MERIDEX SOFTWARE CORPORATION

FORM 2A - LISTING STATEMENT

DATE: May 12, 2014

Table of Contents

1. GLOSSARY OF TERMS

BCBCA means the Business Corporations Act (British Columbia);

CSE means the Canadian Securities Exchange;

Company means Meridex Software Corporation;

Computershare means Computershare Investor Services Inc.;

Listing Statement or **2A Listing Statement** means this CSE form;

NEO's means a Named Executive Officers of the Company. The NEO's are identified as the individual who acted as a Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO") or each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, for that financial year;

NEX means the NEX Board of the TSX Venture Exchange;

Related Person means an insider, which has the meaning set forth in the Securities Act (British Columbia):

- A director or senior officer of the issuer;
- A director or senior officer of the Company that is an insider or subsidiary of the issuer;
- A person who beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- The issuer if it holds any of its own securities;

TSXV means the TSX Venture Exchange;

We, Us, Our refer to the management team and board of directors of the Company.

2. CORPORATE STRUCTURE

The full name of the Company is Meridex Software Corporation. The address of the Company's head and registered office is Suite 350 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

The Company was incorporated under the BCBCA on May 19, 1981. The Company has changed its name several times since inception, the latest in February, 2013 when it changed its name to its current name. Similarly, the Company has undergone numerous consolidations of its share capital, the most recent occurring in January, 2010 on a 15:1 basis.

The Company does not have any subsidiaries.

3. GENERAL DEVELOPMENT OF THE BUSINESS

History and Development of the Business

The Company is primarily engaged as a provider of intellectual property security and facilities management software solutions. However, over the past three years, the Company has been inactive and listed on the NEX. During the current financial year, the Company expects to focus its business on the pursuit of diversified projects in the medical marijuana industry.

Significant Acquisitions and Dispositions

The Company made no acquisitions during the most recently completed financial year. Currently, the Company plans to acquire certain assets of Biogen Sciences Ltd. ("BSI"). Among other things, BSI has a patent-pending cannabis based drug discovery platform ("CDD") and several cannabis based drugs in different disease areas. To showcase new technology and encourage investor confidence and facilitate growth in Canada, the United States and other countries, the Company will use the following strategies with the CDD:

(i) identify naturally found bioactive compounds in cannabis and to understand how they interact in the human body with certain diseases and genes responsible for those diseases. The ultimate goal is to develop safe and effective natural health products for consumers based on genomics and metabolomics based scientific evidence; and

(ii) generate a patent portfolio of cannabis and non-cannabis based natural health products, with novel combination and formulation of natural ingredients for the treatment of various diseases.

The Company expects its other intellectual properties to become patentable assets within the coming 6 months.

The Company anticipates signing an agreement with BSI prior to completing its listing on the CSE.

The anticipated consideration to be paid to BSI is between 4,000,000 and 7,000,000 common of the Company and $25,000 upon completion of the proposed transaction. Upon completion of the proposed transaction, the Company will own 100% of BSI's business, property and undertaking with no additional material obligations.

The Company has no material obligations that must be complied with in order to keep the acquisition in good standing.

The Company anticipates the proposed acquisition will create future licensing opportunities of Patent 1 as well as the contemplated future patents.

The Company has obtained no valuation opinion within the last 12 months.

The transaction is not with a Related Party.

Material Trends, Commitments, Events and Uncertainties.

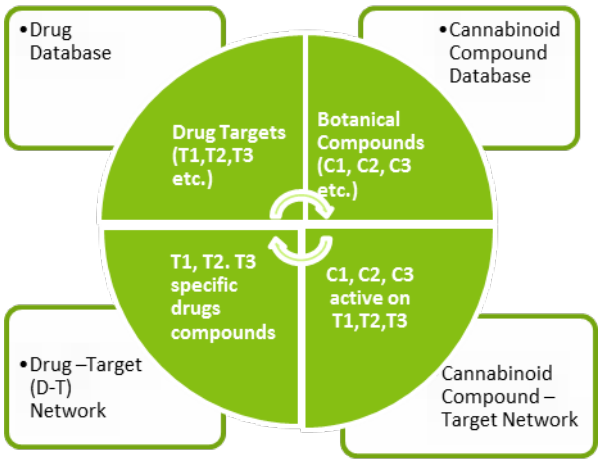
The cannabinoid market is a fast growing niche sector of the pharmaceutical industry that is driven by the high therapeutic potential of this group of chemicals to treat major disease such as breast cancer, "MS", obesity, neuropathic and cancer pain management.

