FORM 2A

LISTING STATEMENT

NETWORK ONCOLOGY INC.

Forward-Looking Statements

The information provided in this Listing Statement, including information incorporated by reference, may contain "forward-looking statements" about the Company. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the Company and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to: the Company's limited operating history, negative operating cash flow, additional capital requirements and liquidity, a new and uncertain market for the Company's products, product development, technological advancement, obtaining and protecting intellectual property rights, claims of infringement relating to the intellectual property rights of others, reliance on management, competition, claims and legal proceedings, conflicts of interest uncertainty of use of proceeds, market price of Shares and volatility and no established market for the Company's Shares, and other risk factors set forth under "Item 17.1 – Risk Factors".

With respect to the forward-looking statements contained herein, although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Consequently, all forward-looking statements made in this Listing Statement and other documents of the Company are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on the Company's behalf may issue. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

Market And Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that its 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, the Company has 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.

Currency Information

In this Listing Statement, unless otherwise indicated, all references to "$" or "CDN$" are to Canadian dollars.

1. Table of Contents

2. Corporate Structure

2.1 Corporate Name and Head and Registered Office

The Issuer's full corporate name is Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.) a B.C. fully reporting company ("NOI", or "Issuer" or the "Company"), having its registered office and principal place of business at Suite 500, 900 West Hastings Street, Vancouver, British Columbia V6C 1E5.

2.2 Jurisdiction of Incorporation

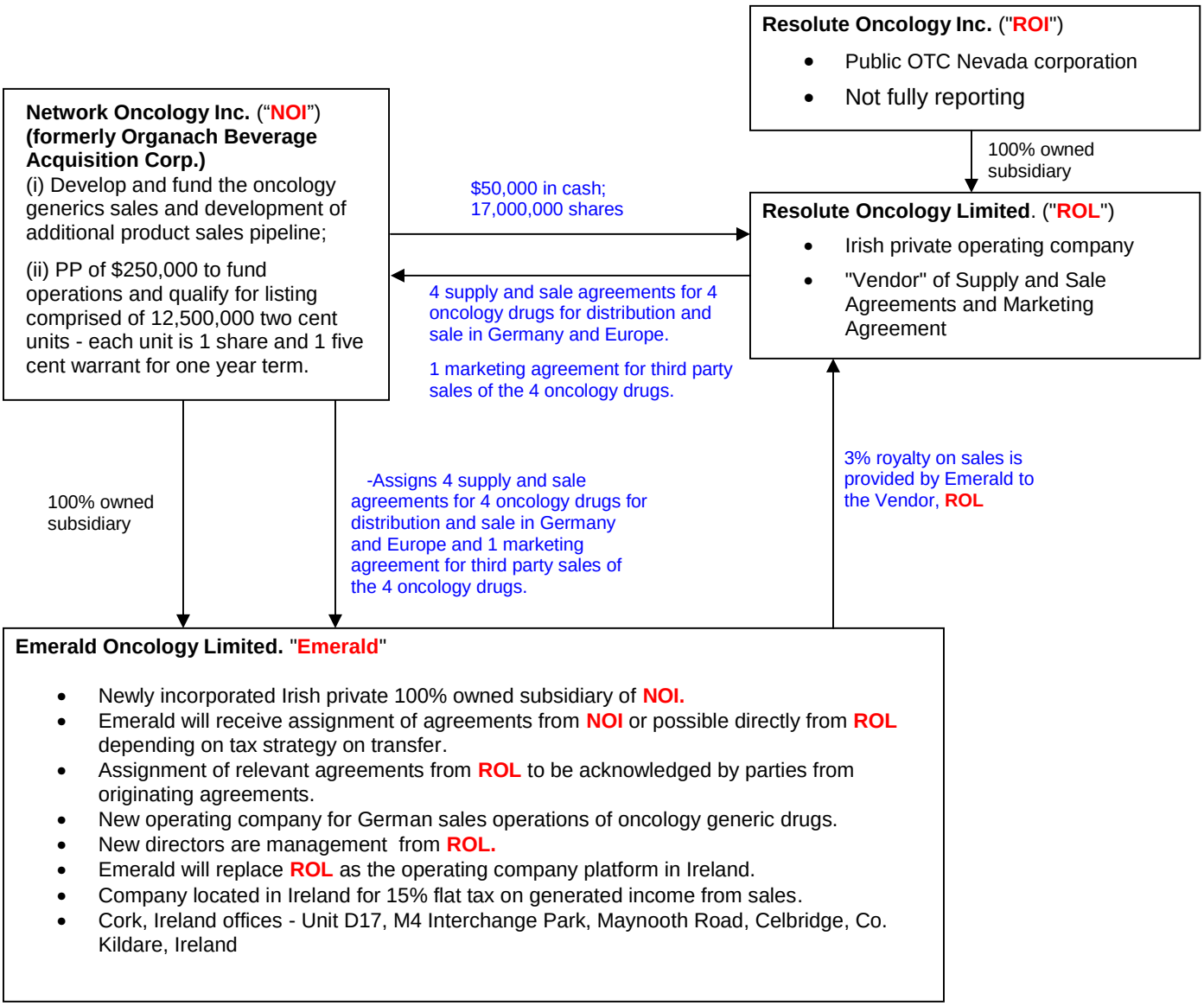
The Issuer was incorporated pursuant to the Business Corporations Act (British Columbia) on September 19, 2013 as a wholly owned subsidiary of Web Watcher Systems Ltd. ("Web Watcher").

2.3 Intercorporate Relationships

The Issuer has no subsidiaries as at the date of this Listing Statement, but the Issuer has engaged legal counsel to the Company in Ireland to incorporate a wholly owned operating subsidiary domiciled in Ireland to be named Emerald Oncology Limited ("Emerald"). This subsidiary will be used for European operations and to own the Supply Agreement Sale and Assignment acquired by asset purchase. Certain assets were acquired for $50,000 in cash already paid, the issuance of 17,000,000 common shares in the capital of the Issuer, and a 3% royalty on sales.

The Issuer has acquired certain assets from Resolute Oncology Limited ("ROL") pursuant to an asset purchase agreement dated as of May 12, 2014 (the "Supply Agreement Sale and Assignment") and pursuant to the Amendment to the Supply Agreement Sale and Assignment dated July 31, 2014 (the "Amendment"). ROL is 100% owned by Resolute Oncology Inc., a Nevada corp. ("ROI").

The corporate structure of Network Oncology Inc. is set out below:



2.4 Fundamental Change

The Issuer is not re-qualifying following a fundamental change nor is it proposing an acquisition, amalgamation, merger, reorganization or arrangement.

2.5 Non-corporate Issuers and Issuers incorporated outside of Canada

This section is not applicable as the Issuer was incorporated in British Columbia.

3.0-3.1 General Development of the Business

The Issuer, Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.) ("NOI", or "Issuer" or the "Company"), was incorporated under the Business Corporations Act (British Columbia) on September 19, 2013 and operates from its registered head office located at Suite 500 - 900 West Hastings Street, Vancouver, British Columbia. The Issuer entered into an arrangement agreement (the "Arrangement Agreement") on October 23, 2013 with its parent company, Web Watcher Systems Ltd., to conduct a corporate restructuring by way of a statutory plan of arrangement to transfer Web Watcher's interest in a letter of intent with WULU Beverage Co. to the Issuer. As consideration for the transfer, the Issuer agreed to issue to the shareholders of Web Watcher the number of shares at the share record distribution date held by the shareholders and multiplied by a conversion factor. The Arrangement Agreement was approved at an annual and special meeting of shareholders of Web Watcher held on December 19, 2013. The Issuer obtained final approval for the arrangement from the Supreme Court of British Columbia on January 7, 2014.

The Issuer subsequently entered into a Supply Agreement Sale and Assignment to purchase certain contracts from Resolute Oncology Limited ("ROL") on May 12, 2014. The Company has is changing its name from Organach Beverage Acquisition Corp. to Network Oncology Inc. during August, 2014. The Issuer is now operating as an emerging specialty pharmaceutical company working with ROL's core portfolio of oncology-targeted generic pharmaceuticals, which are applicable to address a market with up to 50% of new cancer patients in the European Union. The Issuer will be focusing on the acquisition and commercialization of proven, and thus low-risk, generic pharmaceutical oncology based products that provide a cost effective response to unmet needs in the market, specifically Germany, other major European countries, with possible expansion to the United States.

The Issuer was initially formed for the purpose of developing the letter of intent with WULU Beverage Co. to distribute quality organic and fair trade coffees, glacier drinking water, and carbonated water manufactured by WULU Beverage Co. pursuant to the terms of a distribution agreement. However, the Issuer was unable to come to a definitive agreement with WULU Beverage Co. and the letter of intent was cancelled. Subsequently the Issuer entered into negotiations with the principals of ROI in April 2014 and agreed upon the purchase of assets of ROL, a wholly owned subsidiary of ROI, upon substantially the following terms pursuant to the Supply Agreement Sale and Assignment:

- A cash payment of $50,000, issuance of 17,000,000 shares of the Issuer, and the grant of 3% royalty on net product sales to ROL to purchase four marketing authorizations of oncology generic supply and sale agreements for Germany and other countries;

- Completion of private placement of an additional $250,000 to fund operations and qualify for listing comprised of 12,500,000 units at $0.02, each unit consisting of one common share and one whole warrant exercisable at $0.05 for a one-year term; and

- Name change to Network Oncology Inc. and listing on Canadian Securities Exchange to develop and fund the oncology generics sales and development of additional product sales pipeline.

The assets to be acquired under the Supply Agreement Sale and Assignment by the Issuer comprise the following material agreements:

1. Agreement on Sale and Purchase of Dossier for Docetaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, June 6, 2013.

   Pursuant to the agreement, AqVida GmbH granted to Resolute Oncology Ltd. (a subsidiary of ROI) and its affiliates the non-exclusive right to use the dossier and know-how associated with Docetaxel concentrate, a sterile intravenous formulation containing 20 mg/ml of the final product concentrate dosages, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price if EUR 70,000 for marketing authorizations in Germany, payable in the following installments:

   (i) EUR 35,000 after signing the binding term sheet;
   (ii) EUR 35,000 after replying to a deficiency letter and restarting the procedure;
   (iii) EUR 10,000 upon receipt of marketing authorizations in each further country in the territory.

2. Agreement on Sale and Purchase of Dossier for Paclitaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, February 22, 2013.

   Pursuant to the agreement, Aqvida GmbH granted to ROI and Resolute Oncology Ltd. the non-exclusive right to use the dossier and know-how associated with Paclitaxel concentrate for solution for infusion to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR 110,000 for marketing authorizations in Germany, payable in the following installments:

   (i) EUR 35,000 after signing the binding term sheet;
   (ii) EUR 35,000 after replying to a deficiency letter and restarting the procedure;
   (iii) EUR 10,000 upon receipt of marketing authorizations in each further country in the territory.

3. Agreement on Sale and Purchase of Dossier for Oxaliplatin between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, March 28, 2013.

Pursuant to the agreement, Aqvida GmbH granted to ROI and Resolute Oncology Ltd. the non-exclusive right to use the dossier and know-how associated with Oxaliplatin concentrate for solution for infusion, a sterile intravenous formulation, based on the dossier containing 5 mg/ml of the final product concentrate dosages, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR 50,000 for the marketing authorization in Germany, payable in the following installments:

(i) EUR 50,000 upon transfer of the German marketing authorizations in the name of Resolute or its affiliates;
(ii) EUR 10,000 upon receipt of a marketing authorization in each further country in the territory.

4. Principal Agreement between Neogen Developments N.V. of Anderlecht, Belgium and ROL, dated for reference, March 20, 2013.

   Pursuant to the agreement between Neogen Developments N.V. ("Neogen"), a Belgium company, and Resolute Oncology Ltd., Neogen granted to Resolute Oncology Ltd. the personal, non-exclusive, and non-transferable right to use registration documentation for zoledronic acid 4 mg/5 ml vial and zoledronic acid 4 mg/100 ml to obtain one marketing authorization in Spain, the United Kingdom, Germany, and Italy and two marketing authorizations in France, for the purpose of selling, marketing, and distributing the products in the territory. Resolute Oncology Ltd. has the right to convert the license to an exclusive license in Spain, the United Kingdom, France, and Germany within six months of signing the agreement by matching any offer made by a third party for a license in that country within seven days of being notified by Neogen or by paying an additional EUR 39,000, whichever is higher. For Italy, Resolute Oncology Ltd. has the option of converting the license to a semi-exclusive license (two parties) within six months of signing the agreement by matching any offer made by a third party for a license in that country within seven days of being notified by Neogen or by paying an additional EUR 39,000, whichever is higher. Resolute Oncology Ltd. must pay to Neogen a total one-time down payment of EUR 232,000 for the rights granted, by making the following milestone payments:

   - EUR 50,000 was paid on November 15, 2012;
   - EUR 50,000 to be paid upon grant of the marketing authorization for the 4 mg/5 ml product in the first country of the territory;
   - EUR 50,000 to be paid upon grant of the marketing authorization for the 4 mg/100 ml product in the first country of the territory;
   - EUR 45,000 to be paid upon the first sale in the territory of the 4 mg/5 ml product no later than six months following grant of the first marketing authorization;
   - EUR 37,000 to be paid upon the first sale in the territory of the 4 mg/100 ml product no later than six months following the grant of the first marketing authorization.

5. Service Agreement between World Medical Care GmbH & Co KG of Hamburg, Germany and ROL, dated for reference, March 20, 2014.

   The March 2014 three-year Service Agreement with World Medical Care GmbH (WMC) of Hamburg, Germany is expected to be the Issuer's significant asset. Pursuant to the agreement, WMC will exclusively sell and distribute ROL products to cyto-pharmacies and private medical oncologists. In return, WMC will sell its blood plasma portfolio to the same audience in exchange for ROL paying salaries for three to five oncology sales representatives. These experienced representatives bring relationships and access to key accounts that will generate significant sales for ROL over this time period. All other costs are shared between both parties.

The Issuer is funding the following activities through the issuance of common shares and/or debt financing and from future anticipated sales of its products:

- Continue to support the execution on the Distribution Agreement with WMC by generating sufficient cash flow from sales to pay its operating cost for at least a 2 year period;
- Expedite the hiring and training of up to 7 experienced oncology sales reps;
- Create immediate demand with targeted oncologists and cyto-pharmacies within the hired sales representatives sphere of influence;
- Begin launch of value added safety devices and/or additional services to further support the oncology portfolio and provide a boost to share of voice within the market;
- Invest into follow on generics-irinotecan, epirubicin, imatinib and pemetrexed;
- Secure imatinib oral solution world wide rights;
- Allow more rapid adoption or acquisition of WMC blood product portfolio;
- Expand export business opportunities within the EU and possibly United States.

3.2 Significant Acquisitions and Dispositions

Except as disclosed herein, the Issuer has not completed an acquisition or disposition, or proposed any significant probable acquisition or disposition for which financial statements would be required under National Instrument 41-101.

The pro-forma consolidated financial statements of the Issuer after giving effect to the asset acquisition as of June 30, 2014, and the financial statements of the Company are attached as part of Section 5. Selected Consolidated Financial Statements in this Listing Statement and is incorporated by reference herein.

On July 11, 2014, the Company acquired certain assets. See above under Item 3.1 for a description of the acquisition.

3.3 Trends, Commitments, Events or Uncertainties

Other than as disclosed in this Listing Statement, the Issuer is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Issuer's business, financial condition or results of operations.

4. Narrative Description of the Business

4.1 General

The Issuer's business is to provide meaningful value-added pharmaceutical products & services at competitive prices in addition to identifying and in-licensing new high margin products while capitalizing on growing cost-containment trends in the market for generic pharmaceuticals.

Through an asset purchase agreement, the Issuer acquired a number of agreements from Resolute Oncology Limited ("ROL") and its parent company, Resolute Oncology Inc. Resolute Oncology Inc. was founded in 2011 to exploit opportunities in oncology, which has traditionally been one of the most challenging and rewarding pharmaceutical segments, and has become one of the largest market segments economically. However, many countries still have underserved cancer access. Network Oncology Inc. ("NOI", or "Issuer" or the "Company") is the public company that has acquired all material key agreements from ROL, and intends to provide funding to its wholly owned operating subsidiary, Emerald Oncology Limited of Ireland ("Emerald") to develop pharmaceutical oncological generics sales in Europe, and to expand the range of products to be sold in exclusive and protected market territories. Key management from ROL has affiliated to the our Company on an exclusive basis to bring the expertise required to bring near term profitability.

NOI plans to interlist on the Frankfurt Stock Exchange to help create investor liquidity in the very markets in which the Company is selling its core portfolio of products.

NOTE: For the purposes of this section 4, Narrative Description of the Business, for the rest of this section 4.1, the words 'NOI" and the "Company" are used in context to include both NOI and Emerald as part of an operating business unit and not specifically to denote NOI alone.

References to "Resolute Oncology" pertain to the Company's brand now acquired by NOI that has been defined in the market to date through prior actions in the operation or ROL. The Resolute brand name carries specific good will in the market places under development, and in particular, Germany that will be helpful to the sales process of the Company. References to Resolute Oncology may also reference past developments through ROL, now assigned to NOI and Emerald.

Over the next few years hundreds of millions of dollars in oncology drug sales will come off patent. NOI is an emerging specialty pharmaceutical company that is in the process of reverse engineering the traditional pharmaceutical business model, and is committed to forming strategic alliances with governments, non-governmental organizations, clinical organizations, and oncology professionals to deliver uncompromised quality, improved healthcare outcomes and reliable return to its investors. The Company is dedicated to improving the lives of cancer patients and helping healthcare professionals by providing a diverse, high-quality portfolio of affordable oncology treatments.

NOI is dedicated to serving the oncology marketplace by understanding its customer and the market where it has the ability to identify and pursue lucrative segments (for example, the German private market) and provide meaningful value-added products & services at competitive prices. The Company is NOT pursuing a high volume, lowest price generic strategy and it also has the knowledge to develop and commercialize meaningfully differentiated versions of existing products.

NOI has developed and is launching a core portfolio of Resolute Oncology branded onco-generics which address up to 50% of new cancer patients with 2013-14 go-to-market dates in the EU.

NOI is headquartered in Cork, Ireland and its business model is to stay virtual through outsourcing sales, thereby lowering G&A and overhead costs and decreasing time to profitability. It also has greater strategic flexibility by concentrating its operations in Ireland and Germany and currently has distribution and logistics partners in several countries.

NOI is led by management with a depth of experience in pharmaceutical sales and marketing, with particular expertise in oncological international business.

Principal Product Supply and Marketing Agreements Acquired by NOI in the in the Supply Agreement Sale and Assignment of May 12, 2014 with ROL

1. Agreement on Sale and Purchase of Dossier for Paclitaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, February 22, 2013.

2. Principal Agreement between Neogen Developments N.V. of Anderlecht, Belgium and ROL, dated for reference, March 20, 2013.

3. Agreement on Sale and Purchase of Dossier for Oxaliplatin between AqVidaGmbH of Hamburg, Germany and ROL, dated for reference, March 28, 2013.

4. Agreement on Sale and Purchase of Dossier for Docetaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, June 6, 2013.

5. Service Agreement between World Medical Care GmbH & Co KG of Hamburg, Germany ("WMC") and ROL, dated for reference, March 20, 2014.

12-Month Business Objectives

a) NOI has several business objectives it needs to complete within the next twelve months. These include to:

- ✓ Continue to support the execution on the Distribution Agreement with WMC through by generating sufficient cash flow from sales to pay its operating cost for at least a 2 year period;
- ✓ Expedite the hiring and training of up to 7 experienced oncology sales reps;
- ✓ Create immediate demand with targeted oncologists and cyto-pharmacies within the hired sales representatives sphere of influence;
- ✓ Begin launch of value added safety devices and/or additional services to further support the oncology portfolio and provide a boost to share of voice within the market;
- ✓ Seek further capital to:
    - o Expand business opportunities
        - Invest into follow on generics-irinotecan, epirubicin, imatinib and pemetrexed,
        - Secure imatinib oral solution world wide rights,
        - Allow more rapid adoption or acquisition of WMC blood product portfolio,
        - Expand export business opportunities within the EU and possibly United States.

b) In order to achieve these business objectives the company has to meet specific milestones:

Objective	Milestone	Timeframe	Cost
• Execution of WMC Agreement	• Secure contracts with sales representatives • Conduct product specific training • Equip representatives with selling tools	• By May 31, 2014: o "Kick-off" meeting July 7, 2014 o Ongoing-completed by July 1, 2014, for oxaliplatin • paclitaxel and docetaxel	• $75,000
• Create immediate demand for Resolute Oncology products	• Direct selling to targeted cytopharmacies • Direct selling to targeted private oncologist	• Initiate Medical registry studies-BNGO by September 1, 2014 • Create and launch a sales force management tool by July 1, 2014	• $125,000 • $10,000
• Launch value-added safety devices	• Secure contract with Zonis • Secure contract with ICUMED	• Initiate Zonis anti-microbial patch launch by September 1, 2014 • Initiate ICUMED needle-free device launch by September 1, 2014	• $7,500 • $15,000
• Increase capital investments	• Identify reps in exposed regions • Negotiate follow on marketing authorizations contracts with AqVida • Learn and observe blood plasma business operations with WMC	• Conduct recruitment analysis by region by August 1, 2014 • Secure rights to irinotecan by July 15; imatinib by June 15 and pemetrexed by July 31, 2014 • Continuous process throughout 2014	• $5,000 • $250,000

Onco-Generic Strategy

The key to maximizing the onco-generic portfolio is to identify and enter market segments where higher prices can be achieved and or market share can be secured through prescriber and/or pharmacist influence. Successful companies will be those who can innovate and differentiate in the fields of improved safety or differentiated delivery methods and who can effectively educate doctors and pharmacies about their products' or a combination or product attributes and advantages. These include needle-free safety devices, improved infection control, and capitalizing on a shift in the site of care from the hospital to the home. Through the acquisition and development of proven, and thus low-risk products that provide a cost effective response to unmet needs in the market, NOI is building a presence with a targeted sales force effort in Germany. Once the Company becomes profitable, it plans to expand its sales presence to other European countries and possibly the United States market.

Resolute Oncology Cytotoxic Injectable Launch Timelines

Country	Drug	Launch Date
Germany	Oxaliplatin Resolute	June 2013
Germany	Paclitaxel Resolute	September 2013
Germany	Zoledronic Acid Resolute	To be determined
Germany	Resotere (Docetaxel)	July 2014
France,Spain*/UK	Zoledronic Acid Resolute	To be determined
UK	Docetaxel	Expected September 2014
Italy*	Docetaxel	Expected October 2014

* dependent on finding sales partner;

NOI's business is concentrated in Germany. The Company plans to maximize the product base in Germany through targeting the private sector and evaluating exports to other European Union countries.

Product Production Methods

NOI is not a manufacturer of product. It licenses its products from manufacturers and has a favourable royalty stream set up to incentivize production requirements.

Payment terms

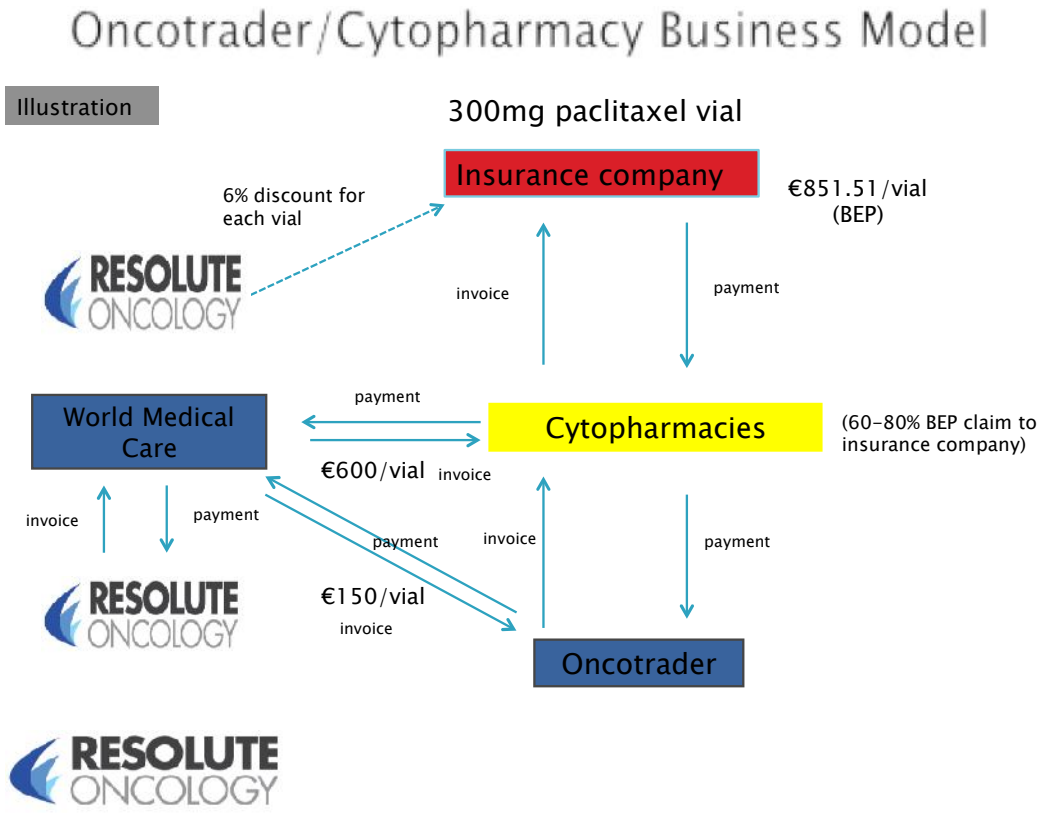
As can be seen in Figure A below, WMC sells directly to the end customer, another wholesaler, a cyto-pharmacy or an oncologist. WMC also invoices the customer and has various rates of credit terms with each customer. Once the customer has paid the invoice to WMC, Emerald will then in turn invoice WMC within 7 days of receipt of the monies, as a charge back for all direct product costs and the profit split on the invoice from WMC.

Emerald will have a separate channel of business with onco-traders. In this case, the price supplied and hence the margin achieved is much lower and again the credit terms vary.

In each case as Emerald is the market authorization holder, it is responsible for a 6% rebate back to the Sick and Health insurance funds. This is mandatory and payable within 30 days of receipt of the invoice.

NOI has favourable royalty streams with AqVida for product sold where the manufacturer receives 25% of net sales minus the cost of goods for each transaction.

