OPEN SOURCE HEALTH INC.

CNSX FORM 2A
LISTING STATEMENT

February 6, 2014

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Schedule "A"	Financial Statements of Sunshine Capital Corporation • Audited Financial Statements for the Years Ended December 31, 2012, 2011 and 2010 and the unaudited interim financial statements for the nine month period ending September 30, 2013
Schedule "B"	Financial Statements of Open Source Health Corporation • Audited Financial Statements for the period from March 27, 2013 to September 30, 2013
Schedule "C"	Management's Discussion and Analysis of Sunshine Capital Corporation
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Schedule "E"	Pro Forma Consolidated Financial Statements of the Issuer as at December 31, 2012 and September 30, 2013

Forward-Looking Statements

Unless otherwise indicated, use of the term "**Sunshine**" refers to Sunshine Capital Corporation prior to the Transaction (as defined below). Unless otherwise indicated, use of the term "**Issuer**" refers to Sunshine Capital Corporation following the Transaction, together with Open Source Health Corporation ("**OSH**"), its wholly-owned operating subsidiary. The information provided in this listing statement (the "**Listing Statement**"), including information incorporated by reference, may contain "forward-looking statements" about Sunshine, OSH and the Issuer. In addition, the Issuer 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 Issuer 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 Issuer that address activities, events or developments that the Issuer 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 Issuer and/or OSH 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 availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest; and

- other risks described in this Listing Statement and described from time to time in documents filed by the Issuer with Canadian securities regulatory authorities.

Consequently, all forward-looking statements made in this Listing Statement and other documents of the Issuer 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 Issuer or OSH. 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 Issuer and/or persons acting on its behalf may issue. The Issuer and/or OSH undertake 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. See *Section 17 – Risk Factors*.

Market And Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Issuer 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, neither Sunshine nor OSH have 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.

2. CORPORATE STRUCTURE

2.1(A) – Corporate Name and Head and Registered Office – Sunshine

Sunshine was incorporated with the name "Sunshine Capital Corporation", as it is presently known. Sunshine's head office and registered office is located at #3, 559 Hurricane Drive, Calgary, Alberta, T3Z 3S8. On October 15, 2013, the shareholders of Sunshine held an annual general meeting and approved a change of the name of Sunshine to "Open Source Health Inc.". The articles of amendment to change the name of Sunshine to "Open Source Health Inc." will be filed immediately before Closing of the Transaction (as those terms are defined below).

2.1(b) – Corporate Name and Head and Registered Office – OSH

OSH was incorporated with the name "Open Source Health Corporation", as it is presently known. The head office and registered office of OSH is located at 36 Blue Jays Way, Suite 1129, Toronto, Ontario M5V 3T3.

2.2(A) – Jurisdiction of Incorporation – Sunshine

Sunshine was incorporated under the *Business Corporations Act* (Alberta).

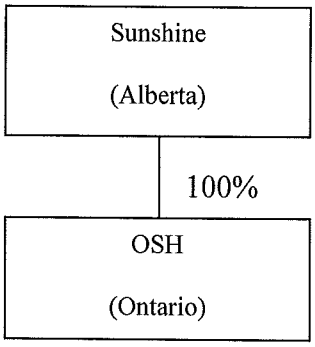
2.2(b) – Jurisdiction of Incorporation – OSH

OSH was incorporated under the *Business Corporations Act* (Ontario).

2.3 – Intercorporate Relationships

Prior to the Closing of the Transaction, Sunshine did not have any subsidiaries.

On Closing of the Transaction described below in *Section 3 – General Development of the Business*, OSH became a wholly-owned subsidiary of Sunshine, and the corporate structure of the Issuer is as follows:



2.4 – Fundamental Change

Immediately before listing on the Canadian Securities Exchange (the "**CNSX**"), Sunshine and OSH completed the Transaction. The Issuer is now comprised of Sunshine and its one direct wholly-owned subsidiary, OSH (in accordance with the corporate structure diagram in Section 2.3 above).

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1(A) – General Development of the Issuer's Business

Sunshine was initially listed on the TSX Venture Exchange (the "**TSXV**") on August 22, 2001, and subsequently delisted from the TSXV on December 30, 2003, for failure to complete a qualifying transaction within 24 months of listing. Sunshine continues to be a capital pool company as defined in TSXV Corporate Finance Manual Policy 2.4.

The business of OSH became the business of the Issuer upon Closing of the Transaction.

The Transaction

On December 10, 2013, Sunshine entered into a share purchase agreement (the "**Purchase Agreement**") with Sonya Satveit and Pilkington Capital Corporation (collectively, the "**Vendors**") and OSH pursuant to which Sunshine agreed to purchase and the Vendors agreed to sell an aggregate of 5,555,555 common shares in the capital of OSH (the "**OSH Shares**) being all of the issued and outstanding OSH Shares held by the Vendors (collectively, the "**Purchased Shares**").

The purchase price payable by Sunshine for the Purchased Shares was $0.50 per Purchased Share. The purchase price was satisfied by the Issuer by delivery of one Payment Unit (as defined below) for each Purchased Share purchased. Each "**Payment Unit**" consisted of one common share in the capital of Sunshine (collectively, "**Issuer Shares**") and one-half of a share purchase warrant of Sunshine (collectively, "**Payment Warrants**"), each whole Payment Warrant entitling the holder to purchase one Issuer Share at a price of $0.85 per Issuer Share for

a period of 12 months following the Closing Date (as defined below). The Payment Units held by the Vendors shall be subject to escrow restrictions pursuant to the policies of the CNSX. Closing of the transactions contemplated in the Purchase Agreement (the "**Closing**") occurred on January 31, 2014 (the "**Closing Date**") (the "**Transaction**").

Transaction Mechanics

Pursuant to the Purchase Agreement, and as a condition of the Closing, the following transactions occurred in the order set out in the Purchase Agreement on or before the Closing Date:

(a) Private Placement

A private placement (the "**Private Placement**") of 2,437,000 units of OSH was completed for a total gross proceeds of $1,218,500. Each unit was comprised of one OSH Share and one OSH share purchase warrant entitling the holder to purchase an additional common share in the capital of OSH for a period of two years from issuance at a price of $0.60 per share ("**OSH Warrants**"). An 8% finders' fee was paid in cash and finders options ("**Finders Options**") to finders in connection with the Private Placement. Each Finders Option, for a period of one year, entitled the holder to purchase one finders unit of OSH at a price of $0.50 per unit, each unit being comprised of one common shares of OSH and one share purchase warrant entitling the holder to purchase one OSH share at a price of $0.50 per OSH share for a period of two years from issuance.

(b) Share Purchase Transactions with Private Placement Subscribers

Immediately prior to Closing the Transaction, Sunshine entered into a share purchase agreement with each of the subscribers to the Private Placement (the "**Private Placement Subscribers**") pursuant to which Sunshine purchased all of the OSH Shares held by each Private Placement Subscriber. In consideration for selling such OSH Shares, each Private Placement Subscriber received one unit of the Issuer having identical terms to the Payment Units (the "**Issuer Units**) for each OSH Share held by such Private Placement Subscriber. Each Issuer Unit consisted of one Issuer Share and one half of a share purchase warrant of the Issuer entitling the holder to purchase one Issuer Share at a price of $0.85 per Issuer Share for a period of 12 months from the Closing Date.

(c) Treatment of OSH Options

All of the holders of stock options ("**OSH Optionholders**") of OSH ("**OSH Options**") that were not duly exercised prior to the Closing Date, whether vested or unvested, were exchanged for stock options of the Issuer ("**Exchange Options**") pursuant to an Option Exchange Agreement entered into between Sunshine, OSH and each of the OSH Optionholders on a basis of one Exchange Option for each OSH Option. The Exchange Options are subject to the terms and conditions of the Issuer's Stock Option Plan, the details of which are more particularly described in *Section 9 – Options to Purchase Securities.*

(d) Treatment of OSH Warrants

All of the holders of warrants including holders of finders warrants (collectively, "**OSH Warrantholders**") of OSH ("**OSH Warrants)** that were not duly exercised prior to the Closing Date were exchanged for warrants of the Issuer ("**Issuer Warrants**") to purchase such number of Issuer Shares so as to provide each OSH Warrantholder with equivalent value pursuant to a Warrant Exchange Agreement entered into between Sunshine, OSH and each of the OSH Warrantholders. The expiry term, conditions and manner of exercising Issuer Warrants were the same as those set out in the OSH Warrants.

The Transaction was completed by way of an exempt take-over bid pursuant to applicable securities laws.

Conditions to Closing the Transaction and Required Approvals

The Transaction was subject to a number of approvals, which were obtained, and conditions, which were met, prior to its implementation, including, but not limited to the following:

(a) the acceptance of the Transaction for filing by the Exchange;

(b) completion of the Private Placement of at least $400,000;

(c) the approval of the Transaction by 51% of shareholders of the Issuer;

(d) the consolidation of the common shares of Sunshine;

(e) the election and appointment of certain directors and officers of the Issuer;

(f) the entry into the Option Exchange Agreements and the Warrant Exchange Agreements by the holders of OSH Options and OSH Warrants, respectively;

(g) all conditions precedent set forth in the Purchase Agreement having to be satisfied or waived by the appropriate party; and

(h) the receipt of all necessary corporate, regulatory and third party approvals including the approval of CNSX, and compliance with all applicable regulatory requirements and conditions in connection with the Transaction.

Sunshine had 1,041,666 common shares issued and outstanding prior to the Closing of the Transaction. Upon the completion of the Transaction, the Issuer currently has 9,034,221 shares issued and outstanding, with the holders of OSH Shareholders holding 7,992,555 common shares or approximately 88.5% of the outstanding common shares of the Issuer.

Certain of the 5,555,555 Issuer Shares held by the Vendors will be subject to escrow that prohibits transfer for up to a three year period following the listing of the Issuer on the Exchange (the "**Listing**") pursuant to the policies of the CNSX and Form 46-201 Escrow Agreement, but will otherwise have all of the normal rights associated with Issuer Shares, such as entitlement to

dividends, voting powers and participation in assets upon dissolution or winding up, until they are released from escrow.

The board of directors of the Issuer was reconstituted in conjunction with the Closing of the Transaction such that it consists of six directors; being Sonya Satveit, Gary Bartholomew, and Eric Leslie along with John Garden, Bruce Lyon and David Little, the existing directors of Sunshine. Each of Mr. Leslie, Mr. Garden, Mr. Lyon and Mr. Little are independent directors. The Purchase Agreement also requires that following the Closing of the Transaction the constitution of the Issuer's senior management would include Sonya Satveit as Chief Executive Officer, and Gary Bartholomew as Executive Chairman of the Board.

3.1(b) – General Development of OSH's Business

OSH was incorporated in 2013 to capitalize on the paradigm shift from doctor-centric/disease-centric models to a patient-centric model occurring in the healthcare industry and to build an innovative model that incorporates personalized medicine, digital and mobile services and technological advances. The OSH model leverages the competency and experience of its management and advisory team in patient advocacy, women's hormone health, health information technology, technology start-ups, platform development, capital markets, recurring revenue and high EBITDA business models.

3.2 – Significant Acquisitions and Dispositions

Other than the Transaction, the Issuer has not completed any significant acquisitions or dispositions within its last completed fiscal year.

3.3 – Trends, Commitments, Events or Uncertainties

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

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1(A) – Narrative Description of the Issuer's Business

The business of OSH became the business of the Issuer following the Closing of the Transaction.

4.1(B) – Narrative Description of OSH's Business

General

OSH takes a truly patient-centered approach to healthcare for women and is in the business of providing a real-time solution poised for the current healthcare revolution by capitalizing on the

latest trends in healthcare: digital health, personalized health, social health and participatory medicine. OSH offers a cloud based integrated framework and tools that enable women to pro-actively manage their own health.

Using state-of-the-art open source technology, the platform will offer access to leading integrative physicians and healthcare professionals by delivering concierge medicine, automatically curating personalized health news from the worlds' most trusted health and medical information sources, publish an open source interface for personal and clinical medical devices to connect to a patient's electronic record storage and an integrated e-commerce store to purchase products, devices, supplements, books and relevant products to each healthcare program offered by the platform. Open Source Health was created in 2013 to address the lack of integrated healthcare options for women and is a collaboration of e-Patients, Healthcare Professionals, Technology and Device Developers.

In the forthcoming 12-month period, OSH expects to accomplish a number of business objectives. During Q2 2014, OSH anticipates building an advisory panel of experienced and insightful consumers of online healthcare services ("**e-Patients**") who, collectively, represent a cross-section of women's health industry segments. Through Q2 and Q3 2014, OSH expects to continue to build both its advisory panel of leading health care experts in each segment of women's health as well as its management team to execute the business plan in Canada and the U.S.A. OSH also expects to complete in Q3 and Q4 2014 the development of a number of integrative health care programs that women can purchase from the online healthcare platform, complete with testing protocols, analysis, diagnosis and treatment. In Q4 2014, OSH anticipates that it will launch its cloud-based platform for the online provision of integrative healthcare services into beta testing in Canada and the U.S.A., populate the related e-commerce store with products that complement its integrative health care program offerings, and launch a marketing program within Canada and the U.S.A. to initiate leads and promote subscriptions to OSH's cloud-based platform.

Principal Products or Services

OSH's principal product or service is a cloud-based platform designed to deliver integrative health care services over the internet. The platform is currently under development which commenced in Q2 2013 and will continue until Q4 2014.

The research and development of the platform is taking place in six stages, starting with the development of the user login, profile and digital health information portal. The next stage is the development of the health care provider profile, description of services and digital information portal. The third stage is the development of online videoconference and consultancy capability so that users can interact with their chosen healthcare experts. Fourth, OSH will develop the billing engines to capture the consultancy fee and perform the automatic disbursement of funds. The fifth stage is the development of an ecommerce store and the shopping cart and the final stage is the development of the HealthGraph API that allows other software developers to integrate their solutions in the integrated healthcare programs being offered by OSH. The estimated build cost of version 1 of the platform, encompassing all six stages, is $500,000. OSH is relying on a combination of internal and external resources for development of the platform

and utilizing a traditional approach of development, alpha and beta test in order to prepare the platform for launch. Over time, OSH will also work to integrate the billing engines into the systems of health insurers so that payments can be fully automated. Certain regulatory procedures will need to be followed and these procedures differ from province to province and state to state.

As further described below, OSH also intends to participate in the development of a website and a non-scripted, daily 30 minute talk show regarding women's hormone, reproductive and sexual health based upon Sonya Satveit's blog, Hormone Soup ("**Hormone Soup TV**"). Viewers of Hormone Soup TV show will be encouraged to visit OSH's website to access OSH's integrative healthcare platform. This highly scalable cloud computing platform is OSH's primary product and service.

Subscriptions

It is envisaged that once a user creates her own digital information portal using the symptoms analyzer, she will be able to subscribe to bundled online health services at various service levels. The "Freemium" service level will provide the user with information specifically curated for her personal health situation in an organized style. If premium health information is required by the subscriber then a monthly subscription charge of $30-60 is expected to be added to the service level. This is information that will be purchased by OSH and resold to premium subscribers.

In addition to information subscriptions, OSH intends to create integrated healthcare programs that can be purchased by the user. These programs will come with testing protocols, devices, a health care team, online consultation services and schedules and access to all the medical data and results. Each program may vary in time, resource and product so pricing will depend on the cost to deliver the service. In the OSH system, it is anticipated that each patient will own her data and will have complete control over how her data is shared among her healthcare professionals, family and researchers.

Consultations with Healthcare Providers

It is envisaged that users will be able to book consultations with a variety of healthcare providers through the OSH network of health professionals. Unrestrained by geographic location, women will be able to choose their provider and level of service from initial consultations with physicians, second opinion requests, counseling services via video, naturopathic doctor consultations, to nutritional and genetic counseling and more. OSH anticipates receiving a 15%-20% fee from all online consultations – as such fees usually would be covered by the user's health insurance.

Third Party Products

OSH's e-commerce store intends to sell products with a 35% - 50% profit margin for third party products such as supplements, sensors and health and wellness devices, women's health products, and books.

Mobile Applications

OSH's "App Store", which functions in a similar manner to the App Store for iTunes, intends to take a 30% fee on all applications sold. Using a user's data from her personal profile, it is anticipated that applications will be recommended to users based upon their unique health needs. Health care providers will also be able to recommend applications. Third party, open source developers may add software products to the App Store and offer them as an integrated service offering within the cloud based integrative healthcare system.

Research

Sponsor research is expected to generate a 15% fee to administer the research program and all costs of the studies are anticipated to come from crowd-sourced funding on a cost recovery basis. It is further anticipated that a significant and valuable amount of women's health data will be collected by OSH. Women who wish to contribute their data to will individually authorize the release of such data, and data authorized for release will be made available through a dashboard and sold to medical and pharmaceutical researchers. Incentives to release such data for research purposes will be offered to each user in the form of discounts to services and additional freemium access.

Market and Expansion Strategy

OSH has a four-prong strategy for growth: (1) strategic partnership with Hormone Soup Inc. with respect to a health website and a daily TV talk show; (2) provision of access to real-time at-home nanotechnology testing; (3) creation of the Hormone Research Institute; and (4) provision of integrated healthcare services through the online platform.

Strategy 1: Strategic Partnership with Hormone Soup Inc.

OSH has entered into an agreement with Hormone Soup Inc., the producer of the women's health web site called Hormone Soup and the co-producer of the TV show called Hormone Soup TV. Under the terms of the agreement, OSH has agreed to advance $1,500,000 to Hormone Soup Inc. as a pre-paid expense for earned revenue share from subscribers originated by Hormone Soup TV subject to certain conditions. Funds totalling $50,000 have been advanced to shoot the trailer and cover expenses related to the operation, establishing the final schedule and strategy. The additional funds to produce 30 daily shows will be advanced from the exercise of the warrants.

The prepaid advance will be deducted from the cost of sales on earned revenue until the prepaid expense is fully recovered with a 12% hurdle rate agreed to by both parties. After the prepaid expense has been recovered by OSH with the hurdle rate, it is envisioned that revenue share will commence and be paid monthly to Hormone Soup Inc. from all users originated to the OSH platform at a rate of 20% net revenue from such users. The revenue expected to be generated by the show will be shared by Hormone Soup Inc. with the production company and the syndicate management and sales organization that is used to sell the show. Part of incoming revenue generated from the show within the syndicate is intended to be used to produce future shows

with the goal to eventually produce 100-150 shows annually and distributed globally at no cost to OSH other than the agreed revenue share from originated clients.

Strategy 2: Provision of Access to Real-time At-home Nanotechnology Testing

OSH is in negotiations with a nanotechnology company that is developing new diagnostic technology. The technology involves a sensor and cartridges developed for specific diagnostic tests and that is easy enough to be used at home. Each sensor cartridge is expected to be good for a one-time use and will contain up to 5 blood tests, allowing the development of very specific types of cartridges based upon women's health needs. The patient places a drop of blood on the sensor cartridge and then places the cartridge into the device. Once operational, the results will be uploaded instantly to the patient's smartphone, tablet and laptop and populate their profile on the OSH healthcare platform. It is intended that the patient will own her own data and be in control of how and with whom to share this data.

The nanotechnology testing device is intended to save valuable time and dramatically reduce the cost of testing that is currently burdening the medical system. Once the patient's healthcare provider has the information, plans can proceed for treatment and further testing thereby eliminating wait time like there is at a traditional lab. A patient can also conduct ongoing monitoring and conduct tests whenever she chooses to monitor her health. For example, thyroid patients typically should have a re-test within weeks of being given new medication. Women planning to get pregnant can monitor their thyroid before, during and after pregnancy. A patient can even test other members of her family with her sensor by purchasing additional cartridges. It is envisaged that the device also achieves cost savings, in that once the patient makes the initial investment of the sensor device, cartridges containing up to five tests each will be available to them at a much lower cost than traditional laboratories charge for the same tests.

The first nanotechnology sensor cartridge to be developed by OSH will be focused on thyroid testing. Initial development will begin on the TSH (Thyroid Stimulating Hormone) test which is a standard thyroid test performed by physicians. Development of the nanotechnology sensor will occur in 4 stages: (1) feasibility; (2) optimization; (3) transfer to production; and (4) full production and regulatory compliance. Once the optimization stage is reached for the TSH test, development will begin for multiple targets. It is expected that further thyroid bio molecular targets will be developed for the first cartridge to represent the first standard thyroid cartridge of five blood tests per cartridge: free T3, free T4, reverse T3, and sex hormone binding globulin (SHBG) and TSH. It is anticipated that the second cartridge will develop tests for bio molecular targets such as estradiol, progesterone, testosterone, DHEA and cortisol. Eventually, it is envisaged that a second thyroid cartridge will be developed and will include targets such asTgAb (antithyroglobulin antibody), anti-TPO antibody, ferritin and leptin. As well, additional targets may be developed for a variety of women's health issues such as cancer screening, nutrition and heart disease on a case by case basis.

Strategy 3: Creation of the Hormone Research Institute

OSH is intending to create the Hormone Research Institute ("**HRI**") to ensure accurate and current information is available to women on a timely basis so that they can better manage their

health. HRI's purpose is two-fold: to provide much needed primary research in the area of women's hormone health throughout her lifespan; and to provide trusted secondary research by building a variety of topics of interest using third-party technology and publishing the results into a trusted digital newspaper based on a topic of interest.

HRI intends to fund primary research and will utilize crowd-sourced funding resources as well as crowd-sourced cohorts, including offering OSH users the opportunity to volunteer in clinical trials. As a function of the secondary research, HRI also plans to pre-build interest graphs of women's health issues that can be adopted into users' individual personal digital portals. In support of Hormone Soup TV, HRI also plans to provide this content for the television show and the Second Screen (as defined below) which will then drive traffic to the platform.

The Hormone Research Institute also intends to cultivate statistical reports from the large amounts of data shared on OSH and through the nanotechnology sensor and other devices' information uploaded to the platform.

Strategy 4: Provision of Integrated Healthcare Services through the Online Platform

OSH has identified five major trends in the healthcare services market: (1) participatory focus driven by empowered patients; (2) mobile focus in which the point of care is shifting from the doctor's office to the home; (3) electronic focus so that health records and data can be stored and controlled by patients; (4) social focus in which patients are increasingly participating in online forums and social media with respect to their health; and (5) online delivery of healthcare services. The business of OSH attempts to combine all of these major trends into a consolidated and integrated platform for women, creating the potential to deliver healthcare in an integrated fashion at lower cost and higher quality than via the current medical system.

Viewers of Hormone Soup TV will be encouraged to utilize the OSH platform through the use of a "Second Screen" application that is being developed by Hormone Soup Inc. in concert with the TV show. Research indicates that the majority of television viewers watch TV while using a second screen: laptop, tablet or smartphone. This "Second Screen" is becoming a routine habit among television viewers today. Hormone Soup Inc. has entered into an exclusive Sales and Marketing Agreement with OSH to provide referrals and lead generation. Viewers of the television show will be able to engage with the Second Screen that will be episode-specific and that will voice-sync with the show as the viewer watches. The Second Screen is designed to provide viewers with additional relevant information while watching an episode. When a viewer clicks the "call to action" from the Second Screen, she will be able to be routed to OSH's website to complete the transaction or information request.

Through the OSH platform, users will have the opportunity to take advantage of a variety of healthcare products and services, which together represent the broad spectrum of expected revenue streams of OSH and are described in detail above:

- Subscription Revenues – Subscription at various subscription levels;

- Integrated Healthcare Products – Care solutions developed and pre-configured with a care program and including the use of expert integrative healthcare teams, testing protocols, ongoing monitoring and supplements;

- Consultation Revenues – Consultations with healthcare providers through the OSH network of health professionals;

- Product Sales – Third-party healthcare products such as supplements, sensors and health and wellness devices, women's health products, and books;

- Nanotechnology Sensors – OSH's white-labeled Nanotechnology Device, Home Lab™;

- Digital Health Software Applications – OSH's "App Store";

- Administrative Fees – Sponsor research; and

- Data and Research Sales – access and sale of the health data accumulated within the system along with use of a data research dashboard to access such data.

The healthcare marketplace in North America is estimated to be over $4 trillion annually and is typically dominated by transition legacy healthcare companies. There are hundreds of technology-based start-ups in the market segment that are focused primarily on delivering functionality within a small segment of the market. No company has emerged to build a leading, fully integrated healthcare platform for women. This creates an opportunistic environment where individual components of the integrated platform may be acquired by OSH if necessary and appropriate.

4.1(1)(d) – Use of Proceeds

OSH has raised $1,218,500 by way of private placement, details of which are set out in Section 3.1(A)(a) above. The proceeds from the private placement will be used for the following purposes:

Amount (approximated)	Use
$500,000	To complete product development
$75,000	Legal and audit fees
$643,500	Working capital and SG&A, of which approximately $250,000 has already been utilized as of September 30, 2013

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1(a) – Annual Information – Sunshine

The following table provides a brief summary of Sunshine's financial operations for each of the last three completed financial years. Refer to Appendix "A" for Sunshine's audited financial statements dated April 24, 2013 comprising the statements of financial position, loss and comprehensive loss, changes in equity and cash flow for the years ended December 31, 2012 and December 31, 2011, the audited financial statements dated April 30, 2012 comprising the statements of financial position, loss and comprehensive loss, changes in equity and cash flow for the years ended December 31, 2011 and December 31, 2010 and the interim financial statements for the six months ended June 30, 2013.

Selected Information

Description	September 30, 2013 (unaudited)	December 31, 2012	December 31, 2011	December 31, 2010
Revenue	$ -	$ -	$ -	$ -
Net income (loss)	($1,903)	($58,187)	($51,534)	($48,653)
Net loss per share (basic and diluted)	($0.01)	($0.01)	($0.01)	($0.03)
Total Assets	$22,979	$41,241	$99,808	$8,117

5.1(b) – Annual Information – OSH

The following table provides a brief summary of OSH's financial operations for three month period ended September 30, 2013, and the period from March 27, 2013 to September 30, 2013. Refer to Appendix "B" for OSH's audited interim financial statements.

Description	Three months ended September 30, 2013	March 27, 2013 to September 30, 2013
Revenue	$ -	$ -
Net loss	$ 171,099	$ 413,506
Net loss per share (basic and diluted)	$ 0.03	$ 0.08
Total Assets	$ 790,132	$ 790,132

5.2(a) – Quarterly Information – Sunshine

See *Management's Discussion and Analysis – Sunshine – Summary of Quarterly Results.*

5.2(b) – Quarterly Information – OSH

See *Management's Discussion and Analysis – OSH – Summary of Quarterly Results.*

5.3 – Dividends

The Issuer has not paid dividends in the past and it has no present intention of paying dividends. Future dividends, if any, will be determined by the directors on this basis of earnings, financial requirements and other conditions existing at the time.