The Company expects these efforts to have a material and positive effect on the Company's business and financial condition. However, the Company has made no financial forecasts for this financial year or future financial years. The following are some of the key future trends and factors that may affect the Company's performance, financial condition or results of operations: the applicability of patents and proprietary technology; possible patent litigation; approval of products in the Company's pipeline; marketing of products; meeting projected drug development timelines and goals; product liability and insurance; dependence on strategic partnerships and licensees; substantial competition and rapid technological change in the medical marijuana industry; the discovery of unexpected safety or efficacy issues in non-clinical or clinical trials; publication of negative results of clinical trials of the Company's products; the ability to access capital; the ability to attract and retain key personnel; changes in government regulation or regulatory approval processes; dependence on contract research organizations; the success of the Company's strategic investments; the achievement of development goals and time frames; the possibility of shareholder dilution; market price volatility; and the existence of significant shareholders.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

General

Upon completion of the proposed acquisition as described above, the Company will be engaged in researching and developing pharmaceutical and biotech products in the medical marijuana industry. In particular, the Company expects it will be able to specialize in developing cannabis-based botanical drugs via the CDD (Patent #1). The CDD has a proprietary algorithm that allows bioinformatics tools to identify individual chemical compounds from the cannabis plant which can be targeted to develop therapies for specific diseases and conditions. The Company expects that the CDD will enable the Company to discover potential therapies based on scientifically proven genomics and metabolomics. In addition, the Company will look to sell or license the products to large pharmaceutical companies for further development, commercialization and distribution.



Management will have extensive experience in drug discovery, development, pre-clinical and clinical trials, as well as the licensing and commercialization of new investigative drugs. One of the important benefits of the CDD is that it can potentially be licensed to companies that wish to develop other nutraceutical and pharmaceutical products, but which lack the extensive cannabis and botanical compound databases, target network data, and sophisticated algorithms to cost effectively develop new products.

BSI is also developing cannabinoid based therapies and drugs to treat a multitude of illnesses initially focusing on glaucoma, cancer & angiogenesis, inflammation, pain and arthritis. The CDD will be utilized for the discovery process to generate further intellectual property for the Company. The first of these therapies will be referred to in this document as "Patent #2".

Objectives within a 12 Month Period/Significant Events or Milestones

In the 12 months following completion of our listing on the CSE, the Company's objectives and significant events or milestones are as follows:

Objective/Significant Event/Milestone	Estimated Timing	Estimated Cost to Complete
Patent 1 – completion of acquisition and filing with U.S. Patents Office	May, 2014	$18,000
Convert other BSI intellectual property into Patent 2	June, 2014	$22,000
Commence Clinical Trial Patent 1	October, 2014	$44,000

Total		$84,000

Total Funds Available, Breakdown of Funds and Principal Purposes of Use

The Company's estimated working capital (or deficiency) at March 31, 2014 (the most recent month-end prior to the date of this Listing Statement) is $(143,073). The Company has announced a private placement for proceeds of $690,000 that is expected to close on or about April 30, 2014. Accordingly, the estimated total funds available is $546,927.

Following are estimates of cash usage for a 12-month period:

Salaries/contractors	$250,000
Office rent /supplies	$42,000
Travel	$20,000
Legal, accounting (audit), transfer agent	$45,000
CSE Maintenance Fees	$6,000
Total	$363,000

Principal Products or Services

As set out above, the Company expects to commence clinical trials on Patent 1 in October, 2014. If such trials are completed and passed with no objections, the Company can begin its research and development of cannabis-based botanical drugs. This research and development is expected to be performed in-house, with relevant consultants hired as needed. Costs for research and development are not reasonably estimable at this time.

Production and Sales

As discussed above, the Company's current intention is to engage in the research and development process of pharmaceutical, biotech and nutraceutical products through to clinical proof of concept and then to look for partnering, licensing or technology transfer opportunities. The Company will develop the individual standard operating procedures and protocols for the therapies being investigated and utilize contract research organizations for the development work.

Upon completion of the proposed acquisition, the management of the Company will be joined by Dr. Sazzad Hossain as the Chief Scientific Officer. The following is a brief summary of Dr. Hossain's specialized skills and knowledge:

Dr. Sazzad Hossain – Dr. Hossain has more than 20 years of academic and industrial experience in new drug discovery, natural health product development. He was Group Leader and Senior Scientist at *Bio- technology Research Institute of National Research Council Canada*, Government of Canada's prime biotechnology re- search organization where he set up pharmacology laboratories to evaluate safety and efficacy of new drugs under development in the areas of cancer, cardiovascular and ocular diseases. Prior to joining the National Research Council Canada, he was at *Xenon Pharmaceuticals* in Vancouver, B.C, where was Associate Director of Pharmacology and led pharmacology teams targeting pain, inflammation and cardiovascular diseases. Dr. Hossain received his Ph.D in Biology from Moscow State Academy of Veterinary Medicine & Biotechnology and received post-doctoral training in the *Department of Nutritional Science and Department of Medical Genetics of University of British Columbia*. He was associate professor of pharmacology at *Federal University of Minas Gerais, Brazil* between 1988 -1996. He is the author of more than 40 peer-reviewed papers, primarily in the pharmacology, genetics and nutritional sciences.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

The information provided below is qualified in its entirety by the audited financial statements of the Company, attached as Schedule "A" to this Listing Statement. Reference should be made to those financial statements.

Annual Information

Expressed in (000's)	**Years Ended June 30**		
	2013 **$**	**2012** **$**	**2011** **$**
Revenue	0	0	0
Loss from continuing operations	(492)	(1,716)	(3,753)
Net loss	(492)	(1,931)	(3,152)
Basic and diluted loss per share	(0.00)	(0.01)	2,407
Total assets	54	453	(0.02)
Cash dividend declared	0	0	0

Dividends

Dividends can and may be declared by our Board of Directors when deemed appropriate from time to time. To date, we have not declared any dividends on our common shares and it is unlikely that earnings will be available for the payment of dividends in the foreseeable future. We intend to retain our earnings, if any, to finance growth. The payment of dividends in the future will depend on our earnings and financial condition and such other factors as our Board of Directors may consider appropriate.

Foreign GAAP

Not applicable.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Annual MD&A

The following Management's discussion and analysis (MD&A) is current to June 30, 2013 and is management's assessment of the operations and the financial results together with future prospects of the Company. This MD&A should be read in conjunction with the financial information for the Company as at June 30, 2013.

Selected Annual Financial Information

Please see Section 5, Annual Information.

General

The Company was incorporated as in the Province of British Columbia under the BCBCA on May 19, 1981 under the *Business Corporations Act* of British Columbia.

Results of Operations

The Company's activities will be those described in Section 4 of this Listing Statement.

Liquidity

As of June 30, 2013, the Company had total and current assets of $5,360. Current liabilities totaled $51,772, comprised of trade and other payables of $31,189 and due to related parties of $20,583.

The financing effort taking place concurrently with submission of this Listing Statement will see the Company funded to conduct operations during the 12-month period following listing on the CSE. The Company may choose to raise new capital through the placement of common shares or other means. Section 4 of this Listing Statement provides a summary of budgetary items envisioned by the Company for the 12-month period.

Significant Accounting Policies

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Meridex Network Corporation, Savicon Inc., Meridex USA and Sweetnam Consulting Inc.

Functional Currency Presentation and Foreign Currency Translation

The consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency. Foreign currency accounts are translated into Canadian dollars as follows:

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars by the use of the exchange rate in effect at that date. At the year-end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the year-end date and the related translation differences are recognized in net income. Exchange gains and losses arising on the retranslation of monetary available-for-sale financial assets are treated as a separate component of the change in fair value and recognized in net income. Exchange gains and losses on non-monetary available-for-sale financial assets form part of the overall gain or loss recognized in respect of that financial instrument.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined and the related translation differences are recognized in net income or other comprehensive loss consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, demand deposits with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

Income Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end rate.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets.

Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings / Loss Per Share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant year. Diluted earnings/loss per common share is computed by dividing the net income or 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.

Share-based Payments

The share option plan allows the Company's employees and non employees to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period during which the options vest, being the period during which all the vesting conditions are to be satisfied. The fair value of the options granted to employees and options granted to non-employees where fair value of the goods or services received cannot be reliably estimated is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, together with any consideration paid.

Options Issued to Employees

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Options and Equity Instruments Issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss/income. Options or warrants granted related to the issuance of shares are recorded as a reduction of share capital. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted, using an appropriate valuation model.

Related Party Transactions and Key Management

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include executive and non-executive directors.

Standards, Amendments and Interpretations Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning after January 1, 2013 or later years.

The following standards and interpretations have been issued but are not yet effective:

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. 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 is effective for annual periods beginning on or after January 1, 2015. The Company is in the process of evaluating the impact of the new standard on the accounting for the available-for-sale investment.

IFRS 11 Joint Arrangements

IFRS 11 describes the accounting for arrangements in which there is joint control; proportionate consolidation is not permitted for joint ventures (as newly defined). IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC 13 Jointly Controlled Entities — Non-Monetary Contributions by Venturers. The Company intends to adopt the standard no later than the accounting period beginning on July 1, 2013. The Company does not expect the implementation to have any significant impact on the Company’s financial statements.