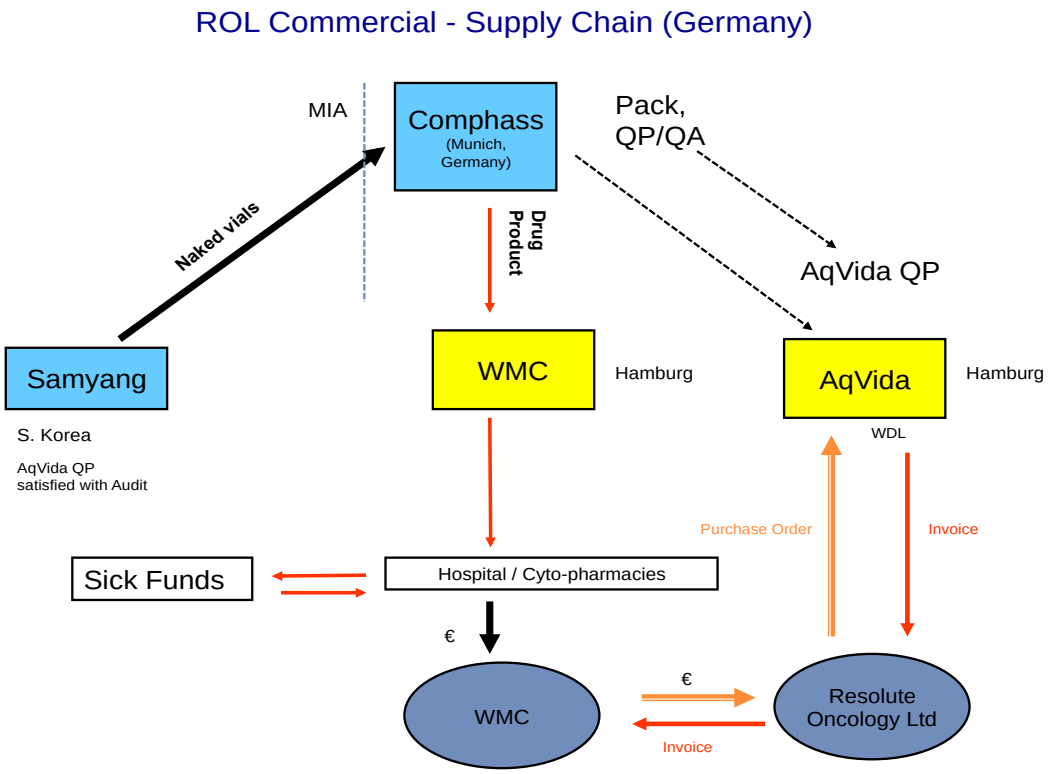
Figure A



Sourcing of Raw Material

Resolute Oncology Ltd is not a manufacturer. Its partner ,AqVida, obtains its raw supply (API) for all its products in naked vials from Samyang Corp. in S. Korea (see figure B). The unlabeled vials are imported into a finishing facility (Comphass) in Germany. AqVida clears the product for release into Germany. Once at Comphass the vials are labelled and packed into the appropriate boxes and then released and shipped to the warehouse of Emerald as Resolute Oncology product. In this case, the goods are transported to the warehouse of WMC in Hamburg. The vials normally have a shelf life of 3 years.

Figure B



Pricing of Finished Goods

For each of the products there is a cost of good associated with each vial. Below is a summary of the costs for each of the products produced.

COGs Grid	Resolute Oncology	COGs	Manufacturer
Oxaliplatin	Strength	€	AqVida
	50 mg	4.00	
	100 mg	7.85	
	200mg	11.00	
Paclitaxel			AqVida
	30 mg	4.95	
	100 mg	9.70	
	150 mg	14.00	
	300 mg	19.80	
Docetaxel			AqVida
	20 mg	4.25	
	80 mg	13.40	
	140 mg	22.25	
	160 mg	25.20	
Zolderonic Acid			Neogen
	4mg/5ml	5.85	

As the business is essentially a generic business with the intent to acquire and develop patented technologies, there are no current registered trademarks.

Resolute Oncology Ltd. currently contracts its business with two manufacturer, AqVida GmbH located in Hamburg, Germany and Neogen, Anderlecht, Belgium. Both companies license its marketing authorizations for its products to ROL (now assigned to NOI and Emerald) who in turn sell the product into the market.

Employees

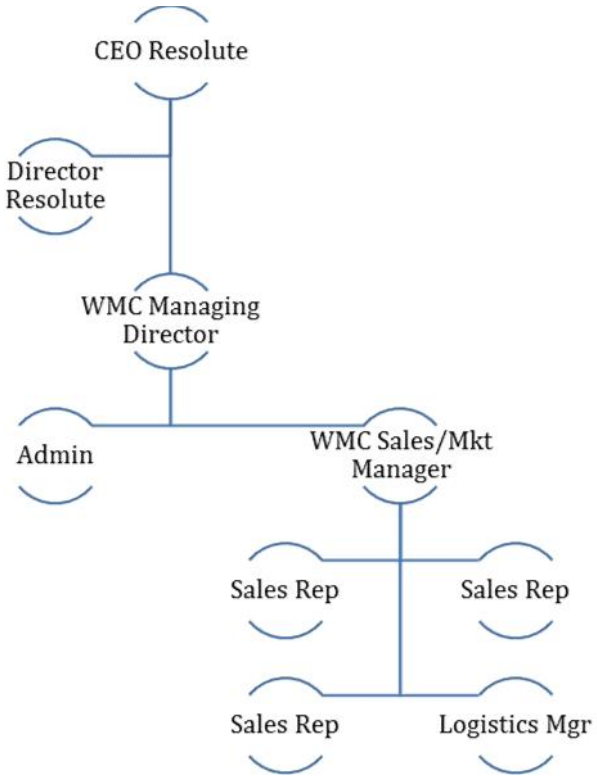
NOI only employs two full time employees. It uses its wide network of consultants to conduct specific business for the Company. Its business is currently centred in Germany and its uses Ireland as its headquarter for corporate tax benefits via corporate subsidiary, Emerald, (formerly undertaken by ROL prior to sale and assignment of assets to NOI) .

Figure C below shows the current reporting structure with WMC.

Risks to operating in Germany include:

- Being an unknown company
- Generic portfolio are not differentiated from onset
- No proven commercial success
- EU still coming out of recession
- Constant price saving programs by government
- Recent change in German government may lead to new policies

Figure C



Competitive Analysis

German Oncology Injectable Market

The German oncology injectable public market is very competitive with stagnant pricing. However, higher prices can be obtained in niche markets, specifically through specialty cyto-pharmacies supplying private oncologists and directly supplying onco-traders who serve these cyto-pharmacies. There are approximately 4,440 doctors in Germany. Of these, there are 1,500

oncologists, some of whom practice in the private and public settings. The following table sets out the distribution of the doctors:

	Public	Private
Clinics	300	300
Hospitals	500	400

The German private market is also unique in that it allows generic products to be studied as part of medical registries. This channel forms a major pathway for Resolute Oncology products. Three major cooperative groups exist:-BGNO (gynecology), BNHO (lung) and IQUO (urology). Emerald will provide support to these groups in exchange for their agreement to use Resolute Oncology products for a pre-determined number of patients in studies. Management of Emerald is currently in talks to provide Paclitaxel Resolute to the BGNO group of up to 148 private medical oncologists to perform a medical registry.

For its core portfolio of products, Emerald estimates the value of cytopharmacy/private business to be 5 times the public hospital tender business.

Drug	Estimate Total Public Market Sales (€M) *	Estimate Total Private Sales (€M) *
Paclitaxel	2.7	20.2
Docetaxel	4.7	27.4
Oxaliplatin	2.0	13.4
Gemcitabine*	7.9	4.9
Zoledronic Acid	NA	NA

* Still under internal review as a product candidate

Emerald will also exploit its Resolute products through the creation of an export business. For products only approved in Germany, the Company has initiated wholesaler relationships and export EU GMP approved product into other countries, including Ireland and Austria based on obtaining the appropriate licenses for each country.

It is Emerald's intent to provide oncology pharmacists with cancer therapies and various safety devices at no added cost to gain attention as a value-added provider and win market share.

Resolute Oncology Product Differentiation Strategies

Drug	Product Strategies	Tactic
Oxaliplatin Resolute	• Direct contracting cyto-pharmacies • Direct selling oncologist • Export	• Medical registry studies-BNHO • Needle-free safety • >48 hr. stability study • Zonis anti-microbial patch
Paclitaxel Resolute	• Direct contracting cyto-pharmacies • Direct selling oncologist Export	• Medical Registry BNGO • Zonis anti-microbial patch
Docetaxel Resolute	• Direct contracting cyto-pharmacies • Direct selling oncologist • Export	• Medical registry studies-BGNO • Needle-free safety • Zonis anti-microbial patch
Zoledronic Acid Resolute	• Direct contracting with public hospitals • Ex-EU export	• Medical registry-IQUO

Pharmaceutical companies

There are several pharmaceutical companies that serve the public and private markets with the same portfolio as Emerald (see below) and who compete with us in the private market.

Co.	# of Cancer Product	Ready to Use Formulation	# of Sales Reps	Segment Reps are Active In	Conduct Medical Registries	Needle-free safety	Zonis Anti-microbial patch
Medac	16	5/5	12	Private + Public	Y	N	N
Hexal/ Neocorp	17	5/5	10	Private + Public	Y	N	N
Teva*	12	4/5	10	Private + Public	Y	N	N
Actavis*	12	5/5	12	Private + Public	Y	N	N
Axios	11	4/5	8	Private	Y	N	N
Cancer-nova	7	2/5	4	Private	N	N	N
Ribose	14	4/5	3	Private	Y	N	N
Bendalis	13	3/5	4	Private	Y	N	N
Onkovis	10	5/5	4	Private	N	N	N
Emerald (2014) **	**4**	**5/5**	**3-5**	**Private**	**Y**	**Y**	**Y**

*Kabi-Fresenius, Hospira in public market only; DIMDI (research platform),
**No official data

Onco-traders

There are currently 50+ onco-traders currently in Germany who compete with NOI to service the cyto-pharmacies. The largest suppliers to the market are Zytoservice GmbH, Omnicare GmbH and Onkovis GmbH. Zytoservice has an estimated 30% of oncology revenues in the cyto-pharmacy private market with estimated oncology revenues of €500M+. It is also vertically integrated in that it owns 4 pharmacies (legal limit) in its network. This company serves 100 private oncologists; 50 in private offices/clinics and 50 in private hospitals. Omnicare has an estimated 15% of oncology revenues in the cyto-pharmacy private market with an estimated

oncology revenues of €250M. Omnicare is also vertical integrated through creation of a shareholder company with 53 cyto-pharmacies which will be expanding to 87 in 2014, and services 30 private oncologists in the shareholder network.

Partnering with and supplying large volume onco-traders (wholesalers) is an immediate channel for Resolute sales but at lower prices per vial than directly supplying cyto-pharmacies. Bidding on public tenders with oncology injectables is a long-term strategy to build relations and partnerships with key cancer institutions.

It is NOI's intent to provide oncology pharmacists with cancer therapies and various safety devices at no added cost to gain attention as a value-added provider and win market share.

4.2 Asset Backed Securities

The Company does not have any asset backed securities.

4.3 Companies with Mineral Properties

The Company does not have any mineral projects.

4.4 Companies with Oil and Gas Operations

The Company does not have oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Selected Consolidated Financial Information And Management's Discussion And Analysis

The Company's unaudited financial statements for the period from incorporation (September 19, 2013) to the period ended December 31, 2013, and unaudited financial statements for the period from incorporation (September 19, 2013) to the period ended March 31, 2013, are attached hereto as Schedule "A". Pro forma financial statements for the Company upon completion of the Transaction are attached as Schedule "B".

The following table sets out selected pro forma financial information as at and for the period indicated. Such information is derived from the unaudited pro forma financial statements of the Company attached as Schedule "B".

The information below should be read in conjunction with the management's discussion and analysis, the unaudited consolidated financial statements and related notes and other financial information, all of which are available on www.sedar.com. The Company has not had any material sales or revenues and has not declared any dividends.

The following table sets out selected pro forma financial information as at and for the period indicated after accounting for the completion of the private placement. Such information is derived from the unaudited pro forma financial statements of the Company attached as Schedule "B".

Pro-forma Information	**As at June 30, 2014 (Post Financing)** **(unaudited)** **($)**
Revenues	-
Net (loss)	($90,918)
Net (loss) per share (undiluted) and fully diluted)	$0.001 undiluted $0.001 fully diluted
Total assets	499,182
Long term debt	-
Working capital	109,082
Total liabilities	-
Stockholders' equity	499,182

The following table sets forth summary financial information for the Company for the period from incorporation (September 19, 2013) to December 31, 2013, and for the period from incorporation (September 19, 2013) to March 31, 2014. This summary financial information should only be read in conjunction with the Company's financial statements, including the notes thereto located in Schedule A.

	Period from September 19, 2013 to December 31, 2013 **(Unaudited)**	**Period from September 19, 2013 to March 31, 2014** **(Unaudited)**
Revenues	-	-
Net (loss)	-	-
Net (loss) per share (undiluted and fully diluted)	-	-
Total assets	100	100
Long term debt	-	-
Working capital	100	100
Total liabilities	-	-
Stockholders' equity	100	100

5.2 Selected Quarterly Information

For the 3-month period ending	**March/14 'Q1' $**
Total revenues	-
Expenses	-
Net income	-

5.3 Dividends

There are no restrictions on the Issuer's ability to pay dividends. The Issuer has not paid dividends in the past, and has no present intention of paying dividends in the future.

5.4 Foreign GAAP

The financial statements are prepared in accordance with International Financial Reporting Standards.

6. Management's Discussion and Analysis

The Management's Discussion and Analysis of the Licensee should be read in conjunction with the financial statements of the Company for the for the period from incorporation (September 19, 2013) to March 31, 2014, attached to this Listing Statement as Schedule "A", as well as the pro forma financial statements of the Company attached to this Listing Statement as Schedule "B".

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

7. Market for Securities

7.1 The Issuer's securities are not listed and posted for trading or quoted on any exchange or quotation and trade reporting system.

8. Consolidated Capitalization

The following table sets forth the consolidated capitalization of the Company:

Designation of security	Authorized	Outstanding as at December 29, 2014 (Post Closing of Private Placement)
Common shares	Unlimited	65,509,232
Warrants exercisable at $0.05 per share	N/A	12,500,000[(1)]
Total outstanding shares fully diluted		**78,009,232**

[(1)]The Company has the following warrants outstanding as of December 29, 2014: warrants to acquire up to 12,500,000 common shares at a price of $0.05 per share expiring one year after the date of issue.

9. Options to Purchase Securities

9.1 At the annual general and special meeting of shareholders of the Issuer, held on December 19, 2013, to approve the plan of arrangement, the shareholders approved and adopted an incentive stock option plan for the Issuer on a going forward basis.

The Issuer's stock option plan, which makes a total of 10% of the issued and outstanding shares of the Issuer available for issuance thereunder, consists of the following provisions:

Number of Shares Reserved. The number of common shares which may be issued pursuant to options granted under the plan shall not exceed ten (10%) percent of the issued and outstanding common shares from time to time at the date of grant.

Maximum Term of Options. The term of any options granted under the Plan is fixed by the board of directors and may not exceed five years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the plan is determined by the board of directors, provided that the exercise price is not less than the price permitted by the Canadian Securities Exchange or, if the common shares are not listed on the Canadian Securities Exchange, then such other exchange or quotation system on which the common shares are listed or quoted for trading.

Amendment. The terms of an option may not be amended once issued under Canadian Securities Exchange requirements. If an option is cancelled prior to the expiry date, the Issuer shall not grant new options to the same person until thirty days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options shall be determined by the board of directors of the Issuer or the Committee (as hereinafter defined) from time to time and in accordance with Exchange requirements.

Termination. Any options granted pursuant to the plan will terminate generally within ninety days of the option holder ceasing to act as a director, officer, employee, management company or consultant of the Issuer or any of its affiliates, and within generally thirty days of the option holder ceasing to act as an employee engaged in investor relations activities, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If such cessation is on account of cause, or terminated by regulatory sanction or by reason of judicial order, the options terminate immediately. Options that have been cancelled or that have expired without having been exercised shall continue to be issuable under the plan. The Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision or exchange of the Issuer's common shares.

Administration. The Plan is administered by the board of directors of the Issuer or, if the board of the Issuer so elects, by a Committee (the "**Committee**"), which committee shall consist of at least two board members, appointed by the board of directors of the Issuer.

Board Discretion. The Plan provides that, generally, the number of the Issuer's common shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions

relating to such options shall be determined by the board of directors of the Issuer or the Committee and in accordance with Canadian Securities Exchange requirements.

10. Description of the Securities

10.1 Description of the Company' Securities

As of the date of this Listing Statement and the closing of the private placement on December 29, 2014, there are 65,509,232 common shares issued and outstanding and 12,500,000 outstanding warrants exercisable into 12,500,000 common shares at $0.05 per share for a period of one year from the closing date. The authorized capital of the Issuer consists of an unlimited number of common shares, having the following material characteristics:

Common Shares

Holders of the common shares are entitled to: (a) receive notice of and attend any meetings of shareholders of the Issuer and are entitled to one vote for each common share held, except meetings at which only holders of a specified class are entitled to vote; (b) the right to receive, subject to the prior rights and privileges attaching to any other class of shares of the Issuer, including without limitation the rights of the holders of preferred shares, any dividend declared by the Issuer; and (c) the right to receive subject to the prior rights and privileges attaching to any other class of common shares, including without limitation the holders of preferred shares, the remaining property and assets of the Issuer upon dissolution. Subject to the provisions of the Act, the Issuer may by special resolution fix, from time to time before the issue thereof, the designation, rights, privileges, restrictions, and conditions attaching to each series of common shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions. No special right or restriction attached to any issued shares shall be prejudiced or interfered with unless all shareholders holding shares of each class whose special right or restriction is so prejudiced or interfered with consent thereto in writing, or unless a resolution consenting thereto is passed at a separate class meeting of the holders of the shares of each such class by the majority required to pass a special resolution, or such greater majority as may be specified by the special rights attached to the class of shares of the issued shares of such class.

The following table sets forth the capitalization of the Issuer as at December 29, 2014:

Designation of Security	Authorized	Outstanding After Giving Effect to the Asset Acquisition and Private Placement (Unaudited)
Common shares	Unlimited	65,509,232 common shares of the Issuer
Convertible notes	N/A	Nil
Options	N/A	Nil
Warrants	N/A	12,500,000 warrants exercisable into 12,500,000 common shares at $0.05 per share for a period of one year from the closing date of the private placement
Indebtedness	N/A	Nil

10.2–10.6 Miscellaneous Securities Provisions

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 Company.

10.7 Prior Sales of Common Shares

In the 12-month period prior to the date of this Listing Statement, the Issuer has issued the following common shares on a post consolidated basis:

Incorporation Share: One share was issued to the Company's incorporator on September 19, 2011, and will be cancelled by the Company on the same date and one share was issued to Web Watcher Systems Ltd. The share held by Web Watcher Systems Ltd. will be subsequently cancelled commensurate with the issuance of 14,403,698 pre split distributed shares pursuant to plan of arrangement between Watcher Systems Ltd. and the Company.

Distribution Shares: The Company and Web Watcher entered into the Arrangement Agreement on October 23, 2013 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to transfer Web Watcher's interest in the Wulu Letter of Intent dated as of June 27, 2013 (the "Transfer"). As consideration for the Transfer, the Company will issue 14,403,698 pre split common shares to shareholders of Web Watcher ("Distributed Shares'). The Arrangement Agreement was approved by Web Watcher's shareholders on December 19, 2013 and by the Supreme Court of British Columbia on January 7, 2014. On July 11, 2014, the Issuer authorized a forward stock split of its existing share capital on the basis of two and one-half new common shares (2.5) for every one (1) currently issued and outstanding common share, resulting in an aggregate of 36,009,245 post split common shares. The Distributed Shares will be issued upon approval to trade on the CSE.

Private Placement: 12,500,000 units at $0.02 per unit, each unit comprised of one common share and one common share purchase warrant exercisable at $0.05 for a

period of one year from the closing date, for gross proceeds of $250,000. The private placement closed on December 29, 2014.

Acquisition Related Shares: 17,000,000 common shares at a deemed value of $0.02 (CDN$340,000 total) to acquire assets of Resolute Oncology Limited. The assets have been valued independently by RwE Growth Partners, Inc. in a supporting report attached hereto as Schedule “C” at approximately US$900,000.

10.8 Stock Exchange Price

The Issuer’s securities are not listed and posted for trading or quoted on any exchange or quotation and trade reporting system.

11. Escrowed Securities

11.1 There are no escrowed shares as at the date of the Listing Statement.

As part of its listing application to the Exchange, the Issuer has entered into escrow agreements date January 7, 2015 with Equity Financial Trust Company and certain shareholders of the Issuer, including all of the proposed directors, officers and over 10% shareholders that have acquired shares either directly or indirectly pursuant to the Supply Agreement Sale and Assignment, whereby all securities of the Issuer, beneficially owned or controlled, directly or indirectly, or over which control or direction is exercised by these parties and the respective affiliates or associates of any of them, have been placed in and made subject to an escrow agreement for a hold period of 36 months from the effective date of the listing.

Pursuant to the escrow agreement, 10% of the total escrowed shares will be released from escrow on the date the common shares are listed on the Exchange, and 15% every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – Escrow for Initial Public Offerings.

The following table sets out the number of securities proposed to be placed in escrow pursuant to the escrow agreement among the Issuer, Equity Financial Trust Company, and certain shareholders of the Issuer:

Prior to Giving Effect to the Transaction	After Giving Effect to the Transaction	Name and Municipality of Residence of Security holder	Designation of Class	Number of Securities to Be Held in Escrow	Percentage of Class
1,000,000	1,000,000	Sean Maenpaa, USA	Common	1,000,000	1.5%
1,000,000	1,000,000	Shane Ring, Ireland	Common	1,000,000	1.5%
10,000,000	10,000,000	Resolute Oncology Limited, Ireland	Common	10,000,000	15.3%
500,000	500,000	Bill Thomas, Canada	Common	500,000	0.8%

12. Principal Shareholders

12.1 As of the date of this Listing Statement, to the best of the knowledge of the Issuer, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the voting rights attached to all of the outstanding shares of the Issuer are as follows:

Shareholder and Municipality of Residence	Number of Common Shares and Stock Options	Percentage of Common Shares Beneficially Owned
Resolute Oncology Limited, Ireland	10,000,000 common shares	15.6%

13. Directors and Officers

13.1-13.3 Name, Address, Occupation and Security Holding

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities that each director and officer of the Issuer beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence	Positions Held with the Issuer	Principal Occupation During the Last Five Years	Date Elected as Director	Shareholdings of the Issuer
Shane Ring[(1)], Cobh, Ireland	Director	Sales and Marketing Director of Resolute Oncology Ltd. since December 2012; Managing Director and owner of Pharmeire Ltd. from May 2010 to December 2012; National Sales Manager of Quintiles Transnational from November 2005 to April 2010	Director	1,000,000 common shares 1.5%
Sean Maenpaa[(1)], Summit, New Jersey	President, Chief Executive Officer, and Director	Chief Commercial Officer of Resolute Oncology Inc. since November 2012; Marketing Director of Otsuka America Phamaceuticals, Inc. from August 2010 to November 2012; Director of International Marketing of Abbott Laboratories from August 2009 to January 2010; Director of Strategic Marketing of Labopharm Inc. from April 2008 to August 2009	Director and officer nominee	1,000,000 common shares 1.5%
William (Bill) Thomas[(1)], Vancouver, British Columbia	Chief Financial Officer, Secretary, Treasurer, and Director	Independent Chartered Accountant in Canada. Thomas held senior positions with several publicly traded natural resource companies including Guerrero Exploration (as CFO), Taglikeme Corp. (CFO), Tresoro Mining Corp. (CFO and Director), Alaska Gold Corp. (CFO), Mainland Resources Inc. (CFO and Director), Hana Mining Corp (CFO), and NWT Uranium (CFO) between 2007 through to the present	Director and officer nominee	500,000 common shares 0.8%

Notes:

(1) Member of the Audit Committee. Mr. Thomas is the proposed chair of the Audit Committee.

The above information has been furnished by the respective directors individually.

13.4 Board Committees of the Company

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 Company has adopted a Charter of the Audit Committee of the Board of Directors.

13.5 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 Company as their principal occupation:

Name and Position	Principal Occupation
Sean Maenpaa, President, Chief Executive Officer, and Director	Chief Commercial Officer of Resolute Oncology Inc. since November 2012;
Bill Thomas, Chief Financial Officer, Secretary, Treasurer and Director	He is currently an independent business consultant and Canadian Chartered Accountant.
Shane Ring, Director	Sales and Marketing Director of Resolute Oncology Ltd. since December 2012; Managing Director and owner of Pharmeire Ltd. from May 2010 to December 2012;

13.6 Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director or officer of the Issuer has, within the last ten years prior to the date of this document, been a director or executive officer of any company (including the Issuer) that, while such person was acting in that capacity, (i)

was the subject of a cease trade or similar order or an order that denied that company access to any exemption under securities legislation for a period of more than 30 consecutive days; or (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in that 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; or (iii) 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 November 18, 2009, the British Columbia Securities Commision ("BCSC") issued a cease trade order to Mainland Resources Inc. ("Mainland") (OTCBB) for failure to file annual oil and gas disclosure records for the year ended February 28, 2009. Mainland subsequently filed the required records and on January 29, 2010 the BCSC issued a Revocation Order. On July 6, 2012, the BCSC issued a cease trade order to Mainland for failure to file annual financial statements for the year ended February 28, 2012 pursuant to Part 4 of National Instrument 51-102 Continuous Disclosure Obligations as well as a form 51-102F1 Management's Discussion and Analysis for the same period pursuant to part 5 of NI 51-102 and section 5(b) of BCI 51-509 and a form 51-102F2 Annual Information Form for the year ended February 28, 2012 pursuant to section 5(c) of BCI 51-509. The CTO remains in effect. Mr. Thomas was a director of Mainland at the time of the cease trade orders being issued and that order remained in effect more than 30 days. Mr. Thomas was also the Chief Financial Officer and Secretary of Mainland from July, 2008 to September, 2009 and then from March, 2010 to February, 2013.

On May 4, 2012, Tresoro Mining Corp. ("Tresoro") (OTCBB) received a cease trade order ("CTO") from the BCSC. The BCSC issued the CTO as a result of the following:

1. The Company's annual information form for the year ended February 28, 2010 (the "2010 AIF"), which was filed on SEDAR pursuant to Part 6 of National Instrument 51-102 Continuous Disclosure Obligations ("NI-51-102") and section 5(c) of BCI 51-509, disclosed scientific and technical information about the Guayabales property, which is a material property to Tresoro, that included references to a technical report dated May 28, 2010 (the "2010 Report") that contained certain disclosures relating to measured, indicated and inferred mineral resource estimates for the Guayabales Project. However, the 2010 Report did not support the disclosure of material scientific and technical information in the 2010 AIF;

2. Tresoro's annual information form for the year ended February 28, 2011 (the "2011 AIF") disclosed scientific and technical information about the Guayabales property and refered to an updated technical report dated February 8, 2011 (the "2011 Report") that contains certain disclosure relating to measured, indicated and inferred mineral resources estimates for the Guayabales Project. However, the Company failed to file the 2011 Report as required by section 4.2(1)(f) of National Instrument 43-101 Standards for Disclosure for Mineral Projects ("NI-43-101");

3. Tresoro included similar statements about mineral resources in its various Management Discussion and Analysis (“MD&A”), including those filed for all periods ending 2010 through to present; and

4. A research report prepared on August 17, 2010 by a third party, which received compensation from the Company for such report, and is linked to a September 17, 2010 news release contained estimates of mineable reserves, gold mining revenues and current value that constitute a material change in the affairs of the Company. However, the Company failed to immediately issue and file a news release disclosing the nature and substance of the material change and file a material change report as required under section 7.1 of NI 51-102.

Tresoro subsequently filed the required records and on November 13, 2012 the BCSC issued a Revocation Order.

On July 8, 2013, the BCSC issued a cease trade order to Tresoro for failure to file annual financial statements for the year ended February 28, 2013 pursuant to Part 4 of National Instrument 51-102 Continuous Disclosure Obligations as well as a form 51-102F1 Management’s Discussion and Analysis for the same period pursuant to part 5 of NI 51-102 and section 5(b) of MI 51-105 and a form 51-102F2 Annual Information Form for the year ended February 28, 2013 pursuant to section 5(c) of MI 51-105. The CTO remains in effect. Mr. Thomas was an officer and director of Tresoro Mining Corp from August, 2008 until March, 2014.

