiring on the date that is four months and a day after the later of (i) the date of issuance; and (ii) the date the Issuer becomes a reporting issuer in any province or territory.

ITEM 10. DESCRIPTION OF THE SECURITIES

Description of Securities

The Issuer is authorized to issue an unlimited number of Common Shares without par value, of which 64,373,977 Common Shares is issued and outstanding.

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Issuer and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Issuer. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the board of directors of the Issuer may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Miscellaneous Securities

None of the matters set out in sections 10.2 to 10.6 of CSE Form 2A are applicable to the share structure of the Issuer.

Prior Sales

The following securities of the Issuer were issued within the last 12 months from the date of this Listing Statement:

- (a) On May 9, 2016, the Issuer issued 25,000,000 post-Consolidation Common Shares pursuant to the terms of the Asset Purchase Agreement. See "*Item 3. General Development of Business*".
- (b) On May 9, 2016, in conjunction with closing of the Transaction, the Issuer issued 2,000,000 post-Consolidation Common Shares to certain finders in connection with the entry into the Asset Purchase Agreement.
- (c) On May 10, 2016, the Issuer issued 12,000,000 post-Consolidation Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$1,800,000.

Stock Exchange Prices

The following table sets out the high and low trading price and volume of trading of the Issuer's Common Shares on the TSX Venture Exchange during the periods indicated.

Period	High	Low	Volume
April 2016	N/A	N/A	N/A
March 2016	N/A	N/A	N/A
February 2016	\$0.13	\$0.10	309,000

January 2016	\$0.10	\$0.05	551,000
December 2015	\$0.05	\$0.03	515,500
November 2015	N/A	N/A	N/A
October 2015	N/A	N/A	N/A
September 2015	N/A	N/A	N/A
Quarter Ended August 2015	\$0.10	\$0.02	1,501,750
Quarter Ended May 2015	\$0.15	\$0.055	144,000
Quarter Ended February 2015	\$0.12	\$0.055	131,000
Quarter Ended November 2014	\$0.12	\$0.08	148,375
Quarter Ended August 31, 2014	\$0.10	\$0.08	23,500
Quarter Ended May 2014	\$0.08	\$0.08	625

Note:

- (1) The shares of the Issuer were halted on February 9, 2016 at the request of the Issuer in connection with the announcement of the Acquisition.

Immediately following closing of the Transaction, the Issuer's Common Shares listed on the CSE under the symbol "HP:

ITEM 11. ESCROWED SECURITIES

In accordance with policies of the CSE, all shares owned by the Issuer's principals are required to be placed in escrow on listing of the Issuer's common shares on the CSE pursuant to National Policy 46-201 - Escrow for Initial Public Offerings ("NP 46-201"). On listing, the Issuer anticipates being an "Emerging Issuer".

The following securities of the Issuer (the "Escrowed Securities") are held by, and are subject to the terms of an escrow agreement dated May 9 among the Issuer, Computershare Investor Services Inc., as escrow agent, and the Escrow Securityholders (the "Escrow Agreement"):

Designation of Class	Number of Securities	Percentage of Issued Shares
Common Shares	13,725,000	21.32%

As the Issuer anticipates being an "Emerging Issuer", the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

On the Listing Date	1/10 of the escrow securities
6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	the remaining escrow securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a "principal" is: (a) a person who has acted as a promoter of the Issuer within two years of the date of this prospectus; (b) a director or senior officer of the Issuer at the time of this

prospectus; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's initial public offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer. A principal's spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Issuer held by such a person will be subject to the escrow requirements.

The automatic time release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each principal's escrowed securities are released on the listing date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If, within 18 months of the listing date, the Issuer meets the "established issuer" criteria, as set out in NP 46-201, the escrow securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario that number of escrow securities that would have been eligible for release from escrow if the Issuer had been an "established issuer" on the listing date will be immediately released from escrow. The remaining escrow securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the listing date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The securities of the Issuer held in escrow may be transferred within escrow to: (a) subject to approval of the Issuer's board of directors, an individual who is an existing or newly appointed director or senior officer of the Issuer or of a material operating subsidiary of the Issuer; (b) subject to the approval of the Issuer's board of directors, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Issuer's outstanding securities; (c) subject to the approval of the Issuer's board of directors, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Issuer's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Issuer or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a registered retirement savings plan ("RRSP"), registered retirement income fund ("RRIF") or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

Under the terms of the Escrow Agreement, 10% of each escrowed shareholder's shares (a total of 1,372,500 Common Shares) will be released from escrow on the Listing Date. The remaining 12,352,500 Common Shares which will be held in escrow immediately following the listing date.

ITEM 12. PRINCIPAL SHAREHOLDERS

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares of the Issuer:

Name and Municipality of Residence	Type of Ownership	Number of Shares Held	Percentage of Shares Held⁽¹⁾
KL Wong, Hong Kong	Direct	11,607,500	18.03%

Note:

(1) Assuming exercise of all of the stock options and share purchase warrants of the Issuer, KL Wong will own 18.14% of the issued and outstanding shares of the Issuer on a fully diluted basis.

ITEM 13. DIRECTORS AND OFFICERS

Directors and Officers

The following table sets out the names, municipalities of residence, the number of voting securities beneficially owned, directly or indirectly, or over which each exercises control or direction, and the offices held in the Issuer and the principal occupation of the directors and senior officers during the past five years.

Name & Municipality of Residence and Position⁽¹⁾	Present Occupation and Positions Held During the Last Five Years	Period served as Director/Officer	Number of Shares Beneficially Held	Percentage
KL Wong ⁽²⁾ Chief Executive Officer, President, Hong Kong Director	Founder and CEO of Hello Pal International Inc. since 2007; From 1995 – 1999 lawyer at Clifford Chance in London England	May 2016	11,607,500	18.03%
Gunther Roehlig ⁽²⁾ Vancouver, BC <i>Director</i>	Businessman; President & CEO of Dynamic Oil & Gas Exploration Inc. and a director of a number of public companies.	April 2012	2,197,333	3.41%
Robert McMorran ⁽²⁾ Port Moody, BC <i>Director</i>	Principal of Malaspina Consultants Inc., and currently CFO and/or director of a number of resource based companies listed on the TSX Venture Exchange.	September 2012	66,667	0.10%

Natasha Tsai Burnaby, BC CFO	Chartered Professional Accountant at Malaspina Consultants Inc., and currently CFO of a number of resource based companies listed on the TSX Venture Exchange.	September 2014	Nil	Nil
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Notes:

- (1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of management of the Issuer and has been furnished by the respective individuals.
- (2) Member of the Audit Committee.

Board Committees of the Issuer

Audit Committee

The overall purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor. The Issuer has adopted a Charter of the Audit Committee of the Board of Directors.

The members of the audit committee are KL Wong, Robert McMorran and Gunther Roehlig.

Principal Occupation of Directors and Officers

Except as set out in the table below, none of our officers or directors are involved in acting as an officer of a person or company other than the Issuer as their principal occupation:

Name and Position	Principal Occupation
KL Wong, Chief Executive Officer	Brill Kids Inc.
Gunther Roehlig, Director	Dynamic Oil & Gas Exploration Inc.
Robert McMorran, Director	Principal of Malaspina Consultants Inc.
Natasha Tsai	Senior Consultant at Malaspina Consultants Inc.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed herein, no proposed director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within 10 years before the date of the Listing Statement has been, a director or officer of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be

- a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
 - (d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On December 3, 2008, Merit Mining Corp., a company from which Robert McMorran had resigned his office, but of which he had within the prior 12 months been the Chief Financial Officer, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act. On April 14, 2009, unsecured creditors approved such proposal and on May 6, 2009, the Supreme Court of British Columbia made an Order approving the same.