5.4 – Foreign GAAP

This section is not applicable to the Issuer.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Sunshine's MD&A for the year ended December 31, 2012 comprising the financial position as at December 31, 2012 and the six-month period ended June 30, 2013 is attached to this Listing Statement as Schedule "C". The MD&A for OSH for the period from incorporation to September 30, 2013 is attached to this Listing Statement as Schedule "D".

7. MARKET FOR SECURITIES

7.1 – Previous Stock Exchange Listings

The Issuer has applied to list the Issuer Shares on the CNSX. The CSNX has conditionally approved the listing of the Issuer Shares. Listing is subject to the Issuer fulfilling all of the requirements of the CNSX.

8. CONSOLIDATED CAPITALIZATION

8.1 – Consolidated Capitalization

The following table sets forth the capitalization of the Issuer as of the date hereof.

Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as of February •, 2014[(1)]
Common Shares	Unlimited	9,034,221
Preferred Shares	Unlimited	None

Notes:

(1) This figure represents the total issued and outstanding Issuer Shares as at the date of this Listing Statement on a non-diluted basis after giving effect to the Transaction.

In anticipation of the OSH acquisition, Sunshine agreed to consolidate the issued and outstanding Common Shares of Sunshine on the basis of a ratio of one (1) post-consolidation Common Share for every six (6) outstanding pre-consolidation Common Shares (the "**Share Consolidation**"). Shareholder approval of the Share Consolidation by way of a special resolution was obtained at Sunshine's annual general meeting on October 15, 2013. The Share Consolidation was subsequently implemented on January 31, 2014 and the number of Common Shares issued and outstanding was reduced from 6,250,000 Common Shares to 1,041,666 Common Shares.

9. OPTIONS TO PURCHASE SECURITIES

9.1 – Stock Option Plan – Issuer

Treatment of Options and Warrants under the Transaction

On Closing of the Transaction, 565,000 OSH Options, being all of the outstanding OSH Options immediately prior to Closing, were exchanged for 565,000 Issuer Options which are subject to the Issuer's stock option plan (the "**Plan**").

In addition, on Closing of the Transaction, 2,631,160 OSH Warrants, being all of the outstanding OSH Warrants (including the warrants issued to finders) immediately prior to Closing, were exchanged for 2,631,160 Issuer Warrants.

Options granted pursuant to the Plan will not exceed a term of ten years and are granted at an option price and on other terms which the directors determine are necessary to achieve the goal of the Plan and in accordance with regulatory policies. The option exercise price will not be less than the fair market value of each Issuer Share issuable on the exercise of such option.

The Plan limits the granting of options and shares pursuant to options as follows:

(a) the aggregate number of Issuer Shares reserved for issuance under the Plan may not exceed 10% of the issued and outstanding Issuer Shares from time to time;

(b) the aggregate number of Issuer Shares reserved for issuance to any Related Person (as such term is defined in Section 2.2 of National Instrument 45-106 of the Canadian Securities Administrators) shall not exceed 5% of the issued and outstanding Issuer Shares from time to time;

(c) the aggregate number of Issuer Shares issued within 12 months to Related Persons shall not exceed 10% of the issued and outstanding Issuer Shares from time to time; and

(d) the aggregate number of Issuer Shares issued within 12 months to a Related Person and associates of such Related Person shall not exceed 5% of the issued and outstanding Issuer Shares from time to time.

Unless otherwise determined by the Board or specified in the relevant option agreement, options will vest as to 10% of the Issuer Shares issuable under such option on the date of issuance of the grant of the options (the "**Grant Date**") and 30% of the Issuer Shares issuable under such option on each of the first anniversary, second anniversary and third anniversary of the Grant Date.

Following the completion of the Listing, it is expected that the Issuer will grant to certain directors, officers and employees options to acquire Issuer Shares pursuant to the option plan of the Issuer. The number of options to be granted has not yet been determined.

Should a participant in the Plan cease to be eligible for such participation, any unvested portion of any options granted to the participant will be immediately forfeited. The participant's vested options will terminate on the earlier of the date of the options' expiry pursuant to the Plan and the date which is 30 days after the participant ceasing to be eligible for participation in the Plan (in the case of termination of employment by the Issuer without cause, the failure of a director of the Issuer standing for election to be re-elected or the failure by the Issuer to renew a contract for services at the end of its term). The Plan also provides that estates of deceased participants and participants who retire or become disabled can exercise their options for a period not exceeding one year following death.

The board of directors of the Issuer may from time to time make rules, regulations and amendments to the Plan.

As at the date of this Listing Statement, the table immediately following describes the issued and outstanding options to purchase securities or other convertible securities or rights to acquire securities of the Issuer.

Category of Optionholder	Designation and Number of Securities under Option	Purchase Price of Securities under Option	Other Particulars
(a) all executive officers and past executive officers of the Issuer as a group and all directors and past directors of the Issuer who are not also executive officers as a group	150,000 Exchange Options for 150,000 Issuer Shares[1] 70,000 Exchange Options for 70,000 Issuer Shares[1]	$0.15 $0.60	10 year term
	2,777,778 Payment Warrants for 2,777,778 Issuer Shares[2]	$0.85	12 month term
(b) all executive officers and past executive officers of all subsidiaries of the Issuer as a group and all directors and past directors of those subsidiaries who are not also executive officers of the subsidiary as a group, excluding individuals referred to in (a) above	Nil	N/A	N/A
(c) all other employees and past employees of the Issuer as a group	Nil	N/A	N/A
(d) all other employees and past employees of subsidiaries of the Issuer as a group	Nil	N/A	N/A
(e) all consultants of the Issuer as a group	40,000 Exchange Options for 40,000 Issuer Shares[1] 305,000 Exchange Options for 305,000 Issuer Shares[1]	$0.15 $0.60	10 year term 10 year term
	194,160 Finders Options for 194,160 finders units[3]	$0.50	Two year term; each unit consists of one Issuer Share and one warrant for the purchase of one Issuer Share at $0.50 for a two year term
	650,000 Issuer Warrants for 650,000 Issuer Shares[4]	$0.60	Two year term
(f) any other person or company	2,437,000 Issuer Warrants for 2,437,000 Issuer Shares[5]	$0.60	Two year term
	1,218,500 Payment Warrants for 1,218,500	$0.85	12 month term

	Issuer Shares[6]		

Notes:
(1) These Exchange Options were granted pursuant to the terms of the Option Exchange Agreements, more particularly described in Section 3.1(A)(b) above.
(2) These Payment Warrants were granted pursuant to the terms of a share purchase agreement, more particularly described in Section 3.1(A) above.
(3) These Finders Options were granted in connection with the Private Placement, more particularly described in Section 3.1(A)(a) above.
(4) These Issuer Warrants were granted as partial consideration to certain agents, more particularly described in Section 18.1 below.
(5) These Issuer Warrants were granted pursuant to the terms of certain Warrant Exchange Agreements, more particularly described in Section 3.1(A)(c) above.
(6) These Payment Warrants were granted pursuant to the terms of certain share purchase agreements, more particularly described in Section 3.1(A)(a) above.

10. DESCRIPTION OF THE SECURITIES

10.1 – Description of the Issuer's Securities

The Issuer is authorized to issue unlimited common shares without nominal or par value. All of the common shares of the Issuer are of the same class and, once issued, rank equally as to entitlement to dividends, voting powers (one vote per share) and participation in assets upon dissolution or winding up. No common shares of the Issuer have been issued subject to call or assessment.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a securityholder to contribute additional capital.

The Issuer is authorized to issue unlimited preferred shares in one or more series. The preferred shares are non-voting, non-cumulative and rank in priority to the common shares as to dividends and to participation in assets upon dissolution or winding up. No preferred shares of the Issuer have been issued subject to call or assessment.

There are no pre-emptive rights, no conversion or exchange rights, retraction, redemption, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a securityholder to contribute additional capital.

As at the date of this Listing Statement, there are a total of 9,034,221 Issuer Shares outstanding. In anticipation of the OSH acquisition, Sunshine agreed to consolidate the issued and outstanding Common Shares of Sunshine on the basis of a ratio of one (1) post-consolidation Common Share for every six (6) outstanding pre-consolidation Common Shares (the "**Share Consolidation**"). Shareholder approval of the Share Consolidation by way of a special resolution was obtained at Sunshine's annual general meeting on October 15, 2013. The Share Consolidation was

subsequently implemented on January 31, 2014, and the number of Common Shares issued and outstanding was reduced from 6,250,000 Common Shares to 1,041,666 Common Shares.

10.4-10.6 – Miscellaneous Securities Provisions

None of the matters set out in sections 10.2 to 10.4 and 10.6 of CNSX Form 2A are applicable to the Issuer Shares.

10.7(a) – Prior Sales of Issuer Shares

As at the date of this Listing Statement, there are 9,034,221 Issuer Shares issued and outstanding as follows:

Date of Issue	Description	Number of Issuer Shares Sold	Price Per Issuer Share	Aggregate Issue Price
January 31, 2014	Issued pursuant to the Share Consolidation(1)	1,041,666	N/A	N/A
January 31, 2014	Issued in connection with the Transaction(2)	7,992,555	$0.50	$3,996,278
TOTAL		9,034,221		$3,996,278

Notes:

(1) The issued and outstanding Common Shares of Sunshine were consolidated on the basis of a ratio of one (1) post-consolidation Common Share for every six (6) outstanding pre-consolidation Common Shares

(2) 5,555,555 Issuer Shares, as well as 2,777,778 Issuer Warrants, were issued in connection with the Transaction in exchange for all of the issued and outstanding Vendor Shares. 2,437,000 Issuer Shares, as well as 1,218,500 Issuer Warrants, were issued in connection with the purchase of all of the OSH Shares held by Private Placement subscribers.

10.7(b) – Prior Sales of OSH Shares

As at the date of this Listing Statement, there are 7,992,555 OSH Shares issued and outstanding within 12 months of the date of this Listing Statement as follows:

Date of Issue	Name of Shareholder	Description	Number of OSH Shares Sold	Price Per OSH Share	Details of Consideration
March 27, 2013	Sonya Satveit	Common Shares	1,833,333	$0.005	Builder's shares issued on incorporation for consideration of $1,833.33 followed by a payment by Sonya Satveit of $7,333.34 of contributed surplus to OSH

Date of Issue	Name of Shareholder	Description	Number of OSH Shares Sold	Price Per OSH Share	Details of Consideration
April 23, 2013	Sonya Satveit	Common Shares	3,166,667	$0.15	Shares issued pursuant to a Section 85 Rollover Agreement in exchange for the transfer of certain technology and intellectual property to OSH for an aggregate value of $475,000
May 1, 2013	Pilkington Capital Corporation	Common Shares	555,555	$0.27	Shares issued in consideration for cash advances previously made by the shareholder in the aggregate amount of $150,000
September 26, 2013	Third Party Private Placement Investors	Common Shares	910,000	$0.50	Cash consideration of $455,000
October 17, 2013	Third Party Private Placement Investors	Common Shares	40,000	$0.50	Cash consideration of $20,000
October 22, 2013	Third Party Private Placement Investors	Common Shares	10,000	$0.50	Cash consideration of $5,000
January 24, 2014	Third Party Private Placement Investors	Common Shares	1,477,000	$0.50	Cash consideration of $738,500

10.8 – Stock Exchange Price

None of the matters set out in sections 10.8 of CNSX Form 2A are applicable to the Issuer Shares.

11. ESCROWED SECURITIES

11.1 - Escrow of Principals' Securities

The table immediately below sets out the number of Issuer Shares held by principals and certain other shareholders of the Issuer that will be held in escrow upon the Completion of the Listing.

Designation of Class Held in Escrow[1]	Number of Securities Held in Escrow[2]	Percentage of Class
Common Shares	5,000,000	55%

Notes:

(1) Assuming the Issuer is classified as an emerging issuer pursuant to NP 46-201, the securities listed in the table below will, in accordance with NP 46-201, be subject to the Form 46-201 Escrow Agreement and will be released from escrow in stages over a 36 month period from the Completion of the Listing with 10% released immediately upon the completion of the Listing and 15% of such escrowed shares released on the 6, 12, 18, 24, 30 and 36 month anniversaries of the Completion of the Listing.

(2) Subject to the Form 46-201 Escrow Agreement; assuming the first tranche has been released from escrow on the Listing Date.

12. PRINCIPAL SHAREHOLDERS

12.1 and 12.2 - Principal Shareholders

The table below sets out certain information for each principal shareholder of the Issuer.

Name	Number of Issuer Shares owned	Nature of ownership of Issuer Shares	Percentage of Issuer Shares
Sonya Satveit	5,000,000	Both of record and beneficially	55% of the total issued and outstanding[1]
Pilkington Capital Corporation[2]	555,555	Both of record and beneficially	6% of the total issued and outstanding[3]

Notes:

(1) Ms. Satveit's holding constitutes approximately 45% of the total outstanding Issuer Shares on a fully diluted basis.

(2) Pilkington Capital Corporation is a corporation 100% controlled by Gary Bartholomew.

(3) The holding of Pilkington Capital Corporation constitutes approximately 5% of the total outstanding Issuer Shares on a fully diluted basis.

As set out in Section 11 above, 4,500,000 Issuer Shares held by Ms. Satveit and 500,000 Issuer Shares held by Pilkington Capital Corporation will be subject to escrow for up to 36 months following the Completion of the Listing pursuant to the policies of the CNSX and the Form 46-201 Escrow Agreement. Ms. Satveit and Pilkington Capital Corporation will have certain of the normal rights associated with such Issuer Shares, such as entitlement to dividends, voting powers and participation in assets upon dissolution or winding up during the escrow period, but will not be permitted to transfer such Issuer Shares until they have been released from escrow pursuant to the policies of the CNSX and the Form 46-201 Escrow Agreement.

12.3 – Voting Trusts

To the knowledge of the Issuer, no voting trust exists within either company such that more than 10 per cent of any class of voting securities of the Issuer are held, or are to be held, subject to any voting trust or other similar agreement.

13. DIRECTORS AND OFFICERS

13.1 – 13.3, 13.5, 13.11 – Directors And Officers

The following table sets forth the name of all current directors and officers of the Issuer, their municipalities of residence, their current positions with the Issuer, their principal occupations during the past five years and the number and percentage of Issuer Shares beneficially owned, directly or indirectly, or over which control or direction is exercised as at the date of this Listing Statement:

Name, Address, Occupation and Security Holdings

Name, Municipality of Residence[1], Position(s) with Issuer	Principal Occupation or Employment During the Past Five Years	Director since[4]	Number[2] and Percentage of Shares of the Issuer Held as at the date of the Listing Statement [3]
Sonya Satveit Toronto, Ontario Chief Executive Officer, President and Director of the Issuer	CEO & President, Open Source Health Corporation; President of Hormone Soup Inc., operating since November 2011, Consultant, 2120315 Ontario Inc.; Police Communicator, York Regional Police.	March 27, 2013	5,000,000 55 %
Gary Bartholomew Toronto, Ontario Chairman of the Board of the Issuer	Managing Partner, Galt Global Capital Inc.; Advisor, University of Waterloo MBET Program; Founding Advisor, University of Waterloo Stratford Campus School of Global Business and Digital Arts;	May 22, 2013	555,555 6%
Eric Leslie Calgary, Alberta Director of the Issuer	Director of Canadian Quantum Energy Corporation, Director of Blue Horizon Industries Inc., Chairman of AXQP Inc., Officer and Director of Canadian Energy Exploration Inc., Director of XRM Global Inc.	January 31, 2014	Nil
John Garden Calgary, Alberta Director of the Issuer	President and CEO of Ellisboro Energy Ltd. Principal of Deadeye Engineering Inc. a private engineering and consulting firm in Calgary, Alberta. Former director and Chief Executive Officer of Gallic Energy Ltd., a TSX Venture Exchange listed oil and gas company. Former director and Chief Executive Officer of Maskal Energy Inc.	April 11, 2004	201,833 2.2%
Bruce Lyon Calgary, Alberta Director of the Issuer	President and Chief Executive Officer of PWSI Energy Services. Owner of RockSolid Nitrogen and RockSolid Rentals.	December 20, 2010	33,333 0.37%

Name, Municipality of Residence[1], Position(s) with Issuer	Principal Occupation or Employment During the Past Five Years	Director since[4]	Number[2] and Percentage of Shares of the Issuer Held as at the date of the Listing Statement [3]
David Little Calgary, Alberta Director of the Issuer	Former Chief Financial Officer of Sonoro Energy Ltd., an international oil and gas exploration company listed on the TSX-V. Director and CEO of Red Stag Resources since 2008. Former Chief Financial Officer of Gallic Energy Ltd., an oil and gas company listed on the TSX Venture Exchange. Chairman and CEO of Avery Resources Inc. from 2002 to 2008.	December 20, 2010	33,333 0.37%

Notes:

(1) The information as to municipality of residence and principal occupation, not being within the knowledge of the Issuer, has been furnished by the respective directors and officers individually.

(2) The information as to shares beneficially owned or over which a director or officer exercises control or direction, not being within the knowledge of the Issuer, has been furnished by the respective directors and officers individually.

(3) On an issued and undiluted basis.

(4) The terms of each director of the Issuer will expire at the Issuer's next annual general meeting or until a successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Issuer's Articles and the Business Corporations Act.

As at the date of this Listing Statement, the directors and officers of the Issuer as a group beneficially own, directly or indirectly, an aggregate of 5,824,054 Issuer Shares, representing approximately 64.5% of the issued and outstanding Issuer Shares.

Management and Directors

The following are brief biographical descriptions of the management and directors of the Issuer.

Sonya Satveit – Chief Executive Officer, President and Director

Ms. Satveit, age 45, is the Chief Executive Officer, President and Director of the Issuer. Ms. Satveit has been a women's health advocate, citizen researcher and e-Patient for 15 years in the area of women's health. In November 2011 she launched a platform to start publishing her research findings, observations and personal health story. Ms. Satveit has created a global network of key experts in the areas of women's health, functional medicine, pharmaceuticals, diagnostics, digital health and participatory medicine, other e-health advocates, expert systems, cloud-computing, social media and system architecture. She has created a strong presence and notable following as a women's health advocate using social media.

From November 2011 Ms. Satveit operated Hormone Soup, the women's health web site and incorporated the company as Hormone Soup Inc. in June 2013. Ms. Satveit is President of Hormone Soup Inc.

From January 2011 until March 2013, Ms. Satveit was a consultant to 2120315 Ontario Inc., a corporation which is still operating. From March 2008 to January 2011, Ms. Satveit was a Police Communicator for York Regional Police.

Ms. Satveit has not entered into a non-competition agreement with the issuer, but has entered into a confidential information and proprietary rights agreement with the Issuer.

Gary Bartholomew – Chairman of the Board

Gary Bartholomew, age 54, is an experienced entrepreneur with a proven track record of success. He has considerable operational experience and technical knowledge of social network portal websites and search engines. Gary Bartholomew currently acts as Executive Chairman guiding the senior management team at OSH.

Mr. Gary Bartholomew is also the Chairman of the board of the Issuer in order to, among other things, keep the board fully advised of matters affecting the Issuer at the operational level. He devotes approximately 25% of his time serving as the Chairman of the Board.

During the last five years, Mr. Bartholomew has acted as Managing Partner at Galt Global Capital Inc., an alternative asset manager focused in the areas of Innovation, Agriculture, Precious Metals and Natural Resources. Additionally, Mr. Bartholomew is the founding Advisor to the Masters In Business, Entrepreneurship and Technology program at the Conrad Centre, University of Waterloo, and Department of Engineering. In its 11th year, Mr. Bartholomew helped form the program to assist entrepreneurs in the commercialization of technology ideas and opportunities. In addition to his advisory role in the MBET program, Mr. Bartholomew is also the founding advisor of the University of Waterloo's Stratford Campus School of Global Business and Digital Arts. Mr. Bartholomew takes an active role in mentoring technology based start-ups in the Waterloo area.

Mr. Bartholomew specializes in building innovative technology companies, both in the private and public sector. With an extensive technology background, Mr. Bartholomew has built new technology services businesses created to change industries by bringing new efficiencies and redefining competitive barriers to entry. Mr. Bartholomew's past successes as a founder, CEO and/or Chairman include SponsorsOne Inc., MXM Nation Inc., PinPoint Environmental Inc., TruState Inc., uToogle Inc., xRM Global Inc. (TSXV:XRM), Cervus Financial Group (TSX:CFG), Basis100 (TSX:BAS), iGate Technologies, Design Recovery, Read Attachments Inc. and Buhl Automatic Inc. Mr. Bartholomew also has extensive experience doing advisory work for RBC Financial, IBM, Hewlett Packard, Livingston and International Verifact.

Mr. Bartholomew has not entered into a non-competition agreement but has entered into a non-disclosure agreement with the Issuer.

Eric M. Leslie – Director

Mr Leslie, age 57 is a Director of the Issuer. He holds a Bachelor of Arts degree, 1977 from The University of Western Ontario.

Since 1991 through to the present, Mr. Leslie has been leveraging his contacts and extensive public and private company experience into fulfilling contracts and transactions through Merchant Equities Capital Corp. where he is the Principal. Merchant Equities provides venture capital financing advisory services, financial workouts and restructuring consulting management services primarily to early stage public and private companies. In 2003, Mr. Leslie co-founded Vanguard Exploration Corp. to explore for high risk, prolific oil reef prospects in the Western Canadian Sedimentary Basin. Under Mr. Leslie's tenure as CEO, Vanguard raised $13.4 million in equity and $1 million in convertible debt. As a result of the exploratory nature of Vanguard's drill targets and the downturn in the junior oil and gas sector, after achieving limited success with the drill bit, in 2007, Vanguard began divesting of its assets and was dissolved in April 2013. In August 2013 to present, Mr. Leslie became the CEO of Waterford Mask Systems Inc. and the CEO of Waterford Battery Systems Inc., two private U.S. companies that are respectively pioneering a new hybrid facemask/respirator and a revolutionary battery system.

Mr. Leslie has over twenty years of experience serving as a director of both public and private companies. From November 2008 through to today, Mr. Leslie has served as a director of Canadian Quantum Energy Corporation, a TSX Venture Exchange listed company. From August 2011 to March 2012, Mr. Leslie served as a director of Blue Horizon Industries Inc., a CNSX listed public company. From April 2008 through February 2009, Mr. Leslie served as an officer and Chairman of AXQP Inc., a shell company that effected an RTO to become a mining company. From February 2010 through July 2010, Mr. Leslie served as an officer and director of Canadian Energy Exploration Inc., a TSX Venture Exchange listed company. From October 2009 through August 2010, Mr. Leslie served as a director of XRM Global Inc., a TSX Venture Exchange listed company.

Mr. Leslie has not entered into a non-competition or non-disclosure agreement with the Issuer.

John Garden – Director

Mr. Garden, age 53, is a Director of the Issuer.

Mr. Garden is President and CEO of Ellisboro Energy Ltd. as well as Principal of Deadeye Engineering Inc., a private engineering and consulting firm in Calgary, Alberta. He is also a former director and the former Chief Executive Officer of Gallic Energy Ltd., a TSX Venture Exchange-listed oil and gas company. He is also a former director and the former Chief Executive Officer of Maskal Energy Inc.

Mr. Garden has not entered into a non-competition or non-disclosure agreement with the Issuer.

Bruce Lyon – Director

Mr. Lyon, age 53, is a Director of the Issuer.

Mr. Lyon is the President and Chief Executive Officer of PWSI Energy Services. He is also the owner of RockSolid Nitrogen and RockSolid Rentals.

Mr. Lyon has not entered into a non-competition or non-disclosure agreement with the Issuer.

David Little – Director

Mr. Little, age 63, is a Director of the Issuer.

Mr. Little was formerly the Chief Financial Officer of Sonoro Energy Ltd., an international oil and gas exploration company listed on the TSX-V. He is also a director and CEO of Red Stag Resources since 2008. Mr. Little was formerly Chief Financial Officer of Gallic Energy Ltd., an oil and gas company listed on the TSX-V. From 2002 to 2008, Mr, Little acted as Chairman and CEO of Avery Resources Inc.

Mr. Little has not entered into a non-competition or non-disclosure agreement with the Issuer.

Mark Olson – Interim Chief Financial Officer

Mr. Olson, age 45, is the Interim Chief Financial Officer of OSH. He holds a Bachelor of Business Administration degree from Simon Fraser University, concentrating in accounting and finance, and subsequently received the Canadian Chartered Accountant and Chartered Financial Analyst designations. Mr. Olson devotes approximately 20% of his time to OSH as an independent contractor.

Mr. Olson is a finance professional with over 10 years business experience working within the hedge fund industry and corporate reporting. During the past five years, he has worked for Zi Corporation, a technology company traded on the TSX and Nasdaq, and as controller for Galt Global Capital, an asset manager domiciled in the Cayman Islands. Zi Corporation's common shares were acquired and subsequently delisted.

Mr. Olson has not entered into a non-competition agreement with the Issuer but has entered into a non-disclosure and proprietary rights agreement with the Issuer. It is anticipated that Mr. Olson's involvement with OSH will be reduced after completion of the Listing and the Issuer will look to replace Mr. Olson with a full time Chief Financial Officer.

13.4 – Board Committees of the Issuer

It is anticipated that the Issuer will institute an audit committee of its board of directors, as well as a compensation and governance committee of the board of directors. Other committees of the board of directors may be instituted as the Issuer deems necessary or advisable.

It is anticipated that Mr. Garden, Mr. Leslie and Mr. Bartholomew will comprise the members of the audit committee. It is further anticipated that Mr. Garden, Mr. Leslie and Ms. Satveit will comprise the members of the compensation and governance committee.

13.6 – Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Issuer other than Gary Bartholomew, Eric Leslie and John Garden (as explained below) has, within the last ten years, been a director, officer or promoter of

any reporting issuer that, while such person was acting in that capacity, or within a period of one year thereafter, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that person.

Gary Bartholomew was the Chairman and Chief Executive Officer of xRM Global Inc. ("**xRM**"), a company that was listed on the Toronto Stock Exchange Venture and subsequently delisted. In 2011, temporary cease orders were issued against xRM by the Ontario Securities Commission, Alberta Securities Commission and British Columbia Securities Commission for failure to file annual audited financial statements, annual management's discussion & analysis, and certification of annual filings for the year ended December 31, 2010 and interim unaudited financial statements, interim management's discussion and analysis, and certification of interim filings for the interim periods ended March 31, 2011, June 30, 2011 and September 31, 2011. xRM remains a reporting issuer but is not in good standing, as its audited statements have not yet been filed. Eric Leslie was not a director of xRM at the time of issuance of the cease trade orders against xRM, but had been a director within one year previous to such issuance.

