LISTING STATEMENT

Form 2A

HELIUS MEDICAL TECHNOLOGIES, INC.

June 20, 2014

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Forward-Looking Statements

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

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

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

Market And Industry Data

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

Currency Information

Our business is conducted principally in the United States (the "**U.S.**"), and our revenue and expenses are denominated, earned and incurred in United States dollars. In this Listing Statement, unless otherwise indicated, all references to "US$" refer to United States dollars. References to "$" or "CDN$" are to Canadian dollars.

2. CORPORATE STRUCTURE

2.1 - Corporate Name and Head and Registered Office

This Form 2A is filed in respect to Helius Medical Technologies, Inc. (the "**Company**") in connection with its listing on the Canadian Securities Exchange (the "**CSE**"). The head office of the Company is located at 12 Penns Trail, Newtown PA 18940. The registered office of the Company is located at CT Corporation System, 1712 Pioneer Ave., Ste. 120, Cheyenne, Wyoming 82001.

2.2 – Jurisdiction of Incorporation

The Company was incorporated on March 13, 2014 under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") as "0996445 B.C. Ltd." On May 23, 2014, the Company changed its name to "Helius Medical Technologies, Inc." On June 2, 2014, the Company completed a continuation from being a corporation governed by BCBCA to a corporation governed by the Wyoming Business Corporation Act by way of a plan of arrangement.

2.3 – Intercorporate Relationships

The Company has two wholly–owned subsidiaries: 0995162 B.C. Ltd., which is incorporated in the Province of British Columbia, and NeuroHabilitation Corporation ("**NHC**"), which is incorporated in the State of Delaware. On June 13, 2014, pursuant to the Transaction (as defined below) HMT Mergersub, Inc., a wholly-owned subsidiary of the Company, merged into NHC under the Delaware General Corporation Law with NHC as the surviving corporation.

2.4 – Fundamental Change

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

2.5 – Non-corporate Issuers and Issuers incorporated outside of Canada

Effective June 2, 2014, the Company completed a continuation, by way of a plan of arrangement, under the Wyoming Business Corporation Act. There are no provisions in the Company's Articles of Continuance or By-Laws or under Wyoming corporate law which are inconsistent with the provisions of Policy 4 – *Corporate Governance and Miscellaneous Provisions* of the CSE.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 – General Development of the Business

Acquisition of NHC and Concurrent Financing

On June 13, 2014, the Company acquired a 100% interest in NHC (the "**Transaction**") pursuant to an agreement and plan of merger among the Company, HMT Mergersub, Inc., a wholly-owned subsidiary of the Company, and NHC dated June 6, 2014. Pursuant to the terms of the Transaction, HMT Mergersub, Inc. and NHC merged under the Delaware General Corporation Law with NHC as the surviving corporation and all of the common shares in the capital of NHC were cancelled. In consideration for their shares of NHC each shareholder of NHC received that number of common shares in the capital of the Company determined by multiplying the number of NHC common shares held by such shareholder by 16.0350261. Pursuant to the Transaction, the Company issued an aggregate of 35,300,083 common shares to the former shareholders of NHC and as a result of the Transaction NHC became a wholly-owned subsidiary of the Company. The Transaction constituted a reverse take-over of the Company by NHC. Prior to the acquisition of NHC the Company had no active business.

In connection with the Transaction, the Company completed a non-brokered private placement financing of $7.62 million (the "**Concurrent Financing**") by issuing 15.24 million subscription receipts (the **"Subscription Receipts**"). Pursuant to their terms, each Subscription Receipt of the Company automatically converted into one unit of the Company (a "**Concurrent Financing Unit**") upon satisfaction of certain escrow release conditions, including the completion of the Transaction. Each Concurrent Financing Unit consisted of one common share of the Company (a "**Concurrent Financing Share**") and one half of a purchase warrant (each whole warrant, a "**Concurrent Financing Warrant**") exercisable at $1.00 per share for a period of two years. In connection with the Concurrent Financing, the Company paid aggregate finders' fees of $412,200 and issued 824,000 warrants ("**Finder Warrants**"). Each Finder Warrant is exercisable at $1.00 per share for a period of two years.

General Development of the Business of NHC

NHC is a Delaware company, incorporated on January 22, 2013, which is involved in the medical device industry. In January 2013, NHC entered into an exclusive right agreement whereby Advanced Neuro-Rehabilitation LLC (ANR) granted NHC exclusive worldwide rights to ANR's patents, trade secrets and knowhow, including a patent pending technology that will enable the first non-invasive means for delivering neurostimulation through the oral cavity (the "**PoNS™**") in exchange for 50% equity in NHC and a 4% royalty of NHC's revenue collected from (1) the sale of products covered by any claim of the patent rights (the "**Devices**") to end users and (2) services related to the therapy or use of the Devices in therapy services.

On February 1, 2013, NHC signed a collaborative research and development agreement (the "**CRADA**") with the U.S. Armed Forces. Pursuant to the CRADA agreement, the U.S. Armed Forces is called to fund, manage and provide regulatory oversight associated with the clinical effort necessary to secure the U.S. Food and Drug Administration (the "**FDA**") clearance and approval. NHC is currently in the process of seeking de-novo 510(k) clearance from the FDA for the treatment of balance and disorders related to traumatic brain injury ("**TBI**"). Once the safety and efficacy of the technology is established, NHC intends to commercialize the technology.

Following completion of research, product strategy and concept generation, the Company intends to complete the concept development and design development phases. See Section 4.1 of this Listing Statement below.

3.2 – Significant Acquisitions and Dispositions

On June 13, 2014, the Company acquired a 100% interest in NHC pursuant to the Transaction. See above under Item 3.1 for a description of the Transaction.

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 Company's business, the Company's financial condition or results of operations. However, there are significant risks associated with the Company's business, as described in "Part 17 – Risk Factors".

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 – Narrative Description of the Company's Business

Business of the Company

The brain's ability to recognize its operation in response to new information sources, new functional needs, or new communication pathways is referred to as Neuroplasticity. Neuroplasticity is a process underlying all cerebral learning, training, and rehabilitation. Neuromodulation is the use of external tactile stimulation to intentionally change and regulate the internal electrochemical environment of the brain.

Traditional rehabilitation interventions have typically involved medication and various forms of therapies, including physical therapy. In a non-controlled clinical setting, the PoNS^{TM} device, when combined with physical or cognitive therapy designed to overcome the identified symptoms, has been shown to significantly improve and sustain functional rehabilitation to address brain dysfunction from traumatic, degenerative, developmental, chemical, or unknown origins. The device, in conjunction with physical or cognitive therapy, has shown anecdotal positive results in a great majority of patients.

(a) Business Objectives

The management team's goal is to make the Company the first company with a patented, FDA approved, non-invasive device and therapy for the treatment of balance and disorders related to trauma brain injury.

The principal business carried on and intended to be carried on by the Company is to complete the device design and manufacturing phase of PoNS™, a patent pending technology that will enable the first non-invasive means for delivering neurostimulation through the oral cavity.

Over the next 12-month period, the Company intends to:

i. complete the pilot efficacy trial;
ii. complete the device design and manufacturing phase;
iii. continue development the Company's intellectual property;
iv. drive the completion of international registration; and
v. create a physical therapy support network.

(b) Significant Events or Milestones

The principal milestones that must be met for the Company to accomplish its stated business objectives, described above, are as follows:

Milestone	Target Date	Estimated Cost
Completion of pilot efficacy trial	Months 1 – 12	$260,000
To complete Phase 3 and 4 of the design and production process as described below	Months 1 - 12	$3,750,000
To create technology development framework with partner Intellectual Property firm to create Intellectual Property on an ongoing basis	Months 1 - 12	$460,000
To develop international regulatory submission package and drive submission to Health Canada parallel to the US submission	Months 1-12	$230,000
To develop partnership with national suppliers in the physical therapy support network	Months 1-12	$180,000

Milestone	Target Date	Estimated Cost
To develop certification plan for Physical Therapy Centers	Months 1 -12	$230,000
TOTAL		$5,110,000

(c) Total Funds Available

As at May 31, 2014, the Company and NHC had combined working capital of approximately $(338,963). On June 13, 2014, upon conversion of the Subscription Receipts pursuant to the Concurrent Financing the Company received net proceeds of 7,207,800. The estimated costs of the Transaction are approximately $300,000. As such, the Company's total available funds are approximately $6,568,837.

The Company intends to fund ongoing activities by utilizing current cash and cash equivalents and by raising additional capital though equity or debt financings. There can be no assurance that the Company will be successful in raising additional capital or that such capital, if available, will be on terms that are acceptable to the Company. If the Company is unable to raise sufficient additional capital, the Company may be compelled to reduce the scope of its operations and planned capital expenditure or sell certain assets, including intellectual property assets.

(d) Purpose of Funds

Use of Proceeds	Funds to be Expended
Completion of pilot efficacy trial	$402,500
Design and manufacturing development	$4,025,000
Intellectual property development	$460,000
Completion of international registration	$230,000
Market shaping activities	$460,000
G&A expenses	$900,000
Unallocated working capital	$91,337
Total	**$6,568,837**

(e) Principal Products or Services

DEVICE DESCRIPTION

Physical Construction and User Interface

The portable neuromodulation stimulator (PoNS™) version 2.2 device is an electrical pulse generator that delivers controlled electrical stimulation to the tongue. Pulses are generated and controlled by commercially available counter, timer, and wave-shaping electronic components. The components are mounted to a single printed circuit board (Figure 1 and Figure 2). The circuit board contains 143 gold-plated electrodes that contact the tongue. A rechargeable lithium- polymer battery with built-in charge safety circuitry provides power.

Figure 1: Top of the PoNS Neuro-stimulator board

Figure 2: Bottom of the PoNS™ Neuro-stimulator board

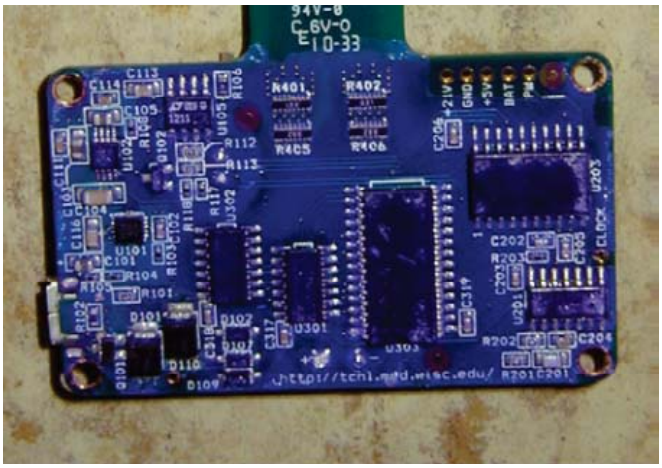


Figure 3: Photographs of the PoNS™ Neuromodulation Stimulator Being Investigated in Conjunction with Physical Therapy for the Treatment of Balance and Gait Disorders.

The device is held lightly in place by the lips and teeth around the neck of the tab that goes into the mouth and rests on the anterior, superior part of the tongue. The paddle-shaped tab of the device has a hexagonally patterned array of 143 gold-plated circular electrodes (1.50 mm diameter, on 2.34 mm centers) that is created by a photolithographic process used to make printed circuit boards. It uses low-level electrical current to stimulate the lingual branch projections of at least two cranial nerves in the anterior tongue through the gold-plated electrodes. Device function is user-controlled by four buttons: On, Off, Intensity 'Up', and Intensity 'Down'.