IFRS 12 Disclosures of Interests in Other Entities

IFRS 12 includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Company intends to adopt the standard no later than the accounting period beginning on April 1, 2013. The Company does not expect the implementation to have any significant impact on the Company’s financial statements

IFRS 13 Fair Value Measurement

IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP. The Company intends to adopt the standard no later than the accounting period beginning on July 1, 2013. The Company does not expect the implementation to have any significant impact on the Company’s financial statements

Revenue Recognition

The Company as at June 30, 2013 sold services and products including security and systems management software. Revenue represents the fair value of consideration received or receivable from clients for services and products provided by the Company, net of discounts. Revenues are recognized when a contractual arrangement is in place, the fee is fixed and determinable, the services and products have been delivered, and collectability is reasonably assured. Amounts invoiced but not yet earned are recorded as deferred revenue.

Maintenance and support revenues are recognized over the term of the contract, which is typically one year. Professional services revenue is recognized on a time-and-materials basis as the services are performed. Such services are primarily related to the implementation and use of the Company's software and do not include significant customization to or development of the underlying software code.

Typically, sales contracts are comprised of multiple elements, as they include software licensing, asset monitoring, maintenance and support services over the term. These elements are typically not separable for accounting purposes, as a result, revenue from sales contracts is recognized ratably over the subscription term.

Deferred revenue arises where maintenance contracts and professional services work are paid for up front. As well, deferred revenue can represent amounts from customers under certain license, technical support services and professional services arrangements for which the revenue earnings process has not been completed.

Financial Instruments - Recognition and Measurements

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

<u>Market Risk</u>

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk. The Company does not have significant foreign currency risk, commodity risk or equity price risk.

Interest Rate Risk:

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy.

Cash and guaranteed investment certificates are subject to floating interest rates.

The Company as at June 30, 2013 does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or a counter party to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand.

The carrying amount of financial assets represents the maximum credit exposure. Credit risk exposure is limited through maintaining cash with high-credit quality financial institutions and management considers this risk to be minimal for all cash and cash equivalent assets based on changes that are reasonably possible at each reporting date.

Liquidity Risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company would prepare annual capital expenditure budgets, which are regularly monitored and updated as considered necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable and option payment commitments. The Company generally does not maintain any trade payables beyond a 30 day period to maturity.

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The Statement of Financial Position carrying amounts for cash and cash equivalents, other receivables and trade and other payables approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within 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 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 (unobservable inputs).

The Company's cash and cash equivalents of $4,358 (2012 0 $45,668) are measured a fair value on a recurring basis.

Capital Resources

As of June 30, 2013, the Company had total cash of $4,358.

The Company plans to raise an additional $690,000 (gross) through the sale of new common shares concurrent with the filing of our 2A listing application. There cannot be any assurance that we will be able to raise such additional capital at all, or on terms that are satisfactory to our management.

Off-Balance Sheet Arrangements

None

Interim MD&A

The following Management's discussion and analysis (MD&A) is current to December 31, 2013 and is management's assessment of the operations and the financial results together with future prospects of the Company. This MD&A should be read in conjunction with the interim financial information for the Company as at December 31, 2013.

	Period Ended	
	December 31, 2013 **$**	**June 30, 2013** **$**
Revenue	0	0
Net loss	(48,836)	(49,175)
Basic and diluted loss per share	(0.00)	(0.00)
Total assets	3,833	5,360
Cash dividend declared	0	0

Liquidity

As of December 31, 2013, the Company had total current and total assets of $3,833, compared to current and total assets of $5,360 as at June 30, 2013. Current liabilities totaled $99,081 as at December 31, 2013 compared to $51,772 as at June 30, 2013, comprised of trade payables of $40,312 (June 30 - $31,189) and due to related parties of $58,769 (June 30, 2013 - $20,583).

Additional Disclosure for Issuers Without Significant Revenue

The expenses of the Company totaled $30,421,223 for the period from incorporation to June 30, 2013.

Related Party Transactions and Key Management

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include executive and non-executive directors.

7. MARKET FOR SECURITIES

The Company's securities were listed on the TSXV until December 3, 2013 when the Company's securities were moved to NEX. The Company will request that its shares be delisted from the TSXV upon listing on the CSE.

8. CONSOLIDATED CAPITALIZATION

There has been no material change in the share and loan capital of the Company, on a consolidated basis, since the date of the comparative financial statements for the Company's most recently completed financial year contained in the Listing Statement.