On May 31, 2015, Hunter Bay Minerals plc was cease traded by the British Columbia Securities Commission for its failure to file its audited financial statements and annual management discussion and analysis for the fiscal year ended 2014. At the time of its failure to file, Ms. Tsai was Chief Financial Officer of Hunter Bay Minerals plc.

Penalties Sanctions and Settlements

No proposed director or executive officer of the Issuer, or a shareholder holding a sufficient number of the Issuer's securities to affect materially the control of the Issuer, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No proposed director or executive officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

Conflicts of Interest

Conflicts of interest may arise as a result of the proposed directors and officers of the Issuer also holding positions as directors and/or officers of other companies and situations may arise where the directors and officers will be in direct competition with the Issuer.

Management

The following sets out details respecting the management of the Issuer:

KL Wong – Chief Executive Officer, President and Director (age 46)

Mr. Wong founded and has served as Chief Executive Officer and Director of HPI since 2007. From 1995 to 1999, Mr. Wong was a lawyer at Clifford Chance in London, England where he specialized in Chinese law and technology/telecoms markets. Mr. Wong was a VP of Business Development at China.com (NASDAQ: CHINA) and Hongkong.com (HK: 8006) from 1999 through to 2001. He was the President of Softbank Investment (HK: 0648) from 2001 through to 2007 where he was involved mainly in technology-related projects throughout China. From 2008 to present, Mr. Wong is the founder and CEO of BrillKids – a firm specializing in early advanced childhood education.

Mr. Wong expects to devote 100% of his time to the business of the Issuer.

Gunther Roehlig – Director (age 50)

Mr. Roehlig has more than 15 years of experience in the financial and investment industry. In particular, Mr. Roehlig has experience in restructuring, managing and financing junior public companies. Most recently, Mr. Roehlig served as the president of Terra Ventures Inc., which held a 10% stake in the high grade Roughrider uranium discovery owned by Hathor Exploration. In May 2011, Terra Ventures was acquired by Hathor Exploration – Hathor was then subsequently acquired by one of the world's largest mining companies Rio Tinto in late 2011. He currently serves on the board for a number of public junior resource companies.

Robert McMorran – Director (age 63)

Mr. McMorran obtained his Chartered Accountants designation in 1981. Robert McMorran founded Malaspina Consultants Inc. in July 1997 after having spent the prior 15 years in various positions of increasing responsibility in the financial reporting group/senior management of two Vancouver-based mining companies. Mr McMorran has held board and senior management positions with a number of public companies since 1991 and is a director and or CFO a number of junior resource companies, including Encanto Potash Corp and Santacruz Silver Mining Ltd.

Natasha Tsai – Chief Financial Officer (age 36)

Natasha Tsai is a Chartered Professional Accountant with Malaspina Consultants Inc. Prior thereto, she was a senior accountant with Grant Thornton LLP. She has acted as CFO and/or controller of a number of listed companies and has corporate finance and listed company experience in a number of sectors. She has a Bachelor of Commerce degree. She manages the Issuer's financial affairs and oversees its financial controls, and financial reporting, in addition to performing functions typically associated with a Chief Financial Officer.

None of the above individuals have entered into non-competition or non-disclosure agreements with the Issuer.

ITEM 14. CAPITALIZATION

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully- diluted)	%of Issued (non- diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total outstanding (A)	64,373,977	71,149,1675	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	13,871,500	15,571,500	21.55%	21.89%
Total Public Float (A-B)	50,502,477	55,577,667	78.45%	78.11%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	27,392,500	27,392,500	42.55%	38.50%
Total Tradeable Float (A-B-C)	23,109,977	28,185,167	35.90%	39.61%

Public Securityholders (Registered)

Class of Security

Size of Holding

Number of holders

Total number of securities

1 – 99 securities	16	250
100 – 499 securities	9	1,063
500 – 999 securities	7	2,666
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	71	41,056,132
	103	41,060,112

Public Securityholders (Beneficial)

Class of Security

<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 securities	25	526
100 – 499 securities	20	3,590
500 – 999 securities	41	14,083
1,000 – 1,999 securities	8	6,541
2,000 – 2,999 securities	11	18,207
3,000 – 3,999 securities	3	6,624
4,000 – 4,999 securities	5	13,953
5,000 or more securities	62	7,529,318
	175	7,592,844

Convertible/Exchange Securities

The following table sets out information regarding all securities convertible or exchangeable into any class of listed securities.

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Stock Options ⁽¹⁾	6,400,000	6,400,000
Finders Warrants ⁽²⁾	375,190	375,190

Notes:

- (1) Each stock option is exercisable at a price of \$0.15 for a period of five years from the Listing Date. See “*Item 9. Options to Purchase Securities*”.
- (2) Each share purchase warrant is exercisable at a price of \$0.25 until May 10, 2018.

ITEM 15. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This discussion describes the Issuer’s compensation program for each person who has acted as Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and the three most highly compensated executive officers (or three most highly compensated individuals acting in a similar capacity), other than the CEO and CFO, whose compensation was more than \$150,000 during the financial year ended February 28, 2015 (each a “Named Executive Officer”).

Significant Elements

The significant elements of compensation awarded to the Named Executive Officers are consulting fees and stock options. The Issuer does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash

elements of the Issuer's compensation program. The Board of Directors is solely responsible for determining compensation to be paid to the Issuer's Named Executive Officers. In addition, the Board of Directors reviews annually the total compensation package of each of the Issuer's executives on an individual basis.

Cash Salary

In setting compensation rates for Named Executive Officers, the Issuer will compare the amounts paid to them with the amounts paid to executives in comparable positions at other comparable corporations. The Issuer's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Issuer.

Option-Based Awards

The Issuer has adopted a Stock Option Plan (the "Stock Option Plan") whereby a maximum of 10% of the Issuer's issued and outstanding Common Shares are reserved at any time for issuance on the exercise of stock options. The Stock Option Plan is intended to emphasize management's commitment to growth of the Issuer. In granting stock options, the Board of Directors reviews the total of stock options available under the Stock Option Plan and recommends grants to newly retained executive officers at the time of their appointment, and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance to the Issuer's Stock Option Plan.

Summary Compensation Table

The following table sets forth information about compensation paid to, or earned by, the Issuer's Named Executive Officers during the fiscal year ended February 28, 2015:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Gunther Roehlig, CEO ⁽¹⁾	2015	31,500	-	-	-	-	-	-	31,500
	2014	21,000	-	-	-	-	-	-	21,000
Natasha Tsai, CFO ⁽²⁾	2015	-	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-	-

Notes:

- (1) Gunther Roehlig was appointed as President and Chief Executive Officer on September 20, 2012.
- (2) Ms. Tsai has served as the Issuer's Chief Financial Officer since August 31, 2014. Ms. Tsai is employed with Malaspina Consultants Inc., a private company controlled by a director, which also provides accounting and financial statement preparation services to the Issuer. Malaspina Consultants was paid or accrued \$12,059 (\$24,805 – 2014) for providing accounting and corporate secretarial services to the Issuer.

Pension Plan Benefits

The Issuer does not currently provide any pension plan benefits to its executive officers, directors or employees.