Additionally, Gary Bartholomew was a director of Cervus Financial Group Inc. ("**Cervus**") which was subject to cease trade orders in December 2005 issued by the British Columbia Securities Commission and Ontario Securities Commission for failure to file the audited financial statements for the year ended September 30, 2005, management's discussion and analysis relating to the audited annual financial statements for the year ended September 30, 2005 and annual information form for the year ended September 30, 2005. The cease trade orders issued by both the British Columbia Securities Commission and Ontario Securities Commission were later revoked in February, 2006 upon filing of these records by Cervus. Mr. Bartholomew was not a director of the company at the time of issuance of the permanent cease trade order but was a director within a 12 month period before such event. Cervus thereafter filed for creditor protection under the *Companies Creditors Arrangement Act* ("**CCAA**") and sold its assets and shares pursuant to the creditor protection process.

John Garden was a director and the Chief Executive Officer of Maskal Energy Inc. ("**Maskal**"). In June 2008, the Alberta Securities Commission and the British Columbia Securities Commission issued a cease trade order suspending trading of the securities of Maskal as a result of a failure to file its required financial information. The cease trade orders issued by the Alberta Securities Commission and the British Columbia Securities Commission regarding Maskal have not yet been revoked. Maskal has subsequently been delisted by the Toronto Stock Exchange Venture.

13.7, 13.8 – Penalties or Sanctions

No director, officer, or promoter of the Issuer, or any shareholder anticipated to hold a sufficient amount of securities of the Issuer to materially affect control of the Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities

regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

13.9 – Personal Bankruptcies

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

13.10 – Conflicts of Interest

To the best knowledge of the Issuer, and other than as disclosed herein, there are no known existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director, officer or promoter of the Issuer except that certain of the directors, officers and promoters of the Issuer serve as directors, officers and promoters of other companies and therefore it is possible that a conflict may arise between their duties as a director, officer or promoter of the Issuer and their duties as a director, officer and promoter of such other companies. See "*Section 17 – Risk Factors*".

The directors, officers and promoters of the Issuer are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Issuer will rely upon such laws in respect of any directors' and officers' conflict of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with the *Business Corporations Act* (Alberta), as applicable, and they will govern themselves in respect thereof to the best of their ability in accordance with the obligation imposed upon them by law.

14. CAPITALIZATION

14.1 - Issued Capital

As at the date of this Listing Statement, the Issuer has the following issued and outstanding Issuer Shares according to the below table:

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	9,034,221	17,070,819	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	5,824,054	8,836,832	64%	52%
Total Public Float (A-B)	3,210,167	8,233,987	36%	48%
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	5,000,000	5,000,000	55%	29%

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
block holders (C)				
Total Tradable Float (A-C)	4,034,221	12,070,819	45%	71%

As at the date of this Listing Statement, the Issuer has the below "public securityholders" according to the below table:

Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 - 99 securities		
100 - 499 securities	1	250
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	78	3,478,416
	79	3,478,666

Public Securityholders (Beneficial)

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 - 99 securities	2	111
100 - 499 securities	36	12,167
500 – 4,999 securities	93(1)	137,555
5,000 or more securities	83	3,319,583
Unable to confirm		

Notes:
(1) Due to the Share Consolidation, there are four holders of securities included in this range that hold greater than 4,166 securities but less than 8,333, however we cannot specifically identify the number of securities held by each of them.

Non-Public Securityholders (Registered)

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	3	5,757,388
	3	5,757,388

14.2 – Convertible Securities

Description of Security	Number of convertible/ exchangeable securities outstanding	Number of listed securities issuable upon conversion/ exercise
Stock options granted to employees and consultants of the Issuer exercisable at $0.15 that vest according to the Stock Option Plan	190,000	190,000 Issuer Shares
Stock options granted to employees and consultants of the Issuer exercisable at $0.60 that vest according to the Stock Option Plan	375,000	375,000 Issuer Shares
Issuer Warrants entitling the holder to purchase one Issuer share at $0.60 for 24 months	2,437,000	2,437,000 Issuer Shares
Placement agent options entitling the placement agent to purchase one Agent Unit at $0.50 for 12 months; each Agent Unit consists of one Issuer Share and one warrant for the purchase of an Issuer Share at $0.50. Warrants expire 24 months from date of initial issuance of Agent Units.	194,160	194,160 Issuer Shares plus warrants for the purchase of 194,160 Issuer Shares at $0.50
Issuer Finders' Warrants entitling the holder to purchase one Issuer share at $0.60 for 24 months	650,000	650,000 Issuer Shares
Payment Warrants entitling the holder to purchase one Issuer Share at $0.85 for 12 months	3,996,278	3,996,278 Issuer Shares

14.3 – Other Securities Reserved for Issuance

Nil.

15. EXECUTIVE COMPENSATION

15.1 – Statement of Executive Compensation

OSH has entered into the following management contracts with its executive officers:

Management Services Agreement dated April 1, 2013, pursuant to which OSH has retained Sonya Satveit to act as Chief Executive Officer unless terminated with 90 days prior notice, for consideration of (a) $10,000 per month, (b) 100,000 stock options granted April 15 2013, with 50,000 at an exercise price of $0.15 (vesting April 15, 2014) and 50,000 at an exercise price of $0.60 (where 5,000 vested on April 15, 2013 and a further 15,000 due to vest on April 15th of each of the following three years) and (c) reimbursement for out-of-pocket expenses.

Management Services Agreement dated April 1, 2013, pursuant to which OSH has retained Gary Bartholomew to undertake Executive Chairman responsibilities for a one year term, to be renewed automatically each year for 1-year successive terms unless notice is given no later than 60 days prior to expiry, for consideration of (a) $10,000 in monthly consideration, (b) 100,000 stock options valued at $0.15 each, granted April 15, 2013 and vesting immediately, and (c) reimbursement for out-of-pocket expenses.

Management Services Agreement dated June 1, 2013, pursuant to which OSH has retained Mark Olson to act as Interim Chief Financial Officer commencing October 1, 2013, for an indefinite term unless terminated on 60 days prior notice, for consideration of (a) $65.00 per hour, (b) 20,000 stock options valued at $0.60 each, granted June 1, 2013 and vesting on June 1, 2014, and (c) reimbursement of out-of-pocket expenses.

The Issuer intends to enter into management agreements on substantially similar terms with its key executives following the completion of the Listing to provide for appropriate remuneration and terms commensurate with the executive's role.

15.2 – Compensation of Directors

No salary or other remuneration has been paid to any director of Sunshine, the Issuer or OSH other than to the Executive Chairman, Mr. Bartholomew who has been accruing compensation of $10,000 per month since April 1, 2013. Following the completion of the Listing, non-executive directors of the Issuer are expected to be paid an annual retainer of up to $10,000 and a fee of up to $500 per meeting, to a maximum of an aggregate amount of $5,000 per year. Each director is also expected to be granted options to acquire up to 100,000 Issuer Shares in accordance with the terms of the Plan and the requirements of the Exchange. The chair of each of the audit committee and compensation and governance committee is expected to be paid an additional annual retainer of $5,000 and $5,000, respectively, for acting in such capacity. Directors of the Issuer will be

reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board of Directors, committees of the Board of Directors or meetings of the shareholders of the Issuer.

It is anticipated that the Issuer will obtain customary liability insurance for the benefit of its directors and officers.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

17. RISK FACTORS

17.1 Description of Risk Factors

The following are certain risk factors relating to the business carried on by the Issuer and/or OSH which prospective investors should carefully consider before deciding whether to purchase Issuer Shares. The Issuer and/or OSH will face a number of challenges in the development of its technology and in building its user base. Due to the nature of the Issuer and/or OSH's business and present stage of the business, the Issuer may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below. The following is a description of the principal risk factors affecting OSH that will, in turn, affect the Issuer.

General Risk Factors

Operational Risks

The Issuer and/or OSH will be affected by a number of operational risks and the Issuer and/or OSH may not be adequately insured for certain risks, including: labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Issuer's and/or OSH's technologies, personal injury or death, environmental damage, adverse impacts on the Issuer's and/or OSH's operation, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on the Issuer's future cash flows, earnings and financial condition.

Also, the Issuer may be subject to or affected by liability or sustain loss for certain risks and hazards against which the Issuer and/or OSH cannot insure or which the Issuer and/or OSH may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Issuer's future cash flows, earnings, results of operations and financial condition.

Resale of Shares

There can be no assurance that the publicly-traded stock price of the Issuer will be high enough to create a positive return for the existing investors. Further, there can be no assurance that the stock of the Issuer will be sufficiently liquid so as to permit investors to sell their position in the Issuer without adversely affecting the stock price. In such event, the probability of resale of the Issuer's shares would be diminished.

As well, the continued operation of the Issuer will be dependent upon its ability to procure additional financing in the short term and to generate operating revenues in the longer term. There can be no assurance that any such financing can be obtained or that revenues can be generated. If the Issuer is unable to obtain such additional financing or generate such revenues, investors may be unable to sell their shares in the Issuer and any investment in the Issuer may be lost.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the shares of the Issuer will be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenues, cash flows or earnings. The value of the Issuer's shares will be affected by such volatility. An active public market for the Issuer's shares might not develop or be sustained after the completion of the Listing. If an active public market for the Issuer's shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline.

Risks Relating to OSH's Business and its Industry

OSH's limited operating history makes evaluating its business and prospects difficult.

OSH has a limited operating history on which to base an evaluation of its business, financial performance and prospects. As such, OSH's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As OSH is in an early stage and is introducing new products, OSH's revenues may be materially affected by the decisions, including timing decisions, of a relatively consolidated customer base. In addition, it is also difficult to evaluate the viability of OSH's online healthcare services platform as a service because OSH has had limited experience to address the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as OSH's target

markets. There can be no assurance that OSH will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on OSH's business, prospects, financial condition and results of operations.

Need for funds

In the short term, the continued operation of the Issuer will be dependent upon its ability to procure additional financing. The Issuer must obtain such financing through a combination of equity and debt financing and there can be no assurance that the Issuer can raise the required capital it needs to build and expand OSH's online healthcare services platform and to develop the related content, nor that the capital markets will fund the project to completion. Without this additional financing, the Issuer may be unable to achieve positive cash flow and earnings as quickly as anticipated. There can be no certainty that the Issuer can obtain these funds, in which case any investment in the Issuer may be lost.

The raising of equity funding would also result in dilution of the equity of the Issuer's shareholders.

Dividends

The Issuer has not consistently paid dividends to shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Issuer expects to retain its earnings to finance growth, and where appropriate, to pay down debt.

Value of OSH's Assets

OSH's assets are of indeterminate value. For further information, see the audited financial statements of OSH attached hereto as Schedule "D".

OSH has a history of net losses, which might occur again in the future.

OSH incurred net losses from the inception of its business until the date of this Listing Statement. OSH cannot assure that it can remain profitable or avoid net losses in the future or that there will not be any earnings or revenue declines for any future quarterly or other periods. OSH expects that its operating expenses will increase as it grows its business, including expending substantial resources for content and product development and marketing. As a result, any decrease or delay in generating revenues could result in material operating losses.

Hormone Soup TV

OSH's business model depends on the ability of the television talk show episodes of Hormone Soup TV to garner significant North American viewership and, in turn, to drive user traffic to the online healthcare services platform for the purchase of services. However, there can be no assurance that any future episode of Hormone Soup TV will be produced or that any episodes of Hormone Soup TV will be picked up for distribution by any of the 328 North American markets, nor that such episodes, if distributed through network syndication will generate any leads for the online healthcare services platform.

Users

OSH's business model depends on users of the online healthcare services platform entering into online transactions, either by subscribing to the system and paying the monthly subscription fee or by purchasing products or services from or through the platform. There can be no assurance that the platform will see the projected number of users, nor that users will transact as projected. As a result, OSH may not be able to meet its revenue and earnings targets.

Use of Sensors

A key component of OSH's business model is the uptake by users of OSH's nanotechnology sensor device for home diagnostic testing. There can be no assurance that the device and the associated testing cartridges will receive approval from the FDA in the United States, Health Canada or regulatory approval in any other jurisdiction, nor that users of the online healthcare services platform will purchase and use the device at the rates projected. As a result, OSH may not be able to meet its revenue and earnings targets.

Platform content

As a means by which users can access a variety of products and services, the online healthcare services platform that is central to OSH's business model is reliant on various sources of such products and services. The supply of certain such products and services is directly controlled by the Issuer, but the majority of products and services to be available on the platform are will be provided from external sources. As a result, there can be no assurance that medical experts will use the platform to provide consulting services, that product developers will offer their products for sale on the platform or that developers will develop applications for sale through the platform.

In addition, there can be no assurance that the crowd-sourced funding of the Hormone Research Institute will be sufficient to support the proposed primary health research efforts of the Institute, nor that the secondary market research accumulated and assembled by the Institute for publication in a digital newspaper format will be medically accurate.

OSH may be exposed to infringement or misappropriation claims by third parties, which, if determined adversely to OSH, could subject OSH to significant liabilities and other costs.

OSH's success depends largely on its ability to use and develop its technology and know-how without infringing the intellectual property rights of third parties. OSH cannot assure that third parties will not assert intellectual property claims against it. OSH is subject to additional risks if entities licensing to it intellectual property do not have adequate rights in any such licensed materials. The validity and scope of claims relating to the intellectual property of nanotechnology testing applications involve complex scientific, legal and factual questions and analysis and, therefore, tend to be uncertain. If third parties assert copyright or patent infringement or violation of other intellectual property rights against OSH, it will be required to defend itself in litigation or administrative proceedings, which can be both costly and time consuming and may significantly divert the efforts and resources of its technical and management personnel. An adverse determination in any such litigation or proceedings to which

OSH may become a party could subject it to significant liability to third parties, require it to seek licenses from third parties, to pay ongoing royalties, or to redesign its applications or subject OSH to injunctions prohibiting the development and operation of its applications.

OSH may need to incur significant expenses to enforce its proprietary rights, and if OSH is unable to protect such rights, its competitive position could be harmed.

OSH regards proprietary software, domain names, trade names, trade secrets and other intellectual property as critical to its success. OSH's ability to protect its proprietary rights is critical for the success of its applications and its overall financial performance. OSH has taken certain measures to protect its intellectual property rights. However, OSH cannot assure that its measures will be sufficient to protect its proprietary information and intellectual property. Policing unauthorized use of proprietary technology is difficult and expensive. Any steps OSH has taken to prevent the misappropriation of its proprietary technology may be inadequate. The validity, enforceability and scope of protection of intellectual property in internet-related industries are uncertain and still evolving. In particular, the laws and enforcement procedures in some developing countries are uncertain and may not protect intellectual property rights in this area to the same extent as do the laws and enforcement procedures in Canada, the United States and other developed countries.

OSH is dependent upon its existing management, its key development personnel and its qualified technical personnel, and its business may be severely disrupted if it loses their service.

OSH's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable or unwilling to continue in their present positions, OSH might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, OSH may lose know-how, key professionals and staff members as well as partners. These executive officers and key employees could develop and operate online platforms that could compete with and take users away from its platform.

Available Talent Pool

As OSH grows, it will need to hire additional human resources to continue to develop the business. However, talent in the digital health industry is in high demand at present, and there can be no assurance that the appropriate individuals will be available or affordable to OSH given the current labour market. Without adequate personnel and expertise, the growth of OSH's business may suffer.

Unforeseen Competition

Although the online healthcare services platform envisioned by OSH management would be novel, this gap in the digital marketplace is not likely to remain open indefinitely. There can be no assurance that significant competition will not enter the marketplace and offer some number of similar products and services or take a similar approach. Such competition could have a significant adverse effect on the growth potential of OSH's business by effectively dividing the existing market for such products and services.

Potential future acquisitions and/or strategic alliances may have an adverse effect on OSH's ability to manage its business.

OSH may acquire technologies, businesses or assets that are complementary to its business and/or enter into strategic alliances in order to leverage its position in the online healthcare services market. Future acquisitions or strategic alliances would expose OSH to potential risks, including risks associated with the integration of new technologies, businesses and personnel, unforeseen or hidden liabilities, the diversion of management attention and resources from its existing business, and the inability to generate sufficient revenues to offset the costs and expenses of acquisitions or strategic alliances. Any difficulties encountered in the acquisition and strategic alliance process may have an adverse effect on OSH's ability to manage its business.

No Assurance of Profitability

OSH incurred a net loss of $171,099 for the three-month period ended September 30, 2013, and has incurred total losses of $413,506 from incorporation. OSH cannot give assurances that it will not incur net losses in the future. The limited operating history makes it difficult to predict future operating results. OSH is subject to the risks inherent in the operation of a new business enterprise in an emerging business sector, and there can be no assurance that OSH will be able to successfully address these risks.

Management of Growth

OSH may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. OSH's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Competition

There can be no assurances that competitors will not adopt a similar strategy and attempt to enter the markets that OSH has targeted.

Dependence on Proprietary Technology and Limited Protection Thereof

OSH will be relying on a combination of trademark, copyright, patent and trade secret law, as well as confidentiality restrictions contained in certain confidentiality agreements, to establish and protect OSH's proprietary rights in its intellectual property. As a result, OSH may not be able to adequately prevent a competitor, business partner or customer from creating or obtaining an illegal copy of its software or otherwise using it for inappropriate purposes such as reverse-engineering.

General Economic Trends

The worldwide economic slowdown and tightening of credit in the financial markets may impact the business of OSH's customers, which could have an adverse effect on OSH's business, financial condition, or results of operations. Adverse changes in general economic or political conditions in any of the major countries in which OSH does business could also adversely affect OSH's operating results.

Asset Location and Legal Proceedings

Substantially all of OSH's assets are located in Canada where intellectual property is generally enforced. OSH expects to have subscribers and assets located outside of Canada, particularly in the United States. Accordingly, OSH may be subject to legal proceedings and judgments in foreign jurisdictions.

Risk Associated with Foreign Operations in Developing Countries

OSH's primary revenues are expected to be achieved initially in North America. However, OSH may expand to markets outside of North America, and become subject to risks normally associated with conducting business in a developing country. OSH cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect OSH's business.

Market Acceptance

OSH's ability to gain and increase market acceptance of its online healthcare services platform depends upon its ability to establish and maintain its brand name and reputation. In order to do so, substantial expenditures on product development, strategic relationships and marketing initiatives may be required. There can be no assurance that users or healthcare services providers will accept or utilize the online healthcare services platform.

Rapid Technological Change

The online healthcare services industry is characterized by rapid technological change, changes in user and customer requirements and preferences, frequent new product and service introductions embodying new technologies and emergence of new industry standards and practices that could render OSH's existing products and systems obsolete and can exert price pressures on existing products. It is critical to OSH's success that it be able to anticipate and react quickly to changes in technology or in industry standards and successfully develop and introduce new, enhanced and competitive products on a timely basis. OSH cannot give assurance that it will successfully develop new products or enhance and improve its existing products, that new products and enhanced and improved existing products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render OSH's products obsolete. The process of developing new technology is complex and uncertain, and, if OSH fails to accurately predict customers' changing needs and emerging technological trends, its business could be harmed. OSH must commit significant resources to developing new products before knowing whether its investments will result in products the market will accept.

To remain competitive, OSH may be required to invest significantly greater resources than currently anticipated in research and development and product enhancement efforts, and result in increased operating expenses.

Product Defects and Reputation

OSH will continue developing source code for its online healthcare services platform. Such source code and related online healthcare services products may contain errors or hidden defects that may significantly impact the user experience. OSH may not be able to correct the defects in a timely manner, and may lead to a loss of or a delay in market acceptance. In addition, such errors or hidden defects could cause adverse damage its reputation and impair its ability to acquire new users. In addition, OSH may need to make significant expenditures to eliminate defects from its products. As well, errors and defects and could lead to claims for liability or other claims involving costly litigation.

Risks Associated with Acquisitions

As part of OSH's overall business strategy, the Issuer may pursue select strategic acquisitions after the completion of the Listing, that would provide additional product or service offerings, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from OSH's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Electronic Communication Security Risks

A significant potential vulnerability of electronic communications is the security of transmission of confidential information over public networks. Anyone who is able to circumvent OSH's security measures could misappropriate proprietary information or cause interruptions in its operations. OSH may be required to expend capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches.

Data Transmission

OSH transmits the majority of the content of its online healthcare services platform as a service over the Internet. If OSH experiences transmission failures or limited transmission capacity on the Internet or other data networks OSH may use, it may be unable meet its commitments.

Insurance Coverage

OSH will require insurance coverage for a number of risks, including business interruption, environmental matters and contamination, personal injury and property damage. Although OSH believes that the events and amounts of liability covered by its insurance policies will be

reasonable, taking into account the risks relevant to its business, and the fact that agreements with users contain limitations of liability, there can be no assurance that such coverage will be available or sufficient to cover claims to which OSH may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, OSH's financial resources, results of operations and prospects could be adversely affected.

Tax Risk

OSH will be considered to have been carrying on business in Canada for purposes of the *Income Tax Act* (the "**Tax Act**"). However OSH will be operating in the online healthcare services space, a new and developing industry that has had historically low regulations and tax compliance. There is risk that foreign governments may look to increase their tax revenues or levy additional taxes to level the playing field for perceived disadvantages to the traditional brick and mortar business. While OSH does not foresee any adverse tax affects, there is no guarantee that governments will not impose such additional adverse taxes in the future.

Risks in Foreign Jurisdictions

Online delivery of healthcare services is a global trend, and OSH anticipates that a significant user base will be located outside Canada. International business activities entail additional risks such as uncertainty as to the protection and use of intellectual property, partnership risks, political risks, legal and regulatory risks, the risk of increase in taxes (including value added taxes) and trade barriers. Furthermore, as profits of foreign subsidiaries are taxable under foreign income tax legislation revenues from foreign operations could be adversely impacted.

Currency Fluctuations

Due to OSH's present operations, and its intention to in the future operate in jurisdictions outside Canada, OSH is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. A substantial portion of OSH's revenue could be earned in US dollars, but a substantial portion of its operating expenses are incurred in Canadian dollars. Fluctuations in the exchange rate between the US dollar and other currencies, such as the Canadian dollar, may have a material adverse effect on OSH's business, financial condition and operating results. OSH intends to continue to expand operations globally so it may be subject to additional gains and losses against additional currencies. OSH does not currently have a foreign exchange hedging program in place. However, in the future, it may establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if OSH develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

Fluctuations in Quarterly Results

OSH's quarterly operating results may fluctuate significantly in the future depending on factors such as the popularity of online healthcare services, the ability to attract users, progress on implementation of projects and upgrades, the number, timing and significance of new product

announcements by OSH and its competitors, the ability to introduce and market new and enhanced versions of products on a timely basis, changes in operating expenses, and general economic factors, among others. A significant portion of OSH's expenses are based on expectations of future revenue and, therefore, is relatively fixed in the short-term. Accordingly, if revenue levels are below expectations, operating results are likely to be adversely affected. As quarterly revenue is dependent upon building a significant user base, and the ability to monetize that user base, the inability to build and monetize the user base could cause OSH to plan or budget inaccurately, and those variations could adversely affect its financial results.

Officer and Director Conflicts

Because directors and officers of the Issuer and/or OSH are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies and cloud marketing platforms, the directors and officers of the Issuer may have a conflict of interest in conducting their duties. The Issuer and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Issuer, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Issuer will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Issuer will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Issuer, the degree of risk to which the Issuer may be exposed and its financial position at that time. Other than as indicated, the Issuer has no other procedures or mechanisms to deal with conflicts of interest.

Executive officers and directors may have rights to indemnification including directors' and officers' liability insurance that will survive consummation of their agreements.

17.2 Additional Securityholder Risk

There is no risk that securityholders of the Issuer 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 Section 17.1 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Issuer Shares.

18. PROMOTERS

18.1 – 18.2 – Promoter Consideration

Merchant Equities Capital Corp. ("**Merchant**") and ITB Solutions ("**ITB**") will receive in conjunction with the Transaction finder's compensation consisting in aggregate of $25,000 in

cash and 650,000 common share purchase warrants exercisable into 650,000 common shares in the capital of the Issuer upon payment by the holder of $0.60 for each such warrant exercised.

OSH entered into a Consulting Agreement dated January 28, 2014 with Brisco Capital Partners Corp. ("Brisco") to undertake marketing and investor relations responsibilities for a term of up to one year for consideration of: (a) $6,000 per month; (b) 100,000 options to purchase in aggregate 100,000 common shares in the capital of the Issuer at an exercise price of $0.60 each, granted January 28, 2014, with 10,000 vesting immediately and 30,000 vesting each year for the next three years on January 28th of 2015, 2016 and 2017 respectively; and (c) reimbursement of out-of-pocket expenses.

Other than Brisco, Merchant and ITB and the directors and officers of the Issuer, there has been no person or company that may be considered a promoter of the Issuer within two years immediately preceding this Listing Statement.

19. LEGAL PROCEEDINGS

19.1 Legal Proceedings

As of the date of this Listing Statement, there are no legal proceedings material to the Issuer to which the Issuer is a party or of which any of their respective property is the subject matter, and there are no such proceedings known to the Issuer to be contemplated.

19.2 Regulatory Actions

As of the date of this Listing Statement, the Issuer has not been subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has the Issuer entered into a settlement agreement with a securities regulatory authority, nor has the Issuer been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Issuer's securities or would be likely to be considered important to a reasonable investor making an investment decision.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No material conflict of interest, either direct or indirect, is currently known to exist with respect to any proposed transaction, or any transaction consummated over the three years before the date of this Listing Statement, that has affected or will materially affect the Issuer or a subsidiary of the Issuer except as follows:

(a) Sonya Satveit is a shareholder, director and officer of OSH and is also a shareholder, director and officer of Hormone Soup Inc. Hormone Soup Inc. has

entered into an agreement with OSH to share revenues derived from Hormone Soup TV, a television series created and hosted by Sonya Satveit. A more complete description of Hormone Soup TV and the arrangements proposed with OSH is set out in section 4.1(b) above. In addition, it is expected that Hormone Soup Inc. and OSH will continue to pursue business arrangements going forward. After completion of this transaction, Ms. Satveit will own approximately 55% of the Issuer on a non-diluted basis.

(b) Gary Bartholomew is Executive Chairman of the board of directors of the Issuer. Mr. Bartholomew is also principal of Pilkington Capital Corporation, a shareholder of the issuer. After completion of this transaction, Pilkington Capital Corporation will own approximately 6% of the Issuer on a non-diluted basis.

Conflicts of interest may arise as a result of the directors and officers of the Issuer also holding positions as directors or officers of other companies. Some of those individuals have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Issuer will be in direct competition with the Issuer.

