C&C Cosmeceuticals Corp.

Unaudited Condensed Interim Financial Statements

Nine Months Ended March 31, 2013

(Expressed in Canadian dollars)

MANAGEMENT'S RESPONSIBILITY FOR UNAUDITED CONDENSED INTERIM FINANCIAL REPORTING

The accompanying unaudited condensed interim financial statements of C&C Cosmeceuticlas Corp. [the "Company"] are the responsibility of the management and Board of Directors of the Company. The unaudited condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the unaudited condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced. The Board of Directors is responsible for reviewing and approving the unaudited condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Sydney Au
Chief Executive Officer

Vancouver, BC
June 25, 2013

NOTICE TO READERS

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements for the nine months ended March 31, 2013 have not been reviewed by the Company's auditors.

C&C Cosmeceuticals Corp.

Unaudited Condensed Interim Statements of Financial Position

(Expressed in Canadian dollars)

	March 31, 2013	June 30, 2012
	$	$
Assets		
Current		
Cash & cash equivalents	**9,222**	**-**
	9,222	**-**
Intangible properties (Note 3(j) & Note 4)	**1,036,000**	**300,000**
Total Assets	**1,045,222**	**300,000**
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable (Note 9)	534	534
Accrued liabilities	2,500	2,500
Investor deposits	-	250,000
Shareholder loans payable	158,500	-
	161,534	253,034
Shareholders' Equity:		
Capital stock (Note 5)	895,000	50,000
Deficit	(11,312)	(3,034)
	883,688	46,966
Total Liabilities and Shareholders' Equity	**1,045,222**	**300,000**

Nature and Continuance of Operations (Note 1)
Commitment (Note 4)
Subsequent Events (Note 11)

Approved and authorized for issue by the Board of Directors on June 25, 2013:

"Sydney Au"

Sydney Au, Director

The accompanying notes are an integral part of these Unaudited Condensed Interim Financial Statements

C&C Cosmeceuticals Corp.

Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

		Nine Months Ended March 31, 2013		From Incorporation Date on July 20, 2011 to March 31, 2012
Expenses				
Advertising and promotion	$	-	$	50
Bank charges		28		-
Consulting fees		8,250		-
Professional fee		-		483
Net loss and total comprehensive loss for the period	$	8,278	$	534
Basic and diluted loss per common share		(0.0003)	$	(0.0006)
Weighted average number of common shares outstanding		28,591,241		890,511

The accompanying notes are an integral part of these Unaudited Condensed Interim Financial Statements

C&C Cosmeceuticals Corp.
Unaudited Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars except the number of shares)

	Number of Outstanding Shares	Share Capital	Reserves	Deficit	Total Shareholders' Equity
		$	$	$	$
Share issued for cash on incorporation, July 20, 2011	1	1	–	–	1
Cancellation of incorporator share	(1)	(1)	–	–	(1)
Shares issued for cash	1,000,000	6,250	–	–	6,250
Subscription receivables	–	(6,250)	–	–	(6,250)
Net loss and comprehensive loss for the period	–	–	–	(534)	(534)
Balance, March 31, 2012	1,000,000	–	–	(534)	(534)
Shares issued for cash	7,000,000	43,750	–	–	43,750
Subscription receivables	–	6,250	–	–	6,250
Net loss and comprehensive loss for the period	–	–	–	(2,500)	(2,500)
Balance, June 30, 2012	8,000,000	50,000	–	(3,034)	46,966
Shares issued for cash	23,760,000	845,000	–	–	845,000
Net loss and comprehensive loss for the period	–	–	–	(8,278)	(8,278)
Balance, March 31, 2013	**31,760,000**	**895,000**	–	**(11,312)**	**883,688**

The accompanying notes are an integral part of these Unaudited Condensed Interim Financial Statements

C&C Cosmeceuticals Corp.
Unaudited Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars)

		Three Months Ended March 31, 2013		From Incorporation Date on July 20, 2011 to March 31, 2012
Cash (used in) /provided by:				
Operating activities				
Net loss for the period	$	**(8,278)**	$	**(534)**
Change in non-cash working capital components				
Accounts payable & accrued liabilities		**-**		**534**
Net cash provided by (used in) operating activities		**(8,278)**		**-**
Financing activities				
Investors deposits		**(250,000)**		**-**
Share issuance for cash		**845,000**		**-**
Shareholder loans payable		**158,500**		**-**
Net cash provided by financing activities		**753,500**		**-**
Investing activity				
Intangible properties		**(736,000)**		**-**
Net cash used in investing activities		**(736,000)**		**-**
Change in cash		**9,222**		**-**
Cash, beginning of the period		**-**		**-**
Cash, end of the period	**$**	**9,222**	**$**	**-**
Cash paid during the period for interest expense	**$**	**-**	**$**	**-**
Cash paid during the period for income taxes	**$**	**-**	**$**	**-**