Incentive Plan Awards

As at the financial year ended February 28, 2015, the Issuer did not have any share based or optioned based awards outstanding.

Termination and Change of Control Benefits

The issuer does not have any contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Issuer or a change in the Named Executive Officer's responsibilities.

Compensation of Directors

Other than compensation paid to the NEOs, the Issuer did not pay any compensation to its directors during the fiscal year ended February 28, 2015.

Incentive Plan Awards for Directors

As at the financial year ended February 28, 2015, the Issuer did not have any share based or optioned based awards outstanding.

ITEM 16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Issuer or person who acted in such capacity in the last financial year, or any other individual who at any time during the most recently completed financial year of the Issuer was a director of the Issuer or any associate of the Issuer, is indebted to the Issuer, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer.

ITEM 17. RISK FACTORS

An investment in the Issuer is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Issuer. The directors consider the following risks and other factors to be the most significant for potential investors in the Issuer, but the risks listed do not necessarily comprise all those associated with an investment in the Issuer and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the directors may also have an adverse effect on the Issuer's business.

Limited History

The Issuer's limited operating history makes it difficult to evaluate its business and prospects and may increase the risks associated with your investment. Although the Issuer believes the HPI Platform will generate revenues and experience revenue growth, it may not be able to reach the expected rate of growth. The Issuer has encountered and will continue to encounter risks and difficulties frequently experienced by growing companies in rapidly developing and changing industries, including challenges related to recruiting, integrating and retaining qualified employees; making effective use of its limited resources; achieving market acceptance of its existing and future solutions; competing against companies with greater financial and technical resources; acquiring and retaining clients and advertisers

and mobile advertising customers; and developing new solutions. There is no assurance that the Issuer will be successful in generating revenues and/or experiencing revenue growth.

Additional Requirements for Capital

Substantial additional financing may be required if the Issuer is to be successful with development of its business. No assurances can be given that the Issuer will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Issuer, if at all. If the Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, or may not be able to develop its business at all.

Early Stage Commercialization

The HPI Platform is still at a very early stage of commercialization. There can be no assurance that it will meet its objectives. As in any early stage development company, there is no assurance that the Issuer's business will be successful.

Limited Number of Products

The Issuer is reliant on the development, marketing and use of the HPI Platform. If it does not achieve sufficient market acceptance, it will be difficult for the Issuer to achieve consistent profitability.

Obsolescence

Maintaining a competitive position requires constant growth, development and strategic marketing and planning. If the Issuer is unable to maintain a technological advantage, the Issuer's ability to grow its business will be adversely affected and its products may become obsolete compared with other technologies.

Competitive Factors

The industries the Issuer serves and compete in are highly competitive and competition is expected to continue in the future. Many of our competitors have longer operating histories and greater financial, technical and marketing resources, and such competitors could materially and adversely affect the Issuer's business, financial performance and financial condition.

Government Regulations

Government regulation can affect the Issuer. Failures to comply with applicable regulatory requirements can, among other things, result in fines, suspension of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecutions. All of the foregoing regulatory matters will also be applicable to development and marketing undertaken by any collaborative partners or licensees of the Issuer.

Pricing and Marketing Strategy

The Issuer has devised a marketing strategy, which it will implement after its products have been developed, and has developed product pricing strategies based on the experience of management and assessment of comparable products in the security industry. Management anticipates that the Issuer's marketing and pricing strategies will play a significant role in determining whether the HPI Platform can be profitable. There is no guarantee that the marketing and pricing strategies of the Issuer will be successful.

Defective Software

The Issuer's software may contain undetected errors, defects or bugs. Although the Issuer has not suffered significant harm from any errors, defects or bugs to date, the Issuer may discover significant errors, defects or bugs in the future that it may not be able to correct or correct in a timely manner. It is possible that errors, defects or bugs will be found in the Issuer's software products and related services with the possible results of delays in, or loss of market acceptance of, the Issuer's products and services, diversion of its resources, injury to its reputation, increased service and warranty expenses and payment of damages.

Intellectual Property

The success of the Issuer will depend, in part, on the ability to maintain trade secret protection over its proprietary techniques and IT and processes. None of its services and/or products is currently protected by any patents and trademarks and is therefore capable of being duplicated or improved upon by competitors. Accordingly, it may be vulnerable to competitors who develop competing technology, whether independently or as a result of acquiring access to the proprietary products and trade secrets of the Issuer. In addition, effective patent, copyright and trade secret protection may be unavailable or limited in certain foreign countries and may be unenforceable under the laws of certain jurisdictions.

Cyber Security

The Issuer will strive to meet industry information security standards relevant to its business. The Issuer will regularly perform vulnerability assessments, remediate vulnerabilities, review log/access, perform system maintenance, manage network perimeter protection and implement and manage disaster recovery testing.

A cyber-attack that breaches the Issuer's external perimeter may lead to a material disruption of its core business systems and/or lead to the loss or corruption of confidential business information that could result in an adverse business impact, as well as, possible damage to the Issuer's brand. This could also lead to a public disclosure or theft of private intellectual property and a possible loss of customer confidence.

If the Issuer's core business operations were to be breached, this could affect the confidentiality, integrity and availability of the Issuer's systems and data. While the Issuer continues to perform security due diligence, there is always the possibility of a significant breach effecting the confidentiality, integrity and availability of its systems and/or data.

Research and Market Development

Although the Issuer is committed to researching and developing new markets and products and improving existing products, there can be no assurances that such research and market development activities will prove profitable or that the resulting markets and/or products, if any, will be commercially viable or successfully produced and marketed.

Management of Growth

The Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Issuer to deal with this growth may have a material adverse effect on the Issuer's business, financial condition, results of operations and prospects.

Litigation

The Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Issuer becomes involved be determined against the Issuer such a decision could adversely affect the Issuer's ability to continue operating and the market price for the Common Shares and could use significant resources. Even if the Issuer is involved in litigation and wins, litigation can redirect significant company resources.

Limited Market for Securities

Even though the Common Shares will be listed on the CSE, there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Issuer.

Failure of Information Technology System

The Issuer's operations could suffer as a result of a failure of its information technology system. The Issuer's business will be dependent upon an information technology infrastructure to effectively manage and operate several key business functions, including order processing, customer service, installation and payments. These systems and operations are vulnerable to damage and interruption from fires, earthquakes, telecommunications failures, and other events. They are also subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Any such errors or inadequacies in the software that may be encountered could adversely affect operations, and such errors may be expensive or difficult to correct in a timely manner.

Global Economic Conditions

Current global economic conditions could have a negative effect on the Issuer's business and results of operations. Economic activity in North America and throughout much of the world has undergone a sudden, sharp economic downturn following the recent housing downturn and subprime lending collapse in both the United States and Europe. Market disruptions have included extreme volatility in securities prices, as well as severely diminished liquidity and credit availability. The economic crisis may adversely affect the Issuer in a variety of ways. Access to lines of credit or the capital markets may be severely restricted, which may preclude the Issuer from raising funds required for operations and to fund continued expansion. It may be more difficult for the Issuer to complete strategic transaction with third parties. The financial and credit market turmoil could also negatively impact suppliers, customers and banks with whom the Issuer does business. Such developments could decrease the Issuer's ability to source, produce and distribute its products or obtain financing and could expose it to risk that one of its suppliers, customers or banks will be unable to meet their obligations under agreements with them.