While the voltage and pulse timing to each electrode are programmed into the device and cannot be altered, the subject adjusts the stimulus intensity with a pair of buttons. At any instant in time, one of the electrodes in each of the nine sectors on the array is delivering stimulation while the remaining electrodes serve as the current return path to ground. The sensation produced by the array is similar to the feeling of drinking a carbonated beverage. The biphasic waveform is specifically designed to ensure zero net DC current to minimize the potential for tissue irritation.

When the PoNS™ device is turned off, the intensity setting automatically resets to zero. Upon first introduction to the device stimulation, subjects are instructed to press the "Up" intensity button (approximately 35-45 times, or press and hold it for approximately 4-5 seconds) to reach sensation threshold. Subjects will frequently notice that the sensation intensity decreases 2-4 minutes after stimulation onset. This sensation is normal and attributable to sensory adaptation. Subjects are instructed to simply increase the sensation level to return to the predetermined perceptual midpoint of their individual perceptual dynamic range. This procedure can be considered comparable to titrating a drug dosage according to a desired blood level so that the percept (and to a first approximation the neurophysiological impact) is held invariant.

The PoNS™ device was designed and developed in the Tactile Communication and Neurorehabilitation Laboratory (TCNL), Department of Biomedical Engineering, University of Wisconsin-Madison in Madison, Wisconsin. The printed circuit board and electrodes are fabricated by Advanced Circuits (based in Aurora, Colorado), surface-mounted integrated circuit components are assembled by a commercial electronics assembler, and packaging is performed by Simplex Electronics (based in Middleton, Wisconsin). Final inspection, verification, and epoxy encapsulation are performed at the TCNL by the investigators or designees.

Part of the Body or Type of Tissue to Which Applied or with Which the Device Is Interacting

The PoNS™ device is placed in the mouth and held lightly in place by the lips and teeth around the neck of the tab that goes into the mouth and rests on the anterior, superior part of the tongue. The hexagonally patterned array of 143 gold-plated circular electrodes uses low-level electrical current to stimulate the lingual projections of two cranial nerves in the anterior tongue.

Frequency of Use

To date, the intervention model that has been investigated most thoroughly is an intensive twice-daily treatment with a physical therapist for 2 weeks, followed by a period of 12 weeks of at-home twice-daily use with weekly reporting and monthly follow-up visits to the University of Wisconsin-Madison research team. A typical 12-week program is shown in Table 1. During the 2-week in-lab program, subjects are also expected to train on weekends and to perform the second breathing awareness training in the evening approximately 1-2 hours before bed. Each session with the device lasts 20 minutes.

Table 1: Typical Study Event Timeline for Cranial Nerve Noninvasive Neuromodulation Treatment Conducted to Date Using the PoNS™ Device

	Visit / Follow Up Interval				
Treatment Day/ period	Day (-7) to Day 0	First Day	Treatment 2x/Day for 2 Weeks	Last PM of 2-Week Treatment	1 Day in-lab after 4, 8 & 12 Weeks at Home
Screening	X				
Informed Consent, discussion	X				
Demographics, History & Physical		X			
Baseline Testing		X			
Treatment			X		X
Post Testing				X	X

Adverse events			X	X	X

Proposed Improvements to PoNS™

The registrational clinical trials for FDA approval will be performed with the PoNS™ 4.0 device. While it will deliver the exact same stimulation to the patient it will be considerably improved ergonomically and more feature laden than the existing PoNS™ 2.2 device. Table 2 lists the similarities and differences between the current PoNS™ device (version 2.2) and the planned, commercially marketed version of PoNS™ (version 4.0). Version 2.2 is hand-built in low quantities and is not produced in strict compliance with good manufacturing practices (GMPs). Version 4.0 will be produced in accordance with the GMPs and will have some additional features that the current version does not have.

Table 2: Characteristics of the Current Investigational Version of the PoNS™ Device (Version 2.2) and the Proposed Future Marketed Version (Version 4.0)

	PoNS™ Version 2.2 (current version)	**PoNS™ Version 4.0 (future marketed version)**
Similarities		
Waveform, modulation, voltage, current[a]	Triplets of 0.4 – 60 µs wide pulses at 5 ms intervals (ie, 200 Hz) every 20 ms (50 Hz), with operational limits of 19V (max) on the tongue (a nominal 5–7 k- ohm load)	Triplets of 0.4 – 60 µs wide pulses at 5 ms intervals (ie, 200 Hz) every 20 ms (50 Hz), with operational limits of 19V (max) on the tongue (a nominal 5–7 k- ohm load)
Differences		
Mouthpiece	Fixed, service life unspecified	Changeable (proposed), service life fixed
Interface	None	Therapeutic information, treatments, reminders,
Data logging	None	Yes
Data	None	Yes (I/O to be determined)
Electronics	Discrete, integrated circuit timers	Commercially available embedded Microcontroller
Housing	Low volume machined	Custom molded

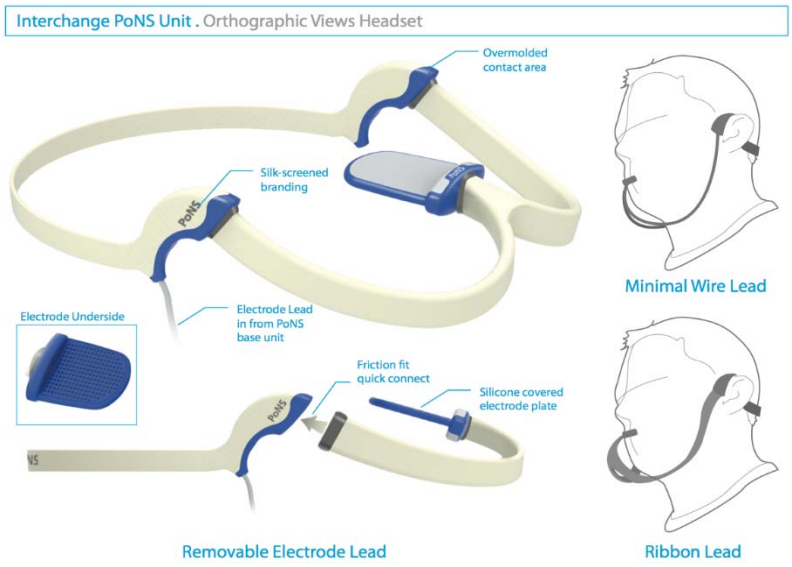
In both versions of the device the nature of the electrical stimulus is identical.

The proposed additional functionality of data logging and data communications for the PoNS™ version 4.0 device addresses two primary stakeholder needs:

- To provide the patient with useful/informative information about their therapy, such as a reminder to conduct therapy, time remaining during therapy, and ready status of the device (eg, charge level).

- To provide the overseeing clinician with information concerning patient compliance with unsupervised (eg, at home) therapy. This can enable adjustments to training and therapy that may help improve compliance and outcomes.

Figure 4: Design Evolution from PoNS™ 2.2 to PoNS™ 4.0



Safety Profile for the PoNS™ Device

The Company believes that the risks associated with the PoNS™ device are not significant, based on, among things, the following:

- The FDA has suggested the PoNS™ device is to be submitted as a de-novo class II device (i.e. non-significant risk device)
- Four separate Internal Review Boards (IRBs) from leading universities have deemed the PoNS™ device as a device with "non-significant risk" and thus cleared clinical protocol without having received FDA approval.
- An estimated 1,500 patients have been treated worldwide with no reports of adverse events over the last 7 years.

SPECIALIZED SKILLS AND KNOWLEDGE

The Tactile Communication and Rehabilitation Laboratory in Madison, Wisconsin (https://tcnl.bme.wisc.edu) was founded by the three inventors and intellectual property holders of the PoNS™ device (subsequently licensed exclusively to NHC): Dr. Mitch Tyler, Dr. Yuri Danilov, and Dr. Kurt Kaczmarek. Between them they have over 70 years of neuro-rehabilitation expertise. They are founders, directors and scientific advisors of NHC.

INTELLECTUAL PROPERTY

The intellectual property relating to the PoNS™ device is the subject of U.S. Patent Application 12/348301 and Provisional Patent Application 61/019,061 (the "**Patent Rights**"). The Patent Rights include one XYZ claim and 22 method claims, which cover a device in the form of a mouth piece that non-invasively delivers neurostimulation to the brain stem via the trigeminal nerve. Advanced NeuroRehabilitation, LLC ("**ANR**"), a significant shareholder of the Company, holds interests in the Patent Rights pursuant to an exclusive license from the inventors.

Pursuant to an amended and restated sublicense agreement (the "**Sublicense Agreement**"), ANR has granted NHC a worldwide, exclusive license to make, have made, use, lease and sell devices utilizing the Patent Rights. In addition, ANR has agreed that ownership of any improvements, enhancements or derivative works of the Patent Rights which are developed by NHC or ANR shall be owned by NHC, provided that if NHC decides not to patent such improvements, ANR may choose to pursue patent rights independently. Pursuant to the Sublicense Agreement, NHC has agreed to pay ANR royalties equal to 4% of NHC's revenues collection from the sale of devises covered by the Patent Rights and services related to the therapy or use of devises covered by the Patent Rights in therapy services.

The license of the Patent Rights are subject to the right of the Government of the United States, which funded certain research relating to the development of the PoNS™ device, to a nonexclusive, non-transferable, irrevocable, paid-up license to use the Patent Rights for governmental purposes. In addition, NHC has granted a perpetual, royalty-free license to the Patent Rights back to ANR for non-profit research and development activities which do not compete with NHC's business and to produce and derive revenues from devices and services in connection with investigational uses of the PoNS™ device and related technology.

The license of the Patent Rights is also subject to the terms of the CRADA agreement. Pursuant to the CRADA agreement, the U.S. Army Medical Research and Material Command (USAMRMC) will be the sponsor of the regulatory application for the PoNS™ technology until the application is cleared or approved by the FDA, at which point USAMRMC will transfer such clearance or approval to the Company. After transfer of the regulatory application to the Company, in the event that the Company is not willing or able to commercialize the technology within two years from the expiration of this CRADA, the Company is required to transfer possession, ownership and sponsorship/holdership of the regulation application, regulatory correspondence and supporting regulatory information related technology to USAMRMC and grant the U.S. Government a non-exclusive, irrevocable license to any patent, copyright, data rights, proprietary information or regulatory information for the U.S. Government to commercialize the technology.

The Company anticipates receiving final adjudication with respect to the Patent Rights from the United States Patent and Trademark Office by mid to late 2014. In addition, the Company

intends to file applications through the Patent Cooperation Treaty process to attempt to gain patent protection in all 148 treaty countries and also intends to hire an intellectual property firm to help drive the Company's intellectual property strategy and patent portfolio.

(f) Production and Sales

DESIGN AND MANAFACTURING DEVELOPMENT

NHC will subcontract the design and build of the PoNS™ device to Ximedica (based in Providence, Rhode Island), a contract manufacturer that was chosen after an exhaustive procurement process. The inherent design of the product makes it an ideal product for contract manufacturing. NHC patents, trade secrets and know-how will be shared with Ximedica on a confidential, need to know basis. The system will require some very light assembly and labeling that will be done by Ximedica. Ximedica is a registered medical device manufacturer certified to ISO 13485 and in good standing with the FDA.

Based on a monthly forecast from NHC, Ximedica will build to stock, warehouse and ship product to the customer as well has handle all customer service related tasks including, order entry, order management and product warranty responsibility. NHC will retain responsibility for sales, marketing, R&D and all back office operations including customer service. At this stage, NHC anticipates the primary delivery points will be regional military centers and national physical therapy centers.