On October 12, 2012, the BCSC issued a cease trade order to Alaska Gold Corp (“Alaska Gold”) (OTCBB) for failure to file annual financial statements for the year ended May 31, 2012 pursuant to Part 4 of National Instrument 51-102 Continuous Disclosure Obligations as well as a form 51-102F1 Management’s Discussion and Analysis for the same period pursuant to part 5 of NI 51-102 and section 5(b) of MI 51-105 and a form 51-102F2 Annual Information Form for the year ended May 31, 2012 pursuant to section 5(c) of MI 51-105. The CTO remains in effect. Mr. Thomas has been an officer and director of Alaska Gold since April 5, 2011.

13.7-13.8 Penalties or Sanctions

To the best of management’s knowledge, no director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has been subject to 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 relating to trading in securities, promotion or management of a publicly traded issuer or theft or fraud, or has been subject to any other penalties or sanctions imposed by a court or a regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.9 Personal Bankruptcies

No proposed director, officer or promoter of the Issuer has, within the 10 years before the date of this document, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold its assets.

13.10 Conflicts of Interest

Some of the directors and officers of the Issuer are also directors, officers and/or promoters of other reporting and non-reporting issuers. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Issuer, notwithstanding that they are bound by the provisions of the *Business Corporations Act* (British Columbia) to act at all times in good faith in the best interests of the Issuer and to disclose such conflicts to the Issuer if and when they arise.

The Issuer has adopted a Code of Business Conduct and Ethics (the "Code"), which is intended to document the principles of conduct and ethics to be followed by the Issuer's directors, officers and employees. The purpose of the Code is to:

1. Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.

2. Promote avoidance of absence of conflicts of interest.

3. Promote full, fair, accurate, timely and understandable disclosure in public communications made by the Issuer.

4. Promote compliance with applicable governmental laws, rules and regulations.

5. Promote and provide a mechanism for the prompt, internal reporting of departures from the Code.

6. Promote accountability for adherence to the Code.

7. Provide guidance to the Issuer's directors, officers and employees to help them recognize and deal with ethical issues.

8. Promote integrity and deter wrongdoing.

9. To help foster a culture of integrity, honesty and accountability throughout the Issuer.

13.11 Management

Further information on the business experience and professional qualifications of the Issuer's directors, officers and promoters is set forth below:

Sean Maenpaa, MBA
President, CEO, and Director

Mr. Maenpaa's over 20 years of U.S. and International pharmaceutical leadership experience includes executive commercial roles with companies focused on the oncology and central nervous system specialty markets. Mr. Maenpaa is currently the Chief Executive Officer of Resolute Oncology Ltd. based in Cork, Ireland . He also holds the position of Managing Director, Resolute Oncology GmbH, based in Hamburg Germany. He previously held positions at Otsuka where he led the U.S. co-marketing efforts with BMS for the top-selling anti-depressant, Abilify®. At Abbott International where he led the global commercial development of several novel targeted therapies for the treatment of various cancer indications. Prior to Abbott, Mr. Maenpaa was U.S. and European Marketing Director for Celgene where he successfully spearheaded the successful introduction of the company and its flagship product, Revlimid®. Mr. Maenpaa also launched Aromasin®, an aromatase inhibitor, into the U.S. breast cancer market, as well as managing the global anthracycline breast cancer franchise for Pharmacia. Mr. Maenpaa has also held several other cancer and anti-infective related sales and marketing positions in the U.S. He earned his MBA in Marketing from Sheffield University, School of Business, and an undergraduate degree in Pharmacology from Liverpool University in the UK.

Shane Ring
Director

Mr. Ring has over 20 years of sales, marketing, market access and business development experience in the Irish and wider European pharmaceutical sector. With a proven track record of success as a market access and business development expert in the speciality therapeutic area of oncology, Mr. Ring also has extensive experience as a National Marketing Manager (Ireland) in the areas of oncology and anti-infective therapy. During this time Mr. Ring served as Country Lead on several oncology and anti-infective pan-European brand teams (marketing). As a former national sales manager, Mr. Ring had responsibility for managing large sales teams across primary and secondary care. Mr. Ring founded his own consultancy company providing bespoke market access, salesforce effectiveness programs, and marketing and business development solutions to the pharmaceutical sector. Mr. Ring has been a director of Resolute Oncology Limited (ROL) since its establishment in Ireland in December 2012 and has worked tirelessly to ensure the rapid expansion of its business activities across the European Union with primary focus in the private healthcare space in Germany.

Bill Thomas, CA
CFO, Corporate Secretary, Treasurer, and Director

William D. Thomas. Mr. Thomas has over thirty eight years of experience in the finance and accounting areas mainly in the natural resource sector. After 20 years with Kerr McGee Corp ending in 2004 where he held various successive management positions with Kerr McGee Corporation's China oil and gas operations based in Beijing, China as well its UK North Sea and Calgary locations, Thomas held senior positions with several publicly traded natural resource companies including Guerrero Exploration (as CFO), Taglikeme Corp. (CFO), Tresoro Mining Corp. (CFO and Director), Alaska Gold Corp. (CFO), Mainland Resources Inc. (CFO and Director), Hana Mining Corp (CFO), and NWT Uranium (CFO) between 2007 through to the present. Mr. Thomas attained his Chartered Accountant (CA) designation from the Canadian Institute of Chartered Accountants in 1977. Previously, Thomas held financial positions with Algoma Steel, Denison Mines (1978-1980) and Norcen Energy (1980-1982). He holds an Honors Bachelor of Commerce and Finance from the University of Toronto and obtained his Chartered Accountant's designation in 1977. While working for Kerr McGee in China, Mr. Thomas received several awards including the national foreign expert award in 1999 from the Chinese government and the foreign model worker award in 2000 from the Chinese National Offshore Oil Corp for his efforts to forward Sino-International business relationships.

14. Capitalization

14.1 The following chart sets out the shareholdings for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	65,509,232	78,009,232	100.00%	100.00%
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)	21,000,000	43,500,000	32.06%	55.76%
Total Public Float (A-B)	44,509,232	34,509,232	67.94%	44.24%
Freely-Tradable Float				
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)	29,000,000	42,000,000	45.03%	53.84%
Total Tradable Float (A-C)	36,009,232	36,009,232	54.97%	46.16%

Public Security holders (Registered)

Instruction: For the purposes of this report, "public security holders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	4	132
100 – 499 securities	4	1,318
500 – 999 securities	8	5997
1,000 – 1,999 securities	12	16,656
2,000 – 2,999 securities	1	2,272
3,000 – 3,999 securities	6	20,828
4,000 – 4,999 securities	2	9,277
5,000 or more securities	42	35,952,752
	79	36,009,232

Public Security holders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	4	207
100 – 499 securities	4	1,318
500 – 999 securities	19	13,796
1,000 – 1,999 securities	24	36,732
2,000 – 2,999 securities	1	2,272
3,000 – 3,999 securities	18	65,864
4,000 – 4,999 securities	2	9,277
5,000 or more securities	63	34,991,451
Unable to confirm	72	888,315
	208	36,009,232

Non-Public Security holders (Registered)

Instruction: For the purposes of this report, "non-public security holders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
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	6	21,000,000
	6	21,000,000

14.2 Securities Convertible Into Common Shares

There are no common shares reserved for issuance pursuant to any outstanding convertible securities.

14.3 Other Listed Securities

The Company has no other listed securities reserved for issuance that are not included in section 14.2.

15. Executive Compensation

15.1 Executive Compensation

Management Agreements

Compensation will be paid to certain officers of the Issuer through employment agreements in connection with the day-to-day management of the business and operations of the Issuer.

STATEMENT OF EXECUTIVE COMPENSATION OF THE ISSUER

Summary Compensation Table+

The following table sets forth all annual and long term compensation for services in all capacities to the Issuer for the period from incorporation on September 19, 2013 to the most recently completed financial year in respect of the Chief Executive Officer and the Chief Financial Officer as at December 31, 2013, and the other three most highly compensated executive officers of the Issuer as at December 31, 2013, whose individual total compensation for the most recently completed financial year exceeded $150,000 (of which there were none) and any individual who would have satisfied these criteria but for the fact that individual was not serving as such an officer at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

Name and Principal Position	Fiscal Year Ended	Annual Compensation			Long Term Compensation			All Other Compensation $
					Awards		Payouts	
		Salary ($)	Bonus ($)	Other Annual Compensation	Securities Under Options Granted (#)	Shares/ Units Subject to Resale Restrictions ($)	LTIP Payouts ($)	
William Gordon, former CEO, and Director	June 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donald Gordon, former CFO, and Director	June 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sean Maenpaa, President, CEO, and Director	June 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bill Thomas, CFO, Secretary, Treasurer, and Director	June 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shane Ring, Director	June 30, 2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Compensation Discussion and Analysis

The Issuer does not have a compensation program other than paying base salaries to its NEOs. The Issuer intends to adopt policies and practices that recognize the need to provide compensation packages that will attract and retain qualified and experienced executives, as well as align the compensation level of each executive to that executive's level of responsibility. Although the objectives of base salaries are to recognize market pay, and acknowledge the competencies and skills of individuals, the Issuer has to date not been able to afford to achieve those objectives. The Issuer has no other form of compensation, although payments may be made from time to time to individuals or

companies they control for the provision of consulting services, which services will be paid for at competitive industry rates for work of a similar nature by reputable arm's length service providers. The process for determining executive compensation relies solely on board discussions without any formal objectives criteria and analysis.

Long Term Incentive Plans

The Issuer does not have a Long Term Incentive Plan pursuant to which it provides compensation intended to motivate performance over a period greater than one financial year.

Option/SAR Grants During The Most Recently Completed Financial Year

No share options were granted to the Named Executive Officer during the fiscal year ended June 30, 2013.

Defined Benefit or Actuarial Plan Disclosure

No pension or retirement benefit plans have been instituted by the Issuer and none are proposed at this time.

Termination of Employment, Change in Responsibilities and Employment Contracts

During the most recently completed financial year, there were no employment contracts between the Issuer and a Named Executive Officer, and no compensatory plans, contracts or arrangements where a Named Executive Officer is entitled to receive more than $100,000 from the Issuer, including periodic payments or instalments, in the event of:

(a) The resignation, retirement or any other termination of the Named Executive Officer's employment with the Issuer and its subsidiaries;

(b) A change of control of the Issuer or any of its subsidiaries; or

(c) A change in the Named Executive Officer's responsibilities following a change in control.

Director Compensation

The directors of the Issuer do not receive compensation for attendance of directors' meetings but may be reimbursed for travel expenses related to the directors' meetings. The directors may also receive compensation in the form of stock options.

16. Indebtedness of Directors and Executive Officers

16.1 Aggregate Indebtedness

None of the executive officers or directors of the Issuer, or associates or affiliates of such persons:

(a) are or have been indebted to the Issuer at any time; or

(b) are or have been indebted to another entity at any time where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar.

17. Risk Factors

17.1 Description of Risk Factors

An investment in the securities of the Issuer is subject to a number of risks, including those described below, that could have a material adverse effect upon, among other things, the operating results, earnings, business prospects and condition (financial or otherwise) of the Issuer. A prospective purchaser of such securities should carefully consider the risk factors set out below before making a decision to purchase securities of the Issuer. The risks described herein are not the only risk factors facing the Issuer and should not be considered exhaustive. Additional risks and uncertainties not currently known to the Issuer, or that the Issuer currently considers immaterial, may also materially and adversely affect the business, operations and condition (financial or otherwise) of the Issuer.

The Issuer is largely dependent on the success of its website which has not yet launched and management cannot be certain that its website will be successfully commercialized.

The Issuer currently has no products for sale and cannot guarantee that it will ever have marketable products or services. The Issuer plans to immediately launch its website once it has obtained sufficient channel partners to offer appropriate specialized customization for pharmaceutical products and services.

If a significant portion of these development efforts are not successfully completed, required regulatory approvals are not obtained, or any approved products are not commercially successful, the Issuer's business, financial condition, and results of operations may be materially harmed.

The Issuer's product candidates may never achieve market acceptance even if the company obtains regulatory approvals.

Even if the Issuer receives regulatory approvals to market its product candidates, the commercial success of these products will depend, among other things, on their

acceptance by physicians, patients, third-party payers and other members of the medical community as a therapeutic and cost-effective alternative to competing products and treatments. The degree of market acceptance will depend on a number of factors, including:

- demonstration of the clinical efficacy and safety of the products;
- cost-effectiveness;
- potential advantage over alternative treatment methods;
- the effectiveness of marketing and distribution support for the products; and
- reimbursement policies of government and third party payers.

If the Issuer's current and future product candidates fail to gain market acceptance, it may be unable to earn sufficient revenue to continue its business. If the Issuer's product candidates do not become widely accepted by physicians, patients, third party payers and other members of the medical community, it is unlikely that the company will ever become profitable.

Any failure or delay in commencing or completing clinical trials for product candidates could severely harm the Issuer's business.

The Issuer does not know whether any of its planned clinical trials will proceed or be completed on schedule, or at all. The commencement of its planned clinical trials could be substantially delayed or prevented by several factors, including:

- limited number of, and competition for, suitable patients with the indications required for enrolment in our clinical trials;
- limited number of, and competition for, suitable sites to conduct its clinical trials;
- delay or failure to obtain FDA or non-U.S. regulatory agencies' approval or agreement to commence a clinical trial;
- delay or failure to obtain sufficient supplies of the product candidate for the Issuer's clinical trials;
- delay or failure to reach agreement on acceptable clinical trial agreement terms or clinical trial protocols with prospective sites or investigators; and
- delay or failure to obtain IRB approval to conduct a clinical trial at a prospective site.

The completion of any future FDA clinical trials could also be substantially delayed or prevented by several factors, including:

- slower than expected rates of patient recruitment and enrolment;
- failure of patients to complete the clinical trial;
- unforeseen safety issues;
- lack of efficacy evidenced during clinical trials;
- termination of the Issuer's clinical trials by one or more clinical trial sites;
- inability or unwillingness of patients or medical investigators to follow the Issuer's clinical trial protocols;
- inability to monitor patients adequately during or after treatment; and
- introduction of competitive products that may impede the Issuer's ability to retain patients in its clinical trials.

Also, recent events have raised questions about the safety of marketed drugs and may result in increased cautiousness by the FDA in reviewing new drugs based on safety, efficacy or other regulatory considerations and may result in significant delays in obtaining regulatory approvals, additional clinical trials being required, or more stringent product labelling requirements. Future clinical trials the Issuer undertakes may be suspended or terminated at any time by the FDA, other regulatory authorities, the IRB overseeing the clinical trial at issue, any of its clinical trial sites with respect to that site, or the Issuer. It is possible that none of the Issuer's product candidates will complete clinical trials in any of the markets in which the Issuer, or its collaborators, intends to sell those product candidates. Accordingly, the Issuer may not receive the regulatory approvals necessary to market its product candidates. Any failure or delay in commencing or completing clinical trials or obtaining regulatory approvals for product candidates would prevent or delay their commercialization and severely harm the Issuer's business and financial condition.

The Issuer's product candidates may cause undesirable and potentially serious side effects.

Undesirable side effects caused by any of the Issuer's product candidates could cause the company or regulatory authorities to interrupt, delay or halt clinical trials and could result in the denial of regulatory approval by the FDA or non-U.S. regulatory authorities for any or all targeted indications. This, in turn, could prevent the Issuer from commercializing its product candidates and generating revenues from their sale. In addition, if the Issuer's product candidates receive marketing approval and the company or others later identify undesirable side effects caused by the product:

- regulatory authorities may withdraw their approval of the product;
- the Issuer may be required to recall the product, change the way the product is administered, conduct additional clinical trials or change the labelling of the product;
- a product may become less competitive and product sales may decrease; or
- the Issuer's reputation may suffer.

Any one or a combination of these events could prevent the Issuer from achieving or maintaining market acceptance of the affected product or could substantially increase the costs and expenses of commercializing the product, which in turn could delay or prevent the company from generating significant revenues from the sale of the product.

The success of the Issuer's product candidates is influenced by its collaborations with its partners. Any adverse developments in the Issuer's relationship with its partners could materially harm its business. The Issuer is subject to a number of risks associated with its collaboration with each of its partners, including the risk that a partner may terminate the license agreement upon the occurrence of certain specified events. The Issuer will be entering into license agreements that require, among other things, that it make certain payments and use reasonable commercial efforts to meet certain clinical and regulatory milestones. If the Issuer breaches any of the provisions of these license agreements, it may lose substantial intellectual property rights and its future prospects may be materially adversely affected.

The Issuer's ability to develop and commercialize its product candidates is dependent on its ability to obtain adequate financing. If the company fails to obtain additional financing, it may be unable to develop and commercialize its product candidates.

If the Issuer fails to obtain additional financing, it may be unable to complete the development and commercialization of its website.

The Issuer's business development and clinical regulatory operations have consumed considerable amounts of cash since inception. Going forward, the company expects to continue to spend substantial amounts to:

- license or acquire and develop additional product candidates;
- launch and commercialize any product candidates for which the Issuer receives regulatory approval; and
- continue its research and development programs.

The Issuer anticipates that it will need to raise additional capital through private placements or public offerings of its equity or debt securities to complete the development and commercialization of its current and future product candidates.

If the Issuer raises additional financing, the terms of such transactions may cause dilution to existing shareholders or contain terms that are not favourable to the company.

In the future, the Issuer may seek to raise additional financing through private placements or public offerings of its equity or debt securities. The Issuer cannot be certain that additional funding will be available on acceptable terms, or at all. To the extent that the Issuer raises additional funds by issuing equity securities, shareholders may experience significant dilution. Given that the Issuer does not expect to have any significant revenues in the foreseeable future, it is unlikely that it will be able to raise a significant amount of debt financing or such financing may have an equity component. Also, any debt financing, if available, may require the Issuer to pledge its assets as collateral or involve restrictive covenants, such as limitations on its ability to incur additional indebtedness, limitations on its ability to acquire or license intellectual property rights and other operating restrictions that could negatively impact its ability to conduct its business. General conditions in the capital markets as well as conditions that particularly effect biotechnology companies could also impact the company's ability to raise additional funds. In addition, the Issuer cannot guarantee that future financing will be available in sufficient amounts or on terms acceptable to it, if at all. If the Issuer is unable to raise additional capital in sufficient amounts or on terms acceptable to it, it will be prevented from pursuing its research and development efforts. This could harm the business, prospects and financial condition and cause the price of the securities to fall, or to cause the Issuer to cease operations.

If the Issuer's competitors develop and market products that are more effective, safer or less expensive than its product offerings, its commercial opportunities will be negatively impacted.

The pharmaceutical industry is highly competitive, and the Issuer faces significant competition from many pharmaceutical, biopharmaceutical and biotechnology companies that are researching and marketing products designed to address cardiovascular indications for which it is currently developing products or for which it may develop products in the future. Any products that the Issuer may develop in the future are also likely to face competition from other drugs and therapies. Many of its competitors have significantly greater financial, manufacturing, marketing and drug development resources than the Issuer. Large pharmaceutical companies, in particular, have extensive experience in clinical testing and in obtaining regulatory approvals for drugs. These companies also have significantly greater research and marketing capabilities than the Issuer. In addition, many universities and private and public research institutes are, or may become, active in cardiovascular research, the products of which may be in direct competition with the Issuer. If the Issuer's competitors market products that are more effective, safer or less expensive than its future product candidates, if any, or that reach the market sooner than its future product candidates, if any, it may not achieve commercial success.

If product liability lawsuits are successfully brought against the Issuer, it may incur substantial liabilities and may be required to limit commercialization of its product candidates.

The Issuer faces an inherent risk of product liability lawsuits related to the testing of its product candidates, and will face an even greater risk if product candidates are introduced commercially. An individual may bring a liability claim against the Issuer if one of its product candidates causes, or merely appears to have caused, an injury. Because the Issuer conducts clinical trials in humans, it faces the risk that the use of its product candidates will result in adverse side effects. The Issuer cannot predict the possible harms or side effects that may result from its clinical trials. Although it currently has clinical trial insurance in place, it does not know whether the limits of the insurance will be sufficient to satisfy any claims should they arise. The Issuer may not have sufficient resources to pay for any liabilities resulting from a claim excluded from, or beyond the limit of, its insurance coverage. Additionally, as its clinical trial insurance is renewed annually, it cannot predict whether this insurance can be renewed on acceptable terms, if at all. There is also a risk that third parties that the Issuer has agreed to indemnify could incur liability. If the Issuer cannot successfully defend itself against a product liability claim, it may incur substantial liabilities. Regardless of merit or eventual outcome, liability claims either during clinical trials or following commercial introduction may result in:

- decreased demand for its product candidates;
- injury to its reputation;
- withdrawal of clinical trial participants;
- significant litigation costs;
- substantial monetary awards to or costly settlement with patients;

- product recalls;
- loss of revenue; or
- the inability to commercialize its product candidates.

The Issuer could also be adversely affected if any of its product candidates or any similar products distributed by other companies prove to be, or are asserted to be, harmful to consumers.

If the Issuer fails to acquire and develop products or product candidates at all or on commercially reasonable terms, it may be unable to grow its business.

The Issuer currently neither has, nor intends to establish, internal discovery capabilities and is dependent upon pharmaceutical and biotechnology companies and other research institutions to sell or license products or product candidates to it. To date, its product candidates have been derived from technologies discovered by, and licensed to the Issuer by, others. The Issuer intends to continue to search for available therapeutics from external pharmaceutical or biotechnology partners for a source of new product candidates to develop. The Issuer cannot guarantee that it will continue to have access to such opportunities or that it will be able to purchase or license these product candidates on commercially reasonable terms, or at all.

The success of the company's product pipeline strategy depends upon its ability to identify, select and acquire pharmaceutical product candidates. Proposing, negotiating and implementing an economically viable product acquisition or license involve a lengthy and complex process. The Issuer competes for partnering arrangements and license agreements with pharmaceutical and biotechnology companies and academic research institutions. These competitors may have stronger relationships with third parties with whom the Issuer is interested in collaborating and/or may have more established histories of developing and commercializing products. As a result, these competitors may have a competitive advantage in entering into partnering arrangements with such third parties. In addition, even if the Issuer finds promising product candidates, and generates interest in a partnering or strategic arrangement to acquire such product candidates, it may not be able to acquire rights to additional product candidates or approved products on terms that it finds acceptable, or at all. If it fails to acquire and develop product candidates, it may be unable to grow its business.

The Issuer expects that any product candidates to which it acquires rights will require additional development efforts prior to commercial sale, including extensive clinical testing and approval by the FDA and non-U.S. regulatory authorities. All product candidates are subject to the risks of failure inherent in pharmaceutical product development, including the possibility that the product candidate will not be shown to be sufficiently safe and effective for approval by regulatory authorities. Even if the product candidates are approved, the Issuer cannot be sure that they would be capable of economically feasible production or commercial success.

If the Issuer fails to attract and retain key management, sales, and qualified scientific personnel, it may be unable to successfully develop or commercialize its product candidates.

The Issuer will need to expand and effectively manage its managerial, operational, financial, development and other resources in order to successfully pursue its research, development and commercialization efforts for its existing and future product candidates. The Issuer's success depends on its continued ability to attract, retain and motivate highly qualified management, pre-clinical and clinical personnel, including its key management personnel. The loss of the services of any of its senior management could delay or prevent the commercialization of its product candidates. At this time, the Issuer does not have "key man" insurance policies on the lives of any of its employees or consultants. The Issuer also has scientific and clinical advisors who assist it in formulating its development and clinical strategies. These advisors are not employees and may have commitments to, or consulting or advisory contracts with, other entities that may limit their availability to the Issuer. In addition, the Issuer's advisors may have arrangements with other companies to assist those companies in developing products or technologies that may potentially may compete with the Issuer's products or technologies. All of its advisors and consultants sign agreements with the Issuer, which includes provisions for: confidentiality; non-disclosure; intellectual property rights; and non-competes covering its intellectual property and other proprietary information.

The Issuer will need to hire additional personnel as it continues to expand its development activities. The Issuer may not be able to attract or retain qualified management and scientific personnel in the future due to the intense competition for qualified personnel among biotechnology, pharmaceutical and other businesses. If it is not able to attract and retain the necessary personnel to accomplish its business objectives, it may experience constraints that will impede significantly the achievement of its development objectives, its ability to raise additional capital and its ability to implement its business strategy. In particular, if the Issuer loses any members of its senior management team, it may not be able to find suitable replacements in a timely fashion or at all and its business may be harmed as a result.

The Issuer relies, in part, on third parties to conduct clinical trials for its product candidates and plans to rely on third parties to conduct future clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, the Issuer may be unable to obtain regulatory approval for or commercialize its future product candidates.

To implement its product development strategies, the Issuer relies on third parties, such as contract research organizations, medical institutions, clinical investigators and contract laboratories, to conduct clinical trials of its product candidates. Although the Issuer relies on these third parties to conduct its clinical trials, it is responsible for ensuring that each of its clinical trials is conducted in accordance with its investigational plan and protocol. Moreover, the FDA and non-U.S. regulatory authorities require it to comply with regulations and standards, commonly referred to as good clinical practices ("GCPs") for conducting, monitoring, recording and reporting the results of clinical trials to ensure that the data and results are scientifically credible and accurate and that the clinical trial subjects are adequately informed of the potential risks of participating in clinical trials. The Issuer's reliance on third parties does not relieve it of these responsibilities and requirements. If the third parties conducting such clinical trials do

not perform their contractual duties or obligations, do not meet expected deadlines or need to be replaced, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to GCPs or for any other reason, the Issuer may need to enter into new arrangements with alternative third parties and our clinical trials may be extended, delayed or terminated. In addition, a failure by such third parties to perform their obligations in compliance with GCPs may cause the Issuer's clinical trials to fail to meet regulatory requirements, which may require it to repeat clinical trials.

The Issuer relies on third parties to manufacture and supply its product candidates.

The Issuer has no experience in drug formulation or manufacturing, and lacks the resources and the capability to manufacture any of its product candidates. To date, its product candidates have been manufactured in limited quantities for pre-clinical studies and clinical trials. If, in the future, one of the Issuer's product candidates is approved for commercial sale, it will need to manufacture that product candidate in commercial quantities. The Issuer cannot ensure that the third party manufacturers with which it has contracted in the past will have sufficient capacity to satisfy its future manufacturing needs, or that it will be able to negotiate additional purchases of active pharmaceutical ingredients or drug products from these or alternative manufacturers on terms favourable to the Issuer, or at all. Third party manufacturers may fail to perform under their contractual obligations, or may fail to deliver the required clinical or commercial quantities of bulk drug substance or finished product on a timely basis and at commercially reasonable prices. Any performance failure on the part of contract manufacturers could delay clinical development or regulatory approval of the Issuer's product candidates or commercialization of its future product candidates, depriving it of potential product revenue and resulting in additional losses. If the Issuer is required to identify and qualify an alternate manufacturer, it may be forced to delay or suspend its clinical trials, regulatory submissions, required approvals or commercialization of its product candidates, which may cause it to incur higher costs and could prevent it from commercializing its product candidates successfully. If the Issuer is unable to find one or more replacement manufacturers capable of production at a reasonably favourable cost, in adequate volumes, of adequate quality, and on a timely basis, it would likely be unable to meet demand for its product candidates and its clinical trials could be delayed or it could lose potential revenue. The Issuer's ability to replace an existing active pharmaceutical ingredient manufacturer may be difficult because the number of potential manufacturers may be limited and the FDA must approve any replacement manufacturer before it can begin manufacturing product candidates. Such approval would require new testing and compliance inspections. It may be difficult or impossible for the Issuer to identify and engage a replacement manufacturer on acceptable terms in a timely manner, or at all. The Issuer expects to continue to depend on third party contract manufacturers for the foreseeable future. The Issuer's product candidates require precise, high quality manufacturing. Any of the Issuer's contract manufacturers will be subject to ongoing periodic unannounced inspection by the FDA and non-U.S. regulatory authorities to ensure strict compliance with current good manufacturing practice ("cGMP") and other applicable government regulations and corresponding standards. If the Issuer's contract manufacturers fail to achieve and maintain high manufacturing standards in compliance with cGMP regulations, it may experience manufacturing errors

resulting in patient injury or death, product recalls or withdrawals, delays or interruptions of production or failures in product testing or delivery, delay or prevention of filing or approval of marketing applications for its product candidates, cost overruns or other problems that could seriously harm its business. Significant scale-up of manufacturing may require additional validation studies, which the FDA must review and approve. Additionally, any third party manufacturers the Issuer retains to manufacture its product candidates on a commercial scale must pass an FDA pre-approval inspection for conformance to the cGMPs before it can obtain approval of its product candidates. If the Issuer is unable to successfully increase the manufacturing capacity for a product candidate in conformance with cGMPs, the regulatory approval or commercial launch of any related products may be delayed or there may be a shortage in supply.