While it is not possible to predict with certainty the duration or severity of the current disruption in financial and credit markets, if economic conditions continue to worsen, it is possible these factors could significantly impact the Issuer's financial conditions.

No Dividend History

No dividends have been paid by the Issuer to date. The Issuer anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Issuer's board of directors' after taking into account many factors, including the Issuer's financial condition and current and anticipated cash needs.

Market Volatility

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any market for the Issuer's common shares will be subject to market trends generally, notwithstanding any potential success of the Issuer. The value of the Issuer's Common Shares distributed hereunder will be affected by such volatility.

ITEM 18. PROMOTERS

Other than the directors and officers of the Issuer, management is not aware of any person or company who could be characterized as a promoter of the Issuer within the two years immediately preceding the date of this Listing Statement.

ITEM 19. LEGAL PROCEEDINGS

Legal Proceedings

There are no legal proceedings material to the Issuer to which the Issuer is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Issuer to be contemplated.

Regulatory Actions

The Issuer is not subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Issuer entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Issuer's securities or would be likely to be likely

ITEM 20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set forth below, no director, officer, proposed management nominee for director or person who, to the knowledge of the directors or officers of the Issuer, beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the votes attached to all outstanding Shares of the Issuer, informed person or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the commencement of the Issuer's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Issuer.

- (a) In fiscal 2015, the Issuer incurred \$12,059 (\$24,805 – 2014) in accounting and corporate secretarial fees to Malaspina Consultants Inc., a company controlled by Robert G. McMorrان, a director of the Issuer.
- (b) In fiscal 2015, the Issuer incurred \$31,500 (\$21,000 – 2014) in management fees to Gunther Roehlig, the Chief Executive Director and a director of the Issuer.

- (c) In fiscal 2015, the Issuer received loans totaling \$21,000 from Gunther Roehlig, which loans bear no interest, unsecured and are due on demand.

ITEM 21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

MNP LLP (“the Auditor”) is the independent registered certified auditor of the Issuer.

Transfer Agent and Registrar

The registrar and transfer agent of the Issuer’s Shares is Computershare Investor Services Inc., at its Vancouver office located at 510 Burrard Street, 3rd Floor, Vancouver B.C., V6C 3B9.

ITEM 22. MATERIAL CONTRACTS

The Issuer has entered into the following material contracts:

1. Asset Purchase Agreement dated February 29, 2016 between the Issuer and HPI. See “*Item 3. General Development of Business*”.
2. Escrow Agreement dated May 9, 2016 between the Issuer, the Escrow Securityholders and Computershare Investor Services Inc. See “*Item 11. Escrowed Securities*”.

The Issuer is not party to any co-tenancy, unitholders’ or limited partnership agreements.

ITEM 23. INTEREST OF EXPERTS

No person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Issuer or of an Associate or Affiliate of the Issuer and no such person is expected to be elected, appointed or employed as a director, senior officer or employee of the Issuer or of an Associate or Affiliate of the Issuer and no such person is a promoter of the Issuer or an Associate or Affiliate of the Issuer. The Auditor is independent of the Issuer in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

ITEM 24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Issuer and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

ITEM 25. FINANCIAL STATEMENTS

Schedule “A” contains the audited financial statements of the Issuer for the fiscal years ended February 28, 2015, 2014 and 2013 and unaudited financial statements for the nine months ended November 30, 2015.

SCHEDULE "A"
FINANCIAL STATEMENTS OF THE ISSUER

The Audited Financial Statements for the fiscal years ended February 28, 2015 and 2014

and

The Interim Financial Statements for the three and nine months ended November 30, 2015

NEOTECK SOLUTIONS INC.

FINANCIAL STATEMENTS
FOR THE YEARS ENDED FEBRUARY 28, 2015 AND 2014
(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders of **Neoteck Solutions Inc.:**

We have audited the accompanying financial statements of Neoteck Solutions Inc. which comprise the statement of financial position as at February 28, 2015 and February 28, 2014, the statements of loss and comprehensive loss, changes in equity, and cash flows for the years then ended and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Neoteck Solutions Inc. as at February 28, 2015 and 2014, and the results of their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of these financial statements, which states that Neoteck Solutions Inc. incurred significant losses from operations, negative cash flows from operating activities and has an accumulated deficit. This, along with other matters described in Note 1, indicates the existence of a material uncertainty which may cast significant doubt about the ability of Neoteck Solutions Inc. to continue as a going concern.

MNP LLP

June 24, 2015
Vancouver, British Columbia

Chartered Accountants

NEOTECK SOLUTIONS INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Note	February 28, 2015 \$	February 28, 2014 \$
ASSETS			
Current assets			
Cash		479	85,137
Prepaid expenses		438	-
Total assets		917	85,137
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	52,867	15,648
Due to related parties	6	21,000	-
		73,867	15,648
SHAREHOLDERS' (DEFICIENCY) EQUITY			
Share capital	7	2,403,006	2,403,006
Contributed surplus		189,514	189,514
Deficit		(2,665,470)	(2,523,031)
		(72,950)	69,489
Total liabilities and equity		917	85,137

Nature of operations and going concern (Note 1)

Approved and authorized on behalf of the Board of Directors on June 24, 2015

"Gunther Roehlig" Director

"Stephen Pearce" Director

NEOTECK SOLUTIONS INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the years ended February 28,
(Expressed in Canadian Dollars)

	Note	2015 \$	2014 \$
ADMINISTRATIVE EXPENSES			
Accounting and audit	8	21,934	40,059
Management and consulting fees	8	63,000	83,409
Legal	8	7,596	14,045
Office and miscellaneous		871	7,723
Regulatory and stock transfer		13,038	15,543
Rent		36,000	33,245
		(142,439)	(194,024)
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR		(142,439)	(194,024)
NET LOSS PER SHARE – BASIC AND DILUTED		(0.00)	(0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		38,060,966	38,060,966

NEOTECK SOLUTIONS INC.
STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Expressed in Canadian dollars, except for share figures)

	Number of Shares	Share Capital \$	Contributed Surplus \$	Deficit \$	Total \$
Balance, February 28, 2013	38,060,966	2,403,006	189,514	(2,329,007)	263,513
Net and comprehensive loss for the year	-	-	-	(194,024)	(194,024)
Balance, February 28, 2014	38,060,966	2,403,006	189,514	(2,523,031)	69,489
Net and comprehensive loss for the year	-	-	-	(142,439)	(142,439)
Balance, February 28, 2015	38,060,966	2,403,006	189,514	(2,665,470)	(72,950)

The accompanying notes are an integral part of these financial statements

NEOTECK SOLUTIONS INC.**STATEMENTS OF CASH FLOWS**For the years ended February 28,
(Expressed in Canadian Dollars)

	2015	2014
	\$	\$
Operating activities:		
Net loss for the year	(142,439)	(194,024)
Changes in non-cash working capital related to operations:		
GST recoverable and other receivables	-	15,783
Prepaid expenses	(438)	-
Accounts payable and accrued liabilities	37,219	377
Net cash used in operating activities	(105,658)	(177,864)
Financing activity:		
Due to related parties	21,000	-
Net cash provided by financing activity	21,000	-
Decrease in cash during the year	(84,658)	(177,864)
Cash – beginning of the year	85,137	263,001
Cash – end of the year	479	85,137
Supplemental disclosure of cash flow information:		
Interest paid	-	230

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Neoteck Solutions Inc. ("the Company") is incorporated under the Company Act of British Columbia. The Company is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "NEO.H". The Company's registered and records office is located at 2600 - 1066 West Hastings Street, Vancouver Canada V6B 1N2.