Ximedica was selected following a thorough procurement process to find a device design and manufacturing partner. NHC engaged Clinvue, who specialize in the design development project management, to assist with the procurement process. Clinvue was responsible for:

- ethnographic research for all stakeholders (patient, physical therapists, caregivers, health professionals);
- the procurement selection process for finding device design and manufacturing partner; and
- generation of the product specifications document to drive device design and manufacturing.

Under their agreement with NHC, Ximedica' s responsibilities will include:

- designing the commercial device following their proven design development process;
- developing the manufacturing process and completing the initial manufacturing of the device (their facility can produce PoNS™ units in quantities of tens of thousands per year); and
- developing the quality control process.

Once larger industrial quantities will be required, NHC plans to take over the manufacturing and quality control process.

Components

The existing PoNS™ 2.2 device is not a commercial product, but it delivers the therapy effectively.

The design and manufacturing development process has estimate at this stage of its development that NHC will be able to produce the PoNS™ device at a cost of $150 per device controller in quantities in the tens of thousands and at under $100 for quantities in the hundreds of thousands. The electronic array that delivers the tongue stimulation is estimated to be designed and manufactured for $25 per unit.

U.S. Armed Forces

Pursuant to the terms of the collaborative research and development agreement between NHC and the U.S. Armed Forces (the "**CRADA**"), the parties agreed to the following responsibilities with respect to the development of the PoNS™ device.

U.S. Armed Forces Responsibilities:

- Serve as the regulatory sponsor of the PoNS™ device for all formal and informal interactions with the FDA necessary to gain FDA clearance / approval, to include the initial 513 (g) submission.
- Supply the facilities and personnel to execute and/or oversee the execution of clinical studies of the device for FDA clearance/approval in support of an intended use of the PoNS™ device for the treatment of soldiers suffering from balance and gait disorders, by providing the following services:
    - clinical trial monitoring,
    - full biostatical support,
    - data management oversight,
    - product technical oversight,
    - safety pharmacovigilance and reporting to FDA,
    - device qualification/validation, and
    - testing plan for release of devices.
- Conduct assessments of the manufacturing facility and assist/advise facility in meeting FDA manufacturing requirements.
- Aid in designing the clinical protocols to study the PoNS™ device as an adjunct to specialized physical therapy in patients with balance and gait disorders.
- Provide advice and expertise on all Army administrative protocols and approvals to execute the studies with military personnel, reservists, and/or veterans.

- Prepare and submit the necessary regulatory filings for FDA to secure regulatory clearance or approval, after which such clearance/approval will be transferred to NHC.
- Ensure NHC receives copies of all formal and informal communications with FDA related to the PoNS™ device.

NHC Responsibilities:

- Complete the commercial design, including ergonomics (e.g. user controls, comfort), and design for improved manufacturability, reliability, and field support and regulatory testing to comply with the FDA regulations for such devices.
- Work collaboratively with the Army personnel to supply all the technical specifications, documentation and any other information required to address FDA requests on the pathway to obtaining FDA clearance/approval of the PoNS™ device.
- Finalize the commercial design of the PoNS™ device so that the devices would be commercially available to the Army should the results of the study be positive.
- Identify and engage a commercial manufacturer post-FDA clearance of the device to produce the device for purchase of the U.S. Army.

The US armed forces were interested in signing the CRADA because of the very high incidence of Traumatic Brain Injury (TBI) in soldiers and the fact that there is virtually no treatment available for those soldiers who suffer from chronic sequelae from their TBI. Incidence of TBI in the U.S. armed forces numbers 30,000 per year in the active duty personnel and over 600,000 retired soldiers have a diagnosis of TBI in the Veteran's Administration ("**VA**").

The Army has indicated that it is committed to supplying PoNS™ devices to the personnel who need it post FDA approval. NHC estimates that between the active duty soldiers and the VA retired soldiers that the army will purchase 23,000 units in the first 18 months of sales.

Once the Army helps NHC get its first indication for balance and disorder in TBI they have committed to pursue four other indications that are most burdensome in terms of cost in the active duty and VA personnel:

- Tinnitus;
- Post-Traumatic Stress Disorder;
- Sleep regulation; and
- Pain (headache) relief.

MARKET

Market overview

North America is expected to dominate the overall market throughout the forecast period. The presence of high healthcare expenditures and patient awareness levels in developed countries, such as the U.S., is one of factors accounting for its high market share. Furthermore, the presence of sophisticated healthcare infrastructure and industry friendly organizations such as the North American Neuromodulation Society and the American Tinnitus Association will propel the future growth of this market. The North America neurostimulation devices market was valued at USD 1,959.0 million in 2012.[1] Europe followed North America in terms of market share in 2012 at over 17.0%.[1]

1. "Global Neurostimulation Devices Market to Reach USD 8,791.8 Million by 2020 - Industry Trends, Market Size, Segments, Industry Applications, Market Size, Analysis and Forecast", PR Web, available from http://www.prweb.com/releases/Neurostimulation/Devices-Market/prweb11531091.htm

Some of the drivers of the European market include the relatively easy and faster CE device approval process, presence of a large base of population over 60 years in Western European countries and rapid economic development witnessed in Eastern European countries such as Poland and Russia. However, Asia Pacific is identified as the fastest growing region of the neurostimulation devices market.

The large presence of unmet medical needs in countries such as India and China and the constantly improving healthcare infrastructure and patient awareness levels in these countries accounted for its lucrative growth. The Asia Pacific neuromodulation market is expected to grow at a compound annual growth rate ("**CAGR**") of 17.6% from 2013 to 2020.[2]

2. Supra note 1. Page 19.

(g) Competitive Conditions and Position

The Company has performed a Strengths, Weaknesses, Opportunities and Threats (SWOT) analysis demonstrating the Company's competitive position.

Strengths	Weaknesses
• Understanding and expertise in Neuro-Stimulation • US Department of Defense sponsorship through CRADA • Healthcare marketing expertise • PoNS™ competitive position in neurostimulation market • High Consumer market development expertise	• US only patent submission presently • Consumer device development not completed • No corporate equity in marketplace as NHC • Small staff infrastructure • Process and systems need to be fully developed
Opportunities	**Threats**
• Market growth forecasted to be 14% CAGR through 2020[3] • IP development in U.S. and internationally through technological advancement and peripheral device development • PoNS™ deployment to create positive synergy	• Medical inertia on neurostimulation • Powerful medical device companies potentially disrupted by our technology

with Physical Therapy market potential increase • Drive consumer demand for new safe technology for neurological disorders • Obtain regulatory approvals internationally (Canada, EU, Japan, Latin America) • Large unmet need in neuro-rehabilitation disorders (including tinnitus, stroke and Alzheimer's disease)	

3. Supra note 1. Page 19.

The following is a description of certain of the Company's main competitors:

Table 3: Competitive Analysis

	NHC		NeuroSigma	Cyberonics and Others	Cefaly
Annual Sales	None		None	$243M	Just approved FDA
Type of Device	Non Invasive		Non Invasive and Minimally Invasive	Invasive: Implantable	Forehead Cutaneous stim.
Approved Indications	None		None	Drug Resistant Epilepsy	Migraine Headache
Units Sold	None		None	65,000	--
Anticipated Indications	TBI, MS, Parkinson and Stroke		Drug resistant Epilepsy, Post Traumatic Stress Disorder, Obesity, Cachexia		
Targeted Nerve	Trigeminal (lower part and facial)		Trigeminal (upper part)	Vagus	Trigeminal (upper part)
Product Name	PoNS™		Monarch	?	Cefaly
Product Classification	TBD		TBD	Class III	Class II
FDA Cleared	No		No	Yes	Yes
Product Classification	Class II		TBD	Class III	Class II

Cyberonics

Cyberonics, Inc., (NASDAQ: CYBX) is a medical technology company with core expertise in neuromodulation. The company developed and markets the Vagus Nerve Stimulation (VNS) Therapy system, which is FDA-approved for the treatment of refractory epilepsy and treatment-resistant depression. The VNS Therapy system uses a surgically implanted medical device that delivers pulsed electrical signals to the vagus nerve. Cyberonics markets the VNS Therapy system in selected markets worldwide.

Cyberonics is based in Houston, Texas with annual sales of $243 million. The Cyberonics device is surgically placed directly on the vagus nerve in the carotid artery. The procedure is invasive, but has shown to be effective in a wide range of patients, which supports the premise that neuro stimulation is safe and effective.

NeuroSigma, Inc

NeuroSigma, Inc., a California-based medical device company, recently announced the publication of a positive Phase II clinical study for the use of external Trigeminal Nerve Stimulation (eTNS™) for the treatment of drug-resistant epilepsy as well as depression, PTSD, ADHD and other disorders. The NeuroSigma's device has two components, external electrical patches that are placed on the forehead and a pulse generator. NeuroSigma is also working on a subcutaneous approach. If a patient responds positively to the externally placed patch approach, NeuroSigma is proposing that the patient could move to a minimally invasive approach. The external system is currently being marketed in the European Union for Drug resistant epilepsy (DRE), which is a serious medical disorder and affects approximately 30% of the estimated 50 million people with epilepsy worldwide. NeuroSigma has completed its Pre-Investigational Device Exemption (Pre-IDE) meeting with the FDA and is preparing to submit its IDE application. In September 2012, NeuroSigma received CE Mark approval for the adjunctive treatment of epilepsy and major depressive disorder, for adults and children 9 years and older. NHC is encouraged by NeuroSigma's work in that it further validates the safety and efficacy of non-invasive neuromodulation therapy in one of the more complex disease states.

Cefaly

Cefaly is a Belgian company that has released a cutaneous neuro stimulator. The stimulator received FDA approval in the U.S. and it has a CE approval in the E.U.

Neurostimulation of the trigeminal nerve with Cefaly produces a sedative effect. Regular repetition of this sedative effect helps reduce the number of attacks of migraine.

Though using electrical stimulation of the brain as a means of treating migraines provides an alternative to over-the-counter medication. Cefaly, a battery-operated headband, has now been approved by the FDA (US Food and Drug Administration) and is claimed to not only treat migraines, but possibly prevent them altogether.

For treatment during a migraine, Cefaly uses high-frequency neurostimulation, which limits the pain signals from the nerve center. For preventative use, intended for regular sufferers, Cefaly uses low-frequency stimulation to change the migraine's trigger threshold, making it harder to reach and the headaches less painful, or causing them to disappear entirely.

According to the company, users can expect to feel a light sensation when wearing the headband, though it says the dose of electromagnetic waves is weaker than you receive when watching television.

For preventative use, Cefaly is intended to be worn for 20-minute sessions. Pressing a button will begin the session, with the intensity and tingling gradually increasing as time progresses. The idea is to build up a tolerance to the sensation and, in effect, the migraine threshold in your brain, though if the sensations do become too much, pressing the button again will reduce the intensity.

Competitive Advantages of NHC

The combined independent clinical research and product development work by NHC, Cyberonics and NeuroSigma is significant in the field of neuromodulation and is foundational as neuromodulation becomes an accepted means of neurological therapy. As mentioned previously, NHC is targeting the trigeminal and facial nerves versus the vagus nerve and rather than stimulating the trigeminal nerve on the forehead (upper branch), the NHC device stimulates the trigeminal nerve in the tongue (lower branch), which is key for the following reasons:

1) The trigeminal and facial nerves are the largest cranial nerves, offering a high-bandwidth pathway for signals to enter the brain.
2) The trigeminal nerve projects to specific areas of the brain, such as the brainstem (trigeminal and solitary nuclei) and cerebellum, basal ganglia, thalamus and the cerebral cortex.
3) The tongue is the anatomically unique, highly sensitive and receptors-reach skin surface in the human body directly linked to the brain by at least two cranial nerves.
4) Unlike Cyberonics the NHC device delivers bilateral therapy.
5) The PoNS™ device delivers effective and powerful neuro modulation non-invasively.