9. OPTIONS TO PURCHASE SECURITIES

As at the date hereof, there are 500,000 options to purchase common shares in the Company, all exercisable at a price of $0.255 per share and expiring on April 5, 2019. Out of this total number of options, 250,000 were granted to NEOs and directors as a group; and 250,000 were granted to employees and consultants as a group.

10. DESCRIPTION OF THE SECURITIES

Authorized Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value of which 33,689,285 are issued and outstanding as at the date of this Listing Statement. Holders of the Company's common shares are entitled to receive dividends, vote at all meetings of shareholders declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate ratably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The common shares are issued as fully paid and there are no pre-emptive, conversion or exchange rights, restrictions on the issue of additional common shares or other material restrictions.

Modification of Terms

Subject to the BCBCA, the directors of the Company may by ordinary resolution create special rights or restrictions for and attach those special rights or restrictions to, or vary or delete any special rights or restrictions attached to, the shares of any class or series of shares, whether or not any or all of those shares have been issued, and alter its Notice of Articles and Articles accordingly.

Prior Sales

Not applicable.

Stock Exchange Price

The following table sets out the price ranges and volume traded of the Company's securities on the TSXV for the time periods set out therein:

Time period	Price ranges	Volume traded
April, 2014	$0.215 - $0.335	6,803,714
March, 2014	$0.06 - $0.29	8,554,389
February, 2014	$0.06 - $0.075	571,906
January, 2014	$0.03 - $0.085	1,249,507
October 1, 2013 – December 31, 2013	$0.005 - $0.06	505,545
July 1, 2013 – September 30, 2013	$0.01 - $0.07	320,887
April 1, 2013 – June 30, 2013	$0.005 - $0.02	420,789
January 1, 2013 – March 31, 2013	$0.015 - $0.02	48,744
October 1, 2012 – December 31, 2012	$0.015 - $0.03	248,153
July 1, 2012 – September 30, 2012	$0.02 - $0.05	428,040
April 1, 2012 – June 30, 2012	$0.03 - $0.085	364,583

11. ESCROWED SECURITIES

Not applicable.

12. PRINCIPAL SHAREHOLDERS

To the knowledge of the Company there are no principal shareholders holding more than 10% of the voting securities.

13. DIRECTORS AND OFFICERS

Name, Municipality of Residence, Position/Office with the Company	Principal Occupation Within the Five Preceding Years	Director Since
Craig Schneider, Vancouver, B.C., Director, President and CEO	Director and officer of several public companies	December 10, 2012
Stephen Tong, Vancouver, B.C., Director	Lawyer	June 24, 2013
Terese Gieselman, Kelowna, B.C., CFO	CFO of several public companies	N/A

As a group, the directors and executive officers of the Company own, directly or indirectly, or exercise control or direction over, an aggregate of 3,526,059 Common Shares, or 10.47% of the Company's issued and issued and outstanding shares.

The term of office of each director will expire on the date of the next annual general meeting of the Company.

Board Committees

The Company currently does not have any committees in place. The Company is required to have an Audit Committee which will be created in due course.

Principal Occupation

Craig Schneider's principal occupation is acting as a director and officer for several public companies, the businesses of which are in the Natural Resources exploration sector.

Stephen Tong's principal occupation is a corporate and securities lawyer acting for clients in various industry sectors including Natural Resources, Technology and Biotech.

Terese Gieselman's principal occupation is acting as CFO to several public companies, the businesses of which are in the Natural Resource exploration sector.

Cease Trade Orders, Penalties, Sanctions and Bankruptcy

During the past 10 years, none of our directors, officers, insiders, or promoters, or a shareholder holding a sufficient number of our securities to affect materially the control of us, was a director, officer, insider, or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

None of our directors, officers, insiders or promoters, nor a shareholder holding a sufficient number of our securities to affect materially our control, nor a personal holding company of any such persons has, within the past 10 years before 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 their assets.

No director or officer of the Company or, to our knowledge, shareholder holding sufficient securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

To the best of our knowledge, there are no known existing or potential conflicts of interest among the Company and its directors or officers.

Management

The following table lists background information for each member of management:

Name, Age, Position and Responsibilities with the Company and Educational Background	Time to be devoted to the Company	Employee or Independent Contractor	Principal Occupation or Employment during the past five years	Experience in Industry
Craig Schneider, 48, Director and President and CEO, evaluation of business opportunities and corporate finance procurement, B.A. 1992 from the University of British Columbia.	50%	N/A	President of Corex Gold Corporation from 2009 to present (still carrying on business)	Extensive experience in the management, administration and financing of public companies
Stephen Tong, 43, Director, independent director and review and handling of all legal matters, LL.B. 1998 from the University of Manitoba, called to the Bar of British Columbia in 1999	25%	N/A	Lawyer (self-employed)	Corporate and securities law experience, working with private and public companies in various industry sectors including Natural Resource, Technology and Biotech
Terese Gieselman, CFO & Corporate Secretary	20%	N/A	Management Consultant, President of MinCo Corporate Management Inc. (still carrying on business)	Extensive CFO, financial and management experience of public companies

None of the above individuals has entered into a non-competition or non-disclosure agreement with the Company.