The accompanying notes are an integral part of these Unaudited Condensed Interim Financial Statements

1. NATURE AND CONTINUANCE OF OPERATIONS

C&C Cosmeceuticals Corp. (the "Company") was incorporated on July 20, 2011 and the management of the Company intends to commence its business as a consumer marketing company selling proprietary natural skincare cosmeceuticals products. On April 30th, 2012, the Company signed a licensing, development, collaboration, marketing and general servicing agreement (the "Agreement") with Decanex Inc, ("Decanex") of Toronto, Ontario. The Agreement states that Decanex owns certain proprietary systems, which includes an autonomous biomedical device and an expert software system with a recommender/Prescriptor engine. The Agreement grants the Company the right to use the systems exclusively in Canada for weight management and skin care industry and non-exclusively world-wide. In order to provide the system for use by the Company, Decanex needs to customize the expert system software & Prescriptor engine to the weight management and skin care industry for the Company's use. The Agreement asks for total of $1,200,000 engineering fee on delivery of the system and the Company shall pay a monthly maintenance fee to Decanex. In addition, Decanex will also be involved with revenue sharing with the Company based on how the Company will derive its revenue. The Company's principal business following the Agreement will be the development of the proposed business models.

The Company will provide fee based subscriptions to use the expert system and Prescriptor engine services to the consumer, which is an online software application. The general public will need to pay for usage of the autonomous biomedical device on either a per reading basis or on a monthly subscription basis. In addition, the device can also perform certain therapeutic conditionings which would also be available on a per use basis or on a monthly subscription basis. The device will measure certain physiological vital signs of a person and those reading results will be fed into the expert system for analysis. The Prescriptor engine will then provide weight management and skin care corrective recommendations/advices. These advices will refer consumers to various brands of Over The Counter ("OTC") health products and therapeutic services that they can purchase without prescription. The Company will earn revenue from different suppliers by referring consumers to different OTC consumer health products. The Company will work with different manufacturers of these OTC products and earn a referral fee or revenue sharing from website sales. The expert system will simply provide customized weight management and skin care advice to each consumer based on results from the readings of the biomedical device after being analyzed by the expert system. The Company will initially derive revenue from three basic sources: monitoring physiological reading fees paid in relation to usage of the biomedical device, fees for therapeutic conditioning from the biomedical device, and referral fees/revenue sharing from various suppliers of OTC consumer health & natural products. Accordingly, the Company's financial success may be dependent upon the extent to which it can successfully develop and execute the business models and the economic viability of acquiring, or developing any such additional products or business models.

The head office and principal office of the Company is located at #168 – 11280 Twigg Place, Richmond, BC, V6V 0A6.

These unaudited condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

1. NATURE AND CONTINUANCE OF OPERATIONS (continued)

The Company's continuing operations, as intended, and its financial success may be dependent upon the extent to which it can successfully commercialize the licensed proprietary health monitoring & therapeutic expert system and the economic viability of developing any additional products it may acquire in the future.

The commercialization of the licensed proprietary system may take many years to be in successful operation and the amount of resulting income, if any, is difficult to determine with any certainty. As a start-up company, the Company does not anticipate producing revenues for some time, other than from incidental revenue. On March 31, 2013 the Company had not yet achieved profitable operations, had recurring losses, a deficit of $11,312, a working capital deficiency of $152,312, and expects to incur further losses in the development of its business, all of which cast material uncertainty about the Company's ability to continue as a going concern.

These unaudited condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

In 2010, the Canadian Institute of Chartered Accountants ("CICA") Handbook was revised to incorporate International Financial Reporting Standards ("IFRS"), and requires publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011. The Company was incorporated on July 20, 2011. These unaudited condensed interim financial statements are prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting.

These unaudited condensed interim financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These unaudited condensed interim financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Significant accounting judgments and estimates

The preparation of these unaudited condensed interim financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the unaudited condensed interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The unaudited condensed interim financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the unaudited condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

a. Significant accounting judgments and estimates (continued)

periods. Accounts which require management to make material estimates and significant assumptions in determining amounts recorded include valuation of share-based transactions and provision for deferred income tax.

Judgments made by management that have the most significant effect on the unaudited condensed interim financial statements are discussed in Notes 3d), 3e), 3f), 3i) and 3j).

b. Cash and cash equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less. As at March 31, 2013, there is $Nil included as cash equivalents.

c. Shared-based payments

The fair value of any options granted is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

d. Deferred income taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

e. Financial instruments

Financial instruments are defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e. Financial instruments (continued)

Financial instruments at fair value through profit or loss (FVTPL)

Financial instruments are classified as FVTPL when they are held for trading. A financial instrument is held for trading if it was acquired for the purpose of selling in the near term. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, these financial assets are recorded at amortized cost using the effective interest method less any impairment.