These five factors make NCH's device and approach unique and represent the driving factors behind the PoNS™ device competitive advantage for non-invasive neuromodulation therapy.

NHC'S MARKET

NHC has established its selling price at $2,500 for the PoNS™ device which will include the controller and electronic tongue array and lanyard, belt clip and arm band. The cost of producing the device as packaged is estimated $150/unit. The replaceable electrode array will sell for $100 cost of producing is anticipated to be $25.

Pricing sensitivity research has not been completed but the Company anticipates this price reflects the premium to be paid for the first non-invasive therapy for neurological disorders.

NHC plans to submit an application to the U.S. Department of Health and Human Services for an ICD 10 reimbursement code so that the device is covered under Medicare and Medicaid. NHC will also seek coverage from private insurance plans.

The PoNS™ 4.0 device will have a design feature that stops delivering therapy every 14 weeks. This will force patients to return to their physician or PTC for assessment of their progress and reestablishment of challenging physical therapy to achieve higher goals. At this time device will be inspected visually by the physical therapist, reset for another 14 weeks of treatment and the tongue array will be replaced by a new one to ensure no degradation of the electrodes occurs. This business model feature will ensure proper support for patients in the early phase of their therapy.

The key to the business success of NHC is to set up a national framework of PoNS™ accredited Physical Therapy Centers ("**PTC**"). We will seek partnership with one or more national PTC companies (there are three national companies). This partnership will include an agreement where all PTCs become accredited PoNS™ therapy centers. This accreditation will come from NHC. There will be strong financial incentive for the PTC companies to partner because PoNS™ training offers substantial opportunity for growth for the PTCs. PTCs will be able to use existing reimbursement codes for the physical therapy portion of the therapy. NHC will be applying for reimbursement code for the PoNS™ device.

Physicians will thus be informed to prescribe both the PoNS™ and the "local" accredited PTC for their patients to receive the PoNS™ device and their training. A PoNS™ website and smart phone application will help physicians select the appropriate PTC convenient for the patient.

Upon discharge from the PTC, patients will be monitored in their home therapy from a PTC phone center (set up by NHC through select PTCs) who will help the patients be compliant and ensure the therapy is performed appropriately. At the end of the 14 weeks of therapy patients will be directed back to their physician for assessment and then return to the Accredited PTC for replacement of the tongue array.

Deployment

The U.S. Armed Forces will be deploying the device through their rehabilitation centers under orders from the central medical command. All personnel will be certified PoNS™ trainers supported by live, paper and video based training materials developed through this project by the Armed Forces.

NHC has approached the Canadian Armed Forces to discuss their support of a similar program in Canada and discussions are ongoing. The Company also intends to pursue other military organizations in relevant countries based on need and size of potential deployment.

NHC will be able to leverage the equity of the deployment of the device in the U.S. Armed Forces in its marketing of the PoNS™ device to the civilian population.

PoNS™ in Civilian Population

NHC will be concentrating its efforts in the U.S. and Canadian marketplaces as first launch markets. It is as yet unclear which of these two markets will launch first primarily due to the relative speed of the regulatory process. NHC then intends to commercialize the PoNS™ device in Europe and Japan as second phase countries (2017) and Brazil, Russia, India and China as Phase III countries (2018).

(h) Lending and Investment Policies and Restrictions

This is not applicable to the Company.

(2) Bankruptcy and Receivership

The Company has not been the subject of any bankruptcy or any receivership or similar proceedings against the Company or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by the Company or any of its subsidiaries, within the three most recently completed financial years or the current financial year.

(3) Material Restructuring

The Company completed a continuance by way of a plan of arrangement whereby the Company was a corporation governed by the British Columbia Business Corporations Act to a corporation governed by the Wyoming Business Corporations Act.

4.2 – Asset Backed Securities

The Company does not have any asset backed securities.

4.3 – Companies with Mineral Projects

The Company does not have any mineral projects.

4.4 –Companies with Oil and Gas Operations

The Company does not have oil and gas operations.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 – Consolidated Financial Information – Annual Information

The Company's audited financial statements for the period from incorporation (March 13, 2014) to March 31, 2014 are attached hereto as Schedule "A". NHC's audited financial statements for the year ended March 31, 2014 and for the period from incorporation (January 22, 2013) to March 31, 2013 are attached hereto as Schedule "B". Pro forma financial statements for the Company upon completion of the Transaction are attached as Schedule "C".

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

Pro-forma Information	**Year ending on March 31, 2014 (Unaudited) (US$)**
Revenues	Nil
Net (loss)	(1,343,494)
Net (loss) per share (undiluted and fully diluted)	(0.022)
Total assets	7,140,942
Long term debt	Nil
Total liabilities	883,833
Stockholders' equity	6,257,109

5.2 – Consolidated Financial Information – Quarterly Information

The Company does not have financial information for the eight most recently completed quarters ending at March 31, 2014.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis of NHC should be read in conjunction with the financial statements of NHC for the year ended March 31, 2014, attached to this Listing Statement as Schedule "B", as well as the pro forma financial statements of the Company attached to this Listing Statement as Schedule "C". Figures contained in the below Management's Discussion and Analysis are in US$.

OVERALL PERFORMANCE

NHC was incorporated on January 22, 2013. NHC is engaged in the business of developing medical technology. NHC has an exclusive license for the PoNS™ patent pending technology that the Company expects will enable the first non-invasive means for delivering neurostimulation through the oral cavity. The Company plans to apply for FDA approval for the technology.

NHC has no earnings and therefore finances all of its research and development activities by equity transactions and loans. The key determinant of the Company's operating results is the state of capital markets, which affects the ability of the Company to finance its activities.

The audited statements of financial position as of March 31, 2014 indicate a cash position of $15,968 (March 31, 2013 - $217) and total current assets of $315,968 (March 31, 2013 - $217). The increase in total current assets was mainly due to the prepayments to Ximedica. Stockholders' equity is comprised of common stock of $200 (March 31, 2013 - $200), additional paid-in capital of $9,316,957 (March 31, 2013 - $8,509,800) and deficit accumulated during the development stage $9,585,134 (March 31, 2013 - $8,517,850) for a net deficit $267,977 (March 31, 2013- $7,850).

Working capital deficiency, which is current assets less current liabilities, is $267,977 at March 31, 2014 compared to $7,850 at March 31, 2013. NHC intends to seek additional financing by way of future private placements through the Company.

During the year ended March 31, 2014, the Company reported a net loss of $1,067,284 ($0.53 basic and diluted loss per share) compared to a net loss of $8,517,850 ($4.26 basic and diluted loss per share) during the year ended March 31, 2013. Losses in the year ended March 31, 2014 represent operating expenses of $1,067,284 (March 31, 2014 – $8,517,850).

The weighted average number of common shares outstanding for the year ended March 31, 2014 was 2,000,000 (March 31, 2013 – 2,000,000).

Selected annual information

Operations	March 31, 2014
Revenue	-

Total expense	$1,067,284
Net loss	$1,067,284
Basic and diluted net loss per share	$0.53
Weighted average number of shares outstanding	2,000,000

Balance Sheet Data	March 31, 2014
Current assets	$315,968
Current liabilities	$583,945
Working capital (deficiency)	$(267,977)
Total assets	$315,968
Stockholders' equity	$ (267,977)

During the year ended March 31, 2014 the Company incurred a net loss of $1,067,284 ($0.53 basic and diluted loss per share) compared to a net loss of $8,517,850 ($4.26 basic and diluted loss per share) for the year ended March 31, 2013. The net loss was mainly due consulting expense during the year. Additional explanations for the fluctuation in net loss are summarized below:

Legal Fees

For the 2014 fiscal year, $33,966 in legal fees was recorded compared to $14,192 legal fees in fiscal 2013. Legal fees were incurred mainly due to patent applications and general corporate matters.

Consulting Fees

For the 2014 fiscal year, $807,385 in consulting fees was recorded compared to $2,800 consulting fees in fiscal 2013. During the fiscal year of 2014, the Company granted options to consultants for providing services in design and manufacturing and strategic growth plan, which were subsequently exercised.

Total Assets

Total assets increase from $217 as at March 31, 2013 to $315,968 as at March 31, 2014. Total assets as at March 31, 2014 consist of cash and prepaids. The increase was mainly due to the prepayment to Ximedica which will be applied at the end of the design and manufacture program.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2014, the Company's cash balance was recorded as $15,968 (March 31, 2013 – $217) and the Company had a working capital deficiency of $267,977 (March 31, 2013 - $7,850). As at March 31, 2014, the Company has common share of $200 (March 31, 2013 – $200), additional paid-in capital of $9,316,957 (March 31, 2013 - $8,509,800) representing 2,000,000 (March 31, 2013 – 2,000,000) common shares and 201,436 (March 31, 2013 – nil) options.

The Company has not yet put the PoNS™ device into commercial production and therefore has no operating revenues. Accordingly, the Company is dependent on equity and debt financing as its sole source of operating working capital. The Company's capital resources are largely determined by the strength of the markets and its ability to compete for the investor support of its projects.

The Company will have to continue to rely on equity and debt financing. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

CONTRACTUAL OBLIGATIONS

A summary of the Company's contractual obligations at March 31, 2014 is detailed in the table below.

Contractual Obligations	**Payments Due by Period**				
	Total	**Less than 1 Year**	**1 – 3 Years**	**4 – 5 Years**	**After 5 Years**
Accounts Payable, Accrued and other Liabilities	$215,921	$215,921	N/A	N/A	N/A
Convertible debenture	$368,024	$368,024	N/A	N/A	N/A
Total	**$583,945**	**$583,945**	**N/A**	**N/A**	**N/A**

NHC entered into a commercial development-to-supply program with Ximedica where Ximedica will design, develop and produce PoNS™ product solution suitable for clinical trial and commercial sale. The agreed budget for phase 1B of development is $499,000; Phase 2 is $1,065,000; Phase 3 and 4 is $1,389,000 and 2nd software DV cycle is $586,000, of which

$171,781 was expensed as research and development during the year ended March 31, 2014. The estimated duration of the project is 10 months. As of March 31, 2014, NHC recorded a prepaid of $300,000 to Ximedica which will be applied at the end of the project.

On January 30, 2013, NHC entered into an independent contractor agreement with Clinvue, a company of which a shareholder owns 1/3 of the ownership, where Clinvue is to lead the design and manufacturing program of PoNS™. As of March 31, 2014, the services were compensated by a grant of a total of 58,000 stock options exercisable at $0.005 per option for 10 years. The estimated remaining costs to be incurred in the future under the contract are $100,000 and will be paid in cash.

FINANCIAL INSTRUMENTS

Level 1- Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable; and

Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

The Company's financial instruments consist primarily of cash and cash equivalents, accounts payable and accrued liabilities, short-term loan and convertible debenture.