These financial statements have been prepared on the going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. If the going concern assumption were not appropriate for these financial statements, then adjustments may be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

As at February 28, 2015, the Company had a working capital deficiency of \$72,950, had not yet achieved profitable operations, had an accumulated deficit of \$2,665,470 since inception and expects to incur further losses in the future. These factors may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to obtain the necessary financing to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no guarantee that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and related IFRS Interpretations Committee ("IFRIC's") as issued by the International Accounting Standards Board ("IASB"). The financial statements have been prepared on a going concern basis, under the historical cost convention.

These financial statements were approved by the board of directors for issue on June 24, 2015.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these financial statements are as follows:

a) Foreign currencies

These financial statements are prepared using Canadian dollars which is the functional and presentation currency of the Company.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

b) Financial instruments

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL includes financial assets held for trading and are measured at fair value with unrealized gains and losses recognized in profit or loss. The Company has classified its cash as FVTPL.

Financial assets classified as loans and receivables and held-to-maturity are measured at amortized cost using the effective interest method less any allowance for impairment. The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The Company held no financial assets during the year which were classified as loans and receivables or held-to-maturity.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary or a significant or prolonged decline in the fair value of that investment below its cost. The Company held no financial assets during the year which were classified as available-for-sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities and due to related parties as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives are also classified as FVTPL unless they are designated as effective hedging instruments. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income (loss). The Company has no financial liabilities classified as FVTPL.

De-recognition of financial assets and liabilities

Financial assets are de-recognized when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities are de-recognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable is recognized in profit or loss.

c) Share capital

Common shares and warrants are classified as equity instruments. Transaction costs directly attributable to the issuance of common shares and warrants are recognized as a deduction from equity.

Warrants included in units offered to subscribers as part of corporate financings are bifurcated at fair value in contributed surplus in shareholders' equity with an offsetting reduction in the value ascribed to the shares issued in the units.

Warrants issued to agents or brokers on a non-cash basis in connection with corporate financings are recorded at fair value using the Black-Scholes option pricing model and charged against share capital as issue costs with an offsetting increase to contributed surplus.

d) Loss per share

Basic loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period. Diluted loss per share represents the loss for the

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

period, divided by the weighted average number of common shares outstanding during the period plus the weighted average number of dilutive shares resulting from the exercise of stock options, warrants and other similar instruments where the inclusion of these would not be anti-dilutive.

e) Share-based payments

The fair value at grant date of each separate award of stock options, based on the number of awards expected to vest, is recorded as a charge to operations and a credit to contributed surplus over the vesting period of the options. Any consideration received on the exercise of stock options together with the related portion of contributed surplus is credited to share capital. The fair value of stock options is estimated using the Black-Scholes option pricing model.

f) Income tax

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Company does not provide for temporary differences relating to differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable income will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

4. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

a) Changes in Accounting Standards that are Effective and Have Been Adopted by the Company

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2014. The following new standards, amendments and interpretations that have been adopted for the Company's current fiscal year have not had a material impact on the Company:

The amendments to IAS 32, *Financial Instruments: Presentation*, clarify the criteria that should be considered in determining whether an entity has a legally enforceable right of set off in respect of its financial instruments. The Company has evaluated the impact of IAS 32 and has determined that it has no material impact on its financial statements.

b) Changes in Accounting Standards that Are Not Yet Effective and Have Not Been Early Adopted by the Company

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards in the financial statements.

IFRS 9 as issued, reflects the first phase of the IASB's work on the replacement of IAS 39, *Financial Instruments: Recognition and Measurement* and applies the classification and measurement of financial assets and liabilities as defined in IAS 39. The standard was initially effective for annual periods beginning on or after January 1, 2013, but the complete version of IFRS 9, issued July 2014, moved the mandatory effective date to January 1, 2018. The Company is currently evaluating the impact, if any, that the new guidance is expected to have on its financial statements.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only; in the period of the change and future periods, if the change affects both.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

a) Critical Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustments to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going concern

These financial statements have been prepared on a 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 for the foreseeable future.

The assessment of the Company's ability to source future operations and continue as a going concern involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenue and expenses and the statement of financial position classifications used (Note 1).

b) Key Sources of Estimation Uncertainty

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

Income taxes

Significant estimate is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

6. DUE TO RELATED PARTIES

During the year ended February 28, 2015, the Company received a total of \$21,000 from the President of the Company and a shareholder, which were non-interest bearing loans made to the Company to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date.

7. SHARE CAPITAL

- a) Authorized – Unlimited common shares without par value.
- b) Issued – 38,060,966 common shares

8. RELATED PARTY TRANSACTIONS

The Company incurred charges to directors and officers, or to companies associated with these individuals during the years ended February 28, 2015 and 2014 as follows:

	2015	2014
	\$	\$
Accounting and corporate secretarial fees	12,059	24,805
Management fees	31,500	21,000
	43,559	45,805

Accounts payable and accrued liabilities at February 28, 2015 includes \$17,628 (2014 – \$441) due to the President of the Company and a company controlled by a director and in which the CFO is an associate. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the year ended February 28, 2015, compensation paid to key management consisted of management fees of \$31,500 (2014 – \$21,000) paid to the President and accounting and corporate secretarial fees of \$12,059 (2014 – \$24,805) paid to a company controlled by a director and in which the CFO is an associate.

During the year ended February 28, 2015, the Company received a total of \$21,000 from the President of the Company and a shareholder, which were non-interest bearing loans made to the Company to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

9. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

There were no changes in the Company's approach to capital management during the year ended February 28, 2015. The Company is not subject to any capital requirements imposed by a regulator, other than continued listing requirements of the TSX-V.

10. FINANCIAL INSTRUMENTS

a) Fair value of financial instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. Cash is designated as FVTPL, which is measured at fair value. Accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities, which are measured at amortized cost.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. The Company's cash is carried at fair value using Level 1 inputs.
- 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.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

- 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.

As at February 28, 2015, the Company believes that the carrying values of cash, accounts payable and accrued liabilities and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations.

b) Management of risks arising from financial instruments

Discussions of risks associated with financial assets and liabilities are detailed below:

Credit risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a reputable Canadian bank. The credit risk related to cash is considered minimal.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because of the short-term nature of the Company's interest bearing financial instruments.

Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

NEOTECK SOLUTIONS INC.
NOTES TO THE FINANCIAL STATEMENTS
For the years ended February 28, 2015 and 2014
(Expressed in Canadian Dollars)

11. INCOME TAXES

A reconciliation of the Company's income tax provision computed at statutory tax rates to the reported income tax provision for the years ended February 28, 2015 and 2014 as follows:

	2015	2014
Statutory tax rate	26.0%	26.0%
	\$	\$
Net loss for the year	(142,439)	(194,024)
Expected tax recovery	(37,034)	(50,446)
Non-deductible amounts	35	40
Change in enacted tax rates and other	-	(48,746)
Change in deferred tax assets not recognized	36,999	99,152
Provision for income taxes	-	-

The significant components of the Company's unrecognized deferred tax assets as at February 28, 2015 and 2014 are as follows:

	2015	2014
	\$	\$
Deferred tax assets:		
Non-capital losses carried forward	576,948	531,925
Resource allowances	761,809	761,809
Share issuance cost	16,048	24,072
Total unrecognized deferred tax assets	1,354,805	1,317,806

As at February 28, 2015, the Company has non-capital losses available to reduce taxes in future years of approximately \$1,961,484 (2014 – \$2,045,867) and non-capital losses of approximately \$257,547 that expired in 2015. The resource pools carry forward indefinitely. Tax attributes are subject to review and potential adjustment by taxation authorities.