The Issuer has entered into and intends in the future to enter into various arrangements with various third parties, including corporate and academic collaborators, licensors, licensees and others for the research, development, clinical testing, manufacturing, regulatory applications, marketing and commercialization of its products and data and information technology management services, and it will not have control over how they perform their contractual obligations. Accordingly, the Issuer will suffer if contractors do not fulfill their contractual obligations.

The Issuer intends to enter into additional corporate agreements to develop and commercialize product candidates. The Issuer might not be able to establish such additional agreements on favourable terms, if at all, or guarantee that its current or future collaborative arrangements will be successful. In addition, third party arrangements may require it to grant certain rights to third parties, including exclusive marketing rights to one or more products, or may have other terms that are burdensome to the Issuer. These arrangements may place responsibility on third parties for Phase III clinical trials, human clinical trials, the preparation and submission of applications for regulatory approval, or for marketing, sales and distribution support for product commercialization. If the Issuer enters into such arrangements, the timing for approval of a drug candidate may be largely out of its control. These third parties might not fulfill their obligations in a manner, which maximizes the Issuer's revenues. These arrangements may also require the Issuer to transfer certain material rights or issue equity securities to corporate investors, licensees and others. If the Issuer licenses or sublicenses its commercial rights to others, as it intends to do, it might realize reduced product revenue compared to what it could expect to realize through direct commercial exploitation. Moreover, it might not derive any revenue or profit from these arrangements. Third parties might also pursue alternative technologies or drug candidates, either on their own or in collaboration with others, and compete directly with the Issuer. The Issuer could suffer the consequences of non-compliance or breaches by third parties of its agreements. Such noncompliance or breaches by such third parties could in turn result in the Issuer's breaches or defaults under its agreements with its other collaboration partners, including those who license products to the Issuer, and the Issuer could be found liable for damages or lose certain rights, including rights to develop and/or commercialize a product or product candidate.

If the Issuer is unable to develop its sales and marketing and distribution capability on its own or through collaborations with marketing partners, it will not be successful in commercializing its product candidates.

The Issuer currently does not have a marketing staff or a sales or distribution organization. The Issuer currently does not have marketing, sales or distribution capabilities. If the Issuer's product candidates are approved, it may establish a sales and marketing organization with technical expertise and supporting distribution capabilities to commercialize its product candidates, which will be expensive and time consuming. Any failure or delay in the development of internal sales, marketing and distribution capabilities would adversely impact the commercialization of these product candidates. The Issuer may choose to collaborate with third parties that have direct sales forces and established distribution systems, either to augment its own sales force and distribution systems or in lieu of its own sales force and distribution systems. To the extent that the Issuer enters into co-promotion or other licensing arrangements, its product revenue is likely to be lower than if it directly marketed or sold its products, when and if it has any. In addition, any revenue it receives will depend in whole or in part upon the efforts of such third parties, which may not be successful and will generally not be within its control. If the Issuer is unable to enter into such arrangements on acceptable terms or at all, it may not be able to successfully commercialize its existing and future product candidates. If it is not successful in commercializing its existing and future product candidates, either on its own or through collaborations with one or more third parties, its future product revenue will suffer and it may incur significant additional losses.

If government and third party payers fail to provide coverage and adequate reimbursement rates for the Issuer's product candidates, its revenues and potential for profitability will be reduced.

In the United States and elsewhere, the Issuer's product revenues will depend principally upon the reimbursement rates established by third party payers, including government health administration authorities, managed-care providers, public health insurers, private health insurers and other organizations. These third party payers are increasingly challenging the price, and examining the cost effectiveness, of medical products and services. In addition, significant uncertainty exists as to the reimbursement status, if any, of newly approved drugs, pharmaceutical products, medical foods, or product indications. The Issuer may need to conduct post-marketing clinical trials in order to demonstrate the cost-effectiveness of products. Such clinical trials may require the Issuer to commit a significant amount of management time and financial and other resources. If reimbursement of such product is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels, the Issuer's revenues could be reduced.

In some countries other than the United States, particularly the countries of the European Union and Canada, the pricing of prescription pharmaceuticals is subject to governmental control. In these countries, obtaining pricing approval from governmental authorities can take six to twelve months or longer after the receipt of regulatory marketing approval of a product for an indication. To obtain reimbursement or pricing

approval in some countries, the Issuer may be required to conduct a clinical trial that compares the cost-effectiveness of one of its product candidates to other available therapies. If reimbursement of such product candidate is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels, the Issuer's revenues could be reduced. Domestic and foreign governments continue to propose and pass legislation designed to reduce the cost of healthcare, including drugs. In the United States, there have been, and the Issuer expects that there will continue to be, federal and state proposals to implement similar governmental control. In addition, increasing emphasis on managed care in the United States will continue to put pressure on the pricing of pharmaceutical products. Recently, the Patient Protection and Affordable Care Act (known as the "Senate bill") became law on March 23, 2010 and was shortly thereafter amended by the Health Care and Education Reconciliation Act of 2010. The law and the amendments thereto include a large number of health-related provisions to take effect over the next four years, including such items as expanding Medicaid eligibility, subsidizing insurance premiums, providing incentives for businesses to provide health care benefits, prohibiting denial of coverage/claims based on pre-existing conditions, establishing health insurance exchanges, and support for medical research. Also, the Medicare Prescription Drug Improvement and Modernization Act of 2003 reformed the way Medicare will cover and reimburse for pharmaceutical products. The legislation expands Medicare coverage for drug purchases by the elderly and eventually will introduce a new reimbursement methodology based on average sales prices for certain drugs. In addition, the legislation provides authority for limiting the number of outpatient drugs that will be covered in any therapeutic class. As a result of the new legislation and the expansion of federal coverage of drug products, the Issuer expects that there will be additional pressure to contain and reduce costs. The Medicaid program and state healthcare laws and regulations may also be modified to change the scope of covered products and/or reimbursement methodology. Cost control initiatives could decrease the established reimbursement rates that the Issuer receives for any products in the future, which would limit its revenues and profitability. Legislation and regulations affecting the pricing of pharmaceutical products may change at any time, which could further limit or eliminate reimbursement rates for its product candidates.

Failure to obtain regulatory approval outside the United States would prevent the Issuer from marketing its product candidates abroad.

The Issuer intends to market certain of its existing and future product candidates in non-North American markets. In order to market its existing and future product candidates in the European Union and many other non-North American jurisdictions, it must obtain separate regulatory approvals. The Issuer has had no interaction with non-North American regulatory authorities, and the approval procedures vary among countries and can involve additional testing, and the time required to obtain approval may differ from that required to obtain FDA approval. Approval by the FDA or other regulatory authorities does not ensure approval by regulatory authorities in other countries, and approval by one or more non-North American regulatory authorities does not ensure approval by regulatory authorities in other countries or by the FDA. The non-North American regulatory approval process may include all of the risks associated with obtaining FDA approval. The Issuer may not obtain non-North American regulatory approvals on a timely basis, if at all. It may not be able to file for non-North American

regulatory approvals and may not receive necessary approvals to commercialize its existing and future product candidates in any market.

If the Issuer uses biological and hazardous materials in a manner that causes contamination or injury or violates laws, it may be liable for damages.

The Issuer's research and development activities may involve the use of potentially harmful biological materials as well as hazardous materials, chemicals and various radioactive compounds. The Issuer cannot completely eliminate the risk of accidental contamination or injury from the use, storage, handling or disposal of these materials. In the event of contamination or injury, the Issuer could be held liable for damages that result, and any liability could exceed its resources. The Issuer does not maintain liability insurance coverage for its handling of biological or hazardous materials. The Issuer, the third parties that conduct clinical trials on its behalf and the third parties that manufacture its product candidates are subject to federal, state and local laws and regulations governing the use, storage, handling and disposal of these materials and waste products. The cost of compliance with these laws and regulations could be significant. The failure to comply with these laws and regulations could result in significant fines and work stoppages, which could damage the Issuer's reputation and harm its business

Limited Operating History

The Company is a relatively new company with limited operating history. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenue and the risk that it will not achieve its growth objective. There is no assurance that we will be successful in achieving a return on shareholders' investment.

Negative Operating Cash Flow

Although the Company expects to become profitable, there is no guarantee that will happen and it may never become profitable. The Company currently has a negative operating cash flow and may continue to have that for the foreseeable future. To date, the Company has no revenues and a large portion of our expenses are fixed, including expenses related to facilities, equipment, contractual commitments and personnel. As a result, we expect our net losses from operations to improve. Our ability to generate additional revenues and potential to become profitable will depend largely on our ability, to market our products. There can be no assurance that any such events will occur or that we will ever become profitable. Even if we do achieve profitability, we cannot predict the level of such profitability. If we sustain losses over an extended period of time, we may be unable to continue our business.

Additional Capital Requirements and Liquidity

Additional funds for the establishment of the Company's current and planned operations may be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be

fully generated from operations. Current financial conditions, revenues, taxes, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to holders of the Company Shares. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Reliance on Management

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Competition

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

Because of the early stage of the industry in which the Company intends to operate, the Company expects to face additional competition from new entrants. To be competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to ex-employees. These matters may give rise to legal uncertainties or have unfavourable results. The Company will carry liability insurance coverage and mitigate risks that can be reasonably estimated. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavourable resolution which could materially adversely impact the Company's financial position, cash flow and results of operations.

Conflicts of Interest

Certain of our directors and officers also serve as directors and/or officers of other companies. Consequently, there is a possibility that a conflict could arise for such directors and officers. Any Company-related decision made by any of these directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith and to act in the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such director may have a conflict of interest.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds from this Offering, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Market Price of Shares and Volatility

The Shares do not currently trade on any exchange or stock market. Securities of microcap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price of the Shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Shares may affect an investor's ability to trade significant numbers of Shares; the size of our public float may limit the ability of some institutions to invest in Shares; and a substantial decline in the price of the Shares that persists for a significant period of time could cause the Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Shares at any given point in time may not accurately reflect our long-term value. The fact that no market currently exists for the Shares may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Shares.

The market price of the Shares is affected by many other variables which are not directly related to our success and are, therefore, not within our control. These include other developments that affect the breadth of the public market for our Shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Shares is expected to make the Share price volatile in the future, which may result in losses to investors.

No Active Market

If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the Share price may decline.

Dividends

The Company intends to retain earnings, if any, to finance the growth and development of its business and does not intend to pay cash dividends on the Shares in the foreseeable future. The payment of future cash dividends, if any, will be reviewed periodically by the board of directors and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

Dilution

Future sales or issuances of equity securities could decrease the value of the Shares, dilute shareholders' voting power and reduce future potential earnings per Share. We intend to sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Shares) and may issue additional equity securities to finance our operations, development, acquisitions or other projects. We cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Share.

17.2 Additional Securityholder Risk

There is no risk that securityholders of the Company may become liable to make an additional contribution beyond the price of the security.

17.3 Other Risks

Subject to the risk factors set out under Part 17.1 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Company's shares.

18. Promoters

Sean Maenpaa, as the founder of Resolute Oncology Limited, is considered a promoter of the Issuer. Please refer to the chart under the heading "Section 13 Directors and Officers" for information with respect to Mr. Maenpaa's share holdings. Mr. Maenpaa will not receive any consideration for acting as promoter.

19. Legal Proceedings

19.1 Legal Proceedings

The Issuer is not a party to or subject to any outstanding judgements, lawsuits or proceedings and there are no pending lawsuits or proceedings.

19.2 Regulatory Actions

The Company 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 Company 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 Company's securities or would be likely to be likely to be considered important to a reasonable investor making an investment decision.

20. Interest of Management and Others in Material Transactions

Management and others have no interest in material transactions of the Issuer.

21. Auditors, Transfer Agents and Registrars

21.1 Auditors

The firm of Manning Elliott LLP, Chartered Accountants ("Manning") is the independent registered certified auditor of the Company, Manning was first appointed on or about August 6, 2014. Their offices are located at 11th Floor, 1050 West Pender Street, Vancouver, B.C. Canada V6E 3S7

21.2 Transfer Agent and Registrar

The registrar and transfer agent of the Company's Shares under appointment is TMX Equity Transfer Services, at its Vancouver office located at 650 West Georgia Street, Suite 2700, Vancouver B.C., V6B 4N9, telephone (604) 689-3334, e-mail: TMXEquity@equityfinancialtrust.com

22. Material Contracts

22.1 Material Contracts

The following are the contracts, which are material to the Issuer:

1. The Arrangement Agreement.
2. The Supply Agreement Sale and Assignment (asset purchase agreement) between the Company and Resolute Oncology Limited dated May 12, 2014.
3. The Amendment to the Supply Agreement Sale and Assignment between the Company

and Resolute Oncology Limited dated July 31, 2014.

4. Agreement on Sale and Purchase of Dossier for Paclitaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, February 22, 2013.
5. Principal Agreement between Neogen Developments N.V. of Anderlecht, Belgium and ROL, dated for reference, March 20, 2013.
6. Agreement on Sale and Purchase of Dossier for Oxaliplatin between AqVidaGmbH of Hamburg, Germany and ROL, dated for reference, March 28, 2013.
7. Agreement on Sale and Purchase of Dossier for Docetaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, June 6, 2013.
8. Service Agreement between World Medical Care GmbH & Co KG of Hamburg, Germany and ROL, dated for reference, March 20, 2014.
9. Stock option plan

Copies of any material contracts of the Issuer may be inspected at the registered office of the Issuer at Suite 500, 900 West Hastings Street, Vancouver, British Columbia, during normal business hours.

22.2 Special Agreements

The Company is not a party to any co-tenancy, unitholders' or limited partnership agreements.

23. Interest of Experts

There are no direct or indirect interests in the property of the Issuer or of a related person of the Issuer received or to be received by a 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 the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement. Manning is independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

24. Other Material Facts

There is no other material fact about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

25. Financial Statements

Enclosed in Schedule "A" is a copy of the unaudited financial statements of the Issuer, Network Oncology Inc. (formerly Organach Beverage Acquisition Corp.) for the period from incorporation on September 19, 2013 to March 31, 2014, the unaudited financial statements of Resolute Oncology Limited for the period from incorporation on September 19, 2013 to December 31, 2013. Enclosed in Schedule "B" are the pro forma combined financial statements for the Company as at June 30, 2014 giving effect to

certain transactions that are set to occur before listing as if they occurred on or before the last day of the period presented.

SCHEDULE "A" FINANCIAL STATEMENTS OF THE COMPANY

The unaudited financial statements of Organach Beverage Acquisition Corp. changing its name to Network Oncology Inc. (the Company)

for the period from incorporation (September 29, 2013) to December 31, 2013, and for the period from incorporation (September 29, 2013) to March 31, 2014.

Organach Beverage Acquisition Corp.

Financial Statements

For the period from incorporation September 19, 2013 to March 31, 2014

(Unaudited)

(Expressed in Canadian dollars)

Organach Beverage Acquisition Corp.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed financial statements; the statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

Management has prepared the information and representations in this interim report. The condensed financial statements have been prepared in accordance with International Financial Reporting Standards and, where appropriate, reflect management's best estimates and judgment. The financial information presented throughout this report is consistent with the data presented in the condensed financial statements.

The company maintains adequate systems of internal accounting and administrative controls, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that relevant and reliable financial information is produced.

"Don Gordon"
Chief Financial Officer

May 30, 2014

Organach Beverage Acquisition Corp.
Statement of Financial Position
As at March 31, 2014
(Expressed in Canadian dollars)

	Note	$
ASSETS		
Current Assets		
Cash		100
		100
LIABILITIES		
Current Liabilities		
Accrued liabilities and accounts payable		-
		-
SHAREHOLDERS' EQUITY		
Capital stock		100
		100
		100

Nature and Continuance of Operations	1
Corporate Restructuring and Commitment	4
Subsequent Events	12

Approved and authorized for issue by the Board of Directors on May 30, 2014

"Donald Gordon"

Donald Gordon, Director

"William Gordon"

William Gordon, Director

The accompanying notes are an integral part of these financial statements

Organach Beverage Acquisition Corp.
Statement of Comprehensive Loss
For the period from incorporation on September 19, 2013 to March 31, 2014
(Expressed in Canadian dollars)

	$
Expenses	**NIL**
Net loss and comprehensive loss	**0**
Basic and diluted loss per common share	**0**
Weighted average number of common shares outstanding	**1**

The accompanying notes are an integral part of these financial statements

Organach Beverage Acquisition Corp.
Statement of Changes in Equity
For the period from incorporation on September 19, 2013 to March 31, 2014
(Expressed in Canadian dollars)

	Number of Outstanding Shares	Share Capital	Deficit	Total Shareholders' Equity
		$	$	$
Share issued for cash on incorporation	1	100	-	100
Balance, March 31, 2014	1	100	-	100

The accompanying notes are an integral part of these financial statements

Organach Beverage Acquisition Corp.
Statement of Cash Flows
For the period from incorporation on September 19, 2013 to March 31, 2014
(Expressed in Canadian dollars)

	$
Cash (used in) /provided by:	
Operating activities	Nil
Net cash used in operating activities	0
Financing activities	
Share issuance	100
Net cash provided by financing activities	100
Increase in cash	100
Cash, beginning	-
Cash, ending	100

Cash paid for interest expense	**-**
Cash paid for income taxes	**-**

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Organach Beverage Acquisition Corp. (the "Company") was incorporated on September 19, 2013 and remained dormant other than entering into to a Plan of Arrangement (the "Arrangement Agreement") between the Company and Web Watcher Systems Ltd.("Web Watcher") dated October 23, 2013. Under the Arrangement Agreement, Web Watcher assigned all of its interest in and to letter of intent dated as of June 27, 2013 with Wulu Beverage Co ("Wulu"). As consideration for this asset, the Company will issue 14,403,698 common shares to the Web Watcher shareholders. Web Watcher received shareholder approval to the arrangement at a special meeting of shareholders held on December 19, 2013 (see also Note 4). The principal business of the Company under the Letter of Intent is to distribute quality organic and fair trade coffees, glacier drinking water, and carbonated water supplied by WULU Beverage Co.. The Letter of Intent dated June 27, 2013 was cancelled by Wulu March 21, 2014.

The address of the Company's corporate office and principal place of business is 500 – 900 West Hastings Street, Vancouver, British Columbia, Canada.

These 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. The Company's continuing operations, as intended, and its financial success may be dependent upon the extent to which it can successfully raise the capital to implement the investment plan. These 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.

The success of the Company is dependent upon certain factors that may be beyond management's control. If the Company is unable to fund its investments or otherwise fails to invest in an active business, its business, financial condition or results of operations could be materially and adversely affected.

All of these facts raise uncertainty about the Company's ability to continue as a going concern. The Company's ability to launch its operations, as intended is dependent on its ability to obtain necessary financing and raise capital sufficient to cover its marketing and other costs.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and 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. Accordingly, these financial statements are prepared in accordance and in 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") and as such do not include all of the information required for full annual financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These 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. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the 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 periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit of loss for the period. For an asset that doses not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting judgments and estimates (continued)

ii) Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities.

In applying the valuation techniques management makes maximum use of market inputs wherever possible, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. Such estimates include liquidity risk, credit risk and volatility may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

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, 2014, there is $100 included as cash and cash equivalents.

Deferred finance costs

Professional, consulting and regulatory fees as well as other costs directly attributable to financing transactions are reported as deferred financing costs until the transactions are completed, if the completion of the transaction is considered to be more likely than not. Share issuance costs are charged to share capital when the related shares are issued. Costs relating to financing transactions that are not completed, or for which successful completion is considered unlikely, are charged to operations.

Shared-based payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options 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. No options are granted at present.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

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 can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As at March 31, 2014, no provision has been recorded in the Company.

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.

Financial instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Cash	FVTPL
Due to related parties	Other liabilities

The Company's financial instruments measured at fair value on the balance sheet consist of cash which is measured at level 1 of the fair hierarchy. The three levels of the fair value hierarchy are as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

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)

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).

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 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 measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

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 the Canadian Agency and Licensing business.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended March 31, 2014, and have not been applied in preparing these financial statements. The following standards and interpretations have been issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committees effective for annual periods beginning on or after January 1, 2013:

IFRS 1 – First time adoption of IFRS
In March 2012, the IASB issued an amendment to this standard, which a new exception was included in respect of government loans. Measurement of below-market rate government loans is allowed to be applied prospectively at date of transition. In addition, if the entity had obtained the information to measure the loan at its fair value at the inception of the loan, it could re-measure the loan on transition. This exception is to be applied on a loan-by loan basis. This amendment is not expected to affect the Company.

IFRS 7 - Financial Instruments: Disclosures
In December 2011, the IASB issued an amendment to this standard, which requires entities to provide additional information about offsetting of financial assets and financial liabilities that will enable users of financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with an entity's recognized financial assets and recognized financial liabilities, on the entity's financial position. This amendment is not expected to affect the Company.

IFRS 10 – Consolidated Financial Statements
IFRS 10 establishes the principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 changed the definition of control such that the same criteria are applied to all entities to determine control. IFRS 10 supersedes all of the guidance in IAS 27, *Consolidated and Separate Financial Statements* and SIC 12, *Consolidation – Special Purpose Entities.*

IFRS 11 – Joint Arrangements
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 venturer 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.*

IFRS 12 – Disclosure of Interests in Other Entities Contributions.
IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, 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.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies (continued)

IFRS 13 – Fair Value Measurement
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. 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 that is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

IAS 1 – Presentation of Financial Statements
In June 2011, the IASB issued an amendment to IAS 1, which requires entities to separately present items in other comprehensive income based on whether or not they may be recycled to profit or loss in future periods.

IAS 19 – Employee Future Benefits
In June 2011, the IASB issued an amendment to IAS 19, which changes the recognition, measurement and presentation of defined benefit pension expense and provides for additional disclosures for all employee benefits.

IAS 27 – Separate Financial Statements
As a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

IAS 28 – Investments in Associates and Joint Ventures
As a consequence of the issue of IFRS 10, IFRS 11 and IFRS 12, IAS 28 has been amended and will provided the accounting guidance for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee.

IFRIC 20 – Production Stripping Costs
In October 2011, the IASB issued IFRIC 20 Stripping Costs, which requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can identify the component of the ore body for which access has been improved.

The following standard will be effective for annual periods beginning on or after January 1, 2014:

IAS 32 – Financial Instruments: Presentation
In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies (continued)

The following standard will be effective for annual periods beginning on or after January 1, 2015:

IFRS 9 – Financial Instruments
In November 2009, as part of the IASB project to replace IIAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments*, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

4. CORPORATE RESTRUCTING AND COMMITMENT

The Company and Web Watcher entered into the Arrangement Agreement on October 23, 2013 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to transfer Web Watcher's interest in the Wulu Letter of Intent dated as of June 27, 2013 (the "Transfer"). As consideration for the Transfer, the Company will issue 14,403,698 common shares to shareholders of Web Watcher ("Distributed Shares'). The Arrangement Agreement was approved by Web Watcher's shareholders on December 19, 2013 and by the Supreme Court of British Columbia on January 7, 2014.

Pursuant to the Plan of Arrangement, Web Watcher's outstanding share purchase warrants and stock options at the Effective Date of the Arrangement, will entitle their holders to acquire common shares of the Company based on an exchange factor, being the number arrived at by dividing 14,403,698 by the number of issued common shares of Web Watcher as of the Share Distribution Record Date (defined by the Arrangement Agreement). Web Watcher may be required to remit to the Company a portion of the funds received by Web Watcher in the event any options in Web Watcher are exercised, in accordance with the formula set out in the Arrangement Agreement. No options were ever issued in Web Watcher.

5. CAPITAL STOCK

a. Authorized: unlimited Common shares without par value

b. Issued and Outstanding:

	Number of Shares	$
Shares issued at inception on May 15, 2012	1	100
Balance, March 31, 2014	**1**	**100**

On issuance of the Distributed Shares, the Company will redeem the 1 common share at $1.

5. CAPITAL STOCK (continued)

Stock Options:

The Company has adopted an incentive stock option plan (the "Option Plan") which provides 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. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. As at March 31, 2014, no options were granted or outstanding.

6. ACQUISITION AGREEMENT

Web Watcher Systems Ltd., ("Web Watcher") and Wulu Beverage Co., ("WULU") and the shareholders of Wulu (the " Wulu Shareholders"), owners of 100% of the issued and outstanding capital stock of Wulu, entered into a Letter of Intent Dated June 27, 2013 with respect to a proposed Merger or Amalgamation (the "Transaction"). Under the Transaction Wulu will complete a takeover or reverse takeover with Organach Beverage Acquisition Corp.

The agreement may be amended, waived, discharged or terminated by either party on 10 days notice. The Letter of Intent dated June 27, 2013 was cancelled by Wulu March 21, 2014.

7. CAPITAL DISCLOSURES

The Company's objectives when managing capital is 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 operation of the Company. 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 and due to related parties; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability of prompt liquidation.

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 carry out sales under its Agency and License Agreement and the economic viability of achieving a level of sufficient sales and/or to raise sufficient equity and/or debt financing in financing the market development. These strategic opportunities or threats arise from a range of factors that 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.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

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, 2014, the Company the Company had no cash and had not commenced operations.

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. Accrued liabilities are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal.

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

The company and Web Watcher, its former parent company, entered into the Arrangement Agreement described in Note 4. The Arrangement Agreement provides for the transfer of the Wulu Letter of Intent from Web Watcher to the Company and the immediate distribution of a controlling interest in the common shares of the Company to the current shareholders of Web Watcher. The shareholders of Web Watcher at the completion of the Arrangement Agreement continued to collectively own the Investment, albeit through an altered corporate structure. Consequently, given that there was no substantive change in the beneficial ownership of the purchase agreement at the time that it was transferred to the Company, the transfer was recorded under IFRS using the historical carrying values of the purchase agreement in the accounts of Web Watcher at the time of the transfer, which was nil.

10. SEGMENTED INFORMATION

During the period ended March 31, 2014, the Company had one reportable operating segment, being the Wulu Letter of Intent located in one geographical segment, Canada.

11. INCOME TAXES

As at March 31, 2014, the Company has been dormant since incorporation.

12. SUBSEQUENT EVENTS

(a) Distribution of Shares
Shareholders of Web Watcher as of record date of November 18, 2013 are entitled to the Distributed Shares to result in issuance of 14,403,698 common shares of Web Watcher.