	Fair Value Measurements Using				
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, March 31, 2014 $	Balance, March 31, 2013 $
Cash	15,968	-	-	15,968	217
Accounts payable and accrued liabilities	215,921	-	-	215,921	8,067

Concentrations of Credit Risk

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. The Company placed its cash and cash equivalents with high credit quality financial institution. As of March 31, 2014, the Company had $nil in a bank beyond the insured limit (March 31, 2013 - $nil).

OTHER MD&A DISCLOSURE REQUIREMENTS

Additional Disclosure

	Year ended March 31, 2014	Year ended March 31, 2013
	$	$
Accredited interest	1,344	-
Consulting fees	807,385	2,800
Legal fees	33,966	14,192
Meals and entertainment	833	-
Office expense	6,793	482
Research and development expense	171,781	4,250,000
Compensation for share issued for services	-	4,250,000
Travel	22,027	376
Wages and salaries	23,155	-

Legal fees of $33,966 (March 31, 2013 - $14,192) included legal services in connection with general corporate matters and patent application.

Consulting fees of $807,835 (March 31, 2013 - $2,800) included services in relation to design and manufacture program and strategic growth plan.

Research and development expense of $171,781 (March 31, 2013 - $4,250,000) included fees paid to Ximedica for services pursuant to a commercial development-to-supply program.

7. MARKET FOR SECURITIES

As of the date of this Disclosure Statement, the Company's securities are not listed or quoted on any stock exchange or quotation and trade reporting system.

8. CONSOLIDATED CAPITALIZATION

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

Capital	Amount Authorized	Outstanding as of March 31, 2014	Outstanding as of the date of this Listing Statement
Class A Common Shares	Unlimited	10	60,540,083
Class B Common Shares	Unlimited	Nil	Nil
Class A Preferred Shares	Unlimited	Nil	Nil
Options	12,108,016	Nil	3,770,000
Warrants	N/A	Nil	8,444,400
Convertible Notes	N/A	Nil	2,564,705

9. OPTIONS TO PURCHASE SECURITIES

Summary of Stock Incentive Plan

Stock options and other stock incentive awards are governed by the Company's stock option plan (the "**Plan**"). The purpose of the Plan is to offer to directors, officers, employees and consultants of the Company and its affiliates the opportunity to acquire a proprietary interest in the Company, thereby providing an incentive to such persons to promote the best interests of the Company and to provide the Company with the ability to attract qualified persons as directors, officers and employees. Pursuant to the terms of the Plan, the Company is authorized to grant stock options, as well as awards of stock appreciation rights, restricted stock, unrestricted shares, restricted stock units and deferred stock units.

The Plan is administered by the Board. Options issued pursuant to the Plan will have an exercise price determined by the Board, provided that the exercise price shall not be less than the price permitted by the CSE in accordance with the policies of the CSE and may not be less than 100% of the fair market value of the Company's shares, as determined in accordance with the Plan.

Subject to the particular provisions of any particular grant, stock options granted under the Plan are non-transferable and expire on such date as determined by the Board at the time of grant, not to exceed ten years (or five years in the case of stock options granted to optionees that hold more than 10% of the total voting power of the Company's shares).

Under the Plan, the maximum number of shares that may be issued pursuant to all awards, including stock options, is 12,108,016 shares. As of the date of this Listing Statement, the Company has 3,770,000 stock options issued and outstanding.

10. DESCRIPTION OF THE SECURITIES

10.1 (a) – Description of the Company's Securities

The authorized capital of the Company consists of an unlimited number of Class A common shares without par value, an unlimited number of Class B common shares without par value and an unlimited number of Class A preferred shares without par value. There are 60,540,083 Class A common shares ("**Shares**") and no Class B common shares or Class A preferred shares outstanding as of the date of the Listing Statement. The Company intends to amend its Articles of Incorporation to provide for a single class of Class A common shares, thereby extinguishing the Class B common shares and Class A preferred shares.

The holders of the Shares are entitled to vote at all meetings of shareholders of the Company, to receive dividends, if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Shares are not subject to any future call or assessments and do not have any pre-emptive rights or redemption rights.

10.2 – 10.6 – Miscellaneous Securities Provisions

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

10.7 – Prior Sales of Common Shares

The following securities of the Company were issued within the last 12 months:

Date	Type of Security	Number	Issue Price Per Security
March 13, 2014	Class A Common Shares	1[(1)]	$0.01
March 13, 2014	Class A Common Shares	(1)[(1)]	($0.01)
March 13, 2014	Class A Common Shares	10	$1.00
April 15, 2014	Class A Common Shares	(10)[(2)]	($1.00)

April 15, 2014	Class A Common Shares	10,000,000[3]	N/A
June 13, 2014	Class A Common Shares	15,240,000[4]	N/A
June 13, 2014	Class A Common Shares	35,300,083[5]	N/A

Notes:

(1) The incorporator's Share was cancelled and returned to treasury on March 13, 2014**.**
(2) These shares were repurchased by the Company and returned to treasury on April 15, 2014.
(3) Issued to the shareholders of 0995162 B.C. Ltd. pursuant to a plan of arrangement. Each shareholder of 0995162 B.C. Ltd. received one Share in exchange for each common share of 0995162 B.C. Ltd.
(4) Issued pursuant to the conversion of Subscription Receipts under the Concurrent Financing. The Subscription Receipts were issued at a price of $0.50 per Subscription Receipt. On June 13, 2014, each Subscription Receipt was automatically converted into one Share and one half of a warrant in accordance with its terms. See "Item 3.1 – General Development of the Business - Acquisition of NHC and Concurrent Financing."
(5) Issued to the shareholders of NHC pursuant to the Transaction. Each shareholder of NHC received 16.035 Shares in exchange for each common share of NHC. See "Item 3.1 – General Development of the Business - Acquisition of NHC and Concurrent Financing."

10.8 – Stock Exchange Price

The Company's shares are not and have not been listed on any stock exchange.

11. ESCROWED SECURITIES

11.2 (a) - Escrowed Securities

The following table sets forth the Shares held in escrow as at the date hereof pursuant to the terms of an escrow agreement (the "**Escrow Agreement**") dated June 13, 2014 among the Company, Olympia Trust Company and the following shareholders of the Company:

Name	Number of Shares	Percentage Owned Undiluted[1]	Percentage Owned Fully Diluted[1]
Advanced NeuroRehabilitation, LLC	16,035,026	26.49%	21.29%
MPJ Healthcare LLC	16,035,026	26.49%	21.29%
Total	**32,070,052**	**52.98%**	**42.58%**

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in 10% the Shares subject to the Escrow

Agreement being released on the Listing Date (as defined by NP 46-201), with the remaining escrowed Shares being released in 15% tranches every 6 months thereafter until all Shares have been released from escrow 36 months from the Listing Date.

12. PRINCIPAL SHAREHOLDERS

12.1 and 12.2 - Principal Shareholders

To the knowledge of the directors and senior officers of the Company, the following are the only persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as of the date of this Listing Statement:

Name	Number of Shares	Percentage
MPJ Healthcare, LLC[(1)]	16,035,026[(2)]	26.49%
Advanced NeuroRehabilitation, LLC[(3)]	16,035,026[(4)]	26.49%

Note:

(1) Owned by Montel Williams (60%), Philippe Deschamps (20%) and Jonathan Sackier (20%).
(2) The Shares are owned both of record and beneficially. On a fully-diluted basis MPJ Healthcare, LLC holds 21.29% of the Shares.
(3) Owned by Kurt Kaczmarek (26.67%), Yuri Danilov (26.67%), Mitch Tyler (26.67%), Klus Family Trust 1 (10%) and Klus Family Trust 2 (10%). On a fully-diluted basis Advanced Neurohabilitation, LLC holds 21.29% of the Shares.
(4) The Shares are owned both of record and beneficially.

13. DIRECTORS AND OFFICERS

13.1 – 13.3, 13.5, 13.11 – Directors and Officers

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

Name & Municipality of Residence and Position[1]	Present Occupation and Positions Held During the Last Five Years[1]	Period served as Director/ Officer[2]	Number and Percentage of Shares Beneficially Held (Undiluted)	Number and Percentage of Shares Beneficially Held (Fully diluted)
Philippe Deschamps President, Chief Executive Officer and Director Newtown, United States	CEO of NHC, October 2013 to present; CEO of MediMedia Health, February 2012 to September 2013; CEO of GSW Worldwide from February 1998 to September 2011	Since June 13, 2014	Nil [3]	Nil [3]
Amanda Tseng Chief Financial Officer, Corporate Secretary and Director Burnaby, British Columbia	Assistant Manager, Baron Global Financial Canada Ltd. from January 2012 to present; Manager, MNP LLP (Chang Lee LLP) from December 2008 to December 2011; Chartered Accountant since 2011	Since June 13, 2014	Nil	Nil
Savio Chiu Director Vancouver, British Columbia	Senior Manager, Baron Global Financial Canada Ltd. from June 2009 to present; CFO of Cassius Ventures Ltd, from July 2010 to June 2011; CFO of Golden Fame Resources Corp., from October 2010 to August 2013; CFO of Confederation Minerals Ltd., from April 2011 to present	Since June 13, 2014	Nil	Nil

Name & Municipality of Residence and Position[(1)]	Present Occupation and Positions Held During the Last Five Years[(1)]	Period served as Director/ Officer[(2)]	Number and Percentage of Shares Beneficially Held (Undiluted)	Number and Percentage of Shares Beneficially Held (Fully diluted)
Yuri Danilov Director Madison, Wisconsin	Neuroscience Director, Advanced NeuroRehabilitation LLC from 2009 to present; Senior Scientist, Orthopedic & Rehabilitation Medicine Department of University of Wisconsin from 2008 to present;	Since June 13, 2014	Nil [(4)]	Nil [(4)]
Mitch Tyler Director Madison, Wisocnsin	Co-owner, Advanced NeuroRehabilitation LLC from 2009 to present; Principal Investigator, Wicab, Inc. from 1998 to 2006	Since June 13, 2014	Nil [(5)]	Nil [(5)]

Notes:
(1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors and officers individually.
(2) Each director's term of office will expire at the next annual meeting of the shareholders unless re-elected at such meeting.
(3) There are 16,035,026 shares held by MPJ Healthcare LLC, of which Mr. Deschamps beneficially owns 20%.
(4) There are 16,035,026 shares held by Advanced NeuroRehabilitation LLC, of which Mr. Danilov beneficially owns 26.67%
(5) There are 16,035,026 shares held by Advanced NeuroRehabilitation LLC, of which Mr. Tyler beneficially owns 26.67%.

13.4 – Board Committees of the Company

Audit Committee

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

performance of the internal audit function and the external auditor. The Company has adopted a Charter of the Audit Committee of the Board of Directors.

13.6 – Corporate Cease Trade Orders or Bankruptcies

None of the proposed directors of the Company or any of their personal holding companies:

(a) is, as at the date of this Listing Statement, or has been, within ten years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any Company, including the Company, that:

(i) was subject to a cease trade order or similar order or an order that denied the relevant Company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer of the Company and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is as at the date of this Listing Statement or has been within the 10 years before the date of this Listing Statement, a director or executive officer of any Company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

13.7, 13.8 – Penalties or Sanctions

No proposed director, officer, or promoter of the Company, or any shareholder anticipated to hold a sufficient amount of securities of the Company to materially affect control of the Company, 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 proposed director, officer or promoter of the Company, or a shareholder anticipated to hold a sufficient amount of securities of the Company to affect materially the control of the Company, 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

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company 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 Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under Wyoming Business Corporations Act.