NEOTECK SOLUTIONS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED NOVEMBER 30, 2015 AND 2014
(Unaudited – Expressed in Canadian Dollars)

NEOTECK SOLUTIONS INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Expressed in Canadian Dollars)

	Note	November 30, 2015 \$	February 28, 2015 \$
ASSETS			
Current assets			
Cash		352	479
Prepaid expenses		438	438
Deferred financing costs		3,500	-
Total assets		4,290	917
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	5	117,069	52,867
Due to related parties	3	46,600	21,000
		163,669	73,867
SHAREHOLDERS' DEFICIENCY			
Share capital	4	2,403,006	2,403,006
Contributed surplus		189,514	189,514
Deficit		(2,751,899)	(2,665,470)
		(159,379)	(72,950)
Total liabilities and equity		4,290	917

Nature of operations and going concern (Note 1)

Approved and authorized on behalf of the Board of Directors on January 26, 2016

“Gunther Roehlig” Director

“Stephen Pearce” Director

NEOTECK SOLUTIONS INC.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the three and nine months ended November 30,
(Unaudited – Expressed in Canadian Dollars)

	Note	Three months ended November 30		Nine months ended November 30	
		2015 \$	2014 \$	2015 \$	2014 \$
ADMINISTRATIVE EXPENSES					
Accounting and audit	5	1,973	7,368	12,086	16,628
Management and consulting fees	5	15,750	15,750	47,250	47,250
Legal	5	10,053	6,603	11,178	6,603
Office and miscellaneous		89	669	257	818
Regulatory and stock transfer		3,457	2,869	9,658	8,756
Rent		-	9,000	6,000	27,000
		(31,322)	(42,259)	(86,429)	(107,055)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD					
		(31,322)	(42,259)	(86,429)	(107,055)
NET LOSS PER SHARE – BASIC AND DILUTED					
		(0.00)	(0.00)	(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING					
		38,060,966	38,060,966	38,060,966	38,060,966

NEOTECK SOLUTIONS INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Unaudited – Expressed in Canadian dollars, except for share figures)

	Number of Shares	Share Capital \$	Contributed Surplus \$	Deficit \$	Total \$
Balance, February 28, 2014	38,060,966	2,403,006	189,514	(2,523,031)	69,489
Net and comprehensive loss for the period	-	-	-	(107,055)	(107,055)
Balance, November 30, 2014	38,060,966	2,403,006	189,514	(2,630,086)	(37,566)
Net and comprehensive loss for the period	-	-	-	(35,384)	(35,384)
Balance, February 28, 2015	38,060,966	2,403,006	189,514	(2,665,470)	(72,950)
Net and comprehensive loss for the period	-	-	-	(86,429)	(86,429)
Balance, November 30, 2015	38,060,966	2,403,006	189,514	(2,751,899)	(159,379)

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

NEOTECK SOLUTIONS INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the nine months ended November 30, 2015 and 2014
(Unaudited – Expressed in Canadian Dollars)

	2015	2014
	\$	\$
Operating activities:		
Net loss for the period	(86,429)	(107,055)
Changes in non-cash working capital related to operations:		
GST recoverable	-	(5)
Accounts payable and accrued liabilities	64,202	12,736
Net cash used in operating activities	(22,227)	(94,324)
Financing activities:		
Due to related parties	25,600	15,000
Deferred financing costs	(3,500)	-
Net cash provided by financing activities	22,100	15,000
Decrease in cash during the period	(127)	(79,324)
Cash – beginning of the period	479	85,137
Cash – end of the period	352	5,813

NEOTECK SOLUTIONS INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended November 30, 2015 and 2014
(Unaudited – Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Neoteck Solutions Inc. ("the Company") is incorporated under the Company Act of British Columbia. The Company is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "NEO.H". The Company's registered and records office is located at 2600 - 1066 West Hastings Street, Vancouver Canada V6B 1N2.

These condensed interim financial statements have been prepared on the going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. If the going concern assumption were not appropriate for these financial statements, then adjustments may be necessary in the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material. As at November 30, 2015, the Company had a working capital deficiency of \$159,379, had not yet achieved profitable operations, had an accumulated deficit of \$2,751,899 since inception and expects to incur further losses in the future. These factors may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to obtain the necessary financing to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no guarantee that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. BASIS OF PRESENTATION

These condensed interim financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, using the same accounting policies as detailed in the Company's audited annual financial statements for the year ended February 28, 2015. They do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and therefore should be read together with the audited annual financial statements for the year ended February 28, 2015.

These financial statements were approved by the board of directors for issue on January 26, 2016.

The preparation of these condensed interim financial statements in accordance with IAS 1, *Presentation of Financial Statements*, requires management to make certain critical accounting estimates and to exercise judgment in applying the Company's accounting policies. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. Critical judgments in applying accounting policies that have the most significant risk of causing material adjustments to the carrying amounts of assets and liabilities include the going concern assumption.

NEOTECK SOLUTIONS INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended November 30, 2015 and 2014
(Unaudited – Expressed in Canadian Dollars)

3. DUE TO RELATED PARTIES

During the nine months ended November 30, 2015, the Company received a total of \$25,600 from the President of the Company and a shareholder, which were non-interest bearing loans made to the Company to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date. The amount of loans outstanding as at November 30, 2015 was \$46,600 (February 28, 2015 – \$21,000).

4. SHARE CAPITAL

- a) Authorized – Unlimited common shares without par value.
- b) Issued – 38,060,966 common shares

5. RELATED PARTY TRANSACTIONS

The Company incurred charges to directors and officers, or to companies associated with these individuals during the three and nine months ended November 30, 2015 and 2014 as follows:

	Three months ended		Nine months ended	
	November 30		November 30	
	2015	2014	2015	2014
	\$	\$	\$	\$
Accounting and corporate secretarial fees	3,207	3,800	8,469	9,679
Management fees	7,875	7,875	23,625	23,625
	11,082	11,675	32,094	33,304

Accounts payable and accrued liabilities at November 30, 2015 includes \$51,647 (February 28, 2015 – \$17,628) due to the President of the Company and a company controlled by a director and in which the CFO is an associate. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the three and nine months ended November 30, 2015, compensation paid to key management consisted of management fees of \$7,875 and \$23,625 (2014 – \$7,875 and \$23,625) paid to the President and accounting and corporate secretarial fees of \$3,207 and \$8,469 (2014 – \$3,800 and \$9,679) paid to a company controlled by a director and in which the CFO is an associate.

During the nine months ended November 30, 2015, the Company received a total of \$25,600 from the President of the Company and a shareholder, which were non-interest bearing loans made to the Company

NEOTECK SOLUTIONS INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
For the three and nine months ended November 30, 2015 and 2014
(Unaudited – Expressed in Canadian Dollars)

to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date.

6. THE TRANSACTION

On October 29, 2015, the Company terminated the non-binding letter of intent (“LOI”) it entered into on October 1, 2015 with Segra Biogenesis Corp. (“Segra”) due to current market conditions. The LOI with Segra was to negotiate and settle a definitive agreement between the Company and Segra, whereby the Company anticipated to acquire all of the issued and outstanding shares of Segra (“the Segra Shares”) in exchange for common shares of the Company (“the Neoteck Shares”) on the proposed terms and conditions of the LOI (the “Transaction”).