The directors and officers of the Issuer are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Issuer will rely upon such laws in respect of any directors' and officers' conflict of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with the *Business Corporations Act* (Alberta), as applicable, and they will govern themselves in respect thereof to the best of their ability in accordance with the obligation imposed upon them by law.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditors

The auditors of the Issuer and OSH are MNP LLP (formerly Chang Lee LLP) of 300 – 111 Richmond Street West, Toronto ON M5H 2G4.

21.2 Transfer Agent and Registrar

The registrar and transfer agent of the Issuer is Computershare Trust Company of Canada located at 530 – 8th Avenue SW, Suite 600, Calgary, Alberta, T2P 3SB.

22. MATERIAL CONTRACTS

22.1 – Material Contracts of the Issuer

The Issuer has not entered into any material contracts within the two years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business, except as follows:

1. the Purchase Agreement.

OSH has not entered into any material contracts within the two years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business, except as follows:

1. OSH and Hormone Soup Inc. have entered into a sales and marketing agreement dated September 1, 2013 pursuant to which OSH has agreed to advance $1,500,000 (USD) as a pre-paid revenue share to fund the production of up to 30 twenty-two-minute television episodes. $1,450,000 of this amount need not be advanced until the agent has entered into a contract with a production studio and OSH has raised no less than $3,000,000 of total equity. All advances are advances on commissions the sales agent shall earn on sales generated by agent for OSH products and services.

2. OSH has entered into a transfer agreement dated April 23, 2013, pursuant to which OSH has agreed to purchase certain assets and intellectual property from Sonya Satveit in exchange for the issuance by OSH of 3,166,667 common shares in the capital of the Corporation.

The following agreements have also been made to engage advisory services or other services from independent contractors:

1. Management Services Agreement dated April 1, 2013, pursuant to which OSH has retained Sonya Satveit to act as Chief Executive Officer unless terminated with 90 days prior notice, for consideration of (a) $10,000 per month, (b) 100,000 stock options granted April 15, 2013, with 50,000 at an exercise price of $0.15 (vesting April 15th, 2014) and 50,000 at an exercise price of $0.60 (where 5,000 vested on April 15, 2013 and a further 15,000 are due to vest on April 15th of each of the following three years) and (c) reimbursement for out-of-pocket expenses.

2. Management Services Agreement dated April 1, 2013, pursuant to which OSH has retained Gary Bartholomew to undertake Executive Chairman responsibilities for a one year term, to be renewed automatically each year for 1-year successive terms unless notice is given no later than 60 days prior to expiry, for consideration of (a) $10,000 in monthly consideration, (b) 100,000 stock options valued at

$0.15 each, granted April 15, 2013 and vesting immediately, and (c) reimbursement for out-of-pocket expenses.

3. Management Services Agreement dated June 1, 2013, pursuant to which OSH has retained Mark Olson to act as Interim Chief Financial Officer commencing October 1, 2013, for an indefinite term unless terminated on 60 days prior notice, for consideration of (a) $65.00 per hour, (b) 20,000 stock options valued at $0.60 each, granted June 1, 2013 and vesting on June 1, 2014, and (c) reimbursement of out-of-pocket expenses.

4. Management Services Agreement dated September 1, 2013, pursuant to which OSH has retained Lee Satveit to act as a Consultant commencing on November 4, 2013, for an indefinite term unless terminated on 60 days prior written notice, for consideration of (a) Base monthly consideration of $7,500 from November 1, 2013, (b) 5,000 options valued at $0.60 each, granted September 1, 2013 and vesting on September 1, 2014, and (c) reimbursement of out-of-pocket expenses.

5. Agreement dated April 15, 2013 pursuant to which OSH has retained Lee Satveit to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for a consideration of: (a) 5,000 options valued at $0.15 each, granted April 15, 2013 and vesting April 15, 2014, and (b) reimbursement of out-of-pocket expenses.

6. Management Services Agreement dated September 1, 2013, pursuant to which OSH has retained Melanie Minor to act as a Consultant commencing on October 15, 2013, for an indefinite term unless terminated on 60 days prior notice, for consideration of (a) Base monthly consideration of $4,500 from October 15, 2013, (b) 5,000 options valued at $0.60 each, granted September 1, 2013, and vesting on September 1, 2014, and (c) reimbursement of out-of-pocket expenses.

7. Agreement dated April 15, 2013, pursuant to which OSH has retained Melanie Minor to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for consideration of: (a) 5,000 options valued at $0.15 each, granted April 15, 2013 and vesting April 15, 2014, and (b) reimbursement of out-of-pocket expenses

8. Agreement dated April 15, 2013, pursuant to which OSH has retained Guy Zajonc to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for consideration of: (a) 10,000 options valued at $0.15 each, granted April 15, 2013 and vesting April 15, 2014, and (b) 15,000 options valued at $0.60 each, granted September 1, 2013, with 1,500 vesting immediately and 4,500 vesting each year for the next three years on September 1st of 2014, 2015, and 2016 respectively, and (c) reimbursement of out-of-pocket expenses.

9. Agreement dated April 15, 2013, pursuant to which OSH has retained Dr. Martin Charron to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for consideration of: (a) 10,000 options valued at $0.15 each, granted April 15, 2013 and vesting April 15, 2014, and (b) 15,000 options valued at $0.60 each, granted September 1, 2013, with 1,500 vesting immediately and 4,500 vesting each year for the next three years on September 1st of 2014, 2015, and 2016 respectively, and (c) reimbursement of out-of-pocket expenses.

10. Agreement dated April 15, 2013, pursuant to which OSH has retained Kathi L. Haugrud (also known as Magnolia Miller) to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for consideration of: (a) 10,000 options valued at $0.15 each, granted April 15, 2013 and vesting April 15, 2014, and (b) reimbursement of out-of-pocket expenses.

11. Agreement dated December 1, 2013, pursuant to which OSH has retained William Douglas Beynon to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for consideration of: (a) 25,000 options valued at $0.60 each, granted December 1, 2013, with 2,500 vesting immediately and 7,500 vesting each year for the next three years on December 1st of 2014, 2015 and 2016 respectively, and (b) reimbursement of out-of-pocket expenses.

12. Agreement dated December 17, 2013, pursuant to which OSH has retained Christine Donnelly to undertake Consultant responsibilities for an indefinite term unless terminated by either party on 60 days prior written notice for consideration of: (a) $5,000 per month; (b) 25,000 options valued at $0.60 each, granted December 17, 2013, with 2,500 vesting immediately and 7,500 vesting each year for the next three years on December 17th of 2014, 2015 and 2016 respectively, and (b) reimbursement of out-of-pocket expenses.

13. Agreement dated December 1, 2013, pursuant to which OSH has retained Not Only Development, LLC to undertake Advisor responsibilities for a one year term, to be automatically renewed each year for successive terms unless 60 days notice is given prior to renewal, for consideration of: (a) 100,000 options valued at $0.60 each, granted December 1, 2013, with 10,000 vesting immediately and 30,000 vesting each year for the next three years on December 1st of 2014, 2015 and 2016 respectively; and (b) reimbursement of out-of-pocket expenses.

14. Agreement dated January 28, 2014, pursuant to which OSH has retained Brisco Capital Partners Corp. to undertake marketing and investor relations consultant and advisor responsibilities for a term of up to one year, for consideration of: (a) $6,000 per month; (b) 100,000 options valued at $0.60 each, granted January 28, 2014, with 10,000 vesting immediately and 30,000 vesting each year for the next

three years on January 28th of 2015, 2016 and 2017 respectively; and (c) reimbursement of out-of-pocket expenses.

The material contracts described above may be inspected without further charge at the offices of Gowling Lafleur Henderson LLP, solicitors of the Issuer, located at Suite 1020, 50 Queen Street North, Kitchener, Ontario, N2H 6M2 during ordinary business hours until the date of the Completion of the Listing and for a period of 30 days thereafter.

22.2 – Special Agreements

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

23. INTEREST OF EXPERTS

23.1 – Interest of Experts – Issuer and OSH

The auditors of the Issuer, MNP LLP, Chartered Accountants audited the financial statements of the Issuer for the years ended December 31, 2012, 2011 and 2010 and are independent within the meaning of the Canadian Institute of Chartered Accountants Handbook. As of the date of this Listing Statement, MNP LLP, Chartered Accountants did not own or have any registered or beneficial interests, direct or indirect, in any securities or the property of the Issuer.

The auditors of OSH, MNP LLP, Chartered Accountants audited the financial statements of OSH for the period from incorporation on March 27, 2013 to September 30, 2013 and are independent within the meaning of the Canadian Institute of Chartered Accountants Handbook. As of the date of this Listing Statement, MNP LLP, Chartered Accountants did not own or have any registered or beneficial interests, direct or indirect, in any securities or the property of OSH.

24. OTHER MATERIAL FACTS

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

25. FINANCIAL STATEMENTS

25(a) - Financial Statements – Issuer

Schedule "A" contains the audited financial statements for Sunshine for the years ended December 31, 2012, 2011 and 2010 and the unaudited interim financial statements for the nine-month period ended September 30, 2013.

25(b) - Financial Statements – OSH

Schedule "B" contains the audited financial statements for OSH from incorporation (March 27, 2013) to September 30, 2013.

25(c) – Pro Forma Consolidated Financial Statements

Schedule "E" contains the pro forma consolidated financial statements of the Issuer as at December 31, 2012 and September 30, 2013.

SCHEDULE "A"
FINANCIAL STATEMENTS OF SUNSHINE CAPITAL CORPORATION

(see attached)

Financial Statements of

SUNSHINE CAPITAL CORPORATION

December 31, 2012 and 2011

Management's Responsibility

To the Shareholders of Sunshine Capital Corporation:

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial statements. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP, an independent firm of Chartered Accountants, is appointed by the shareholders to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

April 24, 2013

(signed) "John Garden"
John Garden
Chief Executive Officer

(signed) "Bruce Lyon"
Bruce Lyon
Chief Financial Officer

Auditor's Report

To the Shareholders of Sunshine Capital Corporation:

We have audited the accompanying financial statements of Sunshine Capital Corporation (the "Company'), which comprise the statements of financial position as at December 31, 2012 and 2011, and the statements of loss and comprehensive loss, changes in equity, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Sunshine Capital Corporation as at December 31, 2012 and 2011 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to Note 1 to these financial statements which states that Sunshine Capital Corporation incurred significant losses from operations and has an accumulated deficit. This, along with the other matters as described in Note 1, indicate the existence of a material uncertainty which may cast doubt about the ability of Sunshine Capital Corporation to continue as a going concern.

April 24, 2013
Calgary, Alberta

MNP LLP
Chartered Accountants

SUNSHINE CAPITAL CORPORATION
Statement of Financial Position
(Expressed in Canadian

	As at December 31, 2012	2011
Assets		
Current assets:		
Cash	$ 33,038	$ 94,482
Goods and services tax receivable	8,203	5,326
TOTAL ASSETS	41,241	$ 99,808
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	12,706	$ 13,086
TOTAL LIABILITIES	$ 12,706	$ 13,086
Shareholders' equity:		
Share capital (*Note 3*)	$ 595,441	$ 595,441
Deficit	(566,906)	(508,719)
TOTAL SHAREHOLDERS' EQUITY	$ 28,535	$ 86,722
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 41,241	$ 99,808

Nature of operations and going concern *(Note 1)*

Approved on behalf of the Board of Directors

(signed) "John Garden"
John Garden
Director

(signed) "Bruce Lyon"
Bruce Lyon
Director

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statements of Loss and Comprehensive Loss
Years ended December 31
(Expressed in Canadian dollars)

	2012	2011
Expenses		
Professional fees	$ 42,558	$ 38,494
Public company expense	9,505	9,582
General & Administrative Expense	6,000	3,340
Interest and bank charges	124	118
	$ 58,187	$ 51,534
Net loss and comprehensive loss for the year	$ (58,187)	$ (51,534)
Net loss per share – Basic and diluted	$ (0.01)	$ (0.01)
Weighted average Common shares outstanding – Basic and diluted	6,250,000	5,088,219

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statements of Changes in Equity
(Expressed in Canadian dollars)

	# of Shares		Amount		Deficit		Total
Balance December 31, 2010	**1,500,000**	$	**357,941**	$	**(457,185)**	$	**(99,244)**
Issued for cash (Note 3)	3,550,000		177,500				177,500
Issued to settle shareholder loan (Note 3)	1,200,000		60,000				60,000
Net loss and comprehensive loss					(51,534)		(51,534)
Balance December 31, 2011	**6,250,000**	$	**595,441**	$	**(508,719)**	$	**86,722**
Net loss and comprehensive loss					(58,187)		(58,187)
	6,250,000	$	**595,441**	$	**(566,906)**	$	**28,535**

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statements of Cash Flows
(Expressed in Canadian dollars)

Year ended December 31	2012	2011
Cash provided by (used in) the following activities:		
Operating activities		
Net loss and comprehensive loss	**$ (58,187)**	$ (51,534)
Changes in non-cash working capital		
Goods and services tax receivable	**(2,877)**	(1,937)
Accounts payable and accrued liabilities	**(380)**	(33,814)
Due to shareholder	**-**	(461)
	(61,444)	(87,746)
Financing activities		
Common Share Issue (Note 3)	**-**	177,500
Increase (decrease) in cash	**(61,444)**	89,754
Cash - beginning of year	**94,482**	4,728
Cash – end of year	**$ 33,038**	$ 94,482

The accompanying notes are an integral part of these financial statements

1. Nature of Operations and Going Concern

Sunshine Capital Corporation (the "Company") was incorporated under the Business Corporation Act (Alberta) on March 16, 2001 and is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange").

The Company's principal business activity is to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a "Qualifying Transaction" ("QT") as defined in Policy 2.4 of the Exchange. The Company operates from its primary office in Calgary, Alberta, Canada. Its registered head office is located at 700, 400 – 5th Avenue S.W., Calgary, AB, T2P 0L6.

The financial statements of the Company for the year ended December 31, 2012 were authorized for issue in accordance with a resolution of the directors on April 24, 2013.

Basis of Operations

These financial statements of the Company have been prepared on a going concern basis which contemplates the realization of assets and discharge of liabilities in the normal course of business.

Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

For the year ended December 31, 2012, the Company reported a net loss and comprehensive loss of $58,187 (2011 - $51,534) and negative cash flow from operations of $61,444 (2011 - $87,746). At December 31, 2012, the Company has an accumulated deficit of $566,906 (2011 - $508,719) and positive working capital of $28,535 (2011 - $86,722).

The Company has not yet achieved profitable operations, nor identified and completed a Qualifying Transaction and expects to incur further losses in the development of its business, all of which cast doubt about the Company's ability to continue as a going concern. Management is actively seeking a potential Qualifying Transaction for the Company and there is no assurance that the Company will announce a Transaction within the next twelve months.

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and to identify, evaluate and negotiate an acquisition of, a participation in, or an investment of an interest in a Qualifying Transaction as defined under the policies of the TSX Venture Exchange.

2. Significant Accounting Policies

a) Statement of Compliance with International Financial Reporting Standards

These financial statements have been prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretations Committee (IFRIC").

b) Basis of Preparation

These financial statements have been prepared on a historical cost basis except for certain financial instruments which have been measured at fair value.

2. Significant Accounting Policies *(continued)*

c) Functional Currency

The presentation and functional currency of the Company is the Canadian dollar.

d) Significant Accounting Judgments and Estimates

The preparation of these financial statements requires management to make judgments 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 judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments 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 estimates are revised and the revision affects both current and future periods.

A significant area requiring the use of management estimates relates to deferred taxes. Uncertainties exist with respect to the amount and timing of future taxable income. Deferred tax assets are only recognized to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is require to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings. Management reviews significant estimates on a periodic basis and, when changes in estimates are necessary, makes adjustments prospectively.

e) Cash

Cash consists of cash held in a lawyer's trust account and a bank account. The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

f) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity, net of tax when deemed recoverable.

g) Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period. Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

2. Significant Accounting Policies *(continued)*

h) Share Based Compensation

Equity-settled share based payments for directors, officers, employees and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. The fair value determined at the grant date of equity-settled share based payments is expensed on a graded vesting basis over the vesting period based on the Company's estimate of shares that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share based instruments.

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received.When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by using the Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

i) Deferred Financing Costs

Costs directly identifiable with the raising of capital are charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

j) Income Taxes and Deferred Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets and liabilities are presented as non-current.

2. Significant Accounting Policies *(continued)*

k) 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 ("FVTPL") - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing them in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive 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 initially recognized at fair value and subsequently carried at amortized cost using the effective interest method, 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 initially recognized at fair value and subsequently 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 in the statement of loss and comprehensive 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 available-for-sale financial assets constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of loss and comprehensive loss.

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 liability was incurred. 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 in the statement of loss and comprehensive loss.

Other financial liabilities - This category comprises all other financial liabilities. Other financial liabilities are initially recognized at fair value and subsequently measured at amortized cost, using the effective interest method.

2. Significant Accounting Policies *(continued)*

The Company has classified its cash as fair value through profit and loss, Goods and Services Tax receivable as loans and receivables, and accounts payable and accrued liabilities as other financial liabilities.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as price) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured using level 1 inputs.

Financial instruments are exposed to credit, liquidity and market risks. Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge on obligation. Liquidity risks is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Market risk is that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk composes three types of risk: currency risk, interest rate and other price risk.

l) Recent Accounting Pronouncements

The following new standards, which have not been applied within these financial statements, will or may have an effect on the Company's future financial statements:

(a) IFRS 9, "Financial Instruments", was issued in 2010. It addresses the classification and measurement of financial assets. The new standard defines two instead of four measurement categories for financial assets, with classification to be based partly on the Corporation's business model and partly on the characteristics of the contractual cash flows from the respective financial asset. An embedded derivative in a structured product will no longer have to be assessed for possible separate accounting treatment unless the host is a non-financial contract. A hybrid contract that includes a financial host must be classified and measured in its entirety. Application of IFRS 9 is mandatory for financial periods beginning on or after January 1, 2015. The new standard is not expected to have a material impact on the presentation of the Company's financial position and results of operations.

(b) IFRS 10, "Consolidation" 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 Standing Interpretations Committee ("SIC)-1212 Consolidation – Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements. IFRS 10 is effective for annual periods beginning on or after January 1, 2013, with earlier adoption permitted. This standard is not expected to have a material impact on the presentation of the Company's financial position and results of operations.

2. Significant Accounting Policies *(continued)*

(c) IFRS 11, "Joint Arrangements" requires a venture to classify its interest in a joint arrangement as a joint venture or joint operations. 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 and revenue and expenses of the joint operations. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interest in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities – Non-monetary Contributions by Ventureres. IFRS 11 is effective for annual periods beginning on or after January 1, 2013, with earlier adoption permitted. This standard is not expected to have a material impact on the presentation of the Company's financial position and results of operations.

(d) IFRS 12, "Disclosure of Interests in Other Entities" establishes disclosure requirements for interest 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 interest in other entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with earlier adoption permitted. This standard is not expected to have a material impact on the presentation of the Company's financial position and results of operations.

(e) IFRS 13, "Fair Value Measurement", sets out a single IFRS framework for measuring fair value and outlines disclosure requirements about fair value measurements. IFRS 13 defines fair value as 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. Fair value is a market-based measurement, not an entity specific measurement so assumptions that market participants would use should be applied in measuring fair value. IFRS 13 is effective for annual periods on or after January 1, 2013, with earlier application permitted. This IFRS is to be applied prospectively as of the beginning of the annual period in which it is initially applied and the disclosure requirements do not need to be applied in comparative periods before initial application. The Company has not yet assessed the impact of the standard.

(f) IAS 1 - Presentation of financial statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in order comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual period beginning on or after July 1, 2012. The Company is currently assessing the impact of this standard.

(g) IAS 27 replaced the existing IAS 27, Consolidated and Separate Financial Statements□. IAS 27 contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9 Financial Instruments. IAS 27 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently assessing the impact of this standard.

(h) IAS 28, "Investments in Associates", was amended in 2011 which prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently assessing the impact of this standard.

3. Share Capital

Authorized:

Class "A" - Preferred Shares	– unlimited number – non-voting, non-cumulative, participating, redeemable at $1.00 per share
Class "B" - Preferred Shares	– unlimited number
Class "C" - Common	– unlimited number – voting shares without nominal or par value

Issued:

Class "C" Common shares	Number of shares	Amount
Balance – **December 31, 2010**	1,500,000	$ 357,941
Issued for cash (a)	3,550,000	177,500
Issued to settle shareholder loan (b)	1,200,000	60,000
Balance – **December 31, 2011**	**6,250,000**	**$595,441**
Balance – **December 31, 2012**	**6,250,000**	**$595,441**

a) 1,900,000 shares were issued at $0.05 per share for $95,000 cash and 1,650,000 shares were issued May 13, 2011 at $0.05 per share for $82,500.

b) 1,200,000 shares were issued to settle a shareholder loan of $60,000.

4. Income Taxes

Net income tax provision differs from that expected by applying the combined federal and provincial tax rates to loss before income taxes for the following reasons:

	2012	2011
Loss before income tax	$(58,187)	$(51,534)
Combined federal and provincial tax rate	25.00%	26.50%
Expected tax recovery	(14,547)	(13,657)
Changes in deferred income tax rates	-	773
Changes in deferred tax benefits not recognized	14,547	12,884
	-	-
Deferred tax assets are attributable to the following:		
Non-capital losses	96,794	82,247

The Company's non-capital losses expire as follows:

2024	$103,066
2025	63,421
2027	60
2028	31,080
2029	31,174
2030	48,653
2031	51,533
2032	58,187
	387,174

5. Financial Instruments

Fair Value

Fair Value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities. Due to the short term maturities of the Company's financial instruments, their carrying values approximate fair value.

The Company's financial instruments carried at fair value include cash. Goods and services tax receivable and accounts payable and accrued liabilities are financial instruments carried at amortized cost. The Company has exposure to the following risks from its use of financial statements:

- Credit Risk
- Liquidity Risk
- Foreign Currency Risk
- Interest Rate Risk

Credit Risk

Credit risk represents the financial loss that the Company would experience if a counterparty to a financial instrument failed to meet its obligations to the Company. Cash consists of cash bank balances held in a major Canadian financial institution and Goods and Services Tax receivable are receivable from a government agency. As a result, there is no significant credit risk related to the Company's assets. The carrying amounts of these financial assets represent the maximum credit exposure.

Liquidity Risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is held in a major Canadian financial institution and is available on demand.

As at December 31, 2012, the Company had accounts payable and accrued liabilities of $12,706 (2011 - $13,086) due within 30 days and had cash of $33,038 (2011 - $94,482) to meet its current obligations. As a result, the Company has minimal liquidity risk.

Foreign Currency Risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. As at December 31, 2012, the Company held no financial instruments subject to foreign exchange risk.

5. Financial Instruments *(continued)*

Interest Rate Risk

Fluctuations in interest rates have only an impact on the return that the cash generates as interest income. Unfavorable changes in the applicable interest rate may result in a decrease of interest income. Based on the Company's balance in cash at December 31, 2012, a 1% change in the effective interest rate on these investments would not have had a material impact on the income of the Company.

6. Related Party Transactions

During 2011, a shareholders loan of $60,000 was converted to 1,200,000 common shares issued by private placement at $0.05/share. The balance of the shareholder loan of $461 was paid to the shareholder in December of that year.

During 2012, $6,000 (2011 – $3,000) was paid to a related party by virtue of a common director, for office rent.

7. Capital Management

The Company's objective in managing capital is to ensure a sufficient liquidity position to finance its development activities, general and administrative expenses and working capital requirements. The Company is dependent on funding by related partied to meet its obligations. As funding is received from related parties it will manage those cash flows to meet its obligations, sufficient to allow continued operations. This requires management to estimate the cash requirements for its liabilities and have regular communication with its funding sources to ensure funding is available.

The Company's capital structure is comprised of current assets, current liabilities and shareholders' equity as shown below:

	2012	2011
Current Assets	**$41,241**	$99,808
Current Liabilities	**12,706**	13,086
Shareholders' Equity	**28,535**	86,722

The Company has no long term debt and no credit facilities available. The Company is not subject to any capital requirements imposed by any regulators.

Financial Statements of

SUNSHINE CAPITAL CORPORATION

Years ended December 31, 2011 and 2010

Management's Responsibility

To the Shareholders of Sunshine Capital Corporation:

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board of Directors (the "Board") is composed of directors, some of whom may be officers of the Company and is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial statements. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP, an independent firm of Chartered Accountants, is appointed by the shareholders to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

April 30, 2012

(signed) "John Garden"
John Garden
Chief Executive Officer

(signed) "Bruce Lyon"
Bruce Lyon
Chief Financial Officer

AUDITORS' REPORT

To the Shareholders of Sunshine Capital Corporation:

We have audited the accompanying financial statements of Sunshine Capital Corporation, which comprise the statement of financial position as at December 31, 2011, December 31, 2010, and January 1, 2010, and the statements of loss and comprehensive loss and deficit, changes in equity and cash flows for the years ended December 31, 2011 and December 31, 2010, and a summary of significant accounting policies and other explanatory information.

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

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Sunshine Capital Corporation as at December 31, 2011, December 31, 2010, and January 1, 2010, and its financial performance and its cash flows for the years ended December 31, 2011 and December 31, 2010 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 2 to these financial statements which states that Sunshine Capital Corporation incurred significant losses from operations, and has an accumulated deficit. This, along with the other matters as described in note 2, indicate the existence of a material uncertainty which may cast doubt about the ability of Sunshine Capital Corporation to continue as a going concern.