13.11 – Management

Philippe Deschamps, President, Chief Executive Officer and Director

Phil Deschamps, age 51, offers extensive experience in pharmaceutical and Healthcare commercialization. The depth of his expertise stems from his 27 years in the Health Sciences industry, half spent at Bristol Myers Squibb, and half on the service side as CEO GSW Worldwide, a leading healthcare commercialization company. At GSW Worldwide, Mr. Deschamps was responsible for the GSW Worldwide operations which includes offices in the 15 major markets around the world with a turnover of $160 million. He primarily consulted on global marketing, commercialization and new business model development for pharmaceutical, device and diagnostics companies. From 1986 to 1998, Mr. Deschamps served as director of neuroscience marketing at Bristol Myers Squibb (BMS) in Princeton, N.J., where he participated on several pre-launch Global Marketing teams in the neuroscience and pain therapeutic areas.

In February 2012 he joined MediMedia Health, a marketing services company as CEO. Mr. Deschamps was responsible for the strategic development of the organization, nurturing their clients and developing new non personal products and services for the Healthcare industry. In October 2013 became CEO of NHC.

Mr. Deschamps has a BSc. from the University of Ottawa in Canada.

Mr. Deschamps is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Deschamps will devote approximately 100% of his time to the business of the Company to effectively fulfill his duties as an officer and director.

Amanda Tseng, Chief Financial Officer, Corporate Secretary and Director

Ms. Tseng, age 31, is a Chartered Accountant and holds a Bachelor of Commerce degree from the University of British Columbia. She is also currently employed with Baron Global Financial Canada Ltd., as Assistant Manager, Corporate Finance.

Ms. Tseng is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Ms. Tseng will devote approximately 30% of her time to the business of the Company to effectively fulfill her duties as an officer.

Savio Chiu, Director

Mr. Chiu, age 31, is currently the Chief Financial Officer and Corporate Secretary of Confederation Minerals Ltd. (TSXV: CFM) and director of Finore Mining Inc. (CNSX: FIN). He is also currently employed with Baron Global Financial Canada Ltd. as Senior Manager, Corporate Finance.

Mr. Chiu is a Chartered Accountant and holds a Bachelor of Commerce degree in Accounting from the University of British Columbia.

Mr. Chiu is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Chiu will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as a director.

Yuri Danilov, Director

Mr. Danilov is currently the Research Director in Tactil Communication and and Neurorehabilitation Laboratory, UW-Madison, co-owner and Neuroscience Director of Advanced NeuroRehablitation LLC, former Research Director of Wicab, Inc. He is also currently a Senior Scientist of Biomedical Engineering Department of University of Wisconsin-Madison.

Mr. Danilov received his Ph.D. in Neuroscience from Pavlov Institute of Physiology, Russian Academy of Science.

Mr. Danilov is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Danilov will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as a director

Mitch Tyler, Director

Mr. Tyler, is currently the co-owner of Advanced NeuroRehablitation LLC. He received his Ph.D. of Biomedical Engineering from University of Wisconsin-Madison

Mr. Tyler is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Tyler will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as a director

14. CAPITALIZATION

14.1 - Issued Capital

As at the date of this Listing Statement, the issued and outstanding securities of the Company are set out below:

Public Float	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Total outstanding (A)	60,540,083	75,319,188	100%	100%
Held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held) (B)	32,070,052	35,190,052	52.98%	46.72%
Total Public Float (A-B)	28,470,031	40,129,136	47.02%	53.28%

	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)	50,540,083	65,319,188	83.48%	86.72%
Total Tradeable Float (A-C)	10,000,000	10,000,000	16.52%	13.28%

Public Securityholders (Registered) – Class A Common Shares

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	
1,000 – 1,999 securities	126	126,000
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	75	28,344,031
	201	**28,470,031**

Public Securityholders (Beneficial) – Class A Common Shares

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	126	126,000
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	135	28,344,031
Unable to confirm	0	0
		28,470,031

Non-Public Securityholders (Registered) – Class A Common Shares

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0

5,000 or more securities	2	32,070,052
	2	**32,070,052**

14.2 – Convertible / Exchangeable Securities

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

Description of Security	Number of Convertible / Exchangeable Securities Outstanding	Number of Listed Securities Issuable Upon Conversion / Exercise
Warrants	8,444,400[(1)]	8,444,400 [(1)]
Options	3,770,000[(2)]	3,770,000[(2)]
Convertible Note	1[(3)]	2,564,705[(3)]

Notes:

1. In connection to the Concurrent Financing, the Company issued 15,240,000 units where each unit consisted of one Share and one half of a warrant exercisable at $1.00 per Share for two years. In addition, the Company issued 824,400 Finder Warrants as finder's fees. The Finder Warrants are exercisable at $1.00 per share for two years.
2. The Company has the following options outstanding as of the date of this Listing Statement: (a) options to acquire up to 3,520,000 common shares at a price of $0.60 per share expiring on June 18, 2019, and (b) options to acquire up to 250,000 common shares at a price of $0.60 per share expiring on June 20, 2019.
3. On February 19, 2014, NHC issued a convertible debenture for a principal amount of USD $1,000,000. On June 4, 2014 the convertible debenture was amended to provide that the principal outstanding on the debenture will be converted into Shares of the Company at a price of $0.425 per Share and all interest paid in cash.

14.3 – Other Listed Securities

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

15. EXECUTIVE COMPENSATION

15.1 – Compensation of Executive Officers and Directors

As of the date of this Listing Statement, the Company has not paid any fees to its directors or officers, other than a total of $7,500 of fees paid to the Company's former President and CEO, Marco Babini, for consulting services.

Subsequent to the Company's fiscal year end, the Company granted an aggregate of 2,720,000 options to certain directors and senior officers the Company, as follows: (a) 1,800,000 options to Phil Deschamps (President, CEO and Director); (b) 60,000 options to Amanda Tseng (CFO,

Corporate Secretary and Director); (c) 400,000 options to Yuri Danilov (Director); (d) 400,000 options to Mitch Tyler (Director); and (e) 60,000 options to Savio Chiu (Director). Each option is exercisable to acquire one common share of the Company at an exercise price of $0.60 per share and expires on June 18, 2019. One-third of the options vested on the date of grant, with an additional one-third of the options vesting on the first and second anniversary of the date of grant.

The following table outlines the anticipated compensation to be paid to each of the NEOs for the 12 month period after giving effect to the Transaction.

Name and principal position	Salary ($)	Share-based awards ($)	Option-based awards (#)[3]	Non-equity incentive plan compensation ($)		Pension Value ($)	All other compensation ($)	Total compensation ($)
				Annual incentive plans	Long-term incentive plans			
Philippe Deschamps *Chief Executive Officer*	300,000	Nil	Nil	Nil	Nil	Nil	90,000[1]	390,000
Amanda Tseng *Chief Financial Officer*	150,000[2]	Nil	Nil	Nil	Nil	Nil	Nil	150,000

Note
(1) Per employement agreement, Mr. Deschamps will have the opportunity to receive a target annual bonus of thirty percent (30%) of the base salary ($300,000), conditioned upon, and subject to upward or downward in good faith by the board of directors
(2) The compensation will be paid to Baron Global Financial Canada Ltd. ("Baron") pursuant to an advisory agreement between Baron and the Company
(3) The Company did not have any plans at the moment, but anticipated the Company would grant options to directors and officers in the next twelve (12) months

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to

the Company, 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 Company.

17. RISK FACTORS

17.1 Description of Risk Factors

General

There are trends and factors that may be beyond the Company's control which affect its operations and business. Such trends and factors include adverse changes in the conditions in the specific markets for the Company's products and services, the conditions in the broader market of laboratory instruments, consumables and accessories and conditions in the domestic or global economy generally. It is not possible for management to predict economic fluctuations and the impact of such fluctuations on its performance.

Limited Operating History

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

Negative Operating Cash Flow

The Company's business has incurred losses since the inception of NHC in 2013. Although the Company expects to become profitable, there is no guarantee that will happen and it may never become profitable. The Company currently has a negative operating cash flow and may continue to have that for the foreseeable future. To date, the Company has no revenues and a large portion of our expenses are fixed, including expenses related to facilities, equipment, contractual commitments and personnel. As a result, we expect our net losses from operations to improve. Our ability to generate additional revenues and potential to become profitable will depend largely on our ability, to manufacture and market our products. There can be no assurance that any such events will occur or that we will ever become profitable. Even if we do achieve profitability, we cannot predict the level of such profitability. If we sustain losses over an extended period of time, we may be unable to continue our business.

Additional Capital Requirements and Liquidity

Additional funds for the establishment of the Company's current and planned operations may be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Current financial conditions, revenues, taxes, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to holders of the Company Shares. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, or at all. If the Resulting Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Market is New and Uncertain

The neuromodulation market is relatively new and its long-term growth prospects are uncertain. Should the neuromodulation market fail to expand, it could have a materially adverse effect on the Company's business and financial position.

Product Development

The development of additional products is subject to the risks of failure inherent in the development of new, state of the art products, laboratory devices and products based on new technologies. These risks include: (i) delays in product development or manufacturing; (ii) unplanned expenditures for product development or manufacturing; (iii) failure of new products to have the desired effect or an acceptable accuracy profile; (iv) emergence of superior or equivalent products; (v) failure by any potential collaborative partners to successfully develop products; and (vi) the dependence on third parties for the manufacture, development and sale of the Company's products. Because of these risks, the Company's research and development efforts or those of potential collaborative partners may not result in any commercially viable products. If a significant portion of these development efforts is not successfully completed, or any products are not commercially successful, the Company is less likely to generate significant revenues, or become profitable. The failure to perform such activities could have a material adverse effect on the Company's business, financial condition and results of its operations.

Reimbursement Codes

The Company plans to submit an application to the Health and Human Services for an ICD 10 reimbursement code so that the PoNS™ device is covered under Medicare and Medicaid. There can be no assurance that the Company's application will be successful, or that the Company will be able to obtain a reimbursement code in a timely manner. In the event that the Company does

not obtain a reimbursement code for the PoNS™ device, the Company's customers would be unable to obtain reimbursement for their purchases under private or government-sponsored insurance plans which would have a negative impact on sales.

Regulatory Approvals

The PoNS™ device will be a Class II device under the United States Food, Drug, and Cosmetic Act and thus will require FDA approval or clearance before the Company can market the device in the United States. In addition, the PoNS™ device must receive applicable regulatory approvals in any other jurisdictions in which the Company proposes to market and sell its products. There is no assurance that the PoNS™ device will be approved for sale in the United States or any other jurisdictions. Any failure or delay in obtaining regulatory approval will hamper the Company's ability to commercialize the PoNS™ device in these jurisdictions. The regulatory approval process can be expensive and time-consuming, and there can be no certainty regarding the timing of such approvals or whether the PoNS™ device will be approved at all. If the Company is unable to obtain regulatory approvals in a timely manner, or at all, implementation of the Company's business plan may be delayed or the Company may be unable to take its product to market. Either scenario would have a material adverse effect on the Company's business, financial condition and operating results.

Technological Advancement

The areas in which the Company is commercializing, distributing, and /or selling products involve rapidly developing technology. There can be no assurance that the Company will be able to establish itself in such fields, or, if established, that it will be able to maintain its position. There can be no assurance that the development by others of new or improved products will not make the Company's present and future products, if any, superfluous or obsolete.

Intellectual Property Rights

The Company's future success will depend, in part, on its ability to obtain approval on the patent for the PoNS™ technology. There can be no assurance that the patent application made will result in the issuance of the patent or that the term of the patent will be extendable after it expires in due course.