(b) Supply Agreement and Sale
Pursuant to a Supply Agreement and Sale dated May 12, 2014 with Resolute Oncology Limited ("Resolute"), a corporation organized and existing under the laws of Ireland. The agreement includes the assignment of agreements between Resolute and other corporations. The consideration for the agreement is issuance of 15,000,000 shares, $25,000 on execution (paid) and $25,000 within 10 days of execution. The agreement is subject to the closing of a financing in the amount of $250,000. A 3% royalty is payable to Resolute calculated on Assignee Revenue defined as any combination of Net Sales and sublicensing revenue specifically excluding equity purchases of the Assignee's securities.

The three underlying assignment agreements are between Resolute and AqVida GmbH a company organized and existing under the laws of Germany which grant Resolute the non exclusive right to sell a dossier of three products: DOCETAXEL by agreement dated June 6, 2013, PACLITAXEL by agreement dated February 22, 2013, and OXALIPLATIN by agreement dated March 28, 2013.
Total consideration of all three products total Euro 220,000 consisting of Euro 70,000 on execution and the rest in stages subject to specific regulatory and marketing authorizations occurring.

Organach Beverage Acquisition Corp.

Financial Statements

For the period from incorporation September 19, 2013 to December 31, 2013

(Unaudited)

(Expressed in Canadian dollars)

Organach Beverage Acquisition Corp.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed financial statements; the statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of financial statements by an entity's auditor.

Management has prepared the information and representations in this interim report. The condensed financial statements have been prepared in accordance with International Financial Reporting Standards and, where appropriate, reflect management's best estimates and judgment. The financial information presented throughout this report is consistent with the data presented in the condensed financial statements.

The company maintains adequate systems of internal accounting and administrative controls, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that relevant and reliable financial information is produced.

"Don Gordon"
Chief Financial Officer

March 28, 2014

Organach Beverage Acquisition Corp.
Statement of Financial Position
As at December 31, 2013
(Expressed in Canadian dollars)

	Note	$
ASSETS		
Current Assets		
Cash		100
		100
LIABILITIES		
Current Liabilities		
Accrued liabilities and accounts payable		-
		-
SHAREHOLDERS' EQUITY		
Capital stock		1
		1
		1

Nature and Continuance of Operations	1
Corporate Restructuring and Commitment	4
Subsequent Events	12

Approved and authorized for issue by the Board of Directors on March 28, 2014

"Donald Gordon"

Donald Gordon, Director

"William Gordon"

William Gordon, Director

The accompanying notes are an integral part of these financial statements

Organach Beverage Acquisition Corp.
Statement of Comprehensive Loss
For the period from incorporation on September 19, 2013 to December 31, 2013
(Expressed in Canadian dollars)

	$
Expenses	**NIL**
Net loss and comprehensive loss	**0**
Basic and diluted loss per common share	**0**
Weighted average number of common shares outstanding	**1**

The accompanying notes are an integral part of these financial statements

Organach Beverage Acquisition Corp.
Statement of Changes in Equity
For the period from incorporation on September 19, 2013 to December 31, 2013
(Expressed in Canadian dollars)

	Number of Outstanding Shares	Share Capital	Deficit	Total Shareholders' Equity
		$	$	$
Share issued for cash on incorporation	1	100	-	100
Balance, December 31, 2013	1	100	-	100

The accompanying notes are an integral part of these financial statements

Organach Beverage Acquisition Corp.
Statement of Cash Flows
For the period from incorporation on September 19, 2013 to December 31, 2013
(Expressed in Canadian dollars)

	$
Cash (used in) /provided by:	
Operating activities	Nil
Net cash used in operating activities	0
Financing activities	
Share issuance	100
Net cash provided by financing activities	100
Increase in cash	100
Cash, beginning	-
Cash, ending	100

Cash paid for interest expense	-
Cash paid for income taxes	-

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Organach Beverage Acquisition Corp. (the "Company") was incorporated on September 19, 2013 and remained dormant other than entering into to a Plan of Arrangement (the "Arrangement Agreement") between the Company and Web Watcher Systems Ltd.("Web Watcher") dated October 23, 2013. Under the Arrangement Agreement, Web Watcher assigned all of its interest in and to letter of intent dated as of June 27, 2013 with Wulu Beverage Co ("Wulu"). As consideration for this asset, the Company will issue 14,403,698 common shares to the Web Watcher shareholders. Web Watcher received shareholder approval to the arrangement at a special meeting of shareholders held on December 19, 2013 (see also Note 4). The principal business of the Company is to distribute quality organic and fair trade coffees, glacier drinking water, and carbonated water supplied by WULU Beverage Co.. The address of the Company's corporate office and principal place of business is 500 – 900 West Hastings Street, Vancouver, British Columbia, Canada.

These 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. The Company's continuing operations, as intended, and its financial success may be dependent upon the extent to which it can successfully raise the capital to implement the investment plan. These 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.

The success of the Company is dependent upon certain factors that may be beyond management's control. If the Company is unable to fund its investments or otherwise fails to invest in an active business, its business, financial condition or results of operations could be materially and adversely affected.

Wulu is not carrying on any business at the present time. All of these facts raise uncertainty about the Company's ability to continue as a going concern. The Company's ability to launch its operations, as intended is dependent on its ability to obtain necessary financing and raise capital sufficient to cover its marketing and other costs.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and 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. Accordingly, these financial statements are prepared in accordance and in 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") and as such do not include all of the information required for full annual financial statements.

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. These 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. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the 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 periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit of loss for the period. For an asset that doses not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting judgments and estimates (continued)

ii) Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments, where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities.

In applying the valuation techniques management makes maximum use of market inputs wherever possible, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. Such estimates include liquidity risk, credit risk and volatility may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

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 December 31, 2013, there is $100 included as cash and cash equivalents.

Deferred finance costs

Professional, consulting and regulatory fees as well as other costs directly attributable to financing transactions are reported as deferred financing costs until the transactions are completed, if the completion of the transaction is considered to be more likely than not. Share issuance costs are charged to share capital when the related shares are issued. Costs relating to financing transactions that are not completed, or for which successful completion is considered unlikely, are charged to operations.

Shared-based payments

Pursuant to the Company's option plan ("Option Plan"), the Company may grant stock options to directors, officers and employees for the purchase of the capital stock of the Company. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The fair value of the options 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. No options are granted at present.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

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 can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. As at December 31, 2013, no provision has been recorded in the Company.

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.

Financial instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instruments: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available-for-sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivable, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the change in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in active markets and whose fair value cannot be reliably measured, which are measured at cost.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Cash	FVTPL
Due to related parties	Other liabilities

The Company's financial instruments measured at fair value on the balance sheet consist of cash which is measured at level 1 of the fair hierarchy. The three levels of the fair value hierarchy are as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices in markets that are not active or models inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

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)

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).

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 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 measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception.

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 the Canadian Agency and Licensing business.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended December 31, 2013, and have not been applied in preparing these financial statements. The following standards and interpretations have been issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committees effective for annual periods beginning on or after January 1, 2013:

IFRS 1 – First time adoption of IFRS
In March 2012, the IASB issued an amendment to this standard, which a new exception was included in respect of government loans. Measurement of below-market rate government loans is allowed to be applied prospectively at date of transition. In addition, if the entity had obtained the information to measure the loan at its fair value at the inception of the loan, it could re-measure the loan on transition. This exception is to be applied on a loan-by loan basis. This amendment is not expected to affect the Company.

IFRS 7 - Financial Instruments: Disclosures
In December 2011, the IASB issued an amendment to this standard, which requires entities to provide additional information about offsetting of financial assets and financial liabilities that will enable users of financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with an entity's recognized financial assets and recognized financial liabilities, on the entity's financial position. This amendment is not expected to affect the Company.

IFRS 10 – Consolidated Financial Statements
IFRS 10 establishes the principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 changed the definition of control such that the same criteria are applied to all entities to determine control. IFRS 10 supersedes all of the guidance in IAS 27, *Consolidated and Separate Financial Statements* and SIC 12, *Consolidation – Special Purpose Entities.*

IFRS 11 – Joint Arrangements
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 venturer 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.*

IFRS 12 – Disclosure of Interests in Other Entities Contributions.
IFRS 12 establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, 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.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies (continued)

IFRS 13 – Fair Value Measurement
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. 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 that is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

IAS 1 – Presentation of Financial Statements
In June 2011, the IASB issued an amendment to IAS 1, which requires entities to separately present items in other comprehensive income based on whether or not they may be recycled to profit or loss in future periods.

IAS 19 – Employee Future Benefits
In June 2011, the IASB issued an amendment to IAS 19, which changes the recognition, measurement and presentation of defined benefit pension expense and provides for additional disclosures for all employee benefits.

IAS 27 – Separate Financial Statements
As a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

IAS 28 – Investments in Associates and Joint Ventures
As a consequence of the issue of IFRS 10, IFRS 11 and IFRS 12, IAS 28 has been amended and will provided the accounting guidance for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee.

IFRIC 20 – Production Stripping Costs
In October 2011, the IASB issued IFRIC 20 Stripping Costs, which requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can identify the component of the ore body for which access has been improved.

The following standard will be effective for annual periods beginning on or after January 1, 2014:

IAS 32 – Financial Instruments: Presentation
In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future changes in accounting policies (continued)

The following standard will be effective for annual periods beginning on or after January 1, 2015:

IFRS 9 – Financial Instruments
In November 2009, as part of the IASB project to replace IIAS 39 *Financial Instruments: Recognition and Measurement*, the IASB issued the first phase of IFRS 9 *Financial Instruments*, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

4. CORPORATE RESTRUCTING AND COMMITMENT

The Company and Web Watcher entered into the Arrangement Agreement on October 23, 2013 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to transfer Web Watcher's interest in the Wulu Letter of Intent dated as of June 27, 2013 (the "Transfer"). As consideration for the Transfer, the Company will issue 14,403,698 common shares to shareholders of Web Watcher ("Distributed Shares'). The Arrangement Agreement was approved by Web Watcher's shareholders on December 19, 2013 and by the Supreme Court of British Columbia on January 7, 2014.

Pursuant to the Plan of Arrangement, Web Watcher's outstanding share purchase warrants and stock options at the Effective Date of the Arrangement, will entitle their holders to acquire common shares of the Company based on an exchange factor, being the number arrived at by dividing 14,403,698 by the number of issued common shares of Web Watcher as of the Share Distribution Record Date (defined by the Arrangement Agreement). Web Watcher may be required to remit to the Company a portion of the funds received by Web Watcher in the event any options in Web Watcher are exercised, in accordance with the formula set out in the Arrangement Agreement. No options were ever issued in Web Watcher.

5. CAPITAL STOCK

a. Authorized: unlimited Common shares without par value

b. Issued and Outstanding:

	Number of Shares	$
Shares issued at inception on May 15, 2012	1	1
Balance, December 31, 2013	**1**	**1**

On issuance of the Distributed Shares, the Company will redeem the 1 common share at $1.

5. CAPITAL STOCK (continued)

Stock Options:

The Company has adopted an incentive stock option plan (the "Option Plan") which provides 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. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. As at December 31, 2013, no options were granted or outstanding.

6. ACQUISITION AGREEMENT

Web Watcher Systems Ltd., ("Web Watcher") and Wulu Beverage Co., ("WULU") and the shareholders of Wulu (the " Wulu Shareholders"), owners of 100% of the issued and outstanding capital stock of Wulu, entered into a Letter of Intent Dated June 27, 2013 with respect to a proposed Merger or Amalgamation (the "Transaction"). Under the Transaction Wulu will complete a takeover or reverse takeover with Organach Beverage Acquisition Corp.

The agreement may be amended, waived, discharged or terminated by either party on 10 days notice.

7. CAPITAL DISCLOSURES

The Company's objectives when managing capital is 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 operation of the Company. 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 and due to related parties; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability of prompt liquidation.

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 carry out sales under its Agency and License Agreement and the economic viability of achieving a level of sufficient sales and/or to raise sufficient equity and/or debt financing in financing the market development. These strategic opportunities or threats arise from a range of factors that 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.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

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 December 31, 2013, the Company the Company had no cash and had not commenced operations.

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. Accrued liabilities are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal.

9. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

The company and Web Watcher, its former parent company, entered into the Arrangement Agreement described in Note 4. The Arrangement Agreement provides for the transfer of the Wulu Letter of Intent from Web Watcher to the Company and the immediate distribution of a controlling interest in the common shares of the Company to the current shareholders of Web Watcher. The shareholders of Web Watcher at the completion of the Arrangement Agreement continued to collectively own the Investment, albeit through an altered corporate structure. Consequently, given that there was no substantive change in the beneficial ownership of the purchase agreement at the time that it was transferred to the Company, the transfer was recorded under IFRS using the historical carrying values of the purchase agreement in the accounts of Web Watcher at the time of the transfer, which was nil.

10. SEGMENTED INFORMATION

During the period ended December 31, 2013, the Company had one reportable operating segment, being the Wulu Letter of Intent located in one geographical segment, Canada.

11. INCOME TAXES

As at December 31, 2013, the Company has been dormant since incorporation.

12. SUBSEQUENT EVENTS

(a) Distribution of Shares
Shareholders of Web Watcher as of record date of November 18, 2013 are entitled to the Distributed Shares to result in issuance of 14,403,698 common shares of Web Watcher.

(b) Letter of Intent
The Letter of Intent dated June 27, 2013 was cancelled by Wulu.

Organach Beverage Acquisition Corp.

MANAGEMENT DISCUSSION AND ANALYSIS

For the period from incorporation on September 19, 2013 to March 31, 2014

As at May 30, 2014

INTRODUCTION

General

Organach Beverage Acquisition Corp. (the "Company") was incorporated on September 19, 2013 and remained dormant other than entering into to a Plan of Arrangement (the "Arrangement Agreement") between the Company and Web Watcher Systems Ltd.("Web Watcher") dated October 23, 2013. Under the Arrangement Agreement, Web Watcher assigned all of its interest in and to letter of intent dated as of June 27, 2013 with Wulu Beverage Co ("Wulu"). As consideration for this asset, the Company will issue 14,403,698 common shares to the Web Watcher shareholders. Web Watcher received shareholder approval to the arrangement at a special meeting of shareholders held on December 19, 2013 (see also Note 4). The principal business of the Company under the Letter of Intent is to distribute quality organic and fair trade coffees, glacier drinking water, and carbonated water supplied by WULU Beverage Co.. The Letter of Intent dated June 27, 2013 was cancelled by Wulu March 21, 2014.
The address of the Company's corporate office and principal place of business is 21599 - 1424 Commercial Drive, Vancouver, British Columbia, Canada.

Basis of Discussion & Analysis

This management discussion and analysis ("Q1 MD&A") is dated as of May 30, 2014 and should be read in conjunction with the interim financial statements of the Company as at March 31, 2014 ("Interim Financial Statements").
Our discussion in this Interim MD&A is based on the March 31, 2014 Interim Financial Statements. The Interim Financial Statements, have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB), and as such do not include all of the information required for full annual financial statements. Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

The Interim Financial Statements have been prepared on a historical cost basis except for certain financial assets measured at fair value as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these financial statements are in accordance with IFRS.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

Significant Accounting Policies

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates that, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the 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 periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from un-utilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

ii) Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

Determination of functional currency

The functional currency is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency for the Company is the Canadian dollar. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Foreign exchange

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are recognized through profit or loss.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized through profit or loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized through profit or loss.

The Company has not classified any financial assets as held-to-maturity or available for sale.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective

evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Other financial liabilities: This category includes promissory notes, amounts due to related parties and accounts payables and accrued liabilities, all of which are recognized at amortized cost. The Company's trade payables and other liabilities are classified as other financial liabilities.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Income taxes

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 year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded based on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries 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 date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off 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.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Future accounting pronouncements

A number of new standards, amendments to standards and interpretations are not yet effective as at March 31, 2014, and have not been applied in preparing the financial statements. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

The IASB amended the disclosure requirements in IFRS 7, “Financial Instruments: Disclosure” to require information about all recognized financial instruments that are set off in accordance with paragraph 42 of IAS 32 “Financial Instruments: Presentation”.

The IASB believes that these disclosures will allow financial statement users to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with an entity's recognized financial assets and recognized financial liabilities, on the entity's financial position.

The amended standard is effective for annual periods beginning on or after January 1, 2013.

"Fair Value Measurement", is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. 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. The new converged fair value framework is effective for annual periods beginning on or after January 1, 2013.

The IASB also issued the following new and revised standards addressing the accounting for consolidation, involvements in joint arrangements and disclosure of involvements with other entities - these five standards must be adopted concurrently and are effective for annual periods beginning on or after January 1, 2013:

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company: IFRS 10, Consolidated Financial Statements ("IFRS 10"), IFRS 11, Joint Arrangements ("IFRS 11"), IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12"), IAS 27, Separate Financial Statements ("IAS 27"), IFRS 13, Fair Value Measurement ("IFRS 13") and amended IAS 28, Investments in Associates and Joint Ventures ("IAS 28"). Each of the new standards is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. 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. The following is a brief summary of the new standards:

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.

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.

Interest-bearing loans and other borrowings

Interest-bearing loans and other borrowings are recognized initially at fair value less related transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the income statement over the period of borrowings on an effective interest basis.

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 estimated at the end of each reporting period, 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. 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.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

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 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 measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income. The Company has not had other comprehensive income since inception and accordingly, a statement of comprehensive income has not been presented.

THE COMPANY AND BUSINESS

The Company and Web Watcher entered into the Arrangement Agreement on October 23, 2013 to conduct a corporate restructuring by way of a statutory plan of arrangement (the "Plan of Arrangement") to transfer Web Watcher's interest in the Wulu Letter of Intent dated as of June 27, 2013 (the "Transfer"). As consideration for the Transfer, the Company will issue 14,403,698 common shares to shareholders of Web Watcher ("Distributed Shares'). The Arrangement Agreement was approved by Web Watcher's shareholders on December 19, 2013 and by the Supreme Court of British Columbia on January 7, 2014.

Web Watcher Systems Ltd., ("Web Watcher") and Wulu Beverage Co., ("WULU") and the shareholders of Wulu (the " Wulu Shareholders"), owners of 100% of the issued and outstanding capital stock of Wulu, entered into a Letter of Intent Dated June 27, 2013 with respect to a proposed Merger or Amalgamation (the "Transaction"). Under the Transaction Wulu will complete a takeover or reverse takeover with Organach Beverage Acquisition Corp.

The agreement may be amended, waived, discharged or terminated by either party on 10 days notice. The Letter of Intent dated June 27, 2013 was cancelled by Wulu March 21, 2014.

RESULTS OF OPERATIONS AND SUMMARY OF QUARTERLY RESULTS

	For the Three Months Ended March 31, 2014	For the period from incorporation on September 19, 2013 to December 31, 2013
Expenses		
Management & Consulting Fees	Nil	Nil
Professional Fees	Nil	Nil
Regulatory and Transfer Agency Fees	Nil	Nil
Net loss and total comprehensive loss for the period	Nil	Nil

Additional Disclosure for Venture issuers without Significant Revenue

Professional Fees include bookkeeping and administration costs to contractors to maintain the company accounting and reporting system and auditing and related fees are paid by a Director of the company subsequent to the period.

LIQUIDITY AND CAPITAL RESOURCES

Financial Position

	March 31, 2014 $	For the period from incorporation on September 19, 2013 to December 31, 2013 $
Assets		
Current		
Cash	-	-
Taxes recoverable	100	100
Total Assets	**100**	**100**

Liabilities and Shareholders' Equity		
Current Liabilities:		
Accrued liabilities	-	-
	-	**-**
Shareholders' Equity:		
Capital stock (Note 5)	**100**	**100**
	100	**100**
Total Liabilities and Shareholders' Equity	**100**	**100**

Changes in Cash Position

	For the Three Months Ended March 31, 2014	For the period from incorporation on September 19, 2013 to December 31, 2013
	$	**$**
Cash (used in) /provided by:		
Operating activities		
Net loss for the period	-	-
Change in non-cash working capital components		
Tax Recoverable	-	-
Accrued liabilities	-	-
Due to related party	-	-
Net cash provided by (used in) operating activities	-	-
Financing activities		

Share issuance	-	100
Net cash provided by financing activities	-	100
Investing activity	-	-
Net cash used in investing activities	-	-
Change in cash	-	100
Cash , beginning of the period	100	-
Cash, end of the period	100	100

The Company's Director and CEO provided necessary working capital for direct payment of obligations as they became due on completion of the Plan of Arrangement and accordingly there was no cash position in the Company.

The Company has not commenced operations and there were no operations for the period ended March 31, 2014

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of accrued liabilities; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability of prompt liquidation.

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 carry out sales under its Agency and license agreement and the economic viability of achieving a level of sufficient sales and/or to raise sufficient equity and/or debt financing in financing the market development. 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.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

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, 2014, the Company had cash balance of $NIL and current liabilities of $Nil. 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. Accrued liabilities are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal.

Share Capital

The total number of common shares issued and outstanding as at March 31, 2014 was 14,403,698 and remains at that as at the date of this report.

Future Cash Requirements

The Company's future capital requirements will depend on many factors, including, among others, cash flow from operations. Should the Company pursue other business opportunities, the Company may need to raise additional funds through debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. Accordingly, the Company is investigating various business opportunities that ideally will increase the Company's positive cash flow.

RELATED PARTY TRANSACTIONS

The company and Web Watcher, its former parent company, entered into the Arrangement Agreement described in Note 4. The Arrangement Agreement provides for the transfer of the VBF Letter of Intent from Web Watcher to the Company and the immediate distribution of a controlling interest in the common shares of the Company to the current shareholders of Web Watcher. The shareholders of Web Watcher at the completion of the Arrangement Agreement continued to collectively own the Investment, albeit through an altered corporate structure. Consequently, given that there was no substantive change in the beneficial ownership of the purchase agreement at the time that it was transferred to the Company, the transfer was recorded under IFRS using the historical carrying values of the purchase agreement in the accounts of Web Watcher at the time of the transfer, which was nil.

Proposed Transactions

No share purchase warrants and stock options were ever granted, outstanding, or exercised as at the Effective Date of the Arrangement of January 7, 2014 in Web Watcher and accordingly no adjustment was made for any such commitments.

RISKS AND UNCERTAINTIES

Start Up Venture

As a start up venture the Company's prospects are affected by the risks, expenses, and difficulties frequently encountered by companies in the growth stage, particularly companies in highly competitively markets. As an early growth-stage company, the risks include, but are not limited to, evolving and unpredictable business models and growth management. To address these risks, the Company must, among other things, expand its customer base, implement and successfully execute its business and marketing strategy, continue to develop and upgrade its cultivation processes, provide superior service to customers, respond to competitive developments, and attract, retain, and motivate qualified personnel. There is no assurance that it can be profitable in the future.

The success of the Company is dependent upon certain factors that may be beyond the Company's control. There is no assurance that it can raise the funds to acquire suitable blueberry properties or that if acquired it can operate the blueberry farms profitably.

Government Regulation

To the extent the tax provisions change or an unfavourable interpretation of the plan is taken by authorities then the ability to execute the plan may be limited.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in marketing and financial corporations. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.

SCHEDULE “B” PRO FORMA FINANCIAL STATEMENTS OF THE COMPANY

Pro forma financial statements for the Company upon completion of the asset purchase and private placement dated June 30, 2014

NETWORK ONCOLOGY INC.
FORMERLY ORGANACH BEVERAGE ACQUISITION CORP.

Pro Forma Financial Statements

Based on the Six Month Period to June 30, 2014
(Unaudited)
(Expressed in Canadian dollars)

August 10, 2014

Network Oncology Inc.,
formerly Organach Beverage Acquisition Corp.
Pro-Forma Combined Balance Sheet
As at June 30, 2014
(Unaudited - Prepared by Management)

	June 30, 2014 Pro-Forma Network Oncology Inc.	Pro-Forma Adjustments (refer to Note 2)	June 30, 2014 Pro-Forma Network Oncology Inc.
ASSETS			
Current Assets			
Cash	786	140,910	141,696
GST Recoverable	-	1,086	1,086
Taxes recoverable	100	-	100
	886	141,996	142,882
Non-Current Assets			
Product license	50,000	340,000	390,000
	50,000	340,000	390,000
Total Assets	$ 50,886	$ 481,996	$ 532,882
LIABILITIES			
Current Liabilities			
Accounts Payable	-	38,700	38,700
Total Liabilities	$ -	38,700	$ 38,700
SHAREHOLDERS' EQUITY			
Capital Stock	100	-	100
Private Placement Shares	71,340	178,660	250,000
Asset Acquisition	-	340,000	340,000
Deficit	(20,554)	(75,364)	(95,918)
Total Shareholders Equity	$ 50,886	$ 443,296	$ 494,182
Total Liabilities and Shareholder Equity	$ 50,886	$ 481,996	$ 532,882

Network Oncology Inc., formerly Organach Beverage Acquisition Corp.
Pro-Forma Combined Statement of Operations For the Period ended June 30, 2014

	Pro-Forma Six Months Ended June 30, 2014	Pro-Forma Adjustments (refer to Note 2)	Pro-Forma Six Months Ended June 30, 2014
EXPENSES			
Legal	10,000	17,561	27,561
Product development	-	25,000	25,000
Consulting	7,000	17,218	24,218
Listing fees	-	12,500	12,500
Website	3,352	-	3,352
Audit/accounting	-	3,000	3,000
Bank Charges	202	85	287
Total Expenses	**$ 20,554**	**$ 75,364**	**$ 95,918**
NET LOSS AND COMPREHENSIVE LOSS	**$ 20,554**	**$ 75,364**	**$ 95,918**
LOSS PER SHARE, BASIC	$ 0.001		$ 0.001
LOSS PER SHARE, FULLY DILUTED	$ -		$ 0.001

Note 1 Basis of Presentation

The accompanying unaudited pro-forma financial statements have been prepared by management of Network Oncology Inc., formerly Organach Beverage Acquisition Corp. ("Network Oncology", or the "Company") and for inclusion in the Listing Statement of Network Oncology Inc., for illustrative purposes only, to show the effect of the asset purchase transaction (the "Transaction") by Network Oncology on the basis of the assumptions described in Note 2 below. The Company has also issued certain shares and share purchase warrants as part of a $250,000 concurrent private placement (the "Private Placement"). Subsequent to June 30, 2014, the date of these pro-forma financial statements, Network Oncology proceeded with the asset acquisition whereby the License was acquired for a combination of $50,000 in cash and the issuance of 17,000,000 shares at a deemed value of $0.02 per share, plus a 3% net sales royalty, and continued fund raising as part of the Private Placement. The Company will complete the funding to the entire amount of the Private Placement concurrent with listing of the shares on the CSE. All financial amounts are shown in Canadian dollars.

These pro-forma combined financial statements have been derived from:

- unaudited financial statements of Network Oncology (formerly Organach Beverage Acquisition Corp.) for the period from September 19, 2013 (incorporation) to December 31, 2013;

- unaudited financial statements of Network Oncology (formerly Organach Beverage Acquisition Corp.) for the period from September 19, 2013 (incorporation) to March 31, 2014;

- financial events occurring in the Company from April 1, 2014 to June 30, 2014 summarized as follows:

  (i) the forward split of the Company's common shares on a 2.5 new shares for each old share basis effective July 11, 2014;

  (ii) the issuance of 3,567,000 post split common shares and 3,567,000 post split share purchase warrants to purchase and additional common share for $0.05 per share for a one year term from the date of issue, in the capital of the Company for proceeds received of $71,340 (part of the concurrent Private Placement;

  (iii) the payment of $50,000 in cash pursuant to the terms of the Supply Agreement Sale and Assignment Agreement; and

  (iv) the payment in cash of $20,554 for services and costs incurred in the operation of the Company.