Available-for-sale financial assets

Available-for-sale are non-derivative financial assets that are designated as available-for-sale or that are not classified in any other financial asset categories. Subsequent to initial recognition, changes in fair value, other than impairment losses, are recognized in other comprehensive income (loss) and presented in the fair value reserve in shareholders' equity. When the financial assets are sold or an impairment write-down is required, losses accumulated in the fair value reserve recognized in shareholders' equity are included in profit or loss.

Financial liabilities

Financial liabilities are initially recorded at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method. The Company's accounts payable, accrued liabilities and investor deposits are classified as financial liabilities.

Transaction costs incurred on initial recognition of financial instruments classified as loans and receivables and other financial liabilities are included in the initial fair value amount.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire. Financial liabilities are derecognized only when the Company's obligations are discharged, cancelled or they expire.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Cash and cash equivalents	FVTPL
Accounts payable	Other liabilities
Accrued liabilities	Other liabilities
Investor deposits	Other liabilities
Shareholder loans payable	Other liabilities

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e. Financial instruments (continued)

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

f. Impairment

i) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

f. Impairment (continued)

ii) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

g. Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income (loss) consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income (loss) measures net earnings for the period plus other comprehensive income (loss). Amounts reported as other comprehensive income (loss) are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income (Loss). The Company has not had other comprehensive income (loss) since inception and accordingly, a statement of comprehensive income (loss) has not been presented.

h. Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

i. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

j. Research and development costs

Research and development costs include direct salaries and benefits, administration, contracting, consulting and professional fees.

The Company recognizes expenditure on research activities as an expense in the period incurred. During the period ended March 31, 2013, $Nil was incurred on research activities.

The Company recognizes an internally-generated intangible asset arising from development (or from the development phase of an internal project) if, and only if, it has demonstrated all of the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount the Company initially recognizes for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets these recognition criteria. Subsequent to initial recognition, the Company reports these assets at cost less accumulated amortization and accumulated impairment losses.

The Company recognized the payments made to Decanex as Development Costs and amortization of the development costs is recognized over their useful lives, on the straight line basis over 10 years. The Company reviews the estimated useful life and amortization method at the end of each reporting period, accounting for the effect of any changes in estimate on a prospective basis.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

k. Future changes in accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after January 1, 2013 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded from the summary below. The company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

IFRS 9, Financial Instruments, replaces the current standard IAS 39, Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12 Consolidation—Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements.

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venture will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, and special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity’s interests in other entities.

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRSs. The new standard clarifies that 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. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

k. Future changes in accounting policies (continued)

In addition, there have been amendments to existing standards, including IAS 27 and IAS 28. IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 – 13.

l. Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, being providing health monitoring & therapeutic services to the consumer using a licensed proprietary expert system.

4. COMMITMENT

As described in note 1, the Company entered into a licensing, development, collaboration, marketing and general servicing agreement (the "Agreement") with Decanex Inc., ("Decanex") of Toronto, Ontario. Decanex will provide the company with:

- an expert recommender system (Decanex Prescriptor) customized for natural and OTC health products, for the non-exclusive use of the customer worldwide and for the exclusive use of the customer in Canada; and
- a Autonomous Biomedical Care(ABC) Services, customized for general self-care, for the non-exclusive use of the Customer worldwide and for the exclusive use of the customer in Canada.

In return for the services rendered by Decanex above, the Company shall pay a total of $1,200,000 engineering fee on delivery of the system. The Company shall make different advance payments to Decanex towards fulfillment of this engineering fee, as requested by Decanex from time to time in order for Decanex to complete the customization for the Company. Upon delivery date and full payment for the development, customization and engineering fee, for the exclusive use of the Decanex Prescriptor and ABC Services, Decanex will confirm the monthly maintenance fee, which is estimated to be approximately $95,000 per month. Any revenue sharing from the percentage split from the ABC Services and the Prescriptor services will be applied to the monthly maintenance fee.

Upon final marketing approval by Health Canada & the U.S. Food and Drug Adminstration, respective bonus payments of $100,000 and $250,000 shall be made by the Company to Decanex.

Upon the Company has reached sales in exceeding of $1,000,000 from the commercialization of the above systems, another bonus payment of $300,000 shall be made by the Company to Decanex.

The Agreement does not specify a specific term and it is expected that the Agreement is for an indefinite term. However, either party can terminate the Agreement by giving 90 days notice.

5. CAPITAL STOCK

a. Authorized: unlimited Common shares without par value; and
unlimited Preferred shares without par value.

b. Issued shares:

One common share was issued at $1 per common share on July 20, 2011 to the incorporator. The incorporator share was cancelled on July 30, 2011.