Much of the Company's know-how and technology may not be patentable, though they may constitute trade secrets. There can be no assurance, however, that the Company will be able to meaningfully protect its trade secrets. To help protect its intellectual property rights and proprietary technology, the Company requires employees, consultants, advisors and collaborators to enter into confidentiality agreement. There can be no assurance that these agreements will provide meaningful protection for the Company's trade secrets, know-how or other proprietary information in the event of any unauthorized use or disclosure.

In addition, the Company's exclusive license to the PoNS™ technology is subject to the terms of the CRADA agreement, which provides that in the event that the Company is unwilling or unable to commercialize the technology, the U.S. Government will receive a non-exclusive, irrevocable license to any patent, copyright, data rights, proprietary information or regulatory information for the U.S. Government to commercialize the technology. See "4.1 Narrative Description of the Company's Business – Intellectual Property".

Intellectual Property Rights of Others

The Company's commercial success will also depend, in part, on not infringing on the patents or proprietary rights of others. There can be no assurance that the technologies and products used or developed by the Company will not infringe such rights. If such infringement occurs and the Company is not able to obtain a license from the relevant third party, it will not be able to continue the development, manufacture, use, or sale of any such infringing technology or product. There can be no assurance that necessary licenses to third-party technology will be available at all or on commercially reasonable term. In some cases, litigation or other proceedings may be necessary to defend against or assert claims of infringement or to determine the scope and validity of the proprietary rights of third parties. Any potential litigation could result in substantial costs to, and diversion of, its resources and could have a material and adverse impact on the Company. An adverse outcome in any such litigation or proceeding could subject the Company to significant liabilities, require it to cease using the subject technology or require it to license the subject technology from the third party, all of which could have a material adverse effect on the Company's business.

Reliance on Management

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

Competition

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

Because of the early stage of the industry in which the Company intends to operate, the Company expects to face additional competition from new entrants. To be competitive, the

Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Claims and Legal Proceedings

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

Conflicts of Interest

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

Uncertainty of Use of Proceeds

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

Market Price of Shares and Volatility

The Shares do not currently trade on any exchange or stock market. Securities of microcap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price of the Shares include the following: the extent of analytical coverage available to

investors concerning our business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Shares may affect an investor's ability to trade significant numbers of Shares; the size of our public float may limit the ability of some institutions to invest in Shares; and a substantial decline in the price of the Shares that persists for a significant period of time could cause the Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Shares at any given point in time may not accurately reflect our long-term value. The fact that no market currently exists for the Shares may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Shares.

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

No Established Market

Although the Company has applied for approval from the CSE to list its Shares, an active public market for the Shares might not develop or be sustained. If an active public market for the Shares does not develop, the liquidity of a shareholder's investment may be limited and the Share price may decline.

Dividends

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

Dilution

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

number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Share.

17.2 – Additional Securityholder Risk

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

17.3 – Other Risks

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

18. PROMOTERS

18.1 – 18.3 – Promoter Consideration

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

19. LEGAL PROCEEDINGS

19.1 – Legal Proceedings

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

19.2 – Regulatory Actions

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

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

See above Item 4 for a description of sub-license agreement between Advanced NeuroRehabilitation LLC and NHC.

See above Item 15 and below Item 22 for a description of employment agreement between Philippe Deschamps and the Company.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 – Auditors

The firm of Davidson & Company LLP ("**Davidson**"), Chartered Accountants, is the independent registered certified auditor of the Company. Davidson was first appointed on April 29, 2014.

21.2 – Transfer Agent and Registrar

The registrar and transfer agent of the Company's Common Shares is Olympia Trust, at its Vancouver office located at 1003, 750 West Pender Street Vancouver, BC V6C 2T8

22. MATERIAL CONTRACTS

1. Transfer agency and registrarship agreement between the Company and Olympia Trust Company dated May 24, 2014.

   The Company entered into the agreement to appoint Olympia Trust Company as the Company's transfer agent and registar.

2. Agreement and Plan of Merger among the Company, HMT Mergersub, Inc., a wholly-owned subsidiary of the Company, and NHC dated June 6, 2014.

Pursuant to the Agreement and Plan of Merger the Company acquired a 100% interest in NHC and issued 35,300,083 shares to the shareholders of NHC. See "Item 3.1 – General Development of the Business – Acquisition of NHC and Concurrent Financing."

3. Employment agreement between the Company and Philippe Deschamps dated June 13, 2014

   The term of the employment is at-will. The Company shall reimburse for reasonable travel and other business expenses incurred in the fulfillment of the duties. The base salary is at an annualized rate of $250,000 until qualified investments in the Company reach a level of US$5 million (the "Financing Threshold"). After the Financing Threshold has been achieved, the base salary will increase to $300,000 for the period commencing on the date that the Financing Threshold has been achieved and continuing until the end of the employment term.

   In addition to the base salary, Mr. Deschamps shall have the opportunity to receive a target annual bonus of thirty (30%) of base salary ("Target Bonus"), conditioned upon, and subject to upward or downward adjustment based upon, achievement of the Company and individual goals to be established in good faith by the Board and Mr. Deschamps.

4. Advisory agreement between the Company and Baron Global Financial Canada Ltd. dated June 13, 2014.

5. Master Cooperative Research and Development Agreement between NHC and U.S. Army Medical Agency (USAMMA) and U.S. Army Medical Material Development Activity (USAMMDA) dated February 1, 2013.

   Please refer to above Item 4.1 (f) – Design and Manufacturing Development for further details.

6. Independent contractor agreement between NHC and Clinvue, LLC dated January 30, 2013.

   Clinvue was engaged to lead the design and manufacturing program for the PoNS™ device. The agreement will renew automatically annually. The services to perform are in three phases. Clinvue is to be compensated with a total of 58,000 options and $100,000 cash upon completion of the services to mutual satisfaction and NHC raising at least $1,000,000 in outside funding.

7. Independent contract agreement between NHC and Iridium Capital, LLC dated October 30, 2013.

   Iridium Capital, LLC is engaged to provide the following services

- to create and refine presentation material needed to advance the Company's strategic growth plan
- advise Company throughout any negotiations relating to Company's strategic growth plan for the next 6 months

Iridium Capital LLC is to be compensated by 143,436 stock options at an exercise price of $0.005 per share.

8. Commercial Development-to-supply program between NHC and Ximedica dated October 25, 2013

   Please refer to above Item 4.1 (f) – Design and Manufacturing Development for further details.

22.2 – Special Agreements

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

23. INTEREST OF EXPERTS

23.1 – 23.4 – Interest of Experts

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

24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Company 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 Company and its securities.

25. FINANCIAL STATEMENTS

Schedule "A" contains the audited financial statements for the Company for the period from incorporation (March 13, 2014) to March 31, 2014. NHC's audited financial statements for the year ended March 31, 2014 and for the period from incorporation (January 22, 2013) to March 31, 2014 are attached hereto as Schedule "B". Pro forma financial statements for the Company upon completion of the Transaction are attached as Schedule "C".

SCHEDULE "A"

FINANCIAL STATEMENTS OF THE COMPANY

(see attached)

Helius Medical Technologies, Inc. (formerly known as 0996445 B.C. Ltd.)

(A Development Stage Company)

FINANCIAL STATEMENTS

Year Ended March 31, 2014

(Expressed in United States Dollars)

(Prepared in accordance with generally accepted accounting principles
used in the United States of America (U.S. GAAP))

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of
Helius Medical Technologies, Inc. (A Development Stage Company)

We have audited the accompanying financial statements of Helius Medical Technologies, Inc. (the "Company"), which comprise the balance sheet of Helius Medical Technologies, Inc. as of March 31, 2014, and the related statements of operations and comprehensive loss, stockholders' equity, and cash flows for the period from inception on March 13, 2014 to March 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Helius Medical Technologies, Inc. as of March 31, 2014, and the results of its operations and its cash flows for the period from inception on March 13, 2014 to March 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that Helius Medical Technologies, Inc. will continue as a going concern. As discussed in Note 1 to the financial statements, the Helius Medical Technologies, Inc. has suffered recurring losses from operations and has a net capital deficiency. These matters, along with the other matters set forth in Note 1, indicate the existence of material uncertainties that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada — Chartered Accountants

June 16, 2014

Helius Medical Technologies, Inc. (formerly known as 0996445 B.C. Ltd.)
(A development stage company)
Balance Sheet
(Expressed in United States Dollars)

	March 31, 2014
ASSETS	
Current Assets:	
Cash	$ 9
TOTAL ASSETS	9
LIABILITIES & SHAREHOLDERS' EQUITY	
Current Liabilities:	
Accounts payable	$ -
Total Liabilities	-
Stockholders' Equity:	
Common Stock - without par value, unlimited common A shares authorized; unlimited common B shares authorized; unlimited preferred A shares; 10 common shares issued and outstanding at March 31, 2014	$ 9
Additional paid-in capital	-
Deficit accumulated during the development stage	-
Total Stockholders' Equity	9
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	9

Nature and continuance of operations (Note 1)
Subsequent events (Note 4)

These financial statements are authorized for issue by the Board of Directors on June 16, 2014. They are signed on the Company's behalf by:

"Savio Chiu " Director *"Amanda Tseng "* Director

(The accompanying notes are an integral part of these financial statements.)

Helius Medical Technologies, Inc. (formerly known as 0996445 B.C. Ltd.)
(A development stage company)
Statement of operations and comprehensive loss
(Expressed in United States Dollars)

	Period from March 13, 2014 (inception) to March 31, 2014
Operating Expenses:	
Consulting fees	$ -
Interest expense on short-term loan	-
Legal fees	-
Office and general	-
Loss from operations	-
Net loss and comprehensive loss	-
Basic and diluted income (loss) per share	-
Weighted average number of common stock outstanding - basic and diluted	10

(The accompanying notes are an integral part of these financial statements.

Helius Medical Technologies, Inc. (formerly known as 0996445 B.C. Ltd.)
(A development stage company)
Statement of stockholders' equity
March 13, 2013 (inception) to March 31, 2014
(Expressed in United States Dollars)

	Common Stock		Additional Paid-In Capital	Deficit Accumulated During the Development Stage	Total Shareholders' Equity (Deficit)
	Shares	Amount			
Balance at March 13, 2014 (Inception)	-	$ -	$ -	$ -	$ -
Shares issued on March 13, 2014	10	9	-	-	9
Net loss and comprehensive loss	-	-	-	-	-
Balance at March 31, 2014	10	$ 9	$ -	$ -	$ 9

(The accompanying notes are an integral part of these financial statements.)

Helius Medical Technologies, Inc. (formerly known as 0996445 B.C. Ltd.)
(A development stage company)
Statement of cash flows
(Expressed in United States Dollars)

	Period from March 13, 2014 (inception) to March 31, 2014
Cash Flows from Operating Activities:	
Net loss	$ -
Cash	-
Net cash flows used for operating activities	-
Cash Flows from Investing Activities:	
Net cash flows provided by investing activities	-
Cash Flows from Financing Activities:	
Share issuance	9
Net cash flows provided by financing activities	9
Net increase in cash and cash equivalents	9
Cash and Cash Equivalents at beginning of period	-
Cash and Cash Equivalents at End of Period	$ 9

(The accompanying notes are an integral part of these financial statements.)