14. CAPITALIZATION

Issued Capital	Number of Securities (non diluted)	Number of Securities (fully diluted)	% of Issued (non diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	33,689,285	34,189,285	100%	98.54%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	11,829,820	12,079,820	35.11%	35.33%
Total Public Float (A-B)	21,859,465	22,109,465	64.88%	64.67%

Issued Capital	Number of Securities (non diluted)	Number of Securities (fully diluted)	% of Issued (non diluted)	% of Issued (fully diluted)
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	0.0	0.0	0.0%	0.0%
Total Tradeable Float (A-C)	33,689,285	34,189,285	100%	98.54%

Public Securityholders (Beneficial)

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

Class of Security: Common Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	1,426	15,583
100 – 499 securities	133	31,342
500 – 999 securities	460	41,435
1,000 – 1,999 securities	51	70,726
2,000 – 2,999 securities	18	1,653
3,000 – 3,999 securities	21	75,205
4,000 – 4,999 securities	8	33,716
5,000 or more securities	244	25,135,867
Unable to confirm		8,217,888

Securities convertible or exchangeable into any class of listed securities

Description of Security	Number of Convertible Securities Outstanding	Number of Listed Securities Issuable Upon Exercise
Stock Options – convertible into one common share at $0.255 per share expiring on April 4, 2019	500,000	500,000

15. EXECUTIVE COMPENSATION

Compensation to be paid to the officers and directors of the Company is determined by the board of directors of the Company.

Compensation Discussion and Analysis

The Company relies on the board of directors in determining compensation to executive officers. The following summary compensation table sets out salary paid to NEOs for the three most recently completed fiscal years.

Name and Position	Year	Salary ($)	Share based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($) Annual incentive plans	Long-term incentive plans	Pension value ($)	All other compensation ($)	Total compensation ($)
Craig*	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Schneider	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
CEO	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Darren	2013	4,000	Nil	Nil	Nil	Nil	Nil	Nil	4,000
Nicholls*	2012	10,000	Nil	Nil	Nil	Nil	Nil	Nil	10,000
Former CEO	2011	26,000	Nil	Nil	Nil	Nil	Nil	Nil	26,000
Terese	2013	12,934	Nil	Nil	Nil	Nil	Nil	Nil	12,934
Gieselman,	2012	12,810	Nil	Nil	Nil	Nil	Nil	Nil	12,810
CFO	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*Darren Nicholls was the former CEO, Craig Schneider was appointed in his stead on December 10, 2012.

Incentive Plan Awards

The following table provides for each NEO for all awards outstanding at the end of the most recently completed financial year and includes awards granted before the most recently completed financial year.

	Option-based Awards				Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share – based awards that have not vested ($)	Market / payout value of vested share-based awards not paid out or distributed ($)
Craig Schneider	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Darren Nicholls	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Terese Gieselman	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Pension Plan Benefits

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

Employment Agreements and Termination and Change of Control Benefits

There are no written employment contracts between the Company and its NEO's. The Company intends to enter into employment agreements with its NEO's upon completion of the Listing.

Director Compensation

No compensation was provided to directors who were not NEO's of the Company.

The following table provides incentive plan awards – value vested or earned during the most recently completed financial year for directors, who were not NEOs.

Name	Option – based awards Value vested during the year ($)	Share – based awards Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Nil	Nil	Nil	Nil

There are no other arrangements from those disclosed above under which directors were compensated by the Company to the date of this Listing Statement.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or executive officer of the Company, or associate or affiliate of any such director or officer, is or has been indebted to the Company since the date of incorporation. No director or executive officer of the Company, or associate or affiliate of any such director or officer, or has been indebted to the Company since the beginning of the last completed financial year of the Company.

17. RISK FACTORS

This section discusses factors relating to the Company's business that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive and the Company may face risks and uncertainties not discussed in this section, or not currently known to us, or that we deem to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner.

Risks Related to the Company's Business

The Company has a history of operating losses and may never achieve profitability in the future.