On July 30, 2011, 1,000,000 common shares were issued at $0.00625 per share for total proceeds of $6,250. On April 30, 2012, an additional 7,000,000 common shares were issued at $0.00625 per share for total proceed of $43,750. These shares were issued as seed shares to the principals of the Company upon satisfaction of securing the Agreement with Decanex. These shares were considered as fully paid on May 2, 2012.

On July 31, 2012, 22,500,000 common shares were issued at $0.025 per share for total proceeds of $562,500.

5. CAPITAL STOCK (continued)

c. Issued shares: (continued)

On September 28, 2012, 650,000 common shares were issued at $0.20 per share for total proceeds of $130,000.

On December 31, 2012, 610,000 common shares were issued at $0.25 per share for total proceeds of $152,500.

Stock Options:
The Company has not yet adopted an incentive stock option plan (the "Option Plan"). The management will adopt such an Option Plan upon successfully completing the listing of its common shares for trading on Canadian National Stock Exchange (CNSX) either directly or indirectly through a merger or reverse takeover with a reporting issuer. It is expected that such an Option Plan will provide that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares.

6. 0924888BC LETTER OF INTENT

On November 10, 2011, Haltain Developments Corp. ("Haltain") entered into a letter of intent with C&C Cosmeceuticals Corporation and the shareholders of the Company, owners of 100% of the issued and outstanding capital stock of the Company, with respect to a proposed transaction in which Haltain will form a subsidiary, which is currently called Auxellence Health Corporation (formerly called 0924888 B.C. Ltd.) ("Auxellence"), to purchase all of the issued and outstanding capital stock of the Company.

The purchase price shall be paid on the date of closing by the issuance of approximately 39,000,000 post-consolidated common shares of the capital stock of Auxellence at a deemed price of $0.10 per common share to the shareholders of the Company. The exact number of shares to be issued by Auxellence shall be determined prior to entering into the definitive agreement (See Note 12(d)).

7. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the commercialization of the licensed proprietary health monitoring/therapeutic systems and the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator.

8. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable & accrued liabilities, investor deposits and shareholder loans payable. Cash is stated at fair value and classified within Level 1 of the fair value hierarchy. The fair values of accounts payable and accrued liabilities, investor deposits and shareholder loans payable approximate their carrying values due to their short-term nature of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Strategic and operational risks are risks that arise if the Company fails to commercialize the licensed proprietary health monitoring/therapeutic systems. These strategic opportunities or threats arise from a range of factors which might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

The Company's credit risk was primarily attributable to bank balances and HST receivable. The Company limits its credit exposure on cash held in bank accounts firstly by holding its key transactional bank accounts with banks of international financial institutions. HST receivable is due from Canadian Government and management believes that the credit risk to be minimal.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2013, the Company had cash balance of $9,222~~l~~ and current liabilities of $161,534. All of the Company's financial liabilities have contractual maturities of less than 30 days, and are subject to normal trade terms. Management is considering different alternatives to secure adequate debt or equity financing to meet the Company short term and long term cash requirement.

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Accounts payable & accrued liabilities, investor deposits and shareholder loans payable are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal.

9. RELATED PARTY TRANSACTIONS

a. As at March 31, 2013, accounts payable include $51 (June 30, 2012 - $51) owing to Sydney Au, the president and the sole director of the Company. Investor deposits include $Nil (June 30, 2012 - $250,000) subscription made by Sydney Au. Shareholder loans payable include $158,500 owing to Sydney Au (June 30, 2012 - $Nil). During the period ended March 31, 2013 and 2012, the Company did not incur any management or consulting fees to its officers or directors.

   These transactions above are in the normal course of operations and are measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

10. SEGMENTED INFORMATION

During the period ended March 31, 2013, the Company had one reportable operating segment, being the commercialization of the licensed proprietary health monitoring/therapeutic systems.

11. SUBSEQUENT EVENTS

Subsequent to the year end:

(a) On May 1, 2013, the Company converted shareholder loans payable of $148,500 into an 18 month promissory note payable to Sydney Au. This promissory note is non-interest bearing and interest will, in like money, only be payable if required under income tax laws at the prescribed rate applicable by Canada Customs and Revenue Agency on the unpaid portion, from time to time, as well after as before maturity and both before and after default.

(b) On May 21, 2013, the Company entered into a definitive acquisition agreement with Auxellence such that the Company will amalgamate with a wholly owned subsidiary of Auxellence, 0961896 BC Ltd., and form a New Co in exchange for 100% shares of the Company. Each common share of the company will exchange for 1.25 common share of Auxellence. The Company completed the amalgamation with 0961896 BC Ltd. on June 19, 2013 and formed a New Co as a wholly owned subsidiary of Auxellence. A total of 39,825,000 common shares of Auxellence have been issued to shareholders of the Company to complete the acquisition.