Network Oncology (formerly Organach Beverage Acquisition Corp.) entered into a Supply Agreement Sale and Assignment dated May 12, 2014 with Resolute Oncology Ltd. of Ireland (the "Supply Agreement Sale and Assignment") and the Amendment to the Supply Agreement Sale and Assignment dated July 31, 2014 (the "Amendment") as effected by the principals of Resolute Oncology Ltd. ("ROL Principals"). Pursuant to the Supply Agreement Sale and Assignment and Amendment, and on the effective date of the asset purchase, the following shall occur and be deemed to occur in the following order without any further delay or formality.

Upon Asset Purchase:

Network Oncology entered into an Supply Agreement Sale and Assignment Agreement dated May 12, 2014 and Amendment dated July 31, 2014 with ROL as effected by the ROL Principals to acquire investment and business assets comprised of four marketing authorizations of oncology generic supply and sale

Note 1 Basis of Presentation, continued

agreements and one marketing agreement for Germany and other countries from ROL in exchange for a) $50,000, b) 17,000,000 common shares of the Company to vendors owning an interest in the assets to be acquired, and c) the grant of 3% royalty on net sales from sales generated under the Supply Agreement Sale and Assignment Agreement.

The assets to be acquired by the Issuer comprise the following material agreements:

1. Agreement on Sale and Purchase of Dossier for Docetaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, June 6, 2013.

Pursuant to the agreement, AqVida GmbH granted to Resolute Oncology Ltd. (a subsidiary of ROI) and its affiliates the non-exclusive right to use the dossier and know-how associated with Docetaxel concentrate, a sterile intravenous formulation containing 20 mg/ml of the final product concentrate dosages, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price if EUR70,000 for marketing authorizations in Germany, payable in the following installments:

(i) EUR35,000 after signing the binding term sheet;
(ii) EUR 35,000 after replying to a deficiency letter and restarting the procedure;
(iii) EUR 10,000 upon receipt of marketing authorizations in each further country in the territory.

2. Agreement on Sale and Purchase of Dossier for Paclitaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, February 22, 2013.

Pursuant to the agreement, Aqvida GmbH granted to ROI and Resolute Oncology Ltd. the non-exclusive right to use the dossier and know-how associated with Paclitaxel concentrate for solution for infusion to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR110,000 for marketing authorizations in Germany, payable in the following installments:

(i) EUR35,000 after signing the binding term sheet;
(ii) EUR 35,000 after replying to a deficiency letter and restarting the procedure;
(iii) EUR 10,000 upon receipt of marketing authorizations in each further country in the territory.

3. Agreement on Sale and Purchase of Dossier for Oxaliplatin between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, March 28, 2013.

Pursuant to the agreement, Aqvida GmbH granted to ROI and Resolute Oncology Ltd. the non-exclusive right to use the dossier and know-how associated with Oxaliplatin concentrate for solution for infusion, a sterile intravenous formulation, based on the dossier containing 5 mg/ml of the final product concentrate dosages, to obtain marketing authorizations and to sell products in Germany, France, the United Kingdom, Spain, Italy, the Netherlands, Belgium, Austria, Switzerland, Sweden, Denmark, Finland, and Norway. The purchase price is EUR50,000 for the marketing authorization in Germany, payable in the following installments:

(i) EUR50,000 upon transfer of the German marketing authorizations in the name of Resolute or its affiliates;
(ii) EUR10,000 upon receipt of a marketing authorization in each further country in the territory.

4. Principal Agreement between Neogen Developments N.V. of Anderlecht, Belgium and ROL, dated for reference, March 20, 2013.

Note 1 Basis of Presentation, continued

Pursuant to the agreement between Neogen Developments N.V. ("Neogen"), a Belgium company, and Resolute Oncology Ltd., Neogen granted to Resolute Oncology Ltd. the personal, non-exclusive, and non-transferable right to use registration documentation for zoledronic acid 4 mg/5 ml vial and zoledronic acid 4 mg/100 ml to obtain one marketing authorization in Spain, the United Kingdom, Germany, and Italy and two marketing authorizations in France, for the purpose of selling, marketing, and distributing the products in the territory. Resolute Oncology Ltd. has the right to convert the license to an exclusive license in Spain, the United Kingdom, France, and Germany within six months of signing the agreement by matching any offer made by a third party for a license in that country within seven days of being notified by Neogen or by paying an additional EUR39,000, whichever is higher. For Italy, Resolute Oncology Ltd. has the option of converting the license to a semi-exclusive license (two parties) within six months of signing the agreement by matching any offer made by a third party for a license in that country within seven days of being notified by Neogen or by paying an additional EUR39,000, whichever is higher. Resolute Oncology Ltd. must pay to Neogen a total one-time down payment of EUR232,000 for the rights granted, by making the following milestone payments:

- EUR 50,000 was paid on November 15, 2012;
- EUR 50,000 to be paid upon grant of the marketing authorization for the 4 mg/5 ml product in the first country of the territory;
- EUR 50,000 to be paid upon grant of the marketing authorization for the 4 mg/100 ml product in the first country of the territory;
- EUR 45,000 to be paid upon the first sale in the territory of the 4 mg/5 ml product no later than six months following grant of the first marketing authorization;
- EUR 37,000 to be paid upon the first sale in the territory of the 4 mg/100 ml product no later than six months following the grant of the first marketing authorization.

5. Service Agreement between World Medical Care GmbH & Co KG of Hamburg, Germany and ROL, dated for reference, March 20, 2014.

The March 2014 three-year Service Agreement with World Medical Care GmbH (WMC) of Hamburg, Germany is expected to be the Issuer's significant asset. Pursuant to the agreement, WMC will exclusively sell and distribute ROL products to cyto-pharmacies and private medical oncologists. In return, WMC will sell its blood plasma portfolio to the same audience in exchange for ROL paying salaries for three to five oncology sales representatives. These experienced representatives bring relationships and access to key accounts that will generate significant sales for ROL over this time period. All other costs are shared between both parties.
The pro-forma combined financial statements have been prepared in accordance with accounting policies generally accepted in Canada that are consistent with the policies used in preparing Network Oncology 's audited financial statements as at and for the year ended September 30, 2012 and the unaudited financial statements for the interim Six month period ended June 30, 2014.

These pro-forma combined financial statements should be read in conjunction with the description of the Transaction contained in the Listing Statement and the historical financial statements of Network Oncology, together with notes, which are referred to above.

In the opinion of management, these pro-forma combined financial statements include all adjustments necessary for a fair presentation of the transactions described in these notes. These pro-forma combined financial statements are not necessarily indicative of the financial position or financial performance that would have resulted had the Transaction taken place at the respective dates referred to above.

Note 2 Pro-forma Adjustments

The pro-forma combined balance sheet and income statement gives effect to the following transactions as if they had occurred at June 30, 2014. The pro-forma combined statements of operations and pro-forma balance sheet give effect to the following transactions as if they had occurred on or before the last day of the period presented:

a) financial events occurring in the Company from July 1, 2014 to July 31, 2014 that include:

(i) the issuance of 17,000,000 post split common shares to ROL at a deemed value of $0.02 per share pursuant to the execution of the Supply Agreement Sale and Assignment Agreement;

(ii) the issuance of 375,000 post split common shares and 375,000 post split share purchase warrants to purchase and additional common share for $0.05 per share for a one year term from the date of issue, all in the capital of the Company for proceeds received of $7,500 (part of the concurrent Private Placement),

(iv) the payment of approximately $7,506 for services and costs incurred in the operation of the Company.

b) Issuance of 8,558,000 units of securities comprised of 8,558,000 post split common shares and 8,558,000 post split share purchase warrants to purchase and additional common share for $0.05 per share for a one year term from the date of issue, all in the capital of the Company for proceeds received of $171,160 as part of the concurrent Private Placement financing.

c) The payment of approximately $29,093 (net of GST recovery) for services and costs estimated to be incurred or have already been incurred in the operation of the Company, and incurring approximately $38,700 in further future services currently forming part of current Accounts ¨Payable as estimated until completion of the CSE listing.

SCHEDULE "C" CALCULATION VALUATION REPORT BY RWE GROWTH PARTNERS, INC. DATED FOR REFERENCE JUNE 11, 2014

CONSENT OF VALUATOR

I refer to the Calculation Valuation Report dated June 11, 2014 (the "**Valuation**") which I prepared for the board of directors of Organach Beverage Acquisition Corp. (the "**Corporation**"), a company whose shares are listed for trading on the Canadian Securities Exchange ("CSE"), and Certain Intellectual Property of Resolute Oncology Limited (**"ROL Assets"**).

I consent to the filing of the Valuation with the securities regulatory authorities with the Canadian Securities Exchange, to the inclusion of the Valuation and/or a proper summary thereof in the CSE's Form 2A and to the use of my name in the Form 2A.

In providing my consent, I do not intend or permit that any person other than the CSE and the board of directors of the Corporation shall rely upon the Valuation which remains subject to the analyses, assumptions, limitations and qualifications contained therein.

RwE GROWTH PARTNERS, INC.

Richard W Evans, MBA, CBV, ASA
Principal
Office: (778) 373-5432
E-Mail: rwevans@rwegrowthpartners.com

Chartered Business Valuator – Canadian Institute of Chartered Business Valuators
Accredited Senior Appraiser – American Society of Appraisers

CALCULATION VALUATION REPORT

CERTAIN INTELLECTUAL PROPERTY OF

RESOLUTE ONCOLOGY LIMITED

27 New Cork Road, Midleton, County Cork, Ireland

Independently prepared for:

ORGANACH BEVERAGE ACQUISITION CORP.

Vancouver, British Columbia, Canada

June 11, 2014

RwE GROWTH PARTNERS, INC.

TABLE OF CONTENTS

Page

SCHEDULES

June 11, 2014

ORANACH BEVERAGE ACQUISITION CORP.
c/o Suite 1220 – 666 Burrard Street
Vancouver, British Columbia
Canada V6C 3N1

Attention: Board of Directors

Dear Sirs:

Re: Calculation Valuation Report (the "Report")
regarding the Intellectual Property developed by Resolute Oncology Limited

1.0 Engagement and Background

1.01 RwE Growth Partners, Inc. ("RwE") was requested and engaged by Organach Beverage Acquisition Corp. ("OBAC") in May of 2014 to prepare this Report on certain intellectual property created, developed and enhanced by Resolute Oncology Limited ("ROL" or the "Company").

RwE is advised that ROL is a wholly subsidiary of Resolute Oncology Inc. ("ROI"). ROI is a public company that has been listed for trading on the U.S. Over-the-Counter Bulletin Board QX ("OTC BB") marketplace.

The intellectual property of ROL (referred to as "ROL IP" or the "IP") includes the following:

1. Principal Agreement between Neogen Developments N.V. of Anderlecht, Belgium and ROL, dated for reference, March 20, 2013.

2. Service Agreement between World Medical Care GmbH & Co KG of Hamburg, Germany and ROL, dated for reference, March 20, 2014.

3. Agreement on Sale and Purchase of Dossier for Docetaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, June 6, 2013.

4. Agreement on Sale and Purchase of Dossier for Paclitaxel between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, February 22, 2013.

5. Agreement on Sale and Purchase of Dossier for Oxaliplatin between AqVida GmbH of Hamburg, Germany and ROL, dated for reference, March 28, 2013.

6. Consulting Agreement with Sean Maenpaa and Shane Ring and ROL, dated May 23, 2014.

The reader should obtain directly from ROL the business and technical and scientific information, data and plans related to the ROL IP.

Given all of the above and the provision of December 31, 2013 ROL financial statements RwE has used March 31, 2014 as the Valuation Date.

1.02 The Report is further defined below in section 2.03 below.

1.03 RwE understands that a Canadian Securities Exchange (the "CSE") public company, Organach Beverage Acquisition Corp. ("OBAC" or the "CSE Pubco"), plans to complete a plan of arrangement whereby the ROL IP (which will be eventually transferred to the CSE Pubco), will be transferred to the CSE Pubco and OBAC will complete a financing of C$250,000 and also issue to ROL 15.0 million shares as well as a 3% perpetual royalty on net revenues from the IP; and 750,000 shares will be issued as a finder's fee to an arm's length party; and OBAC intends to change its name to "Network Oncology Inc." at the transaction closing (collectively, this is referred to as the "Proposed Transaction").

1.04 Based on the above understanding, RwE has been requested by OBAC to undertake the Report in order to provide it a completely independent opinion as to the value of the ROL IP as at the Valuation Date so as to assist it in concluding a possible or proposed transaction with the CSE Pubco regarding the Proposed Transaction.

1.05 Only the final, signed and executed Report may be included for use by the parties in making its arrangement with the CSE Pubco and for possible presentation to the CSE and regulatory bodies.

1.06 The DRAFT report may not to be relied upon by the Company, any ROI/ROL/OBAC and/or any other shareholders, the CSE Pubco and/or any external North American regulatory parties, the CSE, ROI, the B.C. Supreme Court any shareholders and/or their advisors.

1.07 OBAC may request RwE to use the Report for submission to the Supreme Court of British Columbia if a Plan of Arrangement is contemplated in regards to any Proposed Transaction between the CSE Pubco and ROL.

1.08 As RwE has relied extensively on information, materials and representations provided to us by the Company's management and associated representatives, the authors of the Report have required that ROL confirm to RwE in writing that they have reviewed the Report in detail.

Furthermore, RwE has asked ROL to confirm that the information and representations contained in the Report are 100% accurate, correct and complete, and that there are no material omissions of information that would affect the conclusions contained in the Report.

1.07 RwE, its principals and partners, staff and associates, do not assume any responsibility or

liability for losses incurred by you, any previous and existing debt holders and/or related parties or claimed groups to ROI, the CSE Pubco and/or the Company, to existing or other shareholders of ROI, the CSE Pubco and/or the Company and/or any previous related companies, their respective management teams, their collective shareholders and/or any other parties as a result of the circulation, publication, reproduction, or use of the Report, or any excerpts thereto contrary to the provisions of this section of the Report.

1.08 RwE also reserves the right to review all calculations included or referred to in the Report and, if RwE considers it necessary, to revise the Report in light of any information existing at the Valuation Date which becomes known to RwE after the date of the final signed Report.

1.09 For the purpose of this Report, the Valuation Date is March 31, 2014.

1.10 Unless otherwise indicated, all monetary amounts are stated in U.S. dollars (US$).

2.0 Valuation Assessment

2.01 RwE has concluded, given the scope of work (refer to section 5.0) and all of the assumptions that were made (refer to section 6.0) conducted as part of a Calculation Valuation Report that the fair market value of the ***ROL IP as at the Valuation Date is in the range of US$800,000 to US$1.0 million; if asked to provide a specific number RwE would conclude that to be US$900,000.***

2.02 RwE prepared this calculation valuation report as that is the level of report capable to be produced given the detail and level of financial and related data provide to RwE.

A Calculation Valuation Report provides Company with the authors of the Report's conclusion as to value given the scope of work as per the standards issued by the Canadian Institute of Business Valuators (www.cicbv.ca), which the reader should review.

Readers should note that a Calculation Valuation Report is not as detailed as an Estimate Valuation Report or a Comprehensive Valuation Report (those reports can only be undertaken when comprehensive financial data and full technical and financial IFRS and related audits of all financial data are available).

A Calculation Valuation Report – as prepared here - contains conclusions on the value of shares and/or assets based on a limited review and analysis of data and information and it involves limited collaboration of such science, business, market and financial information.

This Report has been prepared as per the Calculation Valuation report guidelines established by the Canadian Institute of Business Valuators ("CICBV"), and in relation to the American Society of Appraisers.

3.0 Conditions and Restrictions

3.01 The Calculation Valuation Report is for OBAC and for its own Board of Directors. It is for this use so that the OBAC Board can use the report for its own internal strategic planning purposes.

3.02 The Report may not be relied upon by any government, the TSX Venture Exchange, the SEC or any other external parties beyond the CSE and the Board of OBAC.

Only the final signed Report may be used for inclusion in any CSE stock exchange submissions or CSE public listing processes in connection with any transactions or as part of the regulatory approval.

3.03 As defined above, any use beyond that defined above is done so without the consent of RwE and readers are advised of such restricted use as set out above.

3.04 As set out in the engagement letter, any use beyond that defined in the engagement letter and here within is done so without the consent of RwE and readers are advised of such restrictions.

3.05 RwE did rely extensively and heavily only on the information, materials and representations provided to it by the Company and management. RwE did apply generally accepted valuation principles to the financial information it did receive from the Company.

RwE has assumed that the information which is contained in the Report, is accurate, correct and complete, and that there are no material omissions of information that would affect the conclusions contained in the Report that the Company is aware of.

The reader should note that RwE did not audit and/or attempt to verify the accuracy or completeness of the ROL data and information available and/or the information – RwE used the data provided and hence RwE can provide no protection from business, technical, scientific and/or market and corporate fraud.

3.06 Should any of the assumed facts and/or the assumptions used in the Report be found to be incorrect, then the valuation conclusion would be rendered invalid and would likely have to be reviewed in light of correct and/or additional information; which may be materially different.

3.07 RwE's assessments and conclusion is based on the information that has been made available to it. Please also refer to all of the assumptions made. RwE reserves the right to review all information and calculations included or referred to in the Report and, if it considers it necessary, to revise part and/or its entire Report in light of any information which becomes known to RwE during or after the date of this Report.

3.08 RwE denies any responsibility, financial or legal or otherwise, for any use and/or improper use of the Report however occasioned.

3.09 RwE as well as all of its principals, partner, staff or associates' total liability for any errors, omissions or negligent acts, whether they are in contract or in tort or in breach of fiduciary duty or otherwise, arising from any professional services performed or not performed by RwE, its principals, partner, any of its directors, officers, shareholders or employees, shall be limited to the fees charged and paid for the Report.

No claim shall be brought against any of the above parties, in contract or in tort, more than two years after the date of the Report.

4.0 Definition of Fair Market Value

4.01 In this Report, fair market value is defined as the highest price available in an open and unrestricted market between informed and prudent parties, acting at arms' length and under no compulsion to act, expressed in terms of cash.

4.02 With respect to the market for the Company or shares or units of a company or its assets viewed "en bloc" there are, in essence, as many "prices" for any business interest as there are purchasers.

Each purchaser for a particular "pool of assets", be it represented by overlying shares or the assets themselves, can likely pay a price unique to it because of its ability to utilize the assets in a manner peculiar to it.

In any open market transaction, a purchaser will review a potential acquisition in relation to what economies of scale (e.g., reduced or eliminated competition, ensured source of material supply or sales, cost savings arising on business combinations following acquisitions, and so on), or "synergies" that may result from such an acquisition.

Theoretically, each corporate purchaser can be presumed to be able to enjoy such economies of scale in differing degrees and therefore each purchaser could pay a different price for a particular pool of assets than can each other purchaser. Based on the authors of the Report's experience, it is only in negotiations with such a special purchaser that potential synergies can be quantified and even then, the purchaser is generally in a better position to quantify the value of any special benefits than is the vendor.

4.03 In this engagement RwE was not able to expose the Company and/or the IP for sale in the open market and were therefore unable to determine the existence of any special interest purchasers who might be prepared to pay a price equal or greater than the fair market value (assuming the existence of special interest purchasers) outlined in the Report.

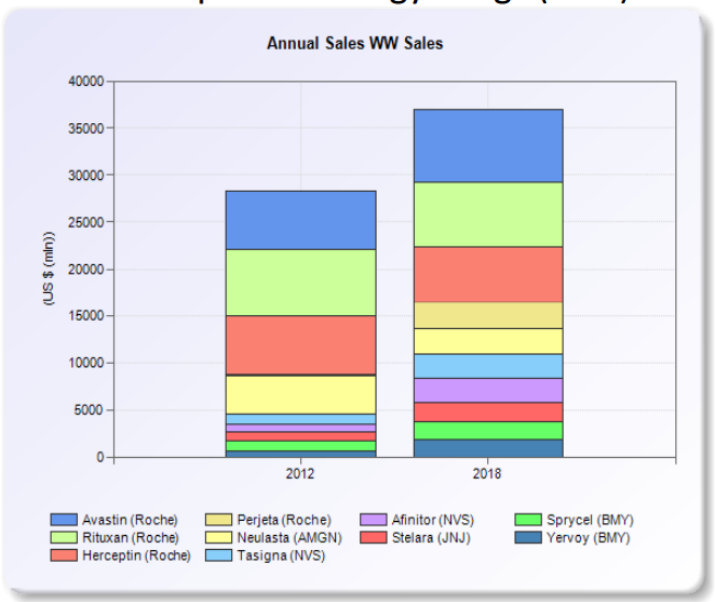
As noted above, special interest purchasers might be prepared to pay a price higher than fair market value for the synergies noted above.

5.0 Scope of Work Conducted

5.01 In arriving at the assessment and conclusion as to the fair market value of the ROL IP as at the Valuation Date, RwE has relied on the following documents and information:

- RwE was engaged in May of 2014 to prepare the Report. As part of its engagement, RwE conducted interviews with management of the Company in May and June of 2014.
- RwE also interviewed and collected information from certain advisors to OBAC and relied on they documentation provision and materials.
- RwE collected information on oncology and the state of the industry from a variety of sources – including third-parties and online sources.
- RwE also reviewed and collected information on the Company and the IP from the ROL online data vault.
- RwE's industry and due diligence research found that oncology market is and remains very large:

Top 10 Oncology Drugs (WW)



Top 10 Drugs (WW)

EvaluatePharma, Defined Health

- Over the past five years the total investment in oncology and related science/fields reached into the hundreds billions of dollars. Investment in oncology research accounted for nearly more than 30% of that total and the funding for more research is expected to expand in the next five years (Source: Defined Health).

- Reviewed the Company management's prepared financial projections for the go-forward multi-year period for the business and for the IP.

- Could not review any type of audited financial statements of the Company and/or related to the IP.

- Did review management prepared financial statements for the Company as at or near December 31, 2013. RwE assumed that the financial statements provided by management are reflective of the financial condition of the Company as at December 31, 2013 and as at March 31, 2014. Readers are cautioned of RwE's assumption to this fact – but RwE had no other financial statements from the Company after December 31, 2013.

- RwE was not provided and did not review any agreements between ROI, ROL and/or CSE Pubco other than those noted on page 1, section 1.01 of this Report and hence this assessment and Report cannot consider any other agreement considerations between the parties and only values the IP.

- Reviewed documentation provided to RwE only from ROL management.

- Reviewed certain technical and related scientific online sites that provided data related to the cancer (Source: www.researchamerica.org):

    - In the U.S., more than 1.6 million people developed cancer in 2012, with a lifetime probability of 1 in 2 men and 1 in 3 women being affected.

    - As the second leading cause of death in the US, cancer led to approximately 575,000 deaths in 2012, equivalent to almost 1,600 deaths per day.

    - Cancer is the leading cause of death among Hispanics. Cancer death rates are highest among African Americans, followed by Caucasians, Native Americans, Hispanics, and Asian Americans.

    - Annual direct and indirect (due to illness related loss of productivity or early death) costs of cancer totaled $263.8 billion in 2010.

    - A study funded by the National Institutes of Health projects that, based on current trends, the annual cost of treating cancer will increase 27% to $158 billion by the year 2020.

- RwE has relied on the above-noted materials and verbal management disclosures with respect to the Company's IP development efforts and expenditures and the nature of the planned CSE Pubco business. The reader should note that access to additional information and outside sources may have resulted in a different valuation conclusion, and such conclusions may have been materially different.

6.0 Assumptions

6.01 In determining the fair market value of the ROL IP and in preparing this Report, RwE have made certain critical assumptions that have been relied on in reaching the Report's conclusions:

(a) As at the Valuation Date, the assets of the Company are as noted in the Report and there is no material liabilities related to the Company or the ROL IP and ROL's shareholder ownership, nor that there are any obligations or encumbrances with ROI; all of which is based entirely from Company management disclosures.

(b) The Company's IP is owned 100% by ROL and ROL has the ability to transfer and provide OBAC with the IP – which means that all revenues/sales and/or merger and acquisition transactions from the IP would be OBAC's at the closing of the Proposed Transaction.

(c) The Company, ROI and all parties to the agreements specified in section 1.01 have no litigations, or balance sheet, or off-balance sheet, liabilities and/or claims against it or the IP that has not been disclosed in the Report.

(d) The CSE Pubco and/or the Company will secure sufficient capital to close the Proposed Transaction so as to be able to commercialize the IP as set out by ROL management as has been set out in the Report and the Schedules.

(e) The go-forward tax rate related to a notional purchaser of the IP would be 40% and there is no value to any loss carry forwards.

(f) There are no liens or encumbrances on the IP nor has the IP or any related any assets been pledged in any way unless otherwise disclosed in the Report.

(g) The Company and ROI have complied with all shareholder, corporate governance, government taxation and regulatory practices as well as all aspects of their contractual agreements that would have an effect on the IP and there are no other material agreements entered into by the Company or ROI that are not disclosed in the Report that would have any material effect on the IP.

(h) RwE has not valued the CSE Pubco or the Company and/or assessed or analyzed and/or determined the fairness of any Proposed Transaction that would be completed between any of the parties, whether that is the Company and/or the CSE Pubco.

(i) There is no material change in the financial position of the Company and the IP from December 31, 2013 to the Valuation Date.

(j) The Company has adequate access to capital to fund its operations from December 31, 2013 to the Valuation Date and the closing of the Proposed Transaction.

(k) An audit of the Company's financial statements as at December 31, 2013 would not result in any material changes to the stated financial statements and disclosures provided to RwE by ROL.

(l) Sean Maenpaa remains as the CEO and runs the operations of the CSE Pubco and specified ROL staff are included as part of the Proposed Transaction.

(m) All conditions precedent to the closing of the Proposed Transaction have, or will be, as concluded as outlined in the Report, as at or after the closing of the Proposed Transaction.

(n) The Company and ROI and all of their related parties and their principals had no contingent liabilities, shareholder actions, and/or claims, unusual contractual arrangements, or substantial commitments, other than in the ordinary course of business, nor litigation pending or threatened, nor judgments rendered against ROL, ROI, or the IP, that are not clearly stated and included in the Report that would affect the Report.

6.02 RwE reserves the right to review all information and calculations included or referred to in this Report and, if it considers it necessary, to revise its views in the light of any information which becomes known to it during or after the date of this Report.

Reader caution - additional information may have resulted in material changes to the valuation conclusions in the Report; and such value changes may be material.

7.0 Valuation Methodologies

7.01 The first stage in determining which approach to utilize in valuing business assets or a company is to determine whether the assets or the company is a going concern or whether it should be valued based on a liquidation assumption.

Assets or a business is deemed to be a going concern if it is both conducting operations at a given date and has every reasonable expectation of doing so for the foreseeable future after that date. If a company is deemed to not be a going concern, it is valued based on a liquidation assumption.

7.02 In valuing an asset and/or a business, there is no single or specific mathematical formula. The particular approach and the factors to consider will vary in each case.

Where there is evidence of open market transactions having occurred involving the shares, or operating assets, of a business interest, those transactions may often form the basis for establishing the value of the company.

In the absence of open market transactions, the three basic, generally-accepted approaches for valuing a business interest are:

(a) The Income / Cash Flow Approach;

(b) The Market Approach; and

(c) The Cost or Asset-Based Approach.

A summary of these generally-accepted valuation approaches is provided below.

7.03 The Income/Cash Flow Approach is a general way of determining a value indication of assets or a business (or its underlying assets), using one or more methods wherein a value is determined by capitalizing or discounting anticipated future benefits.

This approach contemplates the continuation of the operations, as if the business is a "going concern".