MNP LLP
Chartered Accountants

Calgary, Alberta
April 30, 2012

SUNSHINE CAPITAL CORPORATION

(Expressed in Canadian dollars)

Statement of Financial Position

As at	December 31, 2011	December 31, 2010 (Note 8)	January 1, 2010 (Note 8)
Assets			
Current assets:			
Cash	$ 94,482	$ 4,728	$ 5,047
Goods and service tax receivable	5,326	3,389	1,591
	$ 99,808	$ 8,117	$ 6,638
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities	$ 13,086	$ 46,900	$ 21,973
Shareholder loan *(Note 6)*	-	60,461	35,256
	13,086	107,361	57,229
Shareholders' deficiency:			
Share capital *(Note 4)*	595,441	357,941	357,941
Deficit	(508,719)	(457,185)	(408,532)
	86,722	(99,244)	(50,591)
	$ 99,808	$ 8,117	$ 6,638

Nature of Operations and Going Concern *(Note 2)*

Approved on behalf of the Board of Directors

(signed) "John Garden"
John Garden
Director

(signed) "Bruce Lyon"
Bruce Lyon
Director

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statements of Loss and Comprehensive Loss and Deficit
(Expressed in Canadian dollars)
Years ended December 31,

	2011	2010 (Note 8)
Revenue	-	-
Expenses		
Professional fees	$ 38,494	$ 39,046
Public company expense	9,582	9,415
General & Administrative Expense	3,340	-
Interest and bank charges	118	192
	51,534	48,653
Net loss and comprehensive loss for the year	(51,534)	(48,653)
Deficit - beginning of year	(457,185)	(408,532)
Deficit–end of year	$ (508,719)	$ (457,185)
Net loss per share – Basic and diluted	($0.01)	($0.03)
Weighted average Common shares outstanding – Basic and diluted	5,088,219	1,500,000

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statement of Changes in Equity
(Expressed in Canadian dollars)

	# of Shares	Amount	Deficit	Total
Balance January 1, 2010	1,500,000	$ 357,941	$ (408,532)	$ (50,591)
Net loss and comprehensive loss	-	-	$ (48,653)	$ (48,653)
Balance December 31, 2010	1,500,000	$ 357,941	$ (457,185)	$ (99,244)
Issued for cash *(Note 4)*	3,550,000	$ 177,500	-	$ 177,500
Issued to settle shareholder loan *(Note 4)*	1,200,000	$ 60,000	-	$ 60,000
Net loss and comprehensive loss	-	-	$ (51,534)	$ (51,534)
Balance December 31, 2011	**6,250,000**	**$ 595,441**	**$ (508,719)**	**$ 86,722**

SUNSHINE CAPITAL CORPORATION

Statement of Cash Flows

(Expressed in Canadian dollars)

Years ended December 31,

	2011	2010 (Note 8)
Cash provided by (used in) the following activities:		
Operating activities		
Loss and comprehensive loss	**$ (51,534)**	$ (48,653)
Changes in non-cash working capital:		
Goods and services tax receivable	**(1,937)**	(1,798)
Accounts payable and accrued liabilities	**(33,814)**	24,927
	$ (87,285)	$ (25,524)
Financing activities		
Advances from (payments to) shareholder	**(461)**	25,505
Common Share Issue *(Note 4)*	**177,500**	-
	$ 177,039	$ 25,505
Increase (decrease) in cash	**89,754**	(319)
Cash - beginning of year	**4,728**	5,047
Cash – end of year	**$ 94,482**	$ 4,728

The accompanying notes are an integral part of these financial statements

1. INCORPORATION

Sunshine Capital Corporation (the "Company") was incorporated under the Business Corporation Act (Alberta) on March 16, 2001 and is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange").

2. NATURE OF OPERATIONS AND GOING CONCERN

The Company's principal business activity is to identify and evaluate opportunities for an acquisition of an asset, assets or a business that will meet the definition of a "Qualifying Transaction" ("QT") as defined in Policy 2.4 of the Exchange. The Company operates from its primary office in Calgary, Alberta, Canada. Its registered head office is located at, 700, 400 – 5th Avenue S.W., Calgary, AB, T2P 0L6.

The financial statements of the Company for the year ended December 31, 2011 were authorized for issue in accordance with a resolution of the directors on April 30, 2012.

Basis of Operations
These financial statements of the Company have been prepared on a going concern basis which contemplates the realization of assets and discharge of liabilities in the normal course of business.

Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

For the year ended December 31, 2011, the Company reported a comprehensive loss of $51,534 (December 31, 2010 - $48,653) and a negative cash flow from operations of $87,285 (December 31, 2010 - $25,524). As at December 31, 2011, the Company has an accumulated deficit of $508,719 (December 31, 2010 - $457,185; January 1, 2010 - $408,532) and positive working capital of $86,722 (December 31, 2010 – negative $99,244; January 1, 2010 – negative $50,591).

The Company has not yet achieved profitable operations, nor identified and completed a Qualifying Transaction and expects to incur further losses in the development of its business, all of which cast doubt about the Company's ability to continue as a going concern. Management is actively seeking a potential Qualifying Transaction for the Company and there is no assurance that the Company will announce a Transaction within the next twelve months.

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and to identify, evaluate and negotiate an acquisition of, a participation in, or an investment of an interest in a Qualifying Transaction as defined under the policies of the TSX Venture Exchange.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance to International Financial Reporting Standards

The Canadian Accounting Standards Board ("AcSB") confirmed in February 2008 that International Financial Reporting Standards ("IFRS") will replace Canadian generally accepted accounting principles ("Canadian GAAP") for publicly accountable enterprises for financial periods beginning on or after January 1, 2011.

These financial statements have been prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretations Committee (IFRIC"). An explanation of how the transition to IFRS has affected the Company's reported financial position, financial performance and cash flows is provided in note 8.

b. Basis of Preparation

These financial statements have been prepared on a historical cost basis.

c. Functional Currency

The presentation currency and functional currency of the Company is the Canadian dollar.

d. Cash

Cash consists of cash held in a lawyer's trust account and a bank account. The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

e. Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity, net of tax when deemed recoverable.

f. Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period. Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

g. Share Based Compensation

Equity-settled share based payments for directors, officers, employees and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. The fair value determined at the grant date of equity-settled share based payments is expensed on a graded vesting basis over the vesting period based on the Company's estimate of shares that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share based instruments.

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by using the Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

h. Deferred Financing Costs

Costs directly identifiable with the raising of capital are charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are not issued.

i. Income Taxes and Deferred Tax

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

j. 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 them in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive 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 in the statement of comprehensive 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 available-for-sale financial assets constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

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 liability was incurred. 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 in the statement of comprehensive loss.

Other financial liabilities - This category includes , shareholder loan and accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit and loss, receivable as loans and receivables, and accounts payable and accrued liabilities as other financial liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as price) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured using level 1 inputs.

Financial instruments are exposed to credit, liquidity and market risks. Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge on obligation. Liquidity risks is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Market risk is that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk composes three types of risk: currency risk, interest rate and other price risk.

Credit risk, liquidity risk and market risk were not significant to the Company's statement of financial position at period-end. The Company manages these risks by actively pursuing additional share capital issuances to settle its obligations in the normal course of its operating, investing and financing activities.

k. Significant Accounting Judgments and Estimates

The preparation of these financial statements requires management to make judgments 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 judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments 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 estimates are revised and the revision affects both current and future periods.

The significant areas requiring the use of management estimates relate to the existence of contingent assets and liabilities, accounts payable, and deferred income taxes. Management reviews significant estimates on a periodic basis and, when changes in estimates are necessary, makes adjustments prospectively.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

I. Recent Accounting Pronouncements

The following new standard, which has not been applied within these financial statements, will or may have an effect on the Company's future financial statements:

(a) IFRS 9, "Financial Instruments", was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in International Accounting Standards 39 ("IAS 39") for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss.

IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through the income statement or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends, to the extent not clearly representing a return of investment, are recognized in profit or loss; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

(b) IFRS 10, "Consolidation" 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 Standing Interpretations Committee ("SIC)-1212 Consolidation – Special Purpose Entities and parts of IAS 27 Consolidated and Separate Financial Statements.

(c) IFRS 11, "Joint Arrangements" requires a venture to classify its interest in a joint arrangement as a joint venture or joint operations. 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 operations. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interest in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities – Non-monetary Contributions by Venturers.

(d) IFRS 12, "Disclosure of Interests in Other Entities" establishes disclosure requirements for interest 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 interest in other entities.

(e) IFRS 13, "Fair Value Measurement", sets out a single I FRS framework for measuring fair value and outlines disclosure requirements about fair value measurements. IFRS 13 defines fair value as 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. Fair value is a market-based measurement, not an entity-specific measurement so assumptions that market participants would use should be applied in measuring fair value.

IFRS 13 is effective for annual periods on or after January 1, 2013, with earlier application permitted. This IFRS is to be applied prospectively as of the beginning of the annual period in which it is initially applied and the disclosure requirements do not need to be applied in comparative periods before initial application. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

(f) IAS 1 - Presentation of financial statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in order comprehensive income with US GAAP standards. Items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The amendments to IAS 1 are effective for annual period beginning on or after July 1, 2012. The Company is currently assessing the impact of this standard.

(g) IAS 12 - Income Taxes ("IAS 12") was amended in December 2010 to remove subjectivity in determining on which basis an entity measures the deferred tax relating to an asset. The amendment introduces a presumption that an entity will assess whether the carrying value of an asset will be recovered through the sale of the asset. The amendment to IAS 12 is effective for reporting periods beginning on or after January 1, 2012. The Company is currently assessing the impact of this standard.

(h) IAS 27 replaced the existing IAS 27 "Consolidated and Separate Financial Statements". IAS 27 contains accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. IAS 27 requires an entity preparing separate financial statements to account for those investments at cost or in accordance with IFRS 9 Financial Instruments. IAS 27 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently assessing the impact of this standard.

(i) IAS 28, "Investments in Associates", was amended in 2011 which prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 is effective for annual periods beginning on or after January 1, 2013. Earlier application is permitted. The Company is currently assessing the impact of this standard.

4. SHARE CAPITAL

Authorized:

Class "A" - Preferred Shares – unlimited number
- non-voting, non-cumulative, participating, redeemable at $1.00 per share

Class "B" - Preferred Shares – unlimited number

Class "C" - Common – unlimited number
- voting shares without nominal or par value

Issued and outstanding common shares:

Class "C" Common shares	Number of shares	Amount
Balance – **January 1, 2010 and December 31, 2010**	1,500,000	$ 357,941
Issued for cash (a)	3,550,000	177,500
Issued to settle shareholder loan (a)	1,200,000	60,000
Balance – **December 31, 2011**	**6,250,000**	**$595,441**

(a) The Company issued 4,750,000 Class "C" common shares at $0.05 per share by a private placement. 1,900,000 shares were issued for $95,000 cash and 1,200,000 shares were issued to settle a shareholder loan of $60,000. An additional 1,650,000 Class "C" common shares were issued May 13, 2011 at $0.05 per share for $82,500.

5. FINANCIAL INSTRUMENTS

Fair Value

Fair value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities.

The Company's financial instruments include cash, goods and services tax receivable, accounts payable and accrued liabilities and shareholder loan, which are shown below at amortized cost.

	December 31, 2011	December 31, 2010	January 1, 2010
Cash	**$94,482**	$4,728	$5,047
Goods and services tax receivable	**5,326**	3,389	1,591
Accounts payable and accrued liabilities	**13,086**	46,900	21,973
Shareholder loan	**-**	60,461	35,256

The Company has exposure to the following risks from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Foreign Currency risk
- Interest Rate risk

The Board of Directors approves and monitors the risk management processes. There has been no change in the Company's risk management process for the year ending December 31, 2011 or for the year ended December 31, 2010.

Credit Risk

Credit risk represents the financial loss that the Company would experience if a counterparty to a financial instrument failed to meet its obligations to the Company. Cash consists of cash bank balances held in a major Canadian financial institution. As a result, there is no significant credit risk related to the Company's assets. The carrying amounts of this financial asset represent the maximum credit exposure.

Liquidity Risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts and is available on demand.

As at December 31, 2011, the Company had accounts payable and accrued liabilities of $13,086 (December 31, 2010 - $46,900; January 1, 2010 - $21,973) due within 30 days and had cash of $94,482 (December 31, 2010 - $4,728; January 1, 2010 - $5,047) to meet its current obligations. As a result, the Company has minimal liquidity risk.

Foreign Currency Risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. As at December 31, 2011 and 2010, the Company held no financial instruments subject to foreign exchange risk.

Interest Rate Risk

Fluctuations in interest rates have only an impact on the return that the cash generates as interest income. Unfavorable changes in the applicable interest rate may result in a decrease of interest income. Based on the Company's balance in cash at December 31, 2011, a 1% change in the effective interest rate on these investments would not have had a material impact on the income of the Company.

6. RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business and are measured at the exchange amount which is the amount of consideration established and approved by the related parties.

During 2011, a shareholder loan of $60,000 was converted to 1,200,000 common shares issued by private placement at $0.05 per share. The balance of the shareholder loan of $461 was paid to the shareholder in December.

7. CAPITAL MANAGEMENT

The Company's objective in managing capital is to ensure a sufficient liquidity position to finance its development activities, general and administrative expenses and working capital requirements. The Company is dependent on funding by related partied to meet its obligations. As funding is received from related parties it will manage those cash flows to meet its obligations, sufficient to allow continued operations. This requires management to estimate the cash requirements for its liabilities and have regular communication with its funding sources to ensure funding is available.

The Company's capital structure is comprised of current assets, current liabilities and shareholders' equity as shown below:

Capital	December 31, 2011	December 31 2010
Current Assets	**$ 99,808**	$ 8,117
Current Liabilities	**$ 13,086**	$ 107,361
Shareholders' Equity (Deficiency)	**$ 86,722**	$ (99,244)

The Company has no long term debt and no credit facilities available. The Company is not subject to any capital requirements imposed by any regulators.

8. CONVERSION TO IFRS

First-time adoption of IFRS
As stated in Significant Accounting Policies in note 3, these are the Company's first financial statements prepared in accordance with IFRS as issued by the IASB.

As part of the Company's transition to IFRS, the Company is required to restate comparative information that was previously reported under Canadian GAAP in accordance with IFRS. In addition, the Company is required to reconcile its balances reported under Canadian GAAP to those reported under IFRS.

The policies set out in note 3 have been applied in preparing the financial statements for the years ended December 31, 2011 and 2010, the statement of financial position as at December 31, 2011 and 2010 and in the preparation of an opening IFRS statement of financial position at January 1, 2010 (the Company's date of transition).

Estimates used in the preparation of the Company's opening IFRS statement of financial position as at the transition date are consistent with those that were made under Canadian GAAP.

Changes to accounting policies
The Company has changed certain accounting policies to be consistent with IFRS as is expected to be effective or available for early adoption on December 31, 2011, the Company's first annual IFRS reporting date. However, these changes to its accounting policies have not resulted in any significant change to the recognition and measurement of assets, liabilities, equity, revenue and expenses within its financial statements.

8. CONVERSION TO IFRS *(continued from previous page)*

The changes in accounting policies resulting from the Company's adoption of IFRS had no impact on the statement of financial position as at December 31, 2011, December 31, 2010 and January 1, 2010.

Estimates
The estimates previously made by the Company under pre-changeover Canadian GAAP were not revised for the application of IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result the Company has not used hindsight to revise estimates.

Comparative financial statements
Given the business of the Company as a Capital Pool Company and the limited number of transactions that the Company has entered into since incorporation, the adoption of IFRS had no impact on the Company's financial position, financial performance and cash flows. Specifically, the main areas of accounting focus for the Company to date have been, and will continue to be prior to the consummation of a Qualifying Transaction, the issuance of share capital, the recording of share based payments and the recording of cash transactions for which there are very few or no significant differences between IFRS and Canadian GAAP.

Reconciliation of comprehensive loss and equity

(a) Comprehensive loss

For the year ended	**December 31, 2010**
Comprehensive loss under Canadian GAAP	$48,653
Adjustments for differing accounting treatments	-
Comprehensive loss under IFRS	$48,653

(b) Equity

As at	**December 31, 2010**	**January 1, 2010**
Total shareholders' equity/(deficiency) under Canadian GAAP	($99,244)	($50,591)
Adjustments for differing accounting treatments	-	-
Total Equity under IFRS	($99,244)	(50,591)

Comparative statement of cash flows
There are no material differences between the cash flow statement presented under IFRS and the cash flow statement presented under Canadian GAAP for the year ended December 31, 2011 and year ended December 31, 2010.

Presentation
Certain amounts on the statement of financial position, statement of loss and comprehensive loss and statement of cash flows have been reclassified to conform to the presentation adopted under IFRS.

9. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current period presentation.

Financial Statements of

SUNSHINE CAPITAL CORPORATION

Years ended December 31, 2010 and 2009

Management's Responsibility

To the Shareholders of Sunshine Capital Corporation:

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with Canadian generally accepted accounting principles. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial statements. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board is also responsible for recommending the appointment of the Company's external auditors.

Meyers Norris Penny LLP, an independent firm of Chartered Accountants, is appointed by the shareholders to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

April 27, 2011

(signed)
John Garden
Chief Executive Officer

(signed)
Bruce Lyon
Chief Financial Officer

AUDITORS' REPORT

To the Shareholders of Sunshine Capital Corporation:

We have audited the accompanying financial statements of Sunshine Capital Corporation (the "Company'), which comprise the balance sheets as at December 31, 2010 and 2009, and the statements of loss and comprehensive loss and deficit and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Sunshine Capital Corporation as at December 31, 2010 and 2009, and its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 to these financial statements which states that Sunshine Capital Corporation incurred significant losses from operations, has negative working capital and has an accumulated deficit. This, along with the other matters as described in Note 1, indicate the existence of a material uncertainty which may cast doubt about the ability of Sunshine Capital Corporation to continue as a going concern.

Meyers Norris Penny LLP

Calgary, Alberta
April 27, 2011

Chartered Accountants

SUNSHINE CAPITAL CORPORATION
Balance Sheets
As at December 31, 2010 and 2009

	2010	2009
Assets		
Current assets:		
Cash	$ **4,728**	$ 5,047
Goods and service tax receivable	**3,389**	1,591
	$ **8,117**	$ 6,638
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ **46,900**	$ 21,973
Shareholder loan (*Note 7*)	**60,461**	35,256
	107,361	57,229
Shareholders' deficiency:		
Share capital (*Note 5*)	**357,941**	357,941
Deficit	**(457,185)**	(408,532)
	(99,244)	(50,591)
	$ **8,117**	$ 6,638

Going Concern *(Note 1)*

Subsequent Event *(Note 9)*

Approved on behalf of the Board of Directors

(signed) "John Garden"
John Garden

(signed) "Bruce Lyon
Bruce Lyon

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statements of Loss and Comprehensive Loss and Deficit
Years ended December 31, 2010 and 2009

		2010		2009
Revenue		**-**		-
Expenses				
Professional fees	**$**	**39,046**	$	14,997
Public company expense		**9,415**		16,080
Interest and bank charges		**192**		97
		48,653		31,174
Net loss and comprehensive loss for the year		**(48,653)**		(31,174)
Deficit - beginning of year		**(408,532)**		(408,532)
Deficit – end of year	**$**	**(457,185)**	$	(408,532)
Net loss per share – Basic and diluted		**(0.03)**		(0.02)
Weighted average Common shares outstanding Basic and diluted	**$**	**1,500,000**	$	1,500,000

The accompanying notes are an integral part of these financial statements

SUNSHINE CAPITAL CORPORATION
Statements of Cash Flows
Years ended December 31, 2010 and 2009

		2010		2009
Cash provided by (used in) the following activities				
Operating activities				
Loss and comprehensive loss	$	**(48,653)**	$	(31,174)
Changes in non-cash working capital				
Goods and services tax receivable		**(1,798)**		(748)
Accounts payable and accrued liabilities		**24,927**		12,161
		(25,524)		(19,761)
Financing activities				
Advances from shareholder		**25,205**		20,845
Increase (decrease) in cash		**(319)**		1,084
Cash - beginning of year		**5,047**		3,963
Cash – end of year	$	**4,728**	$	5,047

The accompanying notes are an integral part of these financial statements

1. BUSINESS OPERATIONS

Sunshine Capital Corporation (the "Company" or "Sunshine") was incorporated by Certificate of Incorporation on March 16, 2001 under the provision of the Alberta Business Corporations Act. The Articles of the Company were amended by a Certificate of Amendment issued on May 10, 2001 to remove the private company provisions and restrictions on share transfers. The Company is classified as a Capital Pool Company as defined by the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in companies, assets or businesses ("Qualifying Transaction") and once identified, to negotiate an acquisition or participation within eighteen months of listing on the Exchange. The Company obtained its listing on the Exchange on August 22, 2001.

Effective, July 30, 2003, the Exchange suspended trading of the Company's securities for failure to make required filings. The shares were subsequently suspended and delisted by the Exchange on December 31, 2003 for failure to complete the major transaction and the escrowed shares were cancelled on February 6, 2004.

To date, the Company has not completed a Qualifying Transaction and there is significant doubt as to the Company's ability to continue as a going concern. The Company has no ability to generate revenue and has a current year loss of $48,653 (2009 - $31,174), negative working capital of $99,244 (2009 - $50,591) and an accumulated deficit of $457,185 (2009 - $408,532). The financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada on a going concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business. The Company's ability to continue operations is uncertain due to its inability to generate revenue and its limited cash flow compared to outstanding payables and anticipated expenses. These financial statements do not include any adjustments to the assets and liabilities that might be necessary should the Company be unable to continue in business.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The financial statements have, in management's opinion, been properly prepared using careful judgment within reasonable limits of materiality and within the framework of the significant accounting policies summarized below.

(a) Cash:

Cash consists of deposits with banks and funds held in trust.

(b) Income taxes:

Income taxes are accounted for using the asset and liability method whereby future income tax assets and liabilities are recognized for the future income tax consequences attributable to temporary differences between the amounts reported in the financial statements and their respective tax bases. The effect of a change in income tax rates on future income tax liabilities and assets is recognized in income in the period that the change occurs.

(c) Stock based compensation

The Company does not have a stock option plan for officers and directors.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued from previous page)*

(d) Per share amounts

The Company follows the treasury stock method to determine the dilutive effect of stock options and other dilutive instruments in the calculation of diluted earnings per share. In the treasury stock method only "in-the-money" dilutive instruments impact the dilutive calculation.

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

(e) Financial Instruments

The Company classifies each financial instrument into one of the following categories: held for trading financial assets or liabilities, available for sale assets, loans and receivable or other financial liabilities. All financial instruments and derivatives must be initially recognized at fair value on the balance sheet date. Subsequent measurement of the financial instrument is based on its initial classification. Unrealized gains and losses on held for trading financial instruments are recognized in earnings. The financial instruments are recognized at amortized costs using the effective interest rate method.

The Company has designated its cash as held-for-trading which is measured at fair value. Accounts payable and accrued liabilities and shareholder loan are classified for accounting purposes as other financial liabilities, which are measured at amortized cost.

(f) Use of estimates and judgments

The preparation of financial statements in conformity with Canadian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

3. ACCOUNTING PRONOUNCEMENTS

(a) Business Combinations

In January 2009, the CICA issued section 1582, "Business Combinations". This section replaces Section 1581, "Business Combinations" and harmonizes the Canadian standards with IFRS. This section is effective January 1, 2011 and applies prospectively to business combinations for which the acquisition date is on or after the first annual reporting period beginning on or after January 1, 2011 for the Company.

(b) Consolidated Financial Statements and Non-Controlling Interests

In January 2009, the CICA issued Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-Controlling Interests", which together replace Section 1600, "Consolidated Financial Statements", and harmonize the Canadian standards with IFRS. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 provides guidance on accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. These sections are effective for the first reporting period beginning on or after January 1, 2011.

(c) International Financial Reporting Standards ("IFRS")

In October 2009, the Accounting Standards Board ("AcSB") issued a third and final International Financial Reporting Standards ("IFRS") Omnibus Exposure Draft confirming that publicly accountable enterprises will be required to apply IFRS, in full and without modification, on January 1, 2011. The adoption date of January 1, 2011 will require the restatement, for comparative purposes, of amounts reported by the Company for the year ended December 31, 2010, including the opening balance sheet as at January 1, 2009. The AcSB proposes that CICA Handbook Section 1506 "Accounting Changes", which would require an entity to disclose information relating to a new primary source of Canadian GAAP that has been issued but is not yet effective and that the entity has not applied, not be applied with respect to the IFRS Omnibus Exposure Draft.

The Company does anticipate a significant increase in disclosure resulting from the adoption of IFRS and is continuing to assess the level of disclosure required as well as systems changes that may be necessary to gather the required information. Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2010 or later periods. The standards impacted that are applicable to the Corporation are as follows:

i. IFRS 3 'Business Combinations (Revised) effective for annual periods beginning on or after July 1, 2009, have been enhanced to, amongst other matters, specify the accounting treatments for acquisition costs, contingent consideration, pre-existing relationships and reacquired rights. The revised standard includes detailed guidance in respect to step acquisitions and partial disposals of subsidiaries and associates as well as in respect to allocation of income to non-controlling interests. Further, an option has been added to IFRS 3 to permit an entity to recognize 100 per cent of the goodwill of an acquired entity, not just the acquiring entity's portion of the goodwill. The impact of this standard on the Company will be assessed if a business combination transaction occurs.

ii. IFRS 9, 'Financial Instruments' was issued in November 2009 as the first step in its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied starting January 1, 2013, with early adoption permitted. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for classifying and measuring financial liabilities, derecognition of financial instruments, impairment and hedge accounting. The Company is currently assessing the impact of this standard.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

This note presents information about the Company's exposure to credit, liquidity and market risks arising from its use of financial instruments and the Company's objectives, policies and processes for measuring and managing such risks.

(a) Credit risk

Credit risk arises from the potential that a counter party will fail to perform is obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist of accounts receivable. A substantial portion of the Company's accounts receivable is Input Tax Credits. The carrying amount of accounts receivable represents the maximum credit exposure.

The Board of Directors monitors the exposure to credit risk on an ongoing basis and does not consider such risk significant at this time. The Company considers all of its receivables fully collectible.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses. As at December 31, 2010, the Company had a cash balance of $4,728 and current liabilities of $107,361. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's operations, net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing long-term returns.

The majority of the Company's cash is held in a Canadian chartered bank, all of the Company's transactions are in Canadian dollars, and the Company has no sales, therefore the Company is not exposed to any of the market risks.

(d) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes that movements in interest rates that are reasonably possible over the next twelve months will not have a significant impact on the Company.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued from previous page)*

(e) Fair value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities
- Level 2 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices)
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The fair value of cash is determined on level 1 inputs. The carrying amount of cash and accounts payable and accruals approximate their fair value due to the short-term maturities of these items.