SCHEDULE "B"
MANAGEMENT DISCUSSION & ANALYSIS OF THE ISSUER

Fiscal Year Ended February 28, 2015
and
Interim Period Ended November 30, 2015

Management Discussion and Analysis
For the year ended February 28, 2015
Neoteck Solutions Inc.
Report Dated June 24, 2015

INTRODUCTION

This Management Discussion and Analysis of the Financial Position and Results of Operations for Neoteck Solutions Inc. (the “Company” or “Neoteck”), prepared as of June 24, 2015 (“MD&A”), should be read in conjunction with the audited financial statements for the year ended February 28, 2015. This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of Neoteck.

The Company’s financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and related IFRS Interpretations Committee (“IFRIC’s”) as issued by the International Accounting Standards Board (“IASB”). The accounting policies and methods of computation followed in the preparation of these audited annual financial statements are identical to those followed in the preparation of the audited consolidated financial statements for the year ended February 28, 2014 except for the initial adoption of certain policies as noted in these financial statements. Except as otherwise noted all dollar figures in this MD&A are stated in Canadian dollars which is the Company’s reporting currency.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

GENERAL

The Company was incorporated under the Company Act of British Columbia, and is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol “NEO.H”.

MANAGEMENT AND DIRECTORS

On September 1, 2014, Natasha Tsai was appointed as CFO of the Company replacing Sharon Muzzin who had resigned.

SELECTED ANNUAL INFORMATION

The Company’s fiscal period ends on February 28th of each year. The following is a summary of certain selected audited financial information for the last three completed fiscal years:

	2015	2014	2013
	\$	\$	\$
Total Revenues	Nil	Nil	69,758
Net Loss	(142,439)	(194,024)	(186,269)
Net Loss Per Share (basic and diluted) ⁽¹⁾	(0.01)	(0.01)	(0.01)
Total Assets	917	85,137	278,784

⁽¹⁾ The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants, if any.

RESULTS OF OPERATIONS

The Company recorded a net loss of \$142,439 (\$0.00 per share) for the year ended February 28, 2015 as compared to a net loss of \$194,024 (\$0.01 per share) for the year ended February 28, 2014.

Variances of note in administrative expenses are: Accounting and audit of \$21,934 (2014 – \$40,059), legal fees of \$7,596 (2014 – \$14,045), management and consulting fees of \$63,000 (2013 – \$83,409), and office and miscellaneous of \$871 (2014 – \$7,723) were lower during the year ended February 28, 2015 due to lower corporate business activities. The management and consulting fees were incurred due to the Company's efforts to find a viable project or acquisition target for the Company. Higher legal fees were incurred during the year ended February 28, 2014 partly as a result of the due diligence work performed on a potential acquisition target.

QUARTERLY FINANCIAL REVIEW

The following table sets forth selected financial information from the Company's unaudited quarterly financial statements for each of the eight most recently completed quarters. No cash dividends were declared in any of the reported periods.

	THREE MONTHS ENDED			
	Feb 28, 2015	Nov 30, 2014	Aug 31, 2014	May 31, 2014
		\$	\$	\$
Total assets	917	5,818	12,371	57,813
Working capital (deficiency)	(72,950)	(37,566)	4,693	36,497
Net loss	(35,384)	(42,259)	(31,804)	(32,992)
Net loss per share ⁽¹⁾	(0.00)	(0.00)	(0.00)	(0.00)

	THREE MONTHS ENDED			
	Feb 28, 2014	Nov 30, 2013	Aug 31, 2013	May 31, 2013
	\$	\$	\$	\$
Total assets	85,137	121,591	167,977	253,352
Working capital	69,489	104,976	159,542	219,846
Net loss	(35,487)	(54,566)	(60,304)	(43,667)
Net loss per share ⁽¹⁾	(0.00)	(0.00)	(0.01)	(0.00)

⁽¹⁾The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

The net losses reflected for the quarters are comparable. The working capital has trended downward in recent quarters as funds were expended on administrative expenses.

FOURTH QUARTER

The Company recorded a net loss of \$35,384 (\$0.00 per share) for the quarter ended February 28, 2015, which is consistent with the net loss of \$35,487 (\$0.00 per share) reported for the quarter ended February 28, 2014.

FINANCING ACTIVITIES

There were no financing activities during the year ended February 28, 2015.

LIQUIDITY

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements imposed by a regulator, other than continued listing requirements of the TSX-V.

As at February 28, 2015, the Company held cash of \$479 and had a working capital deficiency of \$72,950. During the year ended February 28, 2015 net cash used in operating activities was \$105,658 (2014 – \$177,864), offset by loans from related parties of \$21,000. The Company has to complete additional financings in order to maintain its current activity levels and in particular, once the direction of future operations is determined, to fund ongoing operations. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the future.

CAPITAL EXPENDITURES

The Company did not incur any capital expenditures during the years ended February 28, 2015 and does not currently have any capital expenditure commitments.

RELATED PARTY TRANSACTIONS

The Company's related parties consist of the Company's directors, officers and companies associated with them, including Malaspina Consultants Inc., a company owned by Robert McMorran, a director, and in which Sharon Muzzin, the former CFO, and Natasha Tsai, the current CFO, are associates. The Company incurred charges to directors and officers, or to companies associated with these individuals during the years ended February 28, 2015 and 2014 as follows:

	2015	2014
	\$	\$
Accounting and corporate secretarial fees ⁽¹⁾	12,059	24,805
Management fees ⁽²⁾	31,500	21,000
	43,559	45,805

⁽¹⁾ The charges include accounting and corporate secretarial fees paid to Malaspina Consultants Inc.

⁽²⁾ The charges include management fees paid to Gunther Roehlig, President and CEO.

Accounts payable and accrued liabilities at February 28, 2015 included \$11,421 due to Gunther Roehlig, President and CEO and \$6,206 due to Malaspina Consultants Inc. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the year ended February 28, 2015, compensation paid to key management consisted of management fees of \$31,500 (2014 – \$21,000) paid to Gunther Roehlig, and accounting and corporate secretarial fees of \$12,059 (2014 – \$24,805) paid to Malaspina Consultants Inc.

During the year ended February 28, 2015, the Company received a total of \$21,000 from Gunther Roehlig and a shareholder, which were non-interest bearing loans made to the Company to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date.

Other than as reflected above, there were no other transactions with key management, or compensation paid or payable for their services.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. Cash is designated as at fair value through profit or loss ("FVTPL"), which is measured at fair value. Accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities, which are measured at amortized cost.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. The Company's cash is carried at fair value using Level 1 inputs.
- 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 – 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.

As at February 28, 2015, the Company believes that the carrying values of cash, accounts payable and accrued liabilities and due to related parties approximate their fair values because of their nature and relatively short maturity dates or durations.

Credit risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a reputable Canadian bank. The credit risk related to cash is considered minimal.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because of the short-term nature of the Company's interest bearing financial instruments.

Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Management believes that as at June 24, 2015, it is not exposed to significant credit, interest, or currency risks arising from these financial instruments.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The changes in accounting standards that are effective and have been adopted by the Company are described in the audited financial statements for the year ended February 28, 2015. The accounting standards that have been issued but not effective are also described in the audited financial statements for the year ended February 28, 2015.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

CAPITALIZATION

The authorized share capital consists of an unlimited number of common shares. As of June 24, 2015, an aggregate of 38,060,966 common shares were issued and outstanding. The Company did not have any share purchase warrants or options outstanding as of June 24, 2015.