7.04 The Market Approach to valuation is a general way of determining a value indication of a business or an equity interest therein using one or more methods that compare the subject entity to similar businesses, business ownership interests and securities (investments) that have been sold. Examples of methods applied under this approach include, as appropriate: (a) the "Guideline Public Company Method", (b) the "Merger and Acquisition Method"; and (c) analyses of prior transactions of ownership interests in the subject entity.

7.05 The Cost Approach is based upon the economic principle of substitution. This basic economic principle asserts that an informed, prudent purchaser will pay no more for an asset than the cost to obtain an opportunity of equal utility (that is, either purchase or construct a similar asset). From an economic perspective, a purchaser will consider the costs that they will avoid and use this as a basis for value.

The Cost Approach typically includes a comprehensive and all- inclusive definition of the cost to recreate an asset.

Typically the definition of cost includes the direct material, labor and overhead costs, indirect administrative costs, and all forms of obsolescence applicable to the asset.

7.06 The Asset-Based Approach is adopted where either: (a) liquidation is contemplated because the business is not viable as an ongoing operation; (b) the nature of the business is such that asset values constitute the prime determinant of corporate worth (e.g., vacant land, a portfolio of real estate, marketable securities, or investment holding company, etc.); or (c) there are no indicated earnings/cash flows to be capitalized.

If consideration of all relevant facts establishes that the Asset-Based Approach is applicable, the method to be employed will be either a going-concern scenario ("Adjusted Net Asset Method") or a liquidation scenario (on either a forced or an orderly basis), depending on the facts.

7.07 Lastly, a combination of the above approaches may be necessary (i.e., a "Weighted Approach") to consider the various elements that are often found within specialized companies and/or are associated with various forms of intellectual property and where one or two approaches to value is insufficient to capture the nature of the business operations and its assets.

8.0 Valuation Method Used

8.01 Going Concern versus Liquidation Value

The first stage in determining fair market value of the IP is to establish which assumption/method/approach to utilize undertaking the valuation.

To do this, RwE must first determine whether the Company or the ROL IP is a going concern or whether it should be valued based on a liquidation assumption.

A business or assets are deemed to be a going concern if they are both conducting operations at a given date and/or have every reasonable expectation of doing so for the foreseeable future after that date.

If a company or its assets is deemed not to be a going concern then they should be valued based on a liquidation assumption.

With respect to the Company or the ROL IP, RwE believed it was appropriate (based on discussion with management) to value both on a going concern basis. The reason for this is:

i. The Company has been in operation for a period of time and has conducted material market and business research and development (and found interesting IP) and has advanced the ROL IP to the point that other parties now want to sell the IP going forward;

ii. Investors have viewed the ROL IP as having real potential and as likely viable and have invested in it so that ROL has been able to operate and develop it;

iii. the Company has developed business plans and financial models that shows the ROL IP will generate and possible positive income through its IP, through its agreements set out in section 1.01, other income producing agreements – with the ROL IP gaining interest in the generics marketplaces;

iv. The oncology business does appear to have real commercial appeal and it has certain potential in various European marketplaces;

v. parties have been providing the ROL IP (and related entity) with amounts of capital to sustain operations and there is expectation (no evidence presented otherwise), this would continue until positive cash flows can be generated; and,

vi. the going concern approach yields a higher value than a liquidation approach.

Given the nature and status of the IP and the planned IP commercialization development plans, the IP does appear to have oncology, scientific and commercial potential.

Given the above as well as the approaches of valuation outlined in the Report, it is the view of the authors of the Report that that the most appropriate methods in determining the range of the fair market value of the ROL IP as at the Valuation Date was using a weighting of distinctive and separate valuation methods (such that one considers the past/present and future).

By analyzing the IP and related business in this manner RwE believes that it has properly accounted for the historical development efforts and research, its past results, historical investors' interest, the IP's current future operations and the potential material growth of the IP.

The methods are as follows:

(1) Depreciated Replacement Cost Method

(2) Relief from Royalty Method

(3) Public Guideline Method

(4) Modified Discounted Cash Flow

8.02 The reader should note that RwE also attempted to use a variety of other traditional and acceptable valuation approaches (e.g., historical transactions, discounted cash flow analysis, etc.). In this regard, RwE considered all of these valuation approaches (including historical transactions) but were unable to use any of them as there was either a lack of data and information available or such information was not certain and/or detailed enough and/or relevant to use. For example, RwE was advised that the historical transactions method was not possible as most previous investors have invested to gain very small percentages of ROI/ROL or were related party transactions.

9.0 Valuation of the ROL Intellectual Property

9.01 RwE has undertaken to assess and calculate the value of ROL IP. This work is outlined in Schedules 1.0 to 11.0 below.

9.02 Schedules 1.0 and 2.0 outline the Company's management-prepared financial statements as at December 31, 2013, converted to U.S. dollars.

9.03 Schedule 3.0 outlines the IP's stated business and financial forecast for the period 2014 to 2016 and then RwE's estimates of the business operations for the period 2017 – 2019. RwE viewed comparable companies and data in order to see industry build-outs and estimates as to their business models. Some of the firms reviewed (both for their own

business models and those of their acquisitions and partners) and included were: Adamis Pharmaceuticals Corporation, Mylan, Inc., Amgen Inc., Clovis Oncology, Inc. and Immunomedics Inc. (collectively, the "Comparable Firms").

9.04 *Tangible Asset Backing* - In determining the underlying book value of the common shares of the Company, it can be important and useful to view the tangible asset backing ("TAB") of ROL as at December 31, 2013. Valuation theory holds that the value of a firm's tangible assets affects a purchaser's analysis of the risk inherent in investing in that firm. Tangible asset backing is defined as the aggregate fair market value of all tangible and identifiable intangible assets of a business, where the latter have values that can be separately determined under a going-concern assumption, minus all liabilities. Valuation theory holds that tangible asset backing is relevant, given the higher TAB, generally the higher the value of a firm. RwE believed it was not appropriate to use this method as a method in the weighting of the overall value of IP. The reader should refer to Schedule 4.0 for a detailed breakdown of the tangible asset backing of the Company.

9.05 *Leverage Analysis* - RwE had to also assess whether there are any redundancies or redundant assets in ROL or related to the IP. Redundant assets are defined as those assets, which are not required in the day-to-day operation of a business, and accordingly can be liquidated or put to some alternative use without any "financial risk" to the business. The fair market value of a corporation's redundant assets increases the fair market value of its shares. This is considered an under-levered financial position. Alternatively, a company's capital structure may be over-levered, or in need of funds, when compared to industry norms and would require an equity injection. The degree of over-leverage is considered as negative redundancy and must be adjusted for in determining a company's fair market value. In reviewing ROL's financial position as at December 31, 2013, RwE is of the view that a notional injection of equity/capital is required. The reader should refer to Schedule 5.0.

9.06 *Depreciated Replacement Cost Method* - RwE considered that the value of the ROL IP should be based on the technical, business, market and research and development work conducted by the Company and its founder with respect to the overall intellectual property created as an appropriate and realistic method to also determining the value of the IP as at the Valuation Date. In this regard, RwE took the book value of the IP at the Valuation Date and made adjustments to include the intangible value of the IP. The reader should refer to Schedule 6.0 for this analysis.

9.07 *Relief from Royalty Method* - The Relief from Royalty Method is based on the proposition that a firm would be willing to pay a royalty in lieu of ownership, to possess the benefits of the IP (and all of the related intellectual property to each). Application of this methodology involves: (a) estimating the remaining financial period over which the IP can be projected to; (b) an estimate of future related revenue and a reasonable net royalty rate (revenue projections based on management's estimates and industry due diligence and the gross royalty {based on revenues} is estimated to be in the range of 3% for the IP – refer to Schedule 7.0 for detailed explanations), and (c) the estimation of an

appropriate discount rate range that reflects the assessment of royalty risk, financial and commercial and market potential to the IP and also considers the market size and potential of such intangible assets in the short- and long-term at the Valuation Date. The royalty rates are applied to the forecasted revenues to arrive at an estimate of the royalty income attributable to the IP. The royalty cash flow is then discounted to present value at an appropriate discount rate and subsequently, totaled to arrive at a fair value conclusion. The reader should refer to Schedule 7.0 for the detailed analysis and work undertaken.

9.08 *Public Guideline Method – Comparable Public Companies* - A multiple of cash invested was used – as due diligence with the Comparable Firms and parties and investors involved with them considered this. RwE used this approach as it was somewhat accepted within this field and sector as a valuation technique. This method also recognizes that notional purchasers are likely to compare the Company's assets (i.e., the IP), at least partially, to other organizations (that also have such intangible cancer-related assets) providing partially similar sciences and technologies (but not duplicate) competitive and/or like products and services within similar marketplaces. In doing this work, RwE identified, and examined data on numerous firms active in related fields that had certain scientific, technical, business, market and financial risks partially similar to the Company and the IP and whose common shares trade on North American and other stock exchanges. The reader should refer to Schedule 8.0 for this analysis.

9.09 *Modified Discounted Cash Flow Method* - As a starting point for the Modified Discounted Cash Flow Method, RwE reviewed the Company's financial projections for years ended December 31 as outlined in Schedule 3.0. In interviewing ROL management RwE understands that material detailed analysis and sufficient financial detail has gone into creating the provided IP projections and there is a level of detail to the underlying assumptions and expected business model. A traditional discounted cash flow analysis was combined with probability-weighted scenarios – this is referred to as a First Chicago Method. Such an approach takes into consideration that the Company may have varying degree of profits, and gross margins which may vary significantly given initial commercialization efforts and ongoing research and development, and operating revenues and earnings that are somewhat uncertain. Four separate discounted cash flow analyses were performed to reflect the differing probabilities associated with achieving the Company's financial projections. The reader is advised to refer to Schedule 9.0.

The purpose of the probability weighting is to address the uncertainty associated with the IP's projected results while utilizing traditional valuation approaches. Thus, the four scenarios included in Schedule 9.0 represent the potential range of results that the IP may achieve in the future from a best case to worst case. Uncertainty of future results is always the most difficult part of determining a reasonable fair market value for a business and the use of probability-weighted scenarios is a way to manage such uncertainty and provide a reasonable valuation conclusion. This approach was used to account for the longer-term projected increase going forward. Valuation theory holds that such assessment of cash flows is important to understand the short-term and long-term value attributable to the assets of a Company or in this case the ROL IP.

A discount rate is used to convert a future stream of cash flows into value, whereas a capitalization rate (equal to the discount rate minus the cash flow growth rate) is utilized to convert a single period's cash flow into value. When utilizing debt-free cash flow, the most appropriate discount rate is the Company's weighted average cost of capital ("WACC"), which provides an expected rate of return based on the Company's capital structure, the required yield on the Company and IP's equity, and the required yield on interest-bearing debt. Starting with the risk-free rate prevalent at the Valuation Date, a generic equity risk premium, as well as an IP-specific risk premium is then added. Traditionally, business appraisers have almost uniformly used Ibbotson Associates' equity risk premium ("ERP") study that was based on data gathered in the Ibbotson Stocks, Bonds, Bills, and Inflation Classic Yearbook. The Ibbotson SBBI 2008 Classic Yearbook found an ERP of approximately 7% on an arithmetic average from 1926 to 2011. The build-up method also incorporates a small stock premium based on a study published by the Ibbotson SBBI 2008 Classic Yearbook. This study demonstrates that an investment in the smallest decile of stocks traded on the New York Stock Exchange provides yet another percentage return. With U.S. government bond yields set as of the date of the Valuation, the implied return requirement for investing in a market basket of publicly traded equities is set out in Schedule 10.0.

9.10 *Weighted Valuation Assessment* - It was apparent in reviewing ROL IP that determining the fair market value of the IP was not simple. A review of various valuation methods indicated a range of value related to the IP as at the Valuation Date. RwE believed it was appropriate to value the IP based on a weighting of various valuation approaches so as to find a reasonable range of fair market value of the IP. RwE deemed it appropriate to use this Weighted Valuation Approach that considered the Depreciated Replacement Cost Method, the Relief from Royalty Method, the Comparable Public Companies Guideline Method and the Modified Discounted Cash Flow Method. RwE believed that by considering all of these various valuation methods, that a weighted average could be found that would consider each element of value as well as each time aspect (i.e., the past, present and future) and hence properly reflect the value of the IP. Refer to Schedule 11.0 to review the work that was undertaken and the related analysis and conclusions.

10.0 Valuation Conclusion

It is the view of RwE that given the scope of its engagement and with reference to its engagement letter that the appropriate means to determine the value of the IP as at the Valuation Date is as noted throughout Schedules 1.0 to 11.0. It is also very important that the reader should also read and review carefully the scope of work conducted and the assumptions that were used and made to arrive at the Report's conclusions. RwE believed the methods used are appropriate and the conclusions are reasonable given the information that was available to be used to determine value.

The end result is a calculated fair market value for the ROL IP is in the range of US800,000 to US$1.0 million; if asked to provide a specific number RwE would conclude that to be US$900,000.

11.0 Qualifications and Independence

11.01 The Report preparation was carried out by Mr. Richard W. Evans, MBA, CBV, ASA.

RwE Growth Partners, Inc. is a specialized group of seasoned professionals providing strategic and tactical assurance and advisory financial services to firms in a select set of industries – those often being high technology, health and sciences, and the natural resource sectors.

RwE's background is full described on its corporate website: www.rwegrowthpartners.com.

Since 1994 Richard W. Evans has been involved in the financial services and management consulting fields and has been involved in the preparation of over 1,500 technical and assessment reports, business plans, business valuations, and feasibility studies. Richard Evans is the principal of RwE Growth Partners, Inc.

He has fifteen years of experience working in the areas of valuation, litigation support, mergers & acquisitions and capital formation.

He has more than 10 years of management experience in the high tech field where he held various positions in technical support, marketing, project manager, channels management and senior management positions.

Prior to focusing on expanding and diversifying a small financial consulting firm in Western Canada, Richard was extensively involved in the high technology sector in Western Canada and the U.S. Pacific Northwest where he served for two years as the General Manager of Sidus Systems Inc.

At Sidus he was directly responsible for managing the firm's C$15 million business operation throughout Western Canada and the Pacific Northwest.

Previous to this, he spent almost nine years with Digital Equipment of Canada Limited where he was involved in a technical support, sales, marketing, project management and eventually channels management capacity. Richard has been actively involved in the above professional services with hundreds of companies and has served as a Board Member for a select number of public and private firms.

His area of professional expertise is in middle market and micro-cap industrial and technology companies, especially firms needing advice and assistance with mergers and acquisitions, operating plans and their valuations.

Richard has conducted and also undertaken work used on and relied upon by public companies and regulatory bodies in Canada, the United States, Europe and Asia.

He has undertaken valuation work for the Courts in British Columbia, Alberta, Ontario, the U.S., China and Australia as well as for the Family Court in B.C.

He obtained his Bachelor of Business Administration degree from Simon Fraser University, British Columbia in 1981 as well as completed his Master's degree in Business Administration at the University of Portland, Oregon in 1984 (where he graduated with honors).

Richard holds the professional designations of Chartered Business Valuator and Accredited Senior Appraiser. He is a member in good standing with both the Canadian Institute of Chartered Business and the American Society of Appraisers.

- Bachelor of Administration, Simon Fraser University, 1981
- Specialization in Business and Marketing
- Masters Degree in Business Administration (MBA), University of Portland, 1984
- Specialization in High Technology
- Graduated with Honors - Beta Gamma Sigma (Graduated Top 10% of Class)
- Chartered Business Valuator, Canadian Institute of Chartered Valuators, 2001
- Accredited Senior Appraiser, American Society of Appraisers, 2008

Richard holds the professional designations of Chartered Business Valuator and Accredited Senior Appraiser.

A small sample of private and public company medical, health sciences, valuations and fairness opinions performed by RwE during past few years:

Pyng Medical Corporation	Verisante Technology Inc.	Avagenesis Corp.
Biological Medical Holdings	Genairex, Inc.	Centaurus Scientific
Dragon Pharmaceutical Inc.	iData Research, Inc.	Sarasota Medical Products
Institute for Integrated Medicine	Merus Labs International	Volition Pte Limited

Richard is extensively involved in sports coaching management and volunteer work throughout BC helping young adults and volunteer associations.

Richard has industry training and work experience in various forms of software and technology development using a structured (Plan, Design, Manage and Implement) analysis and review methodology.

The analyses, opinions, calculations and conclusions were developed, and this Report has been prepared in accordance with the standards set forth by the Canadian Institute of Chartered Business Valuators.

The fee established for the Report has not been contingent upon the value or other opinions presented.

RwE has not done any previous valuation or related work with ROI, ROL and/or CSE Pubco for the three years previous to the date of the Report.

The authors of the Report do have a prospective interest in and/or with ROI, the IP, ROL and/or CSE Pubco, all of the assets discussed in this Report and/or any entity that is the subject of this Report.

RwE has no possible future fees due if CSE Pubco and/or ROL and/or any related party completes any Proposed Transaction and/or type of transaction(s).

RwE is, for the purposes of preparing this Report, an independent chartered business valuation firm.

Yours very truly,

RwE GROWTH PARTNERS, INC.

Richard W Evans, MBA, CBV, ASA
Principal
Office: (778) 373-5432
E-Mail: rwevans@rwegrowthpartners.com

Chartered Business Valuator – Canadian Institute of Chartered Business Valuators
Accredited Senior Appraiser – American Society of Appraisers

RESOLUTE ONCOLOGY LIMITED

Balance Sheet

as at December 31, 2013 **Schedule 1.0**

United States Dollars

	As at December 31, 2013 (Unaudited) Mgmt. Issued
ASSETS	
Curent Assets	
Cash	505.48
Accounts receivable	25,872.23
Other receivable	-
Inventories	22,838.75
Prepaid expenses	7,283.76
Total Current Asset	**56,500.22**
Non-current Assets	
Property, Software & Equipment (net)	(12,302.01)
Loan to Related Party	34,100.00
Intangible Asset	1,026,442.29
Total Other Assets	**1,048,240.27**
TOTAL ASSETS	**1,104,740.50**
LIABILITIES	
CURRENT LIABILITIES	
Accounts payable	533,717.66
VAT Tax	(153.59)
Payable on Purchase Agreement	341,000.00
Accrued Expenses	74,117.55
Loan from ROI	2,008,200.75
Total Current Liabilities	**2,956,882.38**
LONG TERM LIABILITIES	
Loans payable	-
Convertible debentures	-
Other long-term liabilities	-
Deferred income tax liabilities	-
Total Long Term Liabilities	**-**
TOTAL LIABILITIES	**2,956,882.38**
SHAREHOLDERS' EQUITY	
Share capital	-
Additional Paid-In Capital	(1,203,143.48)
Net income/earnings	-
Accumulated deficit	(648,998.40)
Total Equity / Book Value	**(1,852,141.88)**
TOTAL LIABILITIES & EQUITY	**1,104,740.50**

RESOLUTE ONCOLOGY LIMITED

Income Statement

as at December 31, 2013 **Schedule 2.0**

United States Dollars

	For the 12 months ended December 31, 2013 (Unaudited) Mgmt. Issued
REVENUES	21,034.31
COST OF SALES	21,964.04
GROSS PROFIT	**(929.73)**
OPERATING EXPENSES	
Amortization	12,302.01
Consulting and advisors and marketing	489,679.90
General and administration	91,239.60
Professional legal and accounting	50,356.12
Rent and related costs	3,143.79
TOTAL OPERATING EXPENSES	**646,721.42**
NET INCOME (LOSS) FROM OPERATIONS	**(647,651.15)**
OTHER INCOME & EXPENSES	
Interest expenses	0.00
Other finance costs	0.00
Bad debt expenses	0.00
Impairment loss on intangible assets	0.00
Other long-term liabilities write-off	0.00
Foreign exchange (gain) loss	1,347.25
TOTAL (INCOME) & OTHER EXPENSES	**1,347.25**
NET INCOME BEFORE TAXES	**(648,998.40)**

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Base Financial Projections & Cash Flow - As Prepared by Management as at the Valuation Date

as at the Valuation Date **Schedule 3.0**

United States Dollars

Periods ending December 31st

ROL Intellectual Property

	Mgt. Projections (Internal Analysis)			RwE Extrapolated Estimates (External & Independent Analysis)		
	2014	**2015**	**2016**	**2017**	**2018**	**2019**
Revenues	$4,964,333	$10,686,445	$15,413,200	$21,578,480	$28,052,024	$32,259,828
YOY %			44.2%			
OPEX	$1,006,202	$1,300,315	$2,046,000	$2,805,202	$3,506,503	$3,871,179
% of Revenue		12.2%	40.0%			
Net Income	$3,958,131	$9,386,130	$13,367,200	$18,773,278	$24,545,521	$28,388,648
% of Revenue		87.8%	86.7%	87.0%	87.5%	88.0%
EBITDA	**$3,978,131**	**$9,416,130**	**$13,407,200**	**$18,833,278**	**$24,620,521**	**$28,468,648**
% of NI		100.3%	100.3%	100.3%	100.3%	100.3%

RESOLUTE ONCOLOGY LIMITED

Tangible Asset Backing

Schedule 4.0

as at December 31, 2013

Canadian Dollars

	Company Unadjusted	Adjustments	TAB Adjusted	Notes
CURRENT ASSETS				
Cash	505	-	505	
Accounts receivable	25,872	-	25,872	
Other receivable	-	-	-	
Inventories	22,839	-	22,839	
Prepaid expenses	7,284	-	7,284	
Adjusted Current Assets			**56,500**	
***less:* CURRENT LIABILITIES**				
Accounts payable	533,718	-	533,718	
VAT Tax	- 154	-	- 154	
Payable on Purchase Agreement	341,000	-	341,000	
Accrued Expenses	74,118			
Loan from ROI	2,008,201	- 2,008,201	-	1
Adjusted Current Liabilities			**874,564**	
WORKING CAPITAL			**(818,064)**	
***plus: INTANGIBLES &* OTHER ASSETS**				
Property, Software & Equipment (net)	- 12,302	-	- 12,302	
Loan to Related Party	34,100	- 34,100	-	1
Intangible Asset	1,026,442	(1,026,442)	-	2
Adjusted Other Assets			**- 12,302**	
***less:* Long Term Liabilities**				
Loans payable	-		-	
Convertible debentures	-		-	
Other long-term liabilities	-		-	
Deferred income tax liabilities	-		-	
			-	
Assets less Liabilities			**(830,366)**	
Tangible Asset Backing, Say			**NIL**	

Notes

1. Assumed converted to equity or foregiven.
2. Removed intangible assets.

RESOLUTE ONCOLOGY LIMITED

Leverage Analysis Calculation

Schedule 5.0

as at December 31, 2013

Canadian Dollars

	As at Valuation Date	Factor	Margin	
Security - Margin Analysis				
Cash	505	100%	505	
Accounts receivable	25,872	75%	19,404	
Other receivable	0	75%	0	
			19,910	**A**

	TIE	
Times Interest Earned Coverage		
EBIT	(648,998)	
Interest Rate	5.5%	
Industry Times Interest Earned	1.50	
Times Interest Earned Amount	**-7,866,647**	**B**

	Company	Industry/Competitors	
Ratio Analysis			
Current Ratio	0.06	2:1	
Debt:Equity Ratio	0.00	1.5:1	
		n/a	**C**

Adjustment - Working Capital Requirements (Current Assets less the Current Liabilities)

Additional Equity required for stated Working Capital for IP Transfer only, say	**250,000**

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Depreciated Replacement Cost Method for the ROL IP

as at the Valuation Date

Schedule 6.0

Historical Reported Piad-in Capital and Cost:	$882,000
Non-Reported and Soft Costs:	$625,000
Total:	$1,507,000

TECHNICAL AND INTELLECTUAL CREATIVE RE-DEVELOPMENT BURDEN - Replacement Value

Individuals involved in Development

	Industry Acceptable (Europe & North America) Standards - Adjusted Costs/Professionals	Annual Rate	Contract Period		DEPRECIATED REPLACEMENT COST - Intellectual Property Year 1 # People	Year 1 Costs	Year 2 # People	Year 2 Costs	Project Total:
Scientific, Engineer and Overall Project Management	2014 - Projected Salary	175,000	2.0	years	1.0	175,000	1.0	175,000	350,000
Technical, Engineering and Scientific Related Professionals									
#1 Scientific and Business and Marktplace Development	2014 - Projected Salary	90,000	1.0	years	2.0	180,000	0.0	0	180,000
#2 Business and Market Analysis Development	2014 - Projected Salary	85,000	1.0	years	2.0	170,000	0.0	0	170,000
#3 Business Systems Development	2014 - Projected Salary	80,000	1.0	years	2.0	160,000	0.0	0	160,000
Specialists - Strategic Market and Business Partnership Development	2014 - Projected Salary	125,000	1.0	years	1.0	125,000	0.0	0	125,000
Specialists - Business Assurance, etc.	2014 - Projected Salary	90,000	1.0	year	0.0	0	2.0	180,000	180,000
						810,000		355,000	1,165,000
Development Staff Burden									
Development Operating Expenses	35% of Development Staff Burden					283,500		124,250	407,750
Other Costs (as provided by management and via industry due diligence work):									
Basic systems and equipment						40,000		0	40,000
Specialized market analysis and related medical equipment and tools						20,000		10,000	30,000
Total Development Burden						1,228,500		489,250	1,642,750

Estimated Burdened Replacement Cost for the current Intellectual Property

Depreciated* over the Commercialize Cycle:	Years	Annual %	Total
(based on lost utility/innovation)	2 years	15%	1,186,887
	2 years	20%	1,051,360
	Basic Average:		1,119,123

INTELLECTUAL AND ENGINEERING DEVELOPMENT BURDEN - Replacement Value

Estimated Total Number of Man-Years for Re-Development	11
Total Burdened Cost	1,642,750
Maximum Number of Creative and Development Proessionals and Managers at One-Time	8
Estimated Elapsed Time (in years) to Re-Develop Current Intellectual Property	3.0

Net Present Value (10% Discount Rate)	999,217
Net Present Value (20% Discount Rate)	964,762

"Fair Discount" as at the Valuation Date:	-20%

Supporting Technical/Business as well as Discount Range Selection Rationale:

Assumptions, Conditions and Analysis:

- Basic drug technology is well documented.
- Use of products and treatments "going forward" appears possible and practial.
- Marketplaces are well defined and national/regional inm nature.
- Business and market development professionals and managers do exist in Europe and North America.
- Work done to-date and ideas can be re-created.
- Normalized business and scientific professional salary costs are from HR Websites.
- The commercial life expectancy of the exisiting ROL IP (as it is) would not be less than approximately 10+ years based on data reviewed.
- Labor costs for re-development assumed constant over the replacement cost period.
- Burden rates are based on RwE assessments and taken from industry review.
- "Re-Development Work" discount rate range of 12% to 16% due to level of risk.
- Project Total - Two for "Re-Development" based on realistic work to replicate IP in place.