The fair value of the Company's financial instruments at December 31, 2010 and 2009 is summarized as follows:

	2010		2009	
	Carrying Amount	**Fair Value**	Carrying amount	Fair value
Financial assets				
Held for trading				
Cash	**$ 4,728**	**$ 4,728**	$ 5,047	$ 5,047
Financial liabilities				
Other liabilities				
Accounts payable and accrued liabilities	**$ 46,900**	**$ 46,900**	$ 21,973	$ 21,973
Shareholder loan	**$ 60,461**	**$ 60,461**	$ 35,256	$ 35,256

5. SHARE CAPITAL

Authorized:

Class "A" - Preferred Shares – unlimited number
- non-voting, non-cumulative, participating, redeemable at $1.00 per share

Class "B" - Preferred Shares – unlimited number

Class "C" - Common – unlimited number
- voting shares without nominal or par value

Issued:

Class "C" Common shares	Number of shares	Amount
Balance – December 31, 2010 and 2009	**1,500,000**	**$ 357,941**

6. INCOME TAXES

The provision for current income taxes differs from the result which would have been obtained by applying the combined federal and provincial income tax rate of 28% (2009 – 29%) to the Company's income before income taxes. The difference relates to the following items:

	2010	2009
Net loss	**$ (48,653)**	$ (31,174)
Expected income tax recovery	**(13,623)**	$ (9,040)
Increase (decrease) in income tax resulting from:		
Change in tax rate	**$ -**	$ 623
Change in valuation allowance	**$ 13,137**	$ 8,417
Other	**$ 486**	$ -
	-	-

The components of the Company's net future income tax asset are as follows:

	2010	2009
Future income tax assets		
Non-capital loss carryforward	**$ 123,398**	$ 110,261
Valuation allowance	**(123,398)**	(110,261)
Net future income tax asset	**$ -**	$ -

The Company has non-capital losses of approximately $457,028 (2009 - $408,375) to be carried forward to future years. The non-capital losses expire at various times until 2030. Future tax assets initially recognized are reduced by a valuation allowance. Management has provided a valuation allowance equivalent to the net future tax asset balances, given the stage of operations and the uncertainty that it will generate sufficient income for tax purposes to utilize the tax losses in the carry forward period.

7. SHAREHOLDER LOAN

The shareholder loan is non-interest bearing, unsecured and bears no terms of repayment.

8. CAPITAL MANAGEMENT

The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

(i) to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and

(ii) to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at year end.

9. SUBSEQUENT EVENT

On March 7, 2011 Sunshine issued 3,100,000 shares at $0.05 for total proceeds of $155,000 ($95,000 cash and $60,000 conversion of a shareholder loan. An additional $85,000 has been committed and these should close in early May 2011

SUNSHINE CAPITAL CORPORATION

Condensed Interim Financial Statements

Three and Nine Months Ended September 30, 2013 and 2012

Expressed in Canadian Dollars

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102, the Company discloses that the accompanying unaudited amended condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management and have not been reviewed by the Company's independent auditor. The financial statements reflect management's best estimates and judgment based on information currently available. The auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements.

SUNSHINE CAPITAL CORPORATION
Condensed Interim Statement of Financial Position

(Unaudited – Expressed in Canadian Dollars)

As At	September 30 2013 (unaudited)	December 31, 2012 (audited)
Assets		
Current assets:		
Cash	$14,097	$ 33,038
Goods and services tax receivable	$8,882	$ 8,203
	$22,979	**$ 41,241**
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$9,463	$ 12,706
	$9,463	**$ 12,706**
Shareholders' equity:		
Share capital (*Note 4*)	$ 595,441	$ 595,441
Deficit	$(581,925)	$(566,906)
	$13,516	**$ 28,535**
	$22,979	**$ 41,241**

Going Concern *(Note 1)*

The accompanying notes are an integral part of these amended financial statements

Approved on behalf of the Board of Directors

(signed) "John Garden"
John Garden

(signed) "Bruce Lyon"
Bruce Lyon

SUNSHINE CAPITAL CORPORATION
Condensed Interim Statement of Loss and Comprehensive Loss

(Unaudited – Expressed in Canadian Dollars)

For the period ended	September 30 (3 months)		September 30 (9 months)	
	2013	2012	2013	2012
Expenses				
Professional fees	$0	$4,500	$8,025	$13,500
Public company expense	$1,718	$8,222	$6,657	$13,021
Interest and bank charges	$90	$24	$242	$100
Other	$95	$1,500	$95	$4,500
	$1,903	$14,246	$15,019	$31,121
Net loss and comprehensive loss - period	**($1,903)**	**($14,246)**	**($15,019)**	**($31,121)**
Net loss per share – Basic and diluted	**(0.00)**	**(0.00)**	**(0.01)**	**(0.01)**
Weighted average shares outstanding Basic and diluted	**6,250,000**	**6,250,000**	**6,250,000**	**6,250,000**

The accompanying notes are an integral part of these amended financial statements

SUNSHINE CAPITAL CORPORATION
Condensed Interim Statement Changes in Equity
(Unaudited – Expressed in Canadian Dollars)

	# of Shares	Amount	Deficit	Total
Balance January 1, 2010	1,500,000	$ 357,941	($ 408,532)	($ 50,591)
Net loss and comprehensive loss			($48,653)	($48,653)
Balance December 31, 2010	**1,500,000**	**$ 357,941**	**($ 457,185)**	**($ 99,244)**
Issued for cash (Note 4)	3,550,000	$ 177,500		$177,500
Issued to settle shareholder loan (Note 4)	1,200,000	$ 60,000		$60,000
Net loss and comprehensive loss			($51,534)	($51,534)
Balance December 31, 2011	**6,250,000**	**$ 595,441**	**($ 508,719)**	**$ 86,722**
Net loss and comprehensive loss			($58,187)	($58,187)
Balance December 31, 2012	**6,250,000**	**$ 595,441**	**($ 566,906)**	**$ 28,535**
Net loss and comprehensive loss			($861)	($861)
Balance March 31, 2013	**6,250,000**	**$ 595,441**	**($ 567,767)**	**$ 27,674**
Net loss and comprehensive loss			($12,255)	($12,255)
Balance June 30, 2013	**6,250,000**	**$ 595,441**	**($ 580,022)**	**$ 15,419**
Net loss and comprehensive loss	**6,250,000**	**$ 595,441**	**($ 1,903)**	**($ 1,903)**
Balance September 30, 2013	**6,250,000**	**$ 595,441**	**($ 581,925)**	**$ 13,516**

SUNSHINE CAPITAL CORPORATION
Condensed Interim Statements of Cash Flows
(Unaudited – Expressed in Canadian Dollars)

	For the 3 months ended September 30		For the 9 months ended September 30	
	2013	2012	2013	2012
Cash provided by (used in)				
Operations:				
Net loss	($1,903)	($14,246)	($15,019)	($31,121)
Change in non-cash working capital				
Goods and services tax receivable	($116)	($704)	($679)	($1,835)
Accounts payable and accrued liabilities	($430)	($601)	($3,443)	($11,424)
Due to shareholder		-		
	($546)	($15,551)	($4,122)	($44,380)
Investment				
Common share issue (Note 4)				
Increase (decrease) in cash	**($1,589)**	**($15,551)**	**($18,941)**	**($44,380)**
Cash - beginning of period	$15,686	$65,653	$33,038	$94,482
Cash – end of period	**$14,097**	**$ 50,102**	**$14,097**	**$ 50,102**

The accompanying notes are an integral part of these financial statements

1. Going Concern:

These interim financial statements of the Company have been prepared on a going concern basis which contemplates the realization of assets and discharge of liabilities in the normal course of business.

Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

For the nine months ended September 30, 2013, the Company reported a loss of $15,019 (2012 - $31,121) and had an accumulated deficit of $581,925 (2012 - $539,839) and working capital of $13,516 (2012 – $55,602) at that date.

The Company had not yet achieved profitable operations, nor identified and completed a Qualifying Transaction and expects to incur further losses in the development of its business, all of which cast doubt about the Company's ability to continue as a going concern. Management is actively seeking a potential Qualifying Transaction for the Company and there is no assurance that the Company will announce a Transaction within the next twelve months.

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and to identify, evaluate and negotiate an acquisition of, a participation in, or an investment of an interest in a Qualifying Transaction as defined under the policies of the TSX Venture Exchange.

2. Business Operations:

Sunshine Capital Corporation was incorporated by Certificate of Incorporation on March 16, 2001 under the provision of the Alberta Business Corporations Act. The Articles of the Company were amended by a Certificate of Amendment issued on May 10, 2001 to remove the private company provisions and restrictions on share transfers. The company is classified as a Capital Pool Company as defined by the TSE Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in companies, assets or businesses ("Qualifying Transaction") and once identified, to negotiate an acquisition or participation within eighteen months of listing on the Exchange. The Company obtained its listing on the Exchange on August 22, 2001.

Effective, July 30, 2003, the Exchange suspended trading of the Company's securities for failure to make required filings. The shares were subsequently suspended and delisted by the Exchange on December 31, 2003 for failure to complete the major transaction and the escrowed shares were cancelled on February 6, 2004.

Management has been actively seeking a potential Qualifying Transaction for the Company and there is no assurance that the Company will complete a Transaction within the next twelve months. A letter of intent dated August 27, 2013 has been signed with OpenSource Health Corporation (OSH), whereby Sunshine would acquire all outstanding shares of OSH.

3. Significant Accounting Policies:

Basis of Preparation

These unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards as applicable to interim financial statements, including International Accounting Standard 34, "Interim Financial Reporting" ("IAS") 34, and follow the same accounting policies and methods of computation as the most recent annual financial statements. Accordingly they do not include all of the information required for full annual financial statements required by IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Interpretations Committee ("IFRIC") and should be read in conjunction with the annual and interim financial statements and the notes thereto for the interim reporting periods and the year ended December 31, 2012, which were prepared in accordance with IFRS. In the opinion of management, these interim financial statements contain all the adjustments of a normal and recurring nature necessary to present fairly the company's financial position at September 30, 2013 and the results of its operations and cash flow for the nine months ended September 30, 2013 and 2012.

4. Share Capital:

Authorized:

Class "A" - Preferred Shares – unlimited number
- non-voting, non-cumulative, participating, redeemable at $1.00 per share

Class "B" - Preferred Shares – unlimited number

Class "C" - Common – unlimited number
- voting shares without nominal or par value

Issued: The Company issued Class "C" common shares

Class "C" Common shares	Number of shares	Amount
Balance – **December 31, 2012**	6,250,000	$ 595,441
Balance – **September 30, 2013**	6,250,000	$ 595,441

5. Fair Value of Financial Instruments:

Fair Value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair Value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities. The fair values of cash, trade and accrued payables approximate their carrying amounts due to the short-term of those instruments.

The Company's financial instruments include cash , GST receivable, accounts payable, accrued liabilities and shareholder loans are shown below at amortized cost.

	September 30, 2013		December 31, 2012	
	Carrying Amount	Carrying Amount	Carrying Amount	Fair Value
Cash	$14,097	$14,907	$33,038	$33,038
GST Receivable	$8,882	$8,882	$8,203	$8,203
Accounts Payable and Accrued Liabilities	$9,493	$9,463	$3,673	$3,673

As at September 30, 2013, the Company had no financial instruments measured at fair value through profit and loss.

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts and is available on demand.

As at September 30, 2013, the Company has accounts payable and accrued liabilities of $9,463 due within 30 days and has cash of $9,463 to meet its current obligations. As a result, the Company has minimal liquidity risk.

6. Capital Management:

As the Company is seeking business opportunities, its principal source of capital is from the issuance of common shares. The Company's capital management objective is to obtain sufficient capital to develop new business opportunities for the benefit of its stakeholders. To meet the objectives, management monitors the Company's ongoing capital requirements against unrestricted net working capital and assesses additional capital requirements on specific business opportunities on a case-by-case basis. The Company is not subject to any externally imposed capital requirements unless otherwise noted. The capital structure of the Company consists of cash and equity attributable to common shareholders, comprising of issued capital, stock options, contributed surplus and deficit. There has been no change in capital management for the period ended September 30, 2013.

7. Related Party Transactions:

There were no related party transactions during the period.

8. Subsequent events

There are no subsequent events to report

SCHEDULE "B"
FINANCIAL STATEMENTS OF OPEN SOURCE HEALTH CORPORATION

(see attached)

Financial Statements
(Stated in CAD dollars)

OPEN SOURCE HEALTH CORPORATION

As at September 30, 2013, and for the period from
March 27, 2013 to September 30, 2013

OPEN SOURCE HEALTH CORPORATION

Financial Statements

As at September 30, 2013, and for period from March 27, 2013 to September 30, 2013

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MNP LLP

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Open Source Health Corporation.

We have audited the accompanying financial statements of Open Source Health Corporation. (the "Company"), which comprise the statement of financial position as at September 30, 2013, and the related statements of comprehensive loss, changes in equity and cash flows for the period from March 27, 2013 to September 30, 2013, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Open Source Health Corporation as at September 30, 2013, and its financial performance and its cash flows for the period from March 27, 2013 to September 30, 2013 in accordance with International Financial Reporting Standards.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
February 5, 2014

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ACCOUNTING › CONSULTING › TAX
701 EVANS AVENUE, 8TH FLOOR, TORONTO ON, M9C 1A3
P: 416.626.6000 F: 416.626.8650 MNP.ca

OPEN SOURCE HEALTH CORPORATION

Statement of Financial Position
(Stated in CAD dollars)

		September 30, 2013
Assets		
Current assets		
Cash and cash equivalents	$	313,307
Prepaid expenses (note 4)		50,000
Accounts receivable		30,992
Total current assets		394,299
Intangible assets – net (note 8)		395,833
	$	790,132
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$	65,135
Due to shareholders (note 4)		64,924
Total Liabilities		130,059
Shareholders' equity		
Share capital (note 5)		
Unlimited number of common shares, no par value, authorized, 6,465,555 issued and outstanding		790,965
Additional paid-in capital		28,145
Warrants		254,469
Accumulated deficit		(413,506)
		660,073
	$	790,132

See accompanying notes to financial statements.

Approved on behalf of the Board

"Sonya Satveit"
Director (**Signed**)

"Gary Bartholomew"
Director (**Signed**)

OPEN SOURCE HEALTH CORPORATION

Statement of Comprehensive Loss
(Stated in CAD dollars)

		March 27, 2013 to September 30, 2013
Operating expenses		
Sales, general and administrative (note 4)	$	334,299
Depreciation and amortization (note 8)		79,167
Operating loss before interest expense		413,466
Interest expense		40
Net Loss	$	413,506
Basic and Diluted net loss per share	$	0.08
Weighted average number of common shares outstanding – basic and diluted		5,021,542
Common Shares outstanding, end of period		6,465,555

See accompanying notes to financial statements.

OPEN SOURCE HEALTH CORPORATION

Statement of Changes in Equity
(Stated in CAD dollars)

	Common shares issued		Additional		Accumulated	
	shares	amount	paid-in capital	Warrants	Deficit	Total
	(All amounts in Canadian dollars except share amounts)					
Balance – March 27, 2013	-	$ -	$ -	$ -	$ -	$ -
Issuance of common stock	3,298,888	$315,965	$ -	$ -	$ -	$ 315,965
Transfer of assets	3,166,667	475,000	-	-	-	475,000
Stock options	-	-	28,145	-	-	28,145
Warrants	-	-	-	254,469	-	254,469
Net loss	-	-	-	-	(413,506)	(413,506)
Balance – September 30, 2013	6,465,555	$790,965	$ 28,145	$254,469	$ (413,506)	$ 660,073

See accompanying notes to financial statements.

OPEN SOURCE HEALTH CORPORATION

STATEMENT OF CASH FLOWS

(Stated in CAD dollars)

		March 27, 2013 to September 30, 2013
Cash flow from (used in) operating activities:		
Net loss from continuing operations	$	(413,506)
Items not affecting cash:		
Depreciation and amortization		79,167
Stock-based compensation expense		28,145
Decrease (increase) in non-cash working capital:		
Accounts receivable		(30,992)
Prepaid expenses		(50,000)
Accounts payable and accrued liabilities		65,135
Cash flow from (used in) operating activities		(322,051)
Cash flow from (used in) financing activities:		
Proceeds from issuance of common shares and warrants, net of issuance costs		420,433
Proceeds from due to shareholders		290,417
Payment of due to shareholders		(75,492)
Cash flow from financing activities		635,358
Net cash inflow (outflow)		313,307
Cash and cash equivalents, beginning of period		-
Cash and cash equivalents, end of period	$	313,307
Components of cash and cash equivalents		
Cash	$	313,307
Cash equivalents		-
Total cash and cash equivalents	$	313,307
Supplemental cash flow information		
Cash paid for interest	$	40
Cash paid for income taxes	$	-

See accompanying notes to financial statements.

1. Organization

Open Source Health Corporation (the "Company") or ("OSH") was incorporated on March 27, 2013 under the Business Corporations Act of Ontario, Canada. The Company has its registered office at 36 Blue Jays Way, Toronto, Ontario, Canada.

The Company was incorporated to provide an online portal allowing consumers the opportunity to improve their health care tools and options available, and to take control of their own health. While the tools will be available to all consumers, the Company's primary focus will be on women's health issues.

The Directors approved the Company's financial statements on February 5, 2014.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of the business for the foreseeable future.

The Company has relied on financing from its shareholders and officer to fund operations to date. The Company raised an additional $702,420 subsequent to period end. It is management's opinion that its cash and cash equivalents balance, taking into account the subsequent financing (see note 11) is sufficient to meet the Company's cash requirement for at least the next 12 months.

2. Significant accounting policies

Basis of presentation

These financial statements are presented in Canadian dollars ("CAD" dollars) and have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair market value.

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Use of estimates

The preparation of these financial statements and related disclosures in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of these financial statements, and the reported amounts of revenue and expenses during the periods reported.

2. Significant accounting policies (continued)

Use of estimates (continued)

Estimates include estimated useful life of intangible assets and measurement of stock-based compensation, and reflect management's best estimates. By their nature, these estimates are subject to uncertainty and the effect on the financial statements of changes in estimates in future periods could be significant.

Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the period that they are determined to be necessary.

Cash and cash equivalents

Cash and cash equivalents include all cash on demand and interest bearing deposits with original maturities of three months or less. As at September 30, 2013 the Company did not hold any cash equivalents.

Intangible assets

Costs of start-up activities and organizational costs are expensed as incurred. Start-up costs include those one-time activities related to organizing a new entity.

The Company records intangible assets, excluding goodwill and intangible assets with indefinite lives at cost and provides for amortization over their expected useful lives using the straight-line method over the following periods:

System architecture & design	3 years
Customer lists	3 years
Patents and trademarks	3 years
System development costs	3 years
Application code, web design & branding	3 years

Impairment of non-current assets

At the end of each reporting period, the Company's non-current assets are reviewed to determine whether there is any indication that the carrying value of those assets are impaired and may not be recoverable. If any such indication exists, the recoverable amount of the asset is evaluated at the level of a cash-generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU 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.

2. Significant accounting policies (continued)

If the recoverable amount 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.

Research and development costs

Research costs are expensed as incurred. The Company has not capitalized development expenditures to date. An intangible asset may be recognized in future periods if the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete and its ability to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

Capitalized development costs will be amortized over the expected life of the related products, which is expected to be 24 to 36 months.

Income tax

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

2. Significant accounting policies (continued)

Share-based payment transactions

Employees of the Company, including management personnel, may receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which the equity instruments are granted. The fair value is determined by using the Black-Scholes pricing model.

The cost of equity-settled transactions is recognized over the period in which the performance or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each reporting period reflects the extent to which vesting periods have expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

Where the terms of an equity instrument are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee, as measured at the date of modification.

The dilutive effect of outstanding share options is reflected as additional share dilution in the computation of diluted earnings per share.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

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:

2. Significant accounting policies (continued)

Fair value through profit or loss - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive 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 classified as current assets or non-current assets based on their maturity dates. They are initially recognized at fair value and subsequently carried at amortized 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. The Company classifies its cash and cash equivalents and accounts receivables as loans and receivables.

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 initially recognized at fair value and subsequently are measured at amortized cost using the effective interest rate 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.

2. Significant accounting policies (continued)

Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statements of comprehensive 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 other comprehensive income, within 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 in the statements of comprehensive loss.

Transactions costs associated with fair value through profit or loss financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

All financial assets, except for those at fair value through profit or loss, are subject to review for impairment at least at the end of each reporting period. Financial assets are impaired when there is any objective evidence that the future cash flows associated with a financial asset or a group of financial assets have been negatively impacted. Different criteria to determine impairment are applied for each category of financial assets, 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 in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive loss.

Other financial liabilities - This category includes all other liabilities, all of which are initially recognized at fair value, net of transaction costs, and are subsequently stated at amortized cost. The Company classifies its accounts payable and accrued liabilities and due to shareholder as other financial liabilities.

3. Future accounting policies

Standards issued but not yet effective up to the date of issuance of these financial statements are described below. This description is of standards and interpretations issued that the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9 Financial Instruments: Classification and Measurement
IFRS 9 Financial Instruments ("IFRS 9") was published on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard eliminates the existing IAS 39 categories of held-to-maturity, available-for-sale and loans and receivables. The effective date of the standard has not yet been determined. The Company is still evaluating the impact of IFRS 9 on its financial statements.

4. Related party transactions

In the course of operations the Company has transactions with related parties. These transactions are in the normal course of operations and are measured at their exchange value, which approximates the fair market value as with any third party.

The following amounts are due from (to) related parties as at:

		September 30, 2013
Due to company controlled by a director and shareholder	$	33,535
Due to director and executive officer shareholder	$	31,389
Prepaid expense to company related to an executive officer	$	50,000

The Company has prepaid $50,000 to a company related to an executive officer. The advance is the first instalment of total payments of $1,500,000 to be used for the production of the first thirty episodes of a television show on women's health issues.

The following table outlines the Company's related party transactions:

		March 27, 2013 to September 30, 2013
Transfer of intangible property by an officer	$	475,000
Common shares issued to related company to settle amounts due	$	150,000

For the nine month period ended September 30, 2013 compensation of $209,163 was paid to key management personnel. In addition share-based payments to key management amounted to $21,201 for the period ended September 30, 2013.

5. Share capital

Common Shares

The Company is authorized to issue an unlimited number of common shares with no par value. Common shares may only be transferred upon:

a) The consent of the directors of the Company expressed by a resolution passed at a meeting of the board of directors, or signed by all directors of the Company; or

b) The consent of greater than 50% of the outstanding voting shares of the Company expressed by a resolution passed at a meeting of the shareholders, or signed by all shareholders of the Company.

The Company has issued the following common share capital:

On March 27, 2013, the Company issued 1,833,333 common shares to an officer and original founder of the Company for consideration of $1,833.

On April 23, 2013, the Company issued 3,166,667 common shares to an officer and original founder of the Company in exchange for the transfer of intangible property valued at $475,000.

On May 1, 2013, the Company issued 555,555 common shares to a director for consideration consisting of $150,000 of advances and expenses paid on behalf of the Company.

On September 26, 2013, the Company issued 910,000 common shares for consideration of $418,600 net of commissions. The share issuance included 910,000 warrant units, the value of which has been deducted from the share issuance proceeds. The net share capital after the allocation of warrant units is $164,132.

Warrant Units

On September 26, 2013, the Company issued 910,000 warrants to investors as part of the common share issuance. Each warrant entitles the holder to acquire one common share for $0.60. All warrants expire September 26, 2015. None of the warrant units have been exercised as of September 30, 2013.

5. Share capital (continued)

Finder Options

On September 26, 2013 the Company issued 72,800 finders options. Each option, for a period of one year, entitles the holder to purchase one finders unit of OSH at a price of $0.50 per unit, each unit being comprised of one common shares of OSH and one share purchase warrant entitling the holder to purchase one OSH share at a price of $0.50 per OSH share for a period of two years from issuance. None of the finder units have been exercised as of September 30, 2013.

The Company has estimated the fair value of the warrant units and finder units at $254,469 on the date of issuance using the Black-Scholes model and the following assumptions:

Risk free interest rate	2.57%
Expected term in years	2
Expected dividend yield	0%
Expected volatility	100.00%

Stock Options

The Company has issued stock options during the period ended September 30, 2013. Stock options have a maximum term of ten years and vest at the discretion of the Board of Directors at the time the options are granted.

The Company has estimated the fair value of stock options at $28,145 on the date of issuance using the Black-Scholes model and the following assumptions:

Risk free interest rate	1.72 % - 2.57%
Expected term in years	10
Expected dividend yield	0%
Expected volatility	100%

5. Share capital (continued)

Stock option activity and related information for the period ended September 30, 2013:

	Shares under options,	Weighted average exercise price
Outstanding, beginning of period	–	–
Granted	350,000	$0.29
Exercised	–	–
Forfeited	–	–
Expired	–	–
Outstanding, end of period	350,000	$0.29

	September 30, 2013	
	Shares under options	Weighted average grant date fair value
Unvested, beginning of period	–	–
Granted	350,000	$0.15
Vested	(108,000)	$0.14
Forfeited	-	
Unvested, end of period	242,000	$0.16

The following table summarizes the exercise price ranges of outstanding and exercisable stock options as at September 30, 2013:

	Total stock options outstanding		
Range of exercise prices	Number outstanding	Weighted average remaining contractual life	Weighted average exercise price
$0.00 – $1.00	350,000	9.6 years	$0.29
$1.01 – $2.00	–	–	–
$2.01 – $3.00	–	–	–
$0.00 – $3.00	350,000	9.6 years	$0.29

6. Financial Instruments

Fair Value

The Company classifies its cash and cash equivalents and accounts receivable, financial assets; and accounts payable and accrued liabilities and due to shareholder as financial liabilities.

The Company has determined that the carrying values of cash, accounts receivable, accounts payable and accrued liabilities and due to shareholder approximate their fair values due to the current nature of these instruments.

Credit Risk

Credit risk is the risk of financial loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents and receivables.

The Company's credit risk is primarily attributable to cash. Management believes that the credit risk with respect to cash is remote as it maintains accounts with highly rated financial institutions. The Company's concentration of credit risk and maximum exposure is as follows:

		September 30, 2013
Bank accounts	$	313,307
Accounts receivable		30,992
	$	344,299

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting its operations and anticipating its operating and investing activities.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

6. Financial Instruments (continued)

Interest rate risk

Interest rate risk consists of a) the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, and b) to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values.

Foreign currency risk

The Company is not exposed to any significant foreign currency risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk

7. Capital Management

The Company's objectives when managing capital, defined as shareholders' equity, are to safeguard the Company's ability to continue as a going concern in order to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

8. Intangible Assets

September 30, 2013	Cost	Accumulated amortization	Net book value
System architecture & design	$ 250,000	$ 41,667	$ 208,333
Patent applications	150,000	25,000	125,000
Customer lists	25,000	4,167	20,833
Application code, web design & branding	50,000	8,333	41,667
Total	$ 475,000	$ 79,167	$ 395,833

The Company received intangible property with a value of $475,000 during the first six months of 2013 in exchange for common shares (notes 4 & 5).

9. Income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 15.5% to the effective tax rate for the period ended September 30, 2013 is as follows:

	September 30, 2013
Net loss before recovery of income taxes	$ 413,506
Expected income tax recovery	$ (64,093)
Non-deductible expenses	4,896
Change in tax benefits not recognized	59,197
Income tax expense	$ -

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of non-capital losses carried forward in the amount of $301,290. This loss will expire in 2033. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the company can utilize the benefits therefrom.