The Company has been inactive for several years and, accordingly, it has not generated any business income in recent years. While the Company expects to bring in persons with significant experience in the medical marijuana industry, it has never been involved in this sector and has no previous experience with product sales and distribution networks.

The Company expects to be involved in research and development to identify and validate new therapies and drug targets that could become marketable. This process may take several years and require significant financial resources without income. The Company expects these expenses to result in continuing operating losses in the near future.

The Company's ability to generate future revenue or achieve profitable operations is largely dependent on its ability to attract the experienced management and know-how to develop new drug candidates and to partner with larger, more established companies in the industry to successfully commercialize its drug candidates. Successfully developing pre-clinical or clinical drug candidates into marketable drugs may take several years and significant financial resources and the Company cannot assure that it can achieve these objectives.

The Company will primarily be in a developing industry and will be subject to all associated regulatory risks.

As a result, the Company's business must be evaluated in light of the problems, delays, uncertainties and complications encountered in connection with establishing a medical marijuana development business.

There is a possibility that none of the Company's drug candidates that may be under development in the future will be found to be safe and effective, that it will be unable to receive necessary regulatory approvals in order to commercialize them, or that it will obtain regulatory approvals that are too narrow to be commercially viable.

Any failure to successfully develop and obtain regulatory approval for products would have a material adverse effect on the Company's business, financial condition and results of operations.

Clinical trials for potential drug candidates will be expensive and time consuming, and their outcome uncertain.

Before the Company can obtain regulatory approval for the commercial sale of any drug candidate or attract major medical marijuana companies to collaborate with, it will be required to complete extensive clinical trials to demonstrate safety and efficacy. Clinical trials are expensive and are difficult to design and implement. The clinical trial process is also time-consuming and can often be subject to unexpected delays.

The timing and completion of clinical trials may be subject to significant delays relating to various causes, including: inability to manufacture or obtain sufficient quantities of materials for use in clinical trials; delays arising from collaborative partnerships; delays in obtaining regulatory approvals to commence a study, or government intervention to suspend or terminate a study; delays, suspensions or termination of clinical trials due to the applicable institutional review board or independent ethics board responsible for overseeing the study to protect research subjects; delays in identifying and reaching agreement on acceptable terms with prospective clinical trial sites; slow rates of patient recruitment and enrollment; uncertain dosing issues; inability or unwillingness of medical investigators to follow clinical protocols; variability in the number and types of subjects available for each study and resulting difficulties in identifying and enrolling subjects who meet trial eligibility criteria; scheduling conflicts; difficulty in maintaining contact with subjects after treatment, resulting in incomplete data; unforeseen safety issues or side effects; lack of efficacy during clinical trials; reliance on clinical research organizations to conduct clinical trials, which may not conduct such trials with good laboratory practices; or other regulatory delays.

The results of pre-clinical trials or initial clinical trials are not necessarily predictive of future favorable results.

Pre-clinical tests and initial clinical trials are primarily designed to test safety and to understand the side effects of drug candidates and to explore efficacy at various doses and schedules. Success in pre-clinical or animal studies and early clinical trials does not ensure that later large-scale efficacy trials will be successful nor does it predict final results. Favorable results in early trials may not be repeated in later ones.

Protection of proprietary technology can be unpredictable and costly.

The Company's success will depend in part upon its ability to obtain patent protection or patent licenses for its future technology and products. Obtaining such patent protection or patent licenses can be costly and the outcome of any application for such can be unpredictable. In addition, any breach of confidentiality by a third party by premature disclosure may preclude the obtainment of appropriate patent protection, thereby affecting the development and commercial value of the Company's technology and products.

Competition

The planned business to be carried out by the Company will be highly competitive and involve a high degree of risk. There can be no assurance that the licensing or other arrangements respecting the CDD, or applications thereof, sought to be obtained can be secured on favorable terms or otherwise, nor are there any assurances that sales or license revenues, if obtained, will be in sufficient quantities to make the business profitable. In its efforts to achieve its objectives, the Company will compete with other companies that may have greater resources, many of which will not only develop technology but also manufacture and sell similar products on a worldwide basis.

Uninsured or Uninsurable Risk

The Company may become subject to risks against which it cannot insure or against which it may elect not to insure. Settling related liabilities would reduce funds available for core business activities. Settlement of uninsured liabilities could have a material adverse affect on our financial position.

Conflicts of Interest

The Company's directors and officers may currently be involved, or become involved, in other business ventures that compete with our platform and services. Business opportunities for the Company may create circumstances in which outside interests of our directors and officers conflict with the interests of the Company. Directors and officers are required to act in good faith and in a manner that benefits the Company.