Discount is Related to the Following:	
Quality/Uniqueness - ROL IP	15%
Strategic Partners and Customers in Place	10%
Revenues/Contracts from the ROL IP	10%
Brand Acceptance	-20%
Competitiveness/Generics/Mkt Issues	-35%
Total:	-20%

FMV Range	
Low	770,000
High	800,000
Midpoint:	790,000

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Relief from Royalty Analysis - IP Fair Market Value

as at the Valuation Date **Schedule 7.0**

		2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
		Based on Mgt. Projections			Extrapolated						
Projections of Revenues or Income		4,964,333	10,686,445	15,413,200	21,578,480	28,052,024	32,259,828	35,485,810	39,034,391	40,986,111	42,215,694
			115.3%	44.2%	40.0%	30.0%	15.0%	10.0%	10.0%	5.0%	3.0%
Net Royalty Income	3.0%	148,930	320,593	462,396	647,354	841,561	967,795	1,064,574	1,171,032	1,229,583	1,266,471
Administrative and Commercialization Costs		3,723	8,015	11,560	16,184	21,039	24,195	26,614	29,276	30,740	31,662
Before Tax Income		145,207	312,579	450,836	663,538	862,600	991,990	1,091,189	1,200,308	1,260,323	1,298,133
Income Taxes	40.0%	58,083	125,031	180,334	265,415	345,040	396,796	436,475	480,123	504,129	519,253
Net Income		87,124	187,547	270,502	398,123	517,560	595,194	654,713	720,185	756,194	778,880
Present Value	35%	$74,984	$119,567	$127,743	$139,267	$134,109	$114,241	$93,085	$75,847	$58,992	$45,009
Present Value	30%	$76,413	$126,531	$140,382	$158,934	$158,934	$140,595	$118,965	$100,663	$81,305	$64,418
Add: Residual Value (Multiple x year 2023) and apply Capitalization Rate											$31,506
Add: Residual Value (Multiple x year 2023) and apply Capitalization Rate											$45,093

Discount Rate	35%
Discount Rate	30%
Residual Multiple	0.70

Relief from Royalty Value Range
(includes deduction of C$250,000 of additional paid-in capital)

Low End	**$760,000**
High End	**$960,000**
Midpoint	**$860,000**

Revenue growth is accomplished as denoted in Company documentation and extrapolated by RwE based on industry due diligence.
Administration costs associated with Royalty is as stated and estimated through due diligence conducted.
The commercial life expectancy is indefinite.
Royalty Rate of 3.0% is reasonable for this intangible asset of this kind given due diligence conducted.
The royalty rate for this IP is based on our review of the industry and from data collected from our subscription services to Pratt's Stats, BVMarketdata and ktMine on royalty rates and licence fees for a number of drug, cancer, and related health science industries and sectors. This diligence did support that a royalty rate in the 2% to 4% was reasonable.
The Company has sufficient capital (C$250,000) to commence operations and initiate a license agreement so that the acquirer (which will fund mid- and longer-term years) so that the forecast can be realized.
The discount rate used is based on RwE's assessment of business, market, technical and financial risks.
Income tax rate of 40% on earned Royalty income is assumed by RwE.
The Company continues to maintain, develop and enhance the IP and follows the rationale and statements in its business and market plans.

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Public Guideline Method - Comparable Public Companies

as at the Valuation Date **Schedule 8.0**

United States Dollars

Company Name	Ticker	Exchange	Market (mil) Capitalization	TTM Revenues	TTM $ Raised	TTM EBITDA	TTM IP Reported	Mkt. Cap/ Revenues	Mkt. Cap/ $ Raised	Mkt. Cap/ EBITDA	Mkt. Cap/ IP Reported
Adamis Pharmaceuticals Corporation	ADMP	NasdaqCM	56.3	0.0	54.7	0.0	9.5	n/a	1.03	n/a	5.93
Mylan, Inc.	GILD	NasdaqGS	18,600.0	6,990.0	11,200.0	1,877.0	2,578.0	2.66	1.66	9.91	7.21
Amgen Inc.	AMGN	NasdaqGS	89,200.0	18,960.0	59,500.0	7,610.0	13,300.0	4.70	1.50	11.72	6.71
Clovis Oncology, Inc.	CLVS	NasdaqGS	1,350.0	13.6	800.0	(84.7)	244.5	99.26	1.69	n/a	5.52
Immunomedics Inc.	IMMU	NasdaqGM	290.6	9.2	266.0	(30.7)	0.0	31.59	1.09	n/a	n/a
Data reported is in Millions											
EBTIDA=Earnings Before Interest, Taxes, Depreciation and Amortization				**Average**				**34.55**	**1.39**	**10.82**	**6.34**
US Dollars Millions											

Calculated Average Multiplier (per Capital Raised)	Discount Range to Apply*	Multiplier
1.39	20%	1.12
1.39	30%	0.98

	To-Date	
Capital Raised - per ROL's historical financial statements as at December 31, 2013	$882,000	
	Low	**High**
Adjusted Multipler	0.98	1.12
Fair Market Value, say	**$860,000**	**$980,000**

Support for Discount to Comparable Company Multiplies

	Low	High
Size	3%	5%
Liquidity	3%	4%
Stage of Development	3%	5%
Operational Infrastructure	2%	4%
Financial Capabilities and Working Capital Needed	2%	4%
Depth of Management Team / Board of Directors	3%	4%
Strategic Partnerships in Place	4%	4%
	20%	**30%**

Refer to Description of Each Comparable Company on the Next Page

Adamis Pharmaceuticals Corporation

Adamis Pharmaceuticals Corporation, a biopharmaceutical company, engages in the development and commercialization of specialty pharmaceutical products in the therapeutic areas of oncology, immunology and infectious diseases, and allergy and respiratory. The company focuses on the development of small molecule compounds, which comprise APC-100, APC-200, and APC-300 for the treatment of human prostate cancer; telomerase vaccine technologies; and other vaccine technologies for providing protection against various viral infectious agents. Its products under development also comprise TeloB-VAX, a novel cell-based vaccine product for prostate cancer; and Savvy(C31G), a contraceptive gel. The companys allergy and respiratory product pipeline includes Epinephrine Injection USP 1, a pre-filled single dose syringe product for use in the emergency treatment of extreme acute allergic reactions or anaphylactic shock; APC-1000, a steroid hydrofluoroalkane (HFA) metered dose inhaler product for asthma and chronic obstructive pulmonary disease; APC-2000, a generic HFA bronchodilator; and APC-3000, an HFA pressurized metered dose nasal steroid for the treatment of seasonal and perennial allergic rhinitis. It has a strategic manufacturing, supply, and product development agreement with Beximco Pharmaceuticals Ltd. The company is based in San Diego, California.

Mylan, Inc.

Mylan Inc., a pharmaceutical company, develops, licenses, manufactures, markets, and distributes generic, branded generic, and specialty pharmaceuticals worldwide. It operates in two segments, Generics and Specialty. The Generics segment primarily provides generic or branded generic pharmaceutical products in tablet, capsule, injectable, or transdermal patch form, as well as active pharmaceutical ingredients (APIs). This segment is also involved in developing APIs with non-infringing processes to partner with manufacturers; and the manufacture and sale of injectable products in the therapeutic areas of antineoplastics, anti-infectives, anesthesia/pain management, and cardiovascular. In addition, it produces finished dosage form (FDF) products for the antiretroviral (ARV) market and non-ARV FDF products that are marketed to third parties. This segment serves proprietary and ethical pharmaceutical wholesalers and distributors, group purchasing organizations, drug store chains, independent pharmacies, drug manufacturers, institutions, and public and governmental agencies. The Specialty segment manufactures and sells branded specialty injectable and nebulized products comprising EpiPen Auto-Injector for the treatment of severe allergic reactions; and Perforomist Inhalation Solution, a formoterol fumarate inhalation solution for the maintenance treatment of bronchoconstriction in chronic obstructive pulmonary disorder patients. It also offers ULTIVA, an analgesic agent used during the induction and maintenance of general anesthesia. This segment serves pharmaceutical wholesalers and distributors, pharmacies, and healthcare institutions.

Amgen Inc.

Amgen Inc., a biotechnology company, discovers, develops, manufactures, and delivers human therapeutics in the areas of oncology, hematology, inflammation, bone health, nephrology, cardiovascular, and general medicine worldwide. Its principal products include Neulasta, a pegylated protein for the treatment of chemotherapy-induced febrile neutropenia; NEUPOGEN, a recombinant-methionyl human granulocyte colony-stimulating factor for treating the patients with non-myeloid malignancies; and Enbrel for the treatment of rheumatoid arthritis, plaque psoriasis, and psoriatic arthritis in adult patients. The companys principal products also comprise Aranesp and EPOGEN erythropoiesis-stimulating agents for the treatment of anemia and dialysis; XGEVA and Prolia for the prevention of skeletal-related events and treatment of postmenopausal women with osteoporosis; and Sensipar/Mimpara products for use in the treatment of secondary hyperparathyroidism in CKD patients on dialysis. Its other marketed products include Nplate, a thrombopoietic compound; and Vectibix, a human monoclonal antibody. The companys products in phase 3 clinical trial comprise Evolocumab, a human monoclonal antibody used for the treatment for dyslipidemia; Talimogene Laherparepvec for the treatment of unresected stage IIIB, IIIC, or IV melanoma; and Trebananib for the treatment of ovarian cancer. Its other product in development stage includes Ivabradine, an oral drug for chronic heart failure and stable angina in patients with elevated heart rates. The company markets its products to healthcare providers, including physicians or their clinics, dialysis centers, hospitals, and pharmacies; consumers; and pharmaceutical wholesale distributors. It has collaborative arrangements with Pfizer Inc.; Glaxo Group Limited; AstraZeneca Plc.; Takeda Pharmaceutical Company Limited; UCB; and Bayer HealthCare Pharmaceuticals Inc. Amgen Inc. was founded in 1980 and is headquartered in Thousand Oaks, California.

Clovis Oncology, Inc.

Clovis Oncology, Inc., a biopharmaceutical company, focuses on acquiring, developing, and commercializing anti-cancer agents in the United States, Europe, and internationally. The company has three clinical development programs and one drug discovery program underway. Its clinical development programs include CO-1686, an oral epidermal growth factor receptor and mutant-selective covalent inhibitor, which is in Phase I/II clinical trials for the treatment of non-small cell lung cancer; rucaparib, an oral inhibitor of poly polymerase that is being explored in Phase II or III clinical trials for treating ovarian cancer patients, and Phase II clinical trials for treating pancreatic cancer patients; and lucitanib, an oral inhibitor of the tyrosine kinase Phase I/IIa clinical trials for the treatment of breast and lung cancers. The company's drug discovery program includes the discovery of cKIT inhibitor targeting resistance mutations for the treatment of GIST, a gastrointestinal cancer. It has license agreements with Advenchen Laboratories LLC, Avila Therapeutics, Inc., and Pfizer Inc.; collaboration and license agreement with Les Laboratoires Servier; a drug discovery collaboration agreement with Array BioPharma Inc.; and a collaboration with Foundation Medicine, Inc. Clovis Oncology, Inc. was founded in 2009 and is headquartered in Boulder, Colorado.

Immunomedics Inc.

Immunomedics, Inc., a biopharmaceutical company, focuses on the development of monoclonal antibody-based products for the targeted treatment of cancer, autoimmune, and other serious diseases. Its products include epratuzumab, which is in two Phase III clinical trials for the treatment of lupus; Yttrium-90 labeled clivatuzumab tetraxetan, a therapeutic product candidate that completed a Phase Ib clinical trial for the treatment of pancreatic cancer; and Veltuzumab, a humanized anti-CD20 monoclonal antibody for the treatment of non-Hodgkin lymphoma (NHL). The companys products also comprise Milatuzumab, a transmembrane protein that is highly expressed in MM and other B-cell lymphomas and leukemias, and in certain solid tumors; Yttrium-90-Labeled Epratuzumab Tetraxetan, a radiolabeled CD22 antibody product candidate for patients with NHL; Labetuzumab, a proprietary humanized antibody, which is in Phase II clinical development stage, targets the carcinoembryonic antigen, CEACAM5; and hRS7, an internalizing humanized anti-epithelial glycoprotein-1 antibody. It also manufactures and commercializes LeukoScan, a diagnostic imaging system to determine the location and extent of infection/inflammation in bone in patients with suspected osteomyelitis, including patients with diabetic foot ulcers. The company has strategic partnerships and relationships with UCB, S.A.; and a collaboration agreement with Algeta ASA for the development of epratuzumab. Immunomedics, Inc. was founded in 1982 and is headquartered in Morris Plains, New Jersey.

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Modified Discounted Cash Flow Analysis

as at the Valuation Date **Schedule 9.0**

United States Dollars

$	Base Outcome Discounted Cash Flow Value	Probability	Expected Value	Discount Factor on Sales	Discount Factor on Expenses
Scenario A	1,900,000	25%	475,000	0.00%	0.00%
Scenario B	1,300,000	25%	325,000	5.00%	2.50%
Scenario C	700,000	25%	175,000	10.00%	5.00%
Scenario D	0	25%	0	15.00%	7.50%
Fair Market Value, say			**$ 1,000,000**		

$	Low Outcome Discounted Cash Flow Value	Probability	Expected Value	Discount Factor on Sales	Discount Factor on Expenses
Scenario A	1,900,000	20%	380,000	0.00%	0.00%
Scenario B	1,300,000	20%	260,000	5.00%	2.50%
Scenario C	700,000	30%	210,000	10.00%	5.00%
Scenario D	0	30%	0	15.00%	7.50%
Fair Market Value, say			**$ 900,000**		

$	High Outcome Discounted Cash Flow Value	Probability	Expected Value	Discount Factor on Sales	Discount Factor on Expenses
Scenario A	1,900,000	30%	570,000	0.00%	0.00%
Scenario B	1,300,000	30%	390,000	5.00%	2.50%
Scenario C	700,000	20%	140,000	10.00%	5.00%
Scenario D	0	20%	0	15.00%	7.50%
Fair Market Value, say			**$ 1,100,000**		

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Discounted Cash Flow Analysis - Scenario A

as at the Valuation Date

United States Dollars

US$	2014	2015	2016	2017	2018
Revenue	**$4,964,333**	**$10,686,445**	**$15,413,200**	**$21,578,480**	**$28,052,024**
OPEX	$1,006,202	$1,300,315	$2,046,000	$2,805,202	$3,506,503
Net Income	$3,958,131	$9,386,130	$13,367,200	$18,773,278	$24,545,521
Net Income Before Tax	$3,958,131	$9,386,130	$13,367,200	$18,773,278	$24,545,521
Add: Amort./Depreciation	$20,000	$30,000	$40,000	$60,000	$75,000
Cash Flow Before Tax	$3,978,131	$9,416,130	$13,407,200	$18,833,278	$24,620,521
Tax Loss Carry Forwards	$0	$0	$0	$0	$0
Tax Due On	$3,958,131	$9,386,130	$13,367,200	$18,773,278	$24,545,521
Taxes	$1,583,253	$3,754,452	$5,346,880	$7,509,311	$9,818,208
Cash Flow After Tax	**$2,394,879**	**$5,661,678**	**$8,060,320**	**$11,323,967**	**$14,802,313**
Sustaining Capital Reinvestment	$47,321	$47,321	$47,321	$47,321	$47,321
Less: Tax Shield Related Thereto:					
Sustaining Capital Reinvestment, Net of Related Tax Shield	$152,679	$152,679	$152,679	$152,679	$152,679
Cash Flow	**$2,242,200**	**$5,508,999**	**$7,907,641**	**$11,171,288**	**$14,649,634**
OPEX Adjustments - Industry Data	$1,241,083	$2,671,611	$3,853,300	$5,394,620	$7,013,006
Net Cash Flow	**$1,001,117**	**$2,837,388**	**$4,054,341**	**$5,776,668**	**$7,636,628**
Discounted Cash Flow@30%	$877,972	$1,913,842	$2,103,290	$2,304,877	$2,343,492
Discounted Cash Flow@28%	$884,803	$1,958,865	$2,186,402	$2,433,386	$2,512,807
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 30%					$2,320,057
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 28%					$2,487,679
Total Discounted Cash Flow (High)					$11,863,528
Total Discounted Cash Flow (Low)					$12,463,942
GCV Midpoint					**$12,163,735**
Less: Required Short-Term Working Capital - Note 1					$250,000
Less: Longer-Term Marketplace Growth and Expansion Capital					$10,000,000
Fair Market Value - $, say					**$1,900,000**

Assumed Annual Sustaining Capital Reinvestment	200,000		
Discount Rate High - Note 2	30%	Tax Rate - Note 4	40.00%
Discount Rate Low - Note 2	28%		
Residual Multiple - Note 3	0.99		

Notes

1 See Schedule 5.0 - Leverage Adjustment.

2 Discount Rate Build-Up

	Low	High
WACC	26.0%	26.0%
Additional Risk Factors		
Financial Position and Results	0.5%	1.0%
Size and Scope of Operations	0.5%	1.0%
Competition	1.0%	2.0%
	28.0%	30.0%

3 Multiple for Terminal Value

Average Cost of Equity	29.0%
Long Term Growth	1.0%
Cap Rate	28.0%
Multiple for Terminal Value	3.60
Discount for Significant Expansion Risk - Multi-Country	0.99

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Discounted Cash Flow Analysis - Scenario B

as at the Valuation Date

United States Dollars

Revenues and Cost of Goods Sold Discounted By	**5.0%**
Operating Expenses Discounted By	**2.5%**

US$	2014	2015	2016	2017	2018
Revenue	**$4,716,116**	**$10,152,123**	**$14,642,540**	**$20,499,556**	**$26,649,423**
OPEX	$955,892	$1,235,299	$1,943,700	$2,664,942	$3,331,178
Net Income	$3,760,225	$8,916,824	$12,698,840	$17,834,614	$23,318,245
Net Income Before Tax	$3,760,225	$8,916,824	$12,698,840	$17,834,614	$23,318,245
Add: Amort./Depreciation	$19,500	$29,250	$39,000	$58,500	$73,125
Cash Flow Before Tax	$3,779,725	$8,946,074	$12,737,840	$17,893,114	$23,391,370
Tax Loss Carry Forwards	$0	$0	$0	$0	$0
Tax Due On	$3,760,225	$8,916,824	$12,698,840	$17,834,614	$23,318,245
Taxes	$1,504,090	$3,566,729	$5,079,536	$7,133,845	$9,327,298
Cash Flow After Tax	**$2,275,635**	**$5,379,344**	**$7,658,304**	**$10,759,268**	**$14,064,072**
Sustaining Capital Reinvestment	$47,321	$47,321	$47,321	$47,321	$47,321
Less: Tax Shield Related Thereto:					
Sustaining Capital Reinvestment, Net of Related Tax Shield	$152,679	$152,679	$152,679	$152,679	$152,679
Cash Flow	**$2,122,956**	**$5,226,666**	**$7,505,625**	**$10,606,590**	**$13,911,393**
OPEX Adjustments - Industry Data	$1,179,029	$2,538,031	$3,660,635	$5,124,889	$6,662,356
Net Cash Flow	**$943,927**	**$2,688,635**	**$3,844,990**	**$5,481,701**	**$7,249,038**
Discounted Cash Flow@30%	$827,817	$1,813,506	$1,994,684	$2,187,185	$2,224,550
Discounted Cash Flow@28%	$834,258	$1,856,170	$2,073,504	$2,309,133	$2,385,271
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 30%					$2,202,304
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 28%					$2,361,419
Total Discounted Cash Flow (High)					$11,250,047
Total Discounted Cash Flow (Low)					$11,819,755
GCV Midpoint					**$11,534,901**
Less: Required Short-Term Working Capital - Note 1					$250,000
Less: Longer-Term Marketplace Growth and Expansion Capital					$10,000,000
Fair Market Value - $, say					**$1,300,000**
Assumed Annual Sustaining Capital Reinvestment	200,000				
Discount Rate High - Note 2	30%		**Tax Rate**		40.00%
Discount Rate Low - Note 2	28%				
Residual Multiple - Note 3	0.99				

Notes

Refer to Scenario A

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Discounted Cash Flow Analysis - Scenario C

as at the Valuation Date

United States Dollars

Revenues and Cost of Goods Sold Discounted By	**10.0%**
Operating Expenses Discounted By	**5.0%**

US$	2014	2015	2016	2017	2018
Revenue	**$4,467,900**	**$9,617,800**	**$13,871,880**	**$19,420,632**	**$25,246,822**
OPEX	$905,581	$1,170,283	$1,841,400	$2,524,682	$3,155,853
Net Income	$3,562,318	$8,447,517	$12,030,480	$16,895,950	$22,090,969
Net Income Before Tax	$3,562,318	$8,447,517	$12,030,480	$16,895,950	$22,090,969
Add: Amort./Depreciation	$19,000	$28,500	$38,000	$57,000	$71,250
Cash Flow Before Tax	$3,581,318	$8,476,017	$12,068,480	$16,952,950	$22,162,219
Tax Loss Carry Forwards	$0	$0	$0	$0	$0
Tax Due On	$3,562,318	$8,447,517	$12,030,480	$16,895,950	$22,090,969
Taxes	$1,424,927	$3,379,007	$4,812,192	$6,758,380	$8,836,388
Cash Flow After Tax	**$2,156,391**	**$5,097,010**	**$7,256,288**	**$10,194,570**	**$13,325,831**
Sustaining Capital Reinvestment	$47,321	$47,321	$47,321	$47,321	$47,321
Less: Tax Shield Related Thereto:					
Sustaining Capital Reinvestment, Net of Related Tax Shield	$152,679	$152,679	$152,679	$152,679	$152,679
Cash Flow	**$2,003,712**	**$4,944,332**	**$7,103,609**	**$10,041,891**	**$13,173,153**
OPEX Adjustments - Industry Data	$1,116,975	$2,404,450	$3,467,970	$4,855,158	$6,311,705
Net Cash Flow	**$886,737**	**$2,539,882**	**$3,635,639**	**$5,186,733**	**$6,861,447**
Discounted Cash Flow@30%	$777,662	$1,713,171	$1,886,078	$2,069,494	$2,105,608
Discounted Cash Flow@28%	$783,713	$1,753,474	$1,960,607	$2,184,879	$2,257,736
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 30%					$2,084,552
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 28%					$2,235,159
Total Discounted Cash Flow (High)					$10,636,565
Total Discounted Cash Flow (Low)					$11,175,568
GCV Midpoint					**$10,906,066**
Less: Required Short-Term Working Capital - Note 1					$250,000
Less: Longer-Term Marketplace Growth and Expansion Capital					$10,000,000
Fair Market Value - $, say					**$700,000**

Assumed Annual Sustaining Capital Reinvestment	200,000		
Discount Rate High - Note 2	30%	**Tax Rate**	40.00%
Discount Rate Low - Note 2	28%		
Residual Multiple - Note 3	0.99		

Notes

Refer to Scenario A

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Discounted Cash Flow Analysis - Scenario D

as at the Valuation Date

United States Dollars

Revenues and Cost of Goods Sold Discounted By	**15.0%**
Operating Expenses Discounted By	**7.5%**

US$	2014	2015	2016	2017	2018
Revenue	**$4,219,683**	**$9,083,478**	**$13,101,220**	**$18,341,708**	**$23,844,220**
OPEX	$855,271	$1,105,268	$1,739,100	$2,384,422	$2,980,528
Net Income	$3,364,412	$7,978,211	$11,362,120	$15,957,286	$20,863,693
Net Income Before Tax	$3,364,412	$7,978,211	$11,362,120	$15,957,286	$20,863,693
Add: Amort./Depreciation	$18,500	$27,750	$37,000	$55,500	$69,375
Cash Flow Before Tax	$3,382,912	$8,005,961	$11,399,120	$16,012,786	$20,933,068
Tax Loss Carry Forwards	$0	$0	$0	$0	$0
Tax Due On	$3,364,412	$7,978,211	$11,362,120	$15,957,286	$20,863,693
Taxes	$1,345,765	$3,191,284	$4,544,848	$6,382,914	$8,345,477
Cash Flow After Tax	**$2,037,147**	**$4,814,676**	**$6,854,272**	**$9,629,872**	**$12,587,591**
Sustaining Capital Reinvestment	$47,321	$47,321	$47,321	$47,321	$47,321
Less: Tax Shield Related Thereto:					
Sustaining Capital Reinvestment, Net of Related Tax Shield	$152,679	$152,679	$152,679	$152,679	$152,679
Cash Flow	**$1,884,468**	**$4,661,998**	**$6,701,593**	**$9,477,193**	**$12,434,912**
OPEX Adjustments - Industry Data	$1,054,921	$2,270,870	$3,275,305	$4,585,427	$5,961,055
Net Cash Flow	**$829,548**	**$2,391,128**	**$3,426,288**	**$4,891,766**	**$6,473,857**
Discounted Cash Flow@30%	$727,507	$1,612,836	$1,777,472	$1,951,803	$1,986,666
Discounted Cash Flow@28%	$733,168	$1,650,778	$1,847,709	$2,060,626	$2,130,201
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 30%					$1,966,799
Add: Residual Value (Multiple x year 2018) and apply Discount Rate of 28%					$2,108,899
Total Discounted Cash Flow (High)					$10,023,083
Total Discounted Cash Flow (Low)					$10,531,381
GCV Midpoint					**$10,277,232**
Less: Required Short-Term Working Capital					$250,000
Less: Longer-Term Marketplace Growth and Expansion Capital					$10,000,000
Fair Market Value - $, say					**$0**

Assumed Annual Sustaining Capital Reinvestment	200,000		
Discount Rate High - Note 2	30%	**Tax Rate**	40.00%
Discount Rate Low - Note 2	28%		
Residual Multiple - Note 3	0.99		

Notes

Refer to Scenario A

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Discount Rate Selection

as at the Valuation Date **Schedule 10.0**

United States Dollars

Assumptions				Industry Average Debt to Equity Ratio
			Debt	5.0%
Risk Free Rate	1.50%		Equity	95.0%
Prime Rate	4.00%			
IP Specific Risk Premium	12.00%			
Cost of Debt	12.00%			
Tax Rate	40.00%	Debt	5%	
		Equity	95%	

Cost of Equity

Long-term government bond yields	3.28%
Adjusted large cap equity risk premia	8.28%
Small cap equity risk premia	3.45%
Company specific risk	12.00%
Required equity return to induce investment in the IP	27.01%

Weighted Average Cost of Capital

WACC =Cost of Debt (1-tax rate) (Debt /Total Capital) + Cost of Equity (Equity/Total Capital)

26.02%

RESOLUTE ONCOLOGY LIMITED - INTELLECTUAL PROPERTY

Weighted Valuation Approach

as at the Valuation Date **Schedule 11.0**

United States Dollars

Low Range

Approach	*Fair Market Value*	*Weighting*	*Timeframe*	*Fair Market Value*
Depreciated Replacement Cost Method	770,000	25%	Past/Current	192,500
Relief from Royalty Method	760,000	25%	Future only	190,000
Public Guideline Method	860,000	25%	Past/Current/Future	215,000
Modified Discounted Cash Flow Method	900,000	25%	Future only	225,000
Fair Market Value, say				**$800,000**
		100%		

High Range

Approach	*Fair Market Value*	*Weighting*	*Timeframe*	*Fair Market Value*
Depreciated Replacement Cost Method	800,000	25%	Past/Current	200,000
Relief from Royalty Method	960,000	25%	Future only	240,000
Public Guideline Method	980,000	25%	Past/Current/Future	245,000
Modified Discounted Cash Flow Method	1,100,000	25%	Future only	275,000
Fair Market Value, say				**$1,000,000**
		100%		

Fair Market Value, midpoint:	**$900,000**

SCHEDULE "D" CERTIFICATE OF THE COMPANY

The first certificate below must be signed by the CEO, CFO, any person or company who is a promoter of the Issuer and two directors of the Issuer. In the case of an Issuer re-qualifying following a fundamental change, the second certificate must also be signed by the CEO, CFO, any person or company who is a promoter of the target and two directors of the target.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Network Oncology Inc., hereby applies for the listing of the above mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to Network Oncology 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, B.C.

this 9th day of January, 2015.

/ s / Sean Maenpaa

Sean Maenpaa

Director, President, and Chief Executive Officer

/ s / Shane Ring

Shane Ring

Director

/ s / Sean Maenpaa

Sean Maenpaa

Promoter

/ s / Bill Thomas

Bill Thomas

Director, Chief Financial Officer, Corporate Secretary, and Treasurer