10. Proposed Transaction

The Company has entered into a letter of intent with Sunshine Capital Corporation ("Sunshine") to complete a going-public transaction. It is intended that the proposed transaction will proceed by way of a reverse takeover with the Company becoming a wholly owned subsidiary of Sunshine. Upon completion of the proposed transaction, the holders of common shares of the Company will receive one unit for each common share held. Each unit will be comprised of one freely tradable Sunshine common share, and one half Sunshine common share purchase warrant. Each purchase warrant will have an expected exercise price of $0.85 and will have a term of 1 year from the date of closing.

The proposed transaction will be an arm's-length transaction.

On completion of the qualifying transaction, Sunshine will be the legal purchaser of the Company. As the transaction is expected to constitute a reverse takeover, for accounting purposes, the Company will account for the transaction as the purchaser.

11. Subsequent events

Subsequent to September 30, 2013, the Company issued 1,527,000 common shares for consideration of $702,420 net of commissions in a private placement offering. The share issuance included 1,527,000 warrant units, which entitles the holder to acquire one common share for $0.60. All warrants expire September 26, 2015.

Agents of the private placement collectively received 122,160 finders options. Each option, for a period of one year, entitles the holder to purchase one finders unit of OSH at a price of $0.50 per unit, each unit being comprised of one common shares of OSH and one share purchase warrant entitling the holder to purchase one OSH share at a price of $0.50 per OSH share for a period of two years from issuance.

Subsequent to period end, in January 2014, an officer and original founder of the Company made a cash contribution of $7,333 as contributed surplus.

SCHEDULE "C"
MANAGEMENT'S DISCUSSION AND ANALYSIS OF SUNSHINE CAPITAL CORPORATION

(see attached)

SUNSHINE CAPITAL CORPORATION

Form 51-102F1

Management's Discussion and Analysis

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013

The following Management's Discussion and Analysis ("MD&A ") of financial condition and operating results of SUNSHINE CAPITAL CORPORATION. ("Sunshine" or the "Company") should be read in conjunction with the Company's interim September 31, 2013 financial statements and audited financial statements for the fiscal year ended December 31, 2012 and notes thereto, both stated in Canadian dollars. The results herein have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") which comprises International Accounting Standard ("IAS") 34, "Interim Financial Reporting".

This MD&A is dated November 29, 2013.

The following amended MD&A may contain forward-looking statements. These forward-looking statements by their nature involve risks and uncertainties that could cause actual results to differ materially from those from those reflected herein. Forward- looking statements are based on the estimates and opinions of management of the Company at the time the statements were prepared, but caution the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The Company undertakes no obligation to update forward looking statements, unless required by securities law.

Corporate Overview

Sunshine Capital Corporation was incorporated by Certificate of Incorporation on March 16, 2001 under the provision of the Alberta Business Corporations Act. The Articles of the Company were amended by a Certificate of Amendment issued on May 10, 2001 to remove the private company provisions and restrictions on share transfers. The company is classified as a capital pool Company as defined by the TSE Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate opportunities for the acquisition of an interest in companies, assets or businesses ("Qualifying Transaction") and once identified, to negotiate an acquisition or participation within eighteen months of listing on the Exchange. The Company obtained its listing on the Exchange on August 22, 2001.

Effective, July 30, 2003, the Exchange suspended trading of the Company's securities for failure to make required filings. The shares were subsequently suspended and delisted by the Exchange on December 31, 2003 for failure to complete the major transaction and the escrowed shares were cancelled on February 6, 2004.

To date, the Company has not completed a Qualifying Transaction and there is significant doubt as to the Company's ability to continue as a going concern. A letter of intent dated August 27, 2013 has been signed with OpenSource Health Corporation (OSH), whereby Sunshine would acquire all outstanding shares of OSH.

The Company has no ability to generate revenue and has a 2013 – Q3 loss of $1,903 (2012 - $14,246), working capital of $13,516 (2012 $31,121) and an accumulated deficit of $581,925 (2012 - $566,906). The financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada on a going concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business. The Company's ability to continue operations is uncertain due to its inability to generate revenue and its limited cash flow compared to outstanding payables and anticipated expenses. These financial statements do not include any adjustments to the assets and liabilities that might be necessary should the Company be unable to continue in business.

Basis of Presentation

Going Concern Uncertainty

These interim financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles on a going concern basis which contemplates the realization of assets and discharge of liabilities in the normal course of operations

For the nine months ended September 30, 2013, the Company reported a loss of $15,019 (2012 - $31,121) and had an accumulated deficit of $581,925 (2012 - $539,839) at that date. In addition to its ongoing working capital requirements, the Company must secure sufficient funding for future commitments. These circumstances lend substantial doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to fund its operations and development programs and generate positive cash flows from operations. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

Results of Operations

The following analysis is of the Company's operating results for the nine months ended September 30, 2013 and the year to date results

Revenue
The company has no revenue from operations as there are currently no operations.

Expenses
Sunshine's expenses were $15,019 for the nine months ended September 30, 2013 (2012 $31,121). These expenses are made up of made up of bank charges, office supplies and public company expenses. There was a decrease in 2013 – Q3 of $12,343, due to cuts in general and administrative expenses.

Net Loss for the period
Loss for the nine months ended September 30, 2013 was $15,019 (2012 $31,121).

Liquidity and Capital Resources

During the nine months ended September 30, 2013, the loss of $15,019 was funded by proceeds of the 2011 private placement. The company will use cash on hand at September 30, 2013 to evaluate business opportunities and future expenses.

Share Capital

The Company had 6,250,000 Class "C" common shares outstanding as at September 30, 2013 (6,250,000 – September 30, 2011). On March 7, 2011 the Company issued 3,100,000 Class "C" common shares at $0.05/share by a private placement raising $95,000 cash and reducing the shareholders loan by $60,000. On May 13, 2011 an additional 1,650,000 shares were issued for $82,500 cash.

There were no outstanding stock options at September 30, 2013 or 2012 and none were issued, exercised or expired in 2013 or 2012.

Summary of Quarterly Results

Results for the past eight quarters for selected financial statement amounts are as follows:

PERIOD	2013 Q3	2013 Q2	2013 Q1	2012 Q4	2012 Q3	2012 Q2	2012 Q1	2011 Q4
	$	$	$	$	$	$	$	$
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Income (Loss)	(1,903)	(12,255)	(863)	(27.067)	(14,246)	(7,244)	(9,630)	(19,425)
Income (Loss) per share basic and diluted	(0.00)	(0.00	(0.00	(0.00)	(0.00	(0.00)	(0.00	(0.00)
Weighted Average Shares Outstanding Basic and Diluted	6,250.000	6,250.000	6,250.000	5,088,219	6,250.000	6,250.000	6,250.000	5,088,219

Critical Accounting Estimates

As the Company is currently inactive, there are no critical accounting estimates other than the ability of the Company to continue as a going concern.

Contractual Obligations

The Company has no outstanding contractual obligations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

During the six months ended June 30, 2011 a shareholder converted $60,000 of a shareholder loan to class "C" common shares by the private placement. Shareholder loans are nil (2011 - $461) and were non-interest bearing, unsecured and had no terms of repayment.

Changes in Accounting Policies

The Company did not change any accounting policies during this period.

Credit Risk

All of the Company's cash is held at one financial institution.

Disclosure Controls and Procedures

The Corporation's certifying officers will file a Venture Issuer Basic Certificate with respect to the information contained in its unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification includes a 'Notice to Reader' stating that the certifying officers do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings.

Management of Capital Structure

The Corporation's objective in managing capital is to ensure a sufficient liquidity position to finance its development activities, general and administrative expenses and working capital requirements. The Corporation is dependent on funding by related partied to meet its obligations. As funding is received from related parties it will manage those cash flows to meet its obligations, sufficient to allow continued operations. This requires management to estimate the cash requirements for its liabilities and have regular communication with its funding sources to ensure funding is available.

Fair Value of Financial Instruments

Fair Value is the amount at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair Value estimates are based on present value and other valuation techniques using rates that reflect those that the Company could currently obtain, on the market, for financial instruments with similar terms, conditions and maturities. The fair values of cash, trade and accrued payables approximate their carrying amounts due to the short-term of those instruments.

The Company's financial instruments include cash , GST receivable, accounts payable, accrued liabilities and shareholder loans are shown below at amortized cost. The fair value of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities approximate their carrying amounts due to their short terms to maturity.

	September 30, 2013		September 30, 2012	
	Carrying Amount	Carrying Amount	Carrying Amount	Fair Value
Cash	$14,097	$14,097	$50,102	$50,102
GST Receivable	$8,882	$8,882	$7,161	$7,161
Accounts Payable and Accrued Liabilities	$9,463	$9,463	$1,661	$1,661

As at September 30, 2013 the Company had no financial instruments measured at fair value through profit and loss.

Fair Value of Financial Instruments (continued)

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts and is available on demand. As at September 30, 2013, the Company had accounts payable and accrued liabilities of $9,463 due within 30 days and has cash of $14,097 to meet its current obligations. As a result, the Company has minimal liquidity risk. The Company avoids complex investment vehicles with higher risk such as asset-backed commercial paper. The Company does not have an allowance for doubtful accounts.

Subsequent events

The Annual General and Special Meeting of Shareholders of the Corporation was held on October 15, 2013. Further to the Letter of Intent with OSH, in addition to the regular business of the meeting, the Shareholders of the Corporation approved the following:

- Increase in the number of directors to 6
- Consolidation of Sunshine shares on a one (1) for every six (6) Sunshine shares
- Change the name of the Corporation to Open Source Health Corporation or such similar name as may be approved by the board of directors

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A

Additional Information

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

This MD&A is dated November 29, 2013.

SCHEDULE "D"
MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPEN SOURCE HEALTH CORPORATION

(see attached)

OPEN SOURCE HEALTH CORPORATION

Management's Discussion & Analysis ("MD&A")

For the period ended September 30, 2013

*The MD&A of Open Source Health Corporation. ("OSH" or the "**Company**") has been prepared by management of OSH and should be read in conjunction with the Company's audited financial statements and accompanying notes for the period from March 27, 2013 to September 30, 2013. The financial statements and notes thereto and this MD&A are presented in Canadian currency (unless otherwise noted) and were prepared in accordance with international financial reporting standards ("IFRS").*

Forward Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "may", "will", "anticipate", "plan", "intend", "estimate", "project", "continue", "believe", "estimate", "expect" and similar forward-looking terminology, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation of the Company. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, our limited operating history, our reliance on key personnel, future capital needs, dependence on proprietary technology and limited protection thereof and general economic trends and international risk. The Company is subject to significant risks and any past performance is no guarantee of future performance. The Company cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. This MD&A offers a brief overview of some of the risk factors to be considered in relation to the Company's business. This list may not be exhaustive and new risk factors may emerge from time to time. Please see the section "Risks and Uncertainties" for further information. We disclaim any intention or obligation to publicly update or revise any forward-looking statements after distribution of this MD&A, whether as a result of new information, future events or other circumstances, except as may be required pursuant to applicable securities laws.

Overview of the Business

The Company was incorporated on March 27, 2013 under the Business Corporations Act of Ontario, Canada. OSH was created to launch a cloud and mobile based integrative healthcare platform for women.

Sonya Satveit is the CEO and Founder of **Open Source Health**, the first *Integrated Personalized Online Healthcare Platform* that encourages women to pro-actively manage and take control of their health and health education

Open Source Health is a revolutionary new approach, a paradigm shift in personalized health care. It provides a unique *Internet Portal* to the most up-to-date, trusted information and education, access to experts, diagnostic testing and self-monitoring, as well as, health forums and support groups, coaching, products and devices specifically for women.

An added dimension to this health platform is Sonya's own website and blog called **Hormone Soup** which she started in 2011. **Hormone Soup** specifically addresses women's *Hormone, Reproductive and Sexual Health*, and is now in development to become a TV show by the same name.

How did this all come about? After fertility issues led to two miscarriages, Sonya was informed by her doctor that she would have to wait to see if she miscarried a third time before he would do a thorough investigation of the cause. Understandably, this was not an acceptable option. That's when Sonya started looking elsewhere for answers, doing her own research to discover many other women who were also suffering in silence.

"Basically I started writing my blog to share my story of infertility, miscarriages, postpartum mood disorder and severe PMS," Sonya says. "But hearing the stories of other women like me reinforced our frustration with the fragmentation of the health care system, the lack of easy access to focused, relevant and trusted information and testing, along with ongoing support and programs." The good news is that Sonya is now the mother of three healthy children, and over the last fifteen years, she has tapped into a wealth of cutting edge information from leading health care professionals around the world including doctors, nurses, nutritionists naturopaths, pharmacists, midwives, lab professionals and patient advocates. "The information is out there. Women just need somewhere to go to access these resources and preferably be able to get them all from one place."

That is the thinking behind OSH, where women are able to create their own online profiles and tap into to the experts and specialists to form their personalized healthcare team. It is also the focus of **Hormone Soup**, the TV show. As host, Sonya will encourage her guests to tell their stories about issues ranging from PMS, infertility, endometriosis, post partum mood disorder, peri-menopause, menopause, lack of libido, etc. Sonya also will interview the health care practitioners who have helped and treated these women.

The show will incorporate the latest in *Second Screen Application* technology so that while watching the program, the viewer will be able to get overlapping interactive targeted information about the issues; purchase related products and services; join the discussion with a live stream social media feed; as well as access the background and credentials of the health expert being interviewed and even set up a consultation with him or her. "My goal is to broker, broaden and focus the discussion about healthcare. I want to help women become educated advocates and participants in their own healthcare in order to find the most efficient and effective answers to women's health-related issues. I then want to enable them to take action on these issues by selecting the healthcare program that best fits their current issue or stage of life, select the healthcare team that best suits the women's needs and manage her own healthcare while

being informed, at their schedule and delivered in the most efficient way to accommodate every women's busy schedule."

The Current Problem

According to healthcare system users, the current system isn't meeting their needs. This is especially true for women who are looking for care that focuses on more than just reproductive health, but includes psychological health, social functioning, sexual health, family, and relationships. They have asked for more than just the traditional reliance on medication and surgery, and would like to see lifestyle, alternative medicine, counseling and education incorporated into their care.

A significant contributor to the general dissatisfaction is the amount of time and attention that is received. According to current estimates, the typical patient has about 18 seconds to explain their symptoms before being interrupted by their doctor, and the average doctor's appointment lasts 7 to 9 minutes. Compounding matters, it is estimated that 50% of the time doctors and patients don't agree on the nature of the problem presented.

Accordingly, the following represent a number of women's health issues that are not being fully addressed by the current health care system:

- Up to 20 - 30 million Americans may have undiagnosed or misdiagnosed thyroid disorder (80% of thyroid sufferers are women).
- Endometriosis affects 5 million American women yet they suffer for 10 years (on average) before finding appropriate help.
- Polycystic Ovarian Syndrome (PCOS) affects up to 5 million American women and is recognized as one of the most common endocrine/metabolic disorders of women, yet many women haven't heard of it and aren't being screened for it even though they may have symptoms.
- Infertility – getting and staying pregnant - affects 6 million American women.
- Ovarian cancer is the second most common and deadliest form of gynecologic cancer. It is referred to as the "silent killer" of women because it is usually only discovered when it is stage 3 or 4. While screening for the early signs of ovarian cancer, including a CA-125 blood test and/or genetic testing or just recognizing the early signs can save lives, most often this isn't done.
- 40% of women have dense breasts and a mammogram is an inadequate screening tool for this huge number of women. Women often aren't told that they have dense breasts and aren't aware that mammography alone isn't as effective for them or that there is other types of screening to complement their mammograms.
- Women are not getting integrative information from their physicians and are often uninformed about their treatment options, preventative or complementary and lifestyle choices.

The Opportunity

OSH was created with the vision to provide women not only improved health care options and tools, but the power to take control of their own health. Especially as many patients are dissatisfied with the type of treatments and testing they are receiving. This was particularly true for Sonya Satveit, the CEO and Founder of OSH, who came to realize that she had to become her own advocate and conduct her own research in order to get the kind of health care desired. It was soon discovered that this was not an isolated problem as many women shared their general dissatisfaction. Accordingly, Sonya began publishing her story and research online to create awareness and help women find solutions sooner and easier than she did. Sonya has connected with women from 66 countries around the world through her blog, www.hormonesoup.com which features articles about hormones, reproductive and sexual health.

As a result of the current healthcare issues, OSH was created to capitalize on the current paradigm shift occurring in the healthcare industry, particularly the United States. The healthcare system is moving from a doctor-centric model to a patient-centered model. The growing trends are toward personalized medicine, digital health, and mobile health as technology advances and patients demand more. With the rise in home-based health technology, point-of-care is moving from the doctor's office to the home. Recognizing that the current healthcare revolution is being driven by two factors: patients and technology, OSH is at the forefront of this revolution by incorporating these two powerful factors, plus more, into a fully integrated healthcare platform especially designed to meet the needs of women.

Under the old model of healthcare, patients waited days or weeks for an appointment, and were given an average of 7 minutes with their physician typically leaving with a prescription and/or lab requisition. Results from lab tests took days or weeks and required follow-up appointment to receive results. Little or no information in the way of prevention, dietary or lifestyle changes were provided. Patients often left dissatisfied with unanswered questions. Patients are restricted when it comes to diagnostic testing, accessing their own health records and who they can share them with. Access to doctors is limited, prescriptions can't be refilled and forgotten questions cannot be answered without a further appointment.

OSH is creating a solution to the above mentioned healthcare issues by creating a model based on participatory medicine, a movement in which patients become responsible drivers of their health, and in which medical care providers encourage and value them as partners.

While not exhaustive, OSH's model will allow healthcare patients access to their physician through electronic communication, the opportunity to follow-up with questions, preventative, dietary and lifestyle information related to their specific health concerns, the ability to share their medical information with whomever they want, and access to the latest technology, including at-home diagnostics.

Participatory medicine is a model of healthcare, based on the development of a team that includes the patient, patient groups & specialized social networks, the entire care team, and clinical researchers in a collaborative relationship. It requires equal access to all the data and equal rights in the decision making process, based on all the data available, the information gathered and the collective wisdom of peer social networks. It is based on the understanding that optimally treating an individual patient suffering from a complex medical condition is often beyond any single individual's ability.

Participatory medicine is seen as a policy goal by some prominent health researchers and officials. The Director of the US National Institutes of Health stated the following:

"As opposed to the doctor-centric, curative model of the past, the future is going to be patient-centric and proactive. It must be based on education and communication. This is what I am pushing for at NIH. I like to change things and believe we need to be ahead of the curve. The challenge is to channel the energy of this outstanding organization to help the public better care for itself. No one knows exactly how to do this. It requires voluntary, intelligent participation, not passive acceptance. We can provide the information, but you have to do something for yourself." - Elias A. Zerhouni, M.D., NIH Director, December 2007

The old medical paradigm is giving way to a new style of healthcare where patients and their networks are driving change as empowered patients. Consumer demand is creating the new model of healthcare that is patient-centric rather than the current doctor or disease-centered healthcare.

OSH is the world's first fully integrated online healthcare platform. OSH is democratizing healthcare for women by offering a full patient engagement model - placing the power directly into the hands of women and allowing them to take control of their own health. OSH provides the integrated framework, access to leading healthcare providers, social e-patient network, innovative tools & technology, and real-time diagnostics to enable women to connect the dots in their own health.

Monetization

OSH expects to earn revenues from a variety of sources and product offerings. The following is a summary of the expected revenue sources.

Subscriptions – Personalized Digital Health Portal

OSH will be a subscription based website providing various bundled services at the following anticipated services levels:

- Freemium: each user can sign up and create her own digital health information portal using the symptoms analyzer and the expert system then accesses health information from trusted sources across the internet and curates this information into a digital health on-line newspaper format;
- Level 1: $30/month - gives access to premium health information in a more detailed view, this is information that OSH has acquired from private medical sources of information, research institutes and databases;
- Level 2: $60/month – More access and views to additional premium information.
- Level 3: $120/month –Unlimited access to premium information including the access to the research query database for the latest information generated from the Hormone Research Institute within the OSH platform.

Subscriptions – Integrative Health Care Programs

OSH will offer specific integrative healthcare program focussed at women's health issues. Each program will have a specific price associated with it and depending on the duration of the program could be billed monthly, or all upfront. Such program will include curated information and knowledge, selected healthcare team, schedule online consultations, testing and diagnosis, at home testing sensors and measurement devices or lab testing and supplements. Pricing will be based on total costs of delivery of the program and a margin to OSH.

Consultation Fees:

Subscribers will be able to book online consultations with a variety of healthcare providers through the OSH network of health professionals. Unrestrained by geographic location, subscribers will be able to choose their provider and level of service from initial consultations with physicians, second opinion requests, counseling services via video, naturopathic doctor consultations, to nutritional and genetic counseling.

E-Commerce Store:

OSH's e-commerce store will sell third party products such as supplements, sensors & health & wellness devices, women's health products, and books.

Diagnostics:

OSH will sell and make available through the OSH API, nanotechnology and other devices used for at home diagnostics related to the specific healthcare and issues be diagnosed..

Apps Store:

OSH's "Apps Store", much like the Apps store for iTunes, will take an anticipated 30% fee on all apps sold. Using the patient data in the Patient Profile, apps will be recommended to the patients based upon their unique health needs. Health care providers will also be able to recommend apps. Independent software developers can integrated through the OSH API their application and offer it in the store to add functionality to the overall system and patient experience.

Research:

Within the OSH platform will be the Hormone Research Institute responsible for managing sponsored research program, integrating the discovery tools to data mine the health information, assessing trusted information source and generating primary research information. This research will generate a fee, access to the data and information will generate usage fees..

Hormone Soup.TV

As part of its marketing campaign OSH has entered into an agreement with Hormone Soup Inc., the producer of the women's health web site called Hormone Soup and the co-Producer of the TV show called Hormone Soup TV.

Hormone Soup TV is a non-scripted, daily 30 minute talk show with a primary focus on women's health. The show is currently in development and recently filmed a 9.5-minute trailer, which is currently in post-production. The show is not only about educating women on their health issues, it is also about creating a deep emotional connection, building trust and giving instant access to information, health experts and products through the second screen technology creating the direct link to the OSH health care platform.

OSH's CEO, Sonya will host the talk show discussing health issues with leading medical experts. Patients that have found solutions to their health issues will be featured on the show. A complimentary health or lifestyle expert will also join the discussion to provide an integrative view of the topic.

Each episode will feature a short "Tech Talk" segment where a health app or device will be reviewed by a panel of patients. Viewers will be engaged by volunteering to participate in the review of an app or device. Tech talk facilitators will compile the survey data where the results will be presented in an engaging and informative way.

Initially the first season will consist of 30 shows, for a 30 minute time slot (22 minutes of content and 8 minutes of advertising) for distribution through network syndication. (Similar to the way Oprah Winfrey distributed her highly successful talk show.) With a total of **328 markets** across North America, the show will target all 286 US markets and 42 Canadian markets for distribution. This show will act as a lead source to the OSH platform with the expected target market of 14 million women across all markets.

Strategies and Outlook

The Company is in the process of raising capital to execute its growth strategy, continued development of its subscriber based website, medical professionals, and nano-based technologies.

On August 27, 2013, the Company entered into a non-binding letter of intent with Sunshine Capital Corporation ("Sunshine") to complete a going-public transaction. It is intended that the proposed transaction will proceed by way of a reverse takeover whereby the Company will legally become a wholly owned subsidiary of Sunshine. Upon completion of the proposed transaction, the holders of common shares of the Company will receive one unit for each common share held. Each unit will be comprised of one freely tradable Sunshine common share, and one half Sunshine common share purchase warrant. Each purchase warrant will have an expected exercise price of $0.85 and will have a term of 12 months from the date of closing.

The Company will be considered the purchaser under IFRS accounting rules. Accordingly, subsequent to the transaction, the financial statements will record the purchase of OSH under purchase accounting. The disclosure for share capital will be amended to reflect OSH's equity.

Operating Results

	For the period ended
	September 30, 2013
Total assets	790,132
Total liabilities	130,059
Total equity	660,073
Selling, General and administrative	334,299
Depreciation and amortization	79,167
Net loss	413,506

Operating Highlights

- OSH commenced operations in 2013, with the primary focus on building the first online integrative healthcare platform, with a focus on women's health issues.

- On April 23, 2013, the Company officially acquired key intellectual property from an officer of the Company. The intellectual property consisted of the system architecture and design for the social network, current and future patent applications, industry contacts (partners, sponsors, athletes, and customer lists), and Company branding and logos.

- On May 1, 2013, the Company issued 555,555 shares for the $150,000 CAD of capital advanced by Pilkington Capital Corporation in the form of an equity advance to assist in the start up and formation costs of the company. Such capital was advanced through Pilkington's operating subsidiary in Canada called 2120315 Ontario Inc. and therefore registered the shares in the name of Pilkington Capital Corporation. Pilkington Capital Corporation is controlled by a Director of OSH.

- On August 27, 2013, the Company entered into a non-binding agreement with Sunshine to complete a going-public transaction. The non-binding agreement requires both parties to satisfy certain conditions before completion and listing. Both parties continue to progress toward satisfying all conditions with the goal of listing in the fourth quarter of 2013.

Summary of Operations

	Three months ended September 30, 2013	March 27, 2013 to September 30, 2013
Revenues	-	-
Selling, general and administrative	131,476	334,299
Depreciation and amortization	39,583	79,167
Net loss	171,099	413,506

Revenue

The Company was recently incorporated in March 2013, and therefore, has not earned significant revenues to date. The primary focus will be on be on building and expanding its revolutionary healthcare system.

Expenses

Sales, General and administrative

Sales, general and administrative expense represents the general expenses required to promote OSH brand. Also included are general office expenses including accounting, legal and office fees.

Sales, general and administrative expense for the three month period ended September 30, 2013 is $131,476. The prior period is not applicable given the Company's formation in March 2013. The majority of the expenses are attributed to executive consultant compensation, professional fees, and travel. Executive consulting and professional fees account for approximately $86,000 of the amount. Executive consultant fees relate to the expertise required to commence operations, complete the going-public transaction, raise capital, and expand operations.

Sales, general and administrative expense for the six month period ended September 30, 2013 is $334,299. Similar to the three month period ended September 30, 2013, the majority of the costs are attributable to executive consultant, professional fees and travel expenses. Executive consulting and professional fees approximate $270,000 of the total amount.

Sales, general and administrative fees are expected to increase in future periods as Company acquires the staff and resources required for expansion. Legal costs are expected to increase temporarily, but should decrease after the anticipated going public transaction as discussed in the "Subsequent Events" section.

Research and development

Research and development expense represents the cost of developing and operating social media website. The Company has not incurred any significant expense in initial operating period ended September 30, 2013. However, the Company is in the process of developing its technology platform, and it is anticipated that this expense will become significant in future periods as the technology is introduced into the market.