It is possible, however, that our directors and officers may owe similar consideration to another organization(s). It is possible that these and other conflicts of interest are resolved in a way that has a material adverse impact on the Company.

Dependence on Key Personnel

The Company depends on support from existing directors and officers and its ability to attract, and retain, new directors, officers and other personnel with appropriate skill sets. Inability to retain key team members or find new professionals to serve in important roles could have a material adverse effect on the Company's business. There can be no assurance that we will be able to attract or retain the quality of personnel required in the future.

Patent & IP

The Company plans to acquire certain patents pending but cannot guarantee their approval or commercial viability.

Financial Liquidity

The Company has not yet generated meaningful revenue and will likely operate at a loss as it grows its user base and seeks ways to monetize that user base. We may require additional financing in order to execute our business plan. Our ability to secure required financing will depend in part upon on investor perception of our ability to create a successful business. Capital market conditions and other factors beyond our control may also play important roles in our ability to raise capital. The Company can offer no assurance that it will be able to successfully obtain additional financing, or that future financing occurs on terms satisfactory to our management and/or shareholders. If funds are unavailable in the future, or unavailable in the amounts that we feel the business requires, or unavailable on acceptable terms, we may be required to cease operating or modify our business plans in a manner that undermines our ability to achieve our business objectives.

Financial Statements Prepared on Going Concern Basis

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the successful completion of financing and the creation of operations deemed successful according to the standards of our industry. In the social networking sector, profitability is one benchmark of success, as is obtaining a large and international user base. The Company cannot guarantee that it will be successful in obtaining financing in the future or in achieving business objective set forth internally or externally. Our consolidated financial statements may not contain the adjustments relating to carrying values and classification of assets and/or liabilities that would be necessary should the Company be unable to continue as a going concern.

Costs of Maintaining a Public Listing

As a result of obtaining a public listing, the Company will incur greater legal, accounting and other expenses related to regulatory compliance than it would have had it remained a private entity. The Company may also elect to devote

greater resources than it otherwise would have on communication and other activities typically considered important by publicly traded companies.

Share Price Volatility and Speculative Nature of Share Ownership

The Company seeks to be listed for trading on the CSE, and a successful listing would result in many legacy shareholders being able to freely trade their shares. Factors both internal and external to the Company may significantly influence the price at which our shares trade, and the volatility of our share price. Quarterly operating results and material developments reported by the Company can, and likely will, influence the price of our shares. Sentiment toward technology stocks, as well as toward the stock market in general, is among the many external factors that may have a significant impact on the price of our shares. The Company is a relatively young company that is not generating meaningful revenue and does not possess large cash reserves. As such, it should be considered a speculative investment. There is no guarantee that a liquid market will be developed for the Company's shares.

18. PROMOTERS

The Company has no promoter or investor-relations person and has not had such a person or such activities for more than three years. Officers of the Company handle all queries from shareholders.

19. LEGAL PROCEEDINGS

As of the date of this Listing Statement, the Company is not a party to any material legal proceedings or any regulatory actions. The Company does not contemplate any material legal proceedings and is not aware of any material legal proceedings to be contemplated against it.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer, security holder, associate or affiliate of the Company has any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Company or a subsidiary of the Company.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Company's auditor is Morine & Co., whose offices are located at 312 – 1959 152nd Street, White Rock, British Columbia, V4A 9E3.

Transfer Agent and Registrar

The Company's transfer agent and registrar of our common shares is Computershare Investor Services Inc., located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

22. MATERIAL CONTRACTS

The following are the contracts which are material to the Company:

1. See the description as set out above in Section 3 "General Development of the Business – Significant Acquisitions and Dispositions".

23. INTEREST OF EXPERTS

There are no direct or indirect interests in the property of the Company, or of a Related Person of the Company with any direct or indirect interests in the property of the Company, received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.

24. OTHER MATERIAL FACTS

There are no other material facts other than as disclosed therein.

25. FINANCIAL STATEMENTS

The audited financial statements for the Company for the year ending June 30, 2013 are attached as Schedule “A” to this Listing Statement.

The interim financial statements for the Company, for the period ended December 31, 2013 are attached as Schedule "B" to this Listing Statement.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, the Company hereby applies for the listing of the above mentioned securities on the CSE. The foregoing contains full, true, and plain disclosure of all material information relating to the Company. 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 the City of Vancouver, British Columbia, this 12th day of May, 2014.

Craig Schneider Director, President and CEO	**Stephen Tong** Director

SCHEDULE "A"

Meridex Software Corporation Audited Financial Statements for the year ending June 30, 2013

SCHEDULE "B"

Meridex Software Corporation Interim Financial Statements for the period ended December 31, 2013