FUTURE OUTLOOK

In the short term Management will continue its efforts to identify the Company's future business focus.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended February 28, 2015 and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

Management Discussion and Analysis
For the three and nine months ended November 30, 2015
Neoteck Solutions Inc.
Report Dated January 26, 2016

INTRODUCTION

This Management Discussion and Analysis of the Financial Position and Results of Operations for Neoteck Solutions Inc. (the “Company” or “Neoteck”), prepared as of January 26, 2016 (“MD&A”), should be read in conjunction with the unaudited condensed interim financial statements for the three and nine months ended November 30, 2015. This MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of Neoteck.

These statements have been prepared in conformity with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company’s audited financial statements for the year ended February 28, 2015.

These condensed interim statements do not include all the information required for complete annual financial statements in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) and therefore should be read together with the audited annual financial statements for the year ended February 28, 2015 and the related MD&A for the year then ended.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

GENERAL

The Company was incorporated under the Company Act of British Columbia, and is currently determining the direction of its future operations. The Company is listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol “NEO.H”.

THE TRANSACTION

On October 29, 2015, the Company terminated the non-binding letter of intent (“LOI”) previously entered into on October 1, 2015 with Segra Biogenesis Corp. (“Segra”) due to the current market conditions. The LOI with Segra was to negotiate and settle a definitive agreement between the Company and Segra, whereby the Company anticipated to acquire all of the issued and outstanding shares of Segra (“the Segra Shares”) in exchange for common shares of the Company (“the Neoteck Shares”) on the proposed terms and conditions of the LOI (the “Transaction”).

RESULTS OF OPERATIONS

Nine months ended November 30, 2015

The Company recorded a net loss of \$86,429 (\$0.00 per share) for the nine months ended November 30, 2015 as compared to a net loss of \$107,055 (\$0.00 per share) for the nine months ended November 30, 2014.

Variances of note in administrative expenses are: Rent of \$6,000 (2014 – \$27,000) and accounting and audit fees of \$12,086 (2014 - \$16,628) decreased during 2015 due to a reduction of corporate business activities. Legal fees of \$11,178 (2014 - \$6,603) increased during 2015 due to legal services required for the Transaction between the Company and Segra.

Three months ended November 30, 2015

The Company recorded a net loss of \$31,322 (\$0.00 per share) for the three months ended November 30, 2015 as compared to a net loss of \$42,259 (\$0.00 per share) for the three months ended November 30, 2014. The decrease in the general and administrative expenses incurred is due to the same reasons as described for the nine month period ended November 30, 2015 above.

QUARTERLY FINANCIAL REVIEW

The following table sets forth selected financial information from the Company’s unaudited quarterly financial statements for each of the eight most recently completed quarters. No cash dividends were declared in any of the reported periods.

	THREE MONTHS ENDED			
	Nov 30, 2015	Aug 31, 2015	May 31, 2015	Feb 28, 2015
Total assets	4,290	599	872	917
Working capital (deficiency)	(159,379)	(128,057)	(101,750)	(72,950)
Net loss	(31,322)	(26,307)	(28,800)	(35,384)
Net loss per share ⁽¹⁾	(0.00)	(0.00)	(0.00)	(0.00)

	THREE MONTHS ENDED			
	Nov 30, 2014 \$	Aug 31, 2014 \$	May 31, 2014 \$	Feb 28, 2014 \$
Total assets	5,818	12,371	57,813	85,137
Working capital (deficiency)	(37,566)	4,693	36,497	69,489
Net loss	(42,259)	(31,804)	(32,992)	(35,487)
Net loss per share ⁽¹⁾	(0.00)	(0.00)	(0.00)	(0.00)

⁽¹⁾The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

The net losses reflected for the quarters are comparable. The working capital has trended downward in recent quarters as funds were expended on administrative expenses.

FINANCING ACTIVITIES

The Company received non-interest bearing loans of \$25,600 during the nine months ended November 30, 2015 from Gunther Roehlig, President and CEO and a shareholder to finance ongoing business activities.

LIQUIDITY

The Company’s objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital

structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements imposed by a regulator, other than continued listing requirements of the TSX-V.

As at November 30, 2015, the Company held cash of \$352 and had a working capital deficiency of \$159,379. During the nine months ended November 30, 2015 net cash used in operating activities was \$22,227 (2014 – \$94,324), and net cash provided by financing activities consisted of loans from related parties of \$25,600, offset by deferred financing costs of \$3,500. The Company has to complete additional financings in order to maintain its current activity levels and in particular, once the direction of future operations is determined, to fund ongoing operations. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the future.

CAPITAL EXPENDITURES

The Company did not incur any capital expenditures during the nine months ended November 30, 2015 and does not currently have any capital expenditure commitments.

RELATED PARTY TRANSACTIONS

The Company's related parties consist of the Company's directors, officers and companies associated with them, including Malaspina Consultants Inc., a company owned by Robert McMorran, a director and in which Natasha Tsai, CFO, is an associate. The Company incurred charges to directors and officers, or to companies associated with these individuals during the three and nine months ended November 30, 2015 and 2014 as follows:

	Three months ended November 30		Nine months ended November 30	
	2015	2014	2015	2014
	\$	\$	\$	\$
Accounting and corporate secretarial fees ⁽¹⁾	3,207	3,800	8,469	9,679
Management fees ⁽²⁾	7,875	7,875	23,625	23,625
	11,082	11,675	32,094	33,304

⁽¹⁾ The charges include accounting and corporate secretarial fees paid to Malaspina Consultants Inc.

⁽²⁾ The charges include management fees paid to Gunther Roehlig, President and CEO.

Accounts payable and accrued liabilities at November 30, 2015 included \$35,046 due to Gunther Roehlig, President and CEO and \$16,601 due to Malaspina Consultants Inc. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Key management of the Company includes the President, CFO and the Directors. During the three and nine months ended November 30, 2015, compensation paid to key management consisted of management fees of \$7,875 and \$23,625 (2014 – \$7,875 and \$23,625) paid to

Gunther Roehlig, and accounting and corporate secretarial fees of \$3,207 and \$8,469 (2014 – \$3,800 and \$9,679) paid to Malaspina Consultants Inc.

During the nine months ended November 30, 2015, the Company received a total of \$25,600 from Gunther Roehlig and a shareholder, which were non-interest bearing loans made to the Company to finance its activities in order to continue its operations. The loans are due on demand, unsecured and have no maturity date.

Other than as reflected above, there were no other transactions with key management, or compensation paid or payable for their services.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

CAPITALIZATION

The authorized share capital consists of an unlimited number of common shares. As of January 26, 2016, an aggregate of 38,060,966 common shares were issued and outstanding. The Company did not have any share purchase warrants or options outstanding as of January 26, 2016.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements for the nine months ended November 30, 2015 and this accompanying MD&A.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **Hello Pal International Inc.** hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to **Hello Pal International Inc.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 10th day of May, 2016.

"Kean Li Wong"

Kean Li Wong
Chief Executive Officer

"Natasha Tsai"

Natasha Tsai
Chief Financial Officer

"Robert McMorran"

Robert McMorran
Director

"Gunther Roehlig"

Gunther Roehlig
Director

Not Applicable

Promoter (if applicable)