Depreciation and amortization

The Company acquired intellectual property valued at $475,000 in April 2013 from its majority shareholder and executive officer. Accordingly, depreciation and amortization expense for three month period ended September 30, 2013 is $39,583, and attributed to the amortization expense incurred on the above mentioned intangible property.

Depreciation and amortization expense for six month period ended September 30, 2013 is $79,167. Similar to the three month period ended September 30, 2013, the amortization expense relates to the intangible property.

As the Company introduces its online platform, this expense is expected to increase marginally in future periods as the equipment required to operate the technology is purchased.

Income tax

Income tax recovery for the three and nine month period ended September 30, 2013 is nil. The company has tax losses that can be carryfoward to future years to reduce taxable income. As the Company is commencing operations and does not have a history of taxable income, a valuation allowance has been recorded on the tax losses thereby reducing tax recoveries to nil.

The Company will assess its valuation allowance in future periods. Should management decide it is appropriate to reduce its valuation allowance in subsequent periods, a deferred taxable asset will be recorded. While not exhaustive, events that may lead to reversing the valuation allowance include taxable income and the successful commercialization its technology.

Summary of Quarterly Results

The following table highlights selected unaudited financial information in respect of the quarters subsequent to incorporation. The Company's quarterly operating results have varied in the past and may vary substantially in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter.

Balance Sheet

	As at September 30, 2013	As at June 30, 2013
Current assets	394,299	19,213
Total assets	790,132	454,629
Current liabilities	130,059	50,212
Total liabilities	130,059	50,212
Total equity	660,073	404,417

Income Statement

	Third Quarter 2013	Second Quarter 2013
Revenues	-	-
Expenses	171,099	242,407
Net loss	171,099	242,407

Liquidity and Capital Resources

The Company is in the early stage of operations and has originally financed its operations either directly from an officer of the Company or from companies controlled by the officer.

In September 2013, the Company was successful in raising $455,000 in equity to finance current operations. The Company is in the process of expanding its operations and anticipates requiring additional capital to achieve its strategic objectives.

During the period from March 27, 2013 to September 30, 2013 and prior to incorporation, the company received funding from a company controlled by an officer of the Company. In May 2013, $150,000 of the funding was converted to into common equity.

The Company entered into a non-binding letter of intent with Sunshine to complete a going-public transaction. Management expects the going-public transaction will allow the Company to raise capital necessary to expand its operations.

Management will monitor the capital resources of the Company. Should management determine that additional resources are required, the Company will raise proceeds by entering into loan agreements or raise equity financing. While the Company will use its best efforts to raise capital as needed, the Company may be unsuccessful in its ability to raise additional capital, and may affect is ability to meet its ongoing obligations.

Commitments, Contingencies and Off-Balance Sheet Arrangements

The Company has no commitments for capital expenditures, no contingencies and no off-balance sheet arrangements.

Outstanding Share Data

As at September 30, 2013, the following Common Shares and convertible securities of the Company are issued and outstanding:

Common Shares – issued and outstanding	6,465,555
Stock options – vested and unvested	350,000
Warrants	(1) 1,055,600

(1) Includes 910,000 warrants issued to shareholders, and 72,800 finder option units. Each finder option unit entitles holder to purchase one common share and one additional warrant.

If all options and warrants outstanding at September 30, 2013 were exercised, there would be 7,871,155 Common Shares issued and outstanding.

Accounting Policies

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") and interpretations adopted by the International Accounting Standards Board ("IASB"). The Company has adopted the following accounting policies:

Cash and cash equivalents

Cash and cash equivalents include all cash on demand, interest bearing deposits with original maturities of three months or less.

Foreign currency translation

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency at the rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange in effect at the reporting date.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty.

Intangible assets

Costs of start-up activities and organizational costs are expensed as incurred. Start-up costs include those one-time activities related to organizing a new entity.

The Company records intangible assets, excluding goodwill and intangible assets with indefinite lives at cost and provides for amortization over their expected useful lives using the straight-line method over the following periods:

Customer lists	3 years
Patents and trademarks	3 years
System development costs	3 years

Goodwill and other intangible assets with indefinite lives are not amortized, but are tested for impairment at least annually, or more frequently, if events or changes in circumstances indicate that the asset might be impaired, such as, the loss of a patent litigation or a significant decline in the Company's revenue.

Research and development costs

Research costs are expensed as incurred. The Company has not capitalized development expenditures to date. An intangible asset may be recognized in future periods if the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete and its ability to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

Capitalized development costs will be amortized over the expected life of the related products, which is expected to be 24 to 36 months.

Income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in the countries where the Company operates.

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilized except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted.

Deferred tax assets and deferred tax liabilities are offset, provided a legally enforceable right to set off current tax assets against current income tax liabilities exists and the deferred taxes relate to the same taxable entity and the same taxation authority.

Share-based payment transactions

Employees of the Company, including management personnel, may receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments. The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which the equity instruments are granted. The fair value is determined by using the black scholes pricing model.

The cost of equity-settled transactions is recognized over the period in which the performance or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date reflects the extent to which vesting periods have expired and reflects the Company's best estimate of the number of equity instruments that will ultimately vest.

Where the terms of an equity instrument are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee, as measured at the date of modification.

The dilutive effect of outstanding share options is reflected as additional share dilution in the computation of diluted earnings per share.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. 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 financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive 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 classified as current assets or non-current assets based on their maturity dates. They are initially recognized at fair value and subsequently carried at amortized 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 initially recognized at fair value and subsequently are measured at amortized cost using the effective interest rate 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 in the statements of comprehensive 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 other comprehensive income, within 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 in the statements of comprehensive loss.

Transactions costs associated with fair value through profit or loss financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

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.

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 in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive loss.

Other financial liabilities - This category includes amounts due to related parties and accounts payable and accrued liabilities, both of which are initially recognized at fair value, net of transaction costs, and are subsequently stated at amortized cost.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Impairment of non-current assets

At each financial position reporting date, the Company's non-current assets are reviewed to determine whether there is any indication that the carrying value of those assets are impaired and may not be recoverable. If any such indication exists, the recoverable amount of the asset is evaluated at the level of a cash-generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU 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 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.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not

exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

New Accounting Policies

There were a number of IFRS accounting policies that became effective for annual periods starting on or after January 1, 2013. These policies and their effects, if any, are described below.

IFRS 10 Consolidated Financial Statements
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. IFRS 10 supersedes SIC-12 Consolidations – Special Purpose Entities and replaces parts of IAS 27. The effective date of this amendment is for annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of IFRS 10 to have a material effect on its financial statements.

IFRS 11 Joint Arrangements
IFRS 11 requires a venture to classify its interest in a joint arrangement as a joint operation or a joint venture. The standard eliminates the use of the proportionate consolidation method to account for joint ventures. Joint ventures will be accounted for using the equity method of accounting while, for a joint operation, the venture will recognize its share of the assets, liabilities, revenues and expenses of the joint operation. IFRS 11 supersedes SIC-13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers and IAS 31 Joint Ventures. The effective date of this amendment is for annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of IFRS 11 to have a material effect on its financial statements.

IFRS 12 Disclosure of Interests in Other Entities
IFRS 12 establishes disclosure requirements for interests in other entities such as subsidiaries, joint arrangements, associates and unconsolidated structured entities. 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 interest in other entities. IFRS 12 replaces the previous disclosure requirements included in IAS 27 Consolidated and Separate Financial Statements, IAS 31 Joint Ventures and IAS 28 Investment in Associates. The effective date of this amendment is for annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of IFRS 12 to have a material effect on its financial statements.

IFRS 13 Fair Value Measurement
IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. IFRS 13 defines fair value and establishes disclosures about fair value measurement. The effective date of this amendment is for annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of IFRS 13 to have a material effect on its financial statements.

IAS 28 Investments in Associates and Joint Ventures

The IASB also amended IAS 28, an existing standard, to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 12. The effective date of this amendment is for annual periods beginning on or after January 1, 2013 and is not expected to materially affect the Company.

Future Accounting Changes

Standards issued but not yet effective up to the date of issuance of these consolidated financial statements are described below. This description is of standards and interpretations issued that the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9 Financial Instruments: Classification and Measurement
IFRS 9 Financial Instruments ("IFRS 9") was published on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard eliminates the existing IAS 39 categories of held to maturity, available for sale and loans and receivables. The standard is effective for annual periods beginning on or after January 1, 2015. The Company is still evaluating the impact of IFRS 9 on its financial statements.

Transactions with Related Parties

The Company has transactions with related parties. These transactions are in the normal course of operations and are measured at their exchange value, which approximates the fair market value as with any third party.

The amounts due from (to) related parties as at:

	September 30, 2013
Due to company controlled by a director	33,535
Due to director and executive officer	31,389
Advance to company related to an executive officer	50,000

The following table outlines the Company's related party transactions for the periods ending:

	September 30, 2013
Transfer of Intangible Property by an officer	475,000
Equity issued to related companies to settle amounts due	150,000

Investor Relations Activities

OSH does not have any investor relations arrangements.

Financial Instruments

All financial assets are classified either held for trading, held-to-maturity investments, loans and receivables or available-for-sale. Also, all financial liabilities are classified as either held for trading or

other financial liabilities. All financial instruments are initially recorded on the balance sheet at fair value. After initial recognition, financial instruments are measured at the fair values, except for held-to-maturity investments, loans and receivables and other liabilities, which are measured at amortized cost.

The Company's financial assets and liabilities are classified and measured as follows:

Asset/Liability	Classification	Measurement
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Loans payable	Other financial liabilities	Amortized cost

Litigation/Indemnification

The Company does not anticipate or foresee at this time any basis for any intellectual property proceedings being instigated by other parties against the Company or by the Company against other parties.

While the Company is not a party to any legal proceedings, the intellectual property industry is extremely competitive. There can be no assurance that in the future, the Company will not be subject to allegations concerning the status or validity of the Company's intellectual property.

Subsequent Events

There are no significant subsequent events.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

The Company is held privately, and has not been required to certify the design and evaluation of the Company's disclosure controls and procedures or internal controls over financial reporting, and the Company has not completed such an evaluation. Inherent limitations on the ability of the certifying officers of the Company to design and implement, on a cost-effective basis, disclosure controls and procedures or internal controls over financial reporting for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risks and Uncertainties

Given the speculative nature of the business of the Company, an investment in the Common Shares should only be considered by those persons who can afford a total loss of their investment. The risks presented below should not be considered to be exhaustive and may not represent all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business

operations. If any of the risks described below occur, the Company's business, financial condition, liquidity and results of operations could be materially harmed:

Limited Operating History and Sales

The Company has a limited operating history on which to base an evaluation of its business, financial performance and prospects. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As the Company is in an early stage and is introducing new products, the Company's revenues may be materially affected by the decisions, including timing decisions, of a relatively consolidated customer base. In addition, it is also difficult to evaluate the viability of the Company's services because the Company has had limited experience to address the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as the Company's target markets. There can be no assurance that the Company will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

No Assurance of Profitability

The Company is in the process of commencing operations. The Company cannot give assurances that it will not incur net losses in the future. The limited operating history makes it difficult to predict future operating results. The Company is subject to the risks inherent in the operation of a new business enterprise in an emerging business sector, and there can be no assurance that the Company will be able to successfully address these risks.

Future Capital Needs; Uncertainty of Additional Funding

The Company may not be able to fully implement and execute its business strategy without additional financing. There can be no assurance that such additional financing will be available, and if available, there can be no assurance that the cost of obtaining such financing will be on favourable or reasonable commercial terms or that financing will not result in substantial dilution to the Company's shareholders.

Dependence on Key Personnel

The Company's future success depends on its ability to retain key employees and attract, train, retain and successfully integrate new talent into its management team. The Company's success is highly dependent on its continuing ability to identify, hire, train, motivate and retain appropriate personnel. Competition for these personnel can be intense, and the Company cannot provide assurance that it will be able to attract or retain them. To do so, it may be necessary for the Company to materially increase the compensation it pays.

Management of Growth

The Company may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Strategic Partners

The Company may enter agreements with strategic partners to provide innovative health care monitoring technologies to the market. There is no assurance that strategic partners will meet their obligations, and will be successful in developing these innovative technologies, or be successful in improving the technologies to maintain market acceptance.

Competition

While the Company is targeting a large market with new innovative technology, there can be no assurances that competitors will not adopt a similar strategy and attempt to enter the market that the Company has targeted.

Dependence on Proprietary Technology and Limited Protection Thereof

The Company will be relying on a combination of trademark, copyright, patent and trade secret law, as well as confidentiality restrictions contained in certain confidentiality agreements, to establish and protect the Company's proprietary rights in its intellectual property. As a result, the Company may not be able to adequately prevent a competitor, business partner or customer from creating or obtaining an illegal copy of its software or otherwise using it for inappropriate purposes such as reverse-engineering.

General Economic Trends

The worldwide economic slowdown and tightening of credit in the financial markets may impact the business of the Company's customers, which could have an adverse effect on the Company's business, financial condition, or results of operations. Adverse changes in general economic or political conditions in any of the major countries in which the Company does business could also adversely affect the Company's operating results.

Asset Location and Legal Proceedings

Substantially all of the Company's assets are located in Canada where intellectual property is generally enforced. The Company expects to have consumers and assets located outside of Canada. Accordingly, the Company may be subject to legal proceedings and judgments in foreign jurisdictions.

Risk Associated with Foreign Operations in Developing Countries

The Company's primary revenues are expected to be achieved initially in North America. However, the Company may expand to markets outside of North America, and become subject to risks normally associated with conducting business in a developing country. The Company cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect the Company's business.

Market Acceptance

The Company's ability to gain and increase market acceptance depends upon its ability to establish and maintain its brand name and reputation. In order to do so, substantial expenditures on product development, strategic relationships and marketing initiatives may be required.

Rapid Technological Change

The health care industry is characterized by rapid technological change, changes in user and customer requirements and preferences, frequent new product and service introductions embodying new technologies and emergence of new industry standards and practices that could render the Company's existing products and systems obsolete and can exert price pressures on existing products. It is critical to

the Company's success that it be able to anticipate and react quickly to changes in technology or in industry standards and successfully develop and introduce new, enhanced and competitive products on a timely basis. The Company cannot give assurance that it will successfully develop new products or enhance and improve its existing products, that new products and enhanced and improved existing products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render the Company's products obsolete. The process of developing new technology is complex and uncertain, and, if the Company fails to accurately predict customers' changing needs and emerging technological trends, its business could be harmed. The Company must commit significant resources to developing new products before knowing whether its investments will result in products the market will accept. To remain competitive, the Company may be required to invest significantly greater resources than currently anticipated in research and development and product enhancement efforts, and result in increased operating expenses.

Product Defects and Reputation

The Company will continue develop its online technology platform and introduce innovative new healthcare monitoring technologies. Such products may contain errors or hidden defects that may significantly impact the user experience. The Company may not be able to correct the defects in a timely manner, and may lead to a loss of or a delay in market acceptance. In addition, such errors or hidden defects could cause adverse damage its reputation and impair its ability to acquire new consumers. In addition, the Company may need to make significant expenditures to eliminate defects from its products. As well, errors and defects and could lead to claims for liability or other claims involving costly litigation.

Risks Associated with Acquisitions

As part of the Company's overall business strategy, the Company anticipates pursuing select strategic acquisitions that would provide additional product or service offerings, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Company's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Electronic Communication Security Risks

A significant potential vulnerability of electronic communications is the security of transmission of confidential information over public networks. Anyone who is able to circumvent the Company's security measures could misappropriate proprietary information or cause interruptions in its operations. The Company may be required to expend capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches.

Data Transmission

The Company transmits the majority of the content of its client relationship management software as a service over the Internet. If the Company experiences transmission failures or limited transmission capacity on the Internet or other data networks the Company may use, it may be unable meet its commitments.

Insurance Coverage

The Company will require insurance coverage for a number of risks, including business interruption, environmental matters and contamination, personal injury and property damage. Although the Company believes that the events and amounts of liability covered by its insurance policies will be reasonable, taking into account the risks relevant to its business, and the fact that agreements with users contain limitations of liability, there can be no assurance that such coverage will be available or sufficient to cover claims to which the Company may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, the Company's financial resources, results of operations and prospects could be adversely affected.

Tax Risk

The Company will be considered to have been carrying on business in Canada for purposes of the *Income Tax Act* (the "**Tax Act**"). There is risk that foreign governments may look to increase their tax revenues or levy additional taxes to level the playing field for perceived disadvantages to the traditional brick and mortar business. While the Company does not foresee any adverse tax affects, there is no guarantee that governments will not impose such additional adverse taxes in the future.

Risks in Foreign Jurisdictions

The health care industry is becoming increasingly significant due to demographics and increasing costs. The Company anticipates that a significant consumer base will be located outside Canada. International business activities entail additional risks such as uncertainty as to the protection and use of intellectual property, partnership risks, political risks, legal and regulatory risks, the risk of increase in taxes (including value added taxes) and trade barriers. Furthermore, as profits of foreign subsidiaries are taxable under foreign income tax legislation revenues from foreign operations could be adversely impacted.

Currency Fluctuations

Due to the Company's present operations, and its intention to in the future operate in jurisdictions outside Canada, the Company is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. A substantial portion of the Company's revenue could be earned in US dollars, while a substantial portion of its operating expenses are incurred in Canadian dollars. Fluctuations in the exchange rate between the US dollar and other currencies may have a material adverse effect on the Company's business, financial condition and operating results. The Company intends to expand operations globally so it may be subject to additional gains and losses against additional currencies. The Company does not currently have a foreign exchange hedging program in place. However, in the future, it may establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

Fluctuations in Quarterly Results

The Company's quarterly operating results may fluctuate significantly in the future depending on factors such as the ability to attract consumers, progress on implementation of projects and upgrades, the number, timing and significance of new product announcements by the Company and its competitors, the ability to license and develop innovative technologies, introduce and market new and enhanced versions of products on a timely basis, changes in operating expenses, and general economic factors, among others. A significant portion of the Company's expenses are based on expectations of future revenue and, therefore, is relatively fixed in the short-term. Accordingly, if revenue levels are below expectations, operating

results are likely to be adversely affected. As quarterly revenue is dependent upon building a significant consumer base, the inability to earn revenues could cause the Company to plan or budget inaccurately, and those variations could adversely affect its financial results.

Officer and Director Conflicts

The Company's officers and directors may have certain interests and arrangements that are different from, or in addition to the Company's shareholders. Executive officers and directors may have rights to indemnification including directors' and officers' liability insurance that will survive consummation of their agreements.

Legal Claims and Contingent Liabilities

There were no material legal claims or contingent liabilities outstanding.

SCHEDULE "E"
PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS OF THE ISSUER AS AT DECEMBER 31, 2012 AND SEPTEMBER 30, 2013

(see attached)

Sunshine Capital Corporation
Pro Forma Consolidated Statement of Financial Position
(Unaudited)

	Open Source Health as at Sept 30, 2013	Sunshine Capital Corporation as at July 30, 2013	Note Reference	Pro Forma Adjustments	Pro Forma Consolidated
Assets					
Current assets					
Cash and cash equivalents	313,307	14,097	2(b)	763,500	
			2(c)	(61,080)	
			2(e)	(25,000)	
			2(f)	7,333	
			2(g)	(75,000)	937,157
Accounts receivable	50,000	8,882			58,882
Prepaid expenses	30,992				30,992
	394,299	22,979		609,753	1,027,031
Intangible assets	395,833				395,833
	790,132	22,979		609,753	1,422,864
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	65,135	9,463			74,598
Due to shareholder	64,924	-		-	64,924
	130,059	9,463		-	139,522
Long term liabilities					
Long term debt					-
	130,059	9,463		-	139,522
Shareholders' equity					
Share capital	790,965	595,441	2(a)	(595,441)	
			2(a)	520,833	
			2(b)	390,229	
			2(c)	(61,080)	
			2(d)	(32,538)	
			2(e)	(25,000)	
			2(e)	(158,891)	1,424,518
Additional paid-in capital	28,145	-	2(f)	7,333	35,478
Warrants	254,469	-	2(b)	373,271	
			2(d)	32,538	
			2(e)	158,891	819,169
Deficit	(413,506)	(581,925)	2(a)	581,925	
			2(a)	(507,317)	
			2(g)	(75,000)	(995,823)
	660,073	13,516		609,753	1,283,342
	790,132	22,979		609,753	1,422,864

See accompanying notes to the unaudited pro forma financial statements

Open Source Health Corporation and Sunshine Capital Corporation
Notes to Pro Forma Consolidated Statement of Financial Position as at Sept 30, 2013
(Unaudited)

1. Basis of Presentation

The accompanying unaudited pro forma consolidated statement of financial position of Open Source Health Corporation ("OSH") has been prepared by management to reflect the acquisition of Sunshine Capital Corporation. ("Sunshine") by OSH after giving effect to the proposed transactions (the "Transaction") as described in Note 2.

The unaudited pro forma statement of financial position has been prepared from information derived from and should be read in conjunction with the following:

1. The audited interim financial statements of OSH as at and for the period ended September 30, 2013.

2. The unaudited condensed interim financial statements of Sunshine as at and for the period ended September 30, 2013.

The unaudited pro-forma consolidated statement of financial position of OSH has been presented assuming the Transaction had been completed on September 30, 2013.

The Transaction has been accounted for in accordance with IFRS 2, Share-Based Payment. The Transaction is considered to be a reverse takeover of Sunshine by OSH. The Transaction has been accounted for in the unaudited pro-forma consolidated statement of financial position as a continuation of the financial statements of OSH, together with a deemed issuance of shares, equivalent to the shares held by the former shareholders of Sunshine. The fair value of the shares issued was determined based on the fair value as determined in the share purchase agreement.

The unaudited pro-forma consolidated statement of financial position has been prepared in accordance with International Financial Reporting Standards ("IFRS"), and, in the opinion of management, include all adjustments necessary for fair presentation. No adjustments have been made to reflect additional costs or cost savings that could result from the combination of the operations of OSH and Sunshine, as management does not anticipate any material costs or cost savings as a result of this Transaction.

The unaudited pro forma consolidated statement of financial position has been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date indicated.

Open Source Health Corporation and Sunshine Capital Corporation
Notes to Pro Forma Consolidated Statement of Financial Position as at Sept 30, 2013
(Unaudited)

2. Pro Forma Assumptions and Adjustments

In December 2013, OSH executed the share purchase agreement with Sunshine to complete the Transaction whereby Sunshine will consolidate its shares on a 1 for 6 basis and acquire all of the issued and outstanding securities of OSH, a non-reporting issuer incorporated under the Ontario Business Corporations Act, in exchange for securities of Sunshine subject to a number of conditions.

The unaudited pro forma consolidated statement of financial position gives effect to the following assumptions and adjustments:

a) The issuance by Sunshine of 6,465,555 common shares, to acquire 100% of the issued and outstanding common shares OSH; and

A reverse takeover transaction involving a non-public operating entity and a non-operating public company is in substance a share-based payment transaction, rather than a business combination. The transaction is equivalent to the issuance of shares by the non-public operating entity, OSH, for the net assets and the listing status of the non-operating public company, Sunshine.

The fair value of the consideration is as follows:

Deemed issuance of 1,041,666 common shares to shareholders of Sunshine at $0.50 per share	$ 520,833

The allocation of the consideration is as follows:

Cash	14,097
Accounts receivable	8,882
Accounts payable and accrued liabilities	(9,463)
Net assets	13,516
Transaction costs expensed	$ 507,317

As part of accounting for the Transaction, the share capital and the deficit of Sunshine are eliminated.

Open Source Health Corporation and Sunshine Capital Corporation
Notes to Pro Forma Consolidated Statement of Financial Position as at Sept 30, 2013
(Unaudited)

2. Pro Forma Assumptions and Adjustments

b) Subsequent to September 30, 2013, OSH completed a private placement to 1,527,000 units for gross proceeds of $763,500 (the "Private Placement"). Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase a common share of OSH at a price of $0.60 for a period of two years from the date of issuance. The warrants have been valued at $373,271 using the Black-Scholes option pricing model, with the following assumptions:

Risk-free rate	2.57%
Dividend yield	Nil
Volatility factor	100%
Expected life	2 years

c) Agents of the Private Placement collectively received cash commissions of $61,080.

d) Agents of the Private Placement collectively received 122,160 finders options. Each option, exercisable at $0.50, entitles the holder to purchase a unit, consisting of a share of OSH and a warrant at a price of $0.60, for a period of one year from the date of issuance. Each warrant entitles the holder to purchase a common share of OSH at a price of $0.60 for a period of two years form the date of issuance of the option. These options have been valued at $32,538 using the Black-Scholes option pricing model, with the following assumptions:

Risk-free rate	2.57%
Dividend yield	Nil
Volatility factor	100%
Expected life	2 years

e) In conjunction with the Transaction, finder's consideration paid to promoters were $25,000 in cash and 650,000 warrants. Each warrant entitles the holder to purchase a common share of OSH at a price of $0.60 for a period of two years from the date of issuance. The warrants have been valued at $158,891 using the Black-Scholes option pricing model, with the following assumptions:

Risk-free rate	2.57%
Dividend yield	Nil
Volatility factor	100%
Expected life	2 years

f) Subsequent to September 30, 2013, an officer and original founder of the OSH made a cash contribution of $7,333 as contributed surplus.

g) Costs associated with the Transactions are estimated to be $75,000.

Open Source Health Corporation and Sunshine Capital Corporation
Notes to Pro Forma Consolidated Statement of Financial Position as at Sept 30, 2013
(Unaudited)

3. Pro Forma Share Capital

	Note	Number	Amount
Sunshine common shares issued and outstanding as at September 30, 2013		6,250,000	$ 595,441
1 for 6 consolidation of Sunshine's shares		(5,208,334)	
Shares issued to OSH shareholders in connection with the Transaction	2a)	6,465,555	$ 790,965
Elimination of Sunshine share capital	2a)	-	$ (595,441)
Consideration transferred to shareholders of Sunshine	2a)		$ 520,833
Shares issued in connection with the Private Placement (net of warrants)	2b)	1,527,000	$ 390,229
Share issue costs – cash	2c)		$ (61,080)
Share issue costs – finders options	2d)		$ (32,538)
Share issue costs – cash	2e)		$ (25,000)
Share issue costs – warrants	2e)		$ (158,891)
Pro forma share capital as at September 30, 2013		9,034,221	$1,424,518

CERTIFICATE OF OPEN SOURCE HEALTH INC.

Pursuant to a resolution duly passed by its Board of Directors, Open Source Health Inc., hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to Open Source Health 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 Kitchener, Ontario

this 31st day of January, 2014.

Sonya Satveit
Chief Executive Officer

Mark Olson
Interim Chief Financial Officer

Gary Bartholomew
Director

John Garden
Director

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