1. NATURE AND CONTINUANCE OF OPERATIONS

Helius Medical Technologies, Inc. (formerly known as 0996445 B.C. Ltd.) ("Helius" or the "Company") was incorporated in British Columbia, Canada, on March 13, 2014. The Company is engaged primarily in the business of medical technology industry. On May 28, 2014, the Company completed a continuation via a plan of arrangement whereby the Company moved from being a corporation governed by the British Columbia Corporations Act to a corporation governed by the Wyoming Business Corporations Act. The Company's head office is located at 1500-1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, Canada.

The financial information is presented in United States Dollars and the functional currency of the Company is the Canadian Dollar.

The Company has not incurred any revenue or expenses since inception and, as of March 31, 2014, the Company has a working capital of $9 and an accumulated deficit during the development stage of $nil. Until the Company generates a level of revenue to support its cost structure, the Company expects to continue to incur substantial operating losses and net cash outflows. While the Company had cash of $9 as of March 31, 2014, management does not believe these resources will be sufficient to meet the Company's operating and capital needs through 2015.

The Company intends to fund ongoing activities by utilizing current cash and cash equivalents and by raising additional capital though equity or debt financings. The Company is in the process of negotiating certain agreements subsequent to March 31, 2014, to raise additional capital as detailed in Note 4. There can be no assurance that the Company will be successful in raising additional capital or that such capital, if available, will be on terms that are acceptable to the Company. If the Company is unable to raise sufficient additional capital, the Company may be compelled to reduce the scope of its operations and planned capital expenditures or sell certain assets, including intellectual property.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the liabilities in the normal course of business. The Company is currently seeking for additional financing subsequent to year end. See Note 4. However, given the Company's current cash and cash equivalents balance and the Company's planned operating activities, there is substantial doubt about the Company's ability to continue as a going concern. Even if the Company is able to raise additional capital, the Company may never become profitable, or if the Company does attain profitable operations, the Company may not be able to sustain profitability and positive cash flows on a recurring basis.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's annual financial statements have been presented in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC") that are published at the time of preparation and that are effective on March 31, 2014.

Development Stage

The Company is considered a "development stage" entity, as it has not yet generated revenues from the sale of products. The Company has been researching and developing new technologies and product applications. The Company will continue as a development stage entity, including reporting "inception to-date" amounts and cumulative equity transactions, until such time, if any, as the Company generates revenue, and commences its planned principal operations.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions 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 estimates. Financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both the current and future periods.

Cash and Cash Equivalents

All highly liquid investments with original maturities of three months or less are classified as cash equivalents. As at March 31, 2014, the Company does not have such investments. Cash and cash equivalents as at March 31, 2014 only include cash.

Patents

Costs related to patent development, filing, and maintenance are expensed as incurred since the underlying technology associated with these assets is purchased or incurred in connection with our research and development efforts and the future realizable value cannot be determined.

Concentrations of Credit Risk

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. The Company placed its cash and cash equivalent with high credit quality financial institution. As of March 31, 2014, the Company had $nil in a bank beyond the insured limits.

Research and Development

Research and development costs are expensed as incurred. These costs include business development, and consulting and legal services.

Income Taxes

The Company has adopted ASC 740, "*Income Taxes*", which requires the Company to recognize deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns using the liability method. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statements and tax bases of assets and liabilities using enacted tax rates in effect in the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. In addition, a valuation allowance is established to reduce any deferred tax asset for which it is determined that it is more likely than not that some portion of the deferred tax asset will not be realized. Due to the limited nature of the Company's operations as at March 31, 2014, no current and deferred income tax disclosure has been presented as it is considered immaterial.

Stock-Based Compensation

The Company applies the fair value method of accounting for all stock option awards, whereby the Company recognizes a compensation expense for all stock options awarded to employees, officers and consultants based on the fair value of the options on the date of grant, which is determined using the Black Scholes option pricing model. The options are expensed over the vesting period of the options.

Foreign Exchange

The Company's functional currency is the Canadian Dollar as this is the principal currency of the economic environment in which the Company operates. The presentation currency is the United States Dollar.

Non-monetary items, revenue and expenses 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. Any monetary assets and liabilities that are in a different functional currency are translated at the rate prevailing at year end.

Assets and liabilities of the Company are translated into U.S. dollars at the exchange rate at the balance sheet date, equity accounts are translated at historical exchange rate and revenues and expenses are translated by using the average exchange rate. Translation adjustments are reported as cumulative translation adjustment and are shown as a separate component of other comprehensive income (loss) in the statements of stockholders' equity (deficiency).

Net Loss Per Common Share

Basic net earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of outstanding common shares for the period, without consideration for common share equivalents. Diluted net loss per share is computed by dividing the net earnings (loss) attributable to common shareholders by the weighted average number of common share equivalents outstanding for the period determined using the treasury-stock method and the if-converted method, as applicable.

Fair Value of Financial Assets and Liabilities

All financial assets and financial liabilities are initially recorded at fair value and designated upon inception into one of the following categories: held-to-maturity, available-for-sale, loans and receivables or at held for trading.

Financial assets classified as held for trading are measured at fair value with unrealized gains and losses recognized through profit and loss. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Held-to-maturity instruments, loans and receivables and other financial liabilities and loss are measured at amortized cost using the effective interest rate method. Cash has been classified as held for trading.

The Company has implemented the following classifications for its financial instruments:

ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value;

Level 1- Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable; and

Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

Cash is measured using Level 1 inputs.

Recent Accounting Pronouncements

The Company reviewed recently issued accounting pronouncements and concluded that they are either not applicable or not expected to have a significant impact on the Company's financial statements.

3. COMMON STOCK

Authorized:

Unlimited Class A common shares without par value
Unlimited Class B common shares without par value
Unlimited Class A preferred shares without par value

On March 13, 2014, the Company issued a total of 10 common shares to Boomerang Oil, Inc. (formerly known as 0922327 B.C. Ltd) for a total consideration of $9.

4. SUBSEQUENT EVENTS

On March 25, 2014 and amended on April 8, 2014 the Company entered into an arrangement agreement ("Arrangement") with Boomerang Oil, Inc. (formerly known as 0922327 B.C. Ltd) ("Pubco") and 0995162 B.C. Ltd. ("Buyco") to reorganize the businesses by way of a plan of arrangement ("Plan of Arrangement"). Pursuant to the Plan of Arrangement, the following steps should be taken:

1. Buyco shall acquire all issued and outstanding shares of the Company from Pubco for consideration of $5,000;

2. The shareholders of Buyco and the Company shall exchange securities on a 1:1 basis;

3. Pubco and the Company shall exchange securities as follows: Pubco shall issue the Pubco Exchange Shares to the Company and the Company shall issue the Company Exchange Shares to Pubco;

4. The Pubco Exchange Shares and the Company Exchange Shares shall be cancelled.

The Arrangement was completed on April 15, 2014.

On April 16, 2014, the Company entered into a consulting agreement with its sole director for service related to strategic planning and business development. The term of the agreement is for 45 days expiring on May 31, 2014 with a fee of $2,500 per every 15 days.

On June 6, 2014, the Company entered into a definitive agreement with Neurohabilitation Corporation ("Neuro") where the Company issued 16.035 shares for every common stock outstanding of Neuro (the "Acquisition"). As a result, Neuro became a wholly owned subsidiary of the Company. Under certain conditions, termination of the agreement could result in a break fee payable of $500,000 by either of the parties. In connection to the Acquisition, the Company is conducting a non-brokered private placement at CAD $0.50 per unit of 15,240,000 units raising up to CAD $7.62 million, which is currently held in escrow pending the close of the acquisition and a listing on the Canadian Securities Exchange (the "CSE"). Each unit consists of one common share of the Company and one half of warrant of the Company where one full warrant is exercisable for 2 years at CAD $1.00 into one common stock.

In connection with the Acquisition, the Company has advanced Neuro an unsecured loan in the amount of $150,000 (the "Bridge Loan"). The Bridge Loan is for a term of one year commencing on May 30, 2014, and is payable in a lump sum at the end of the term. The Bridge Loan bears interest at a rate of 8% per annum.

The Company has evaluated subsequent events through the issuance date of the financial statements. The Company is not aware of any additional significant subsequent events that occurred subsequent to the balance sheet date, but prior to the date of issuance that would have a material impact on the Company's financial statements.

SCHEDULE "B"

FINANCIAL STATEMENTS OF NEUROHABILITATION CORPORATION

(see attached)

NEUROHABILITATION CORPORATION

(A Development Stage Company)

FINANCIAL STATEMENTS

Year Ended March 31, 2014

(Expressed in United States Dollars)
(Prepared in accordance with generally accepted accounting principles used in the United States of America (U.S. GAAP))

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Directors of
NeuroHabilitation Corporation (A Development Stage Company)

We have audited the accompanying financial statements of NeuroHabilitation Corporation (the "Company"), which comprise the balance sheets of NeuroHabilitation Corporation as of March 31, 2014 and 2013, and the related statements of loss and comprehensive loss, stockholders' equity (deficiency), and cash flows for the year ended March 31, 2014, and the period from inception on January 22, 2013 to March 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NeuroHabilitation Corporation as of March 31, 2014 and 2013, and the results of its operations and its cash flows for the year ended March 31, 2014, and the period from inception on January 22, 2013 to March 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that NeuroHabilitation Corporation will continue as a going concern. As discussed in Note 1 to the financial statements, the NeuroHabilitation Corporation has suffered recurring losses from operations and has a net capital deficiency. These matters, along with the other matters set forth in Note 1, indicate the existence of material uncertainties that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada — Chartered Accountants

June 16, 2014

NEXIA INTERNATIONAL

1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

NEUROHABILITATION CORPORATION
(A development stage company)
Balance Sheets
(Expressed in United States Dollars)

	March 31, 2014	March 31, 2013
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 15,968	$ 217
Prepaids (Note 8)	300,000	-
Total Current Assets	315,968	217
TOTAL ASSETS	$ 315,968	$ 217
LIABILITIES & SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 215,921	$ 5,836
Short term loan (Note 3)	-	2,231
Convertible debenture (Note 4)	368,024	-
Total Liabilities	583,945	8,067
Stockholders' Equity (Deficiency):		
Common Stock - $0.0001 par value; 3,000,000 shares authorized; 2,000,000 and 2,000,000 shares issued and outstanding at March 31, 2013 and March 31, 2014	200	200
Additional paid-in capital	9,316,957	8,509,800
Deficit accumulated during the development stage	(9,585,134)	(8,517,850)
Total Stockholders' Equity (Deficiency)	(267,977)	(7,850)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIENCY)	$ 315,968	$ 217

Nature and continuance of operations (Note 1)
Commitments and contingencies (Note 8)
Subsequent events (Note 10)

These financial statements are authorized for issue by the Board of Directors on June 9, 2014. They are signed on the Company's behalf by:

"Philippe Deschamps" Director *"Savio Chiu"* Director

(The accompanying notes are an integral part of these financial statements.)

NEUROHABILITATION CORPORATION
(A development stage company)
Statements of loss and comprehensive loss
(Expressed in United States Dollars)

	Year Ended March 31, 2014	Period from January 22, 2013 (inception) to March 31, 2013	Period from January 22, 2013 (inception) to March 31, 2014
Operating Expenses:			
Consulting fees	$ 807,385	$ 2,800	$ 810,185
Interest expense	1,344	-	1,344
Legal fees	33,966	14,192	48,158
Meals and entertainment	833	-	833
Office expense	6,793	482	7,275
Research and development expense	171,781	4,250,000	4,421,781
Compensation expense for shares issued for services	-	4,250,000	4,250,000
Travel	22,027	376	22,403
Wages and salaries	23,155	-	23,155
Loss from operations	1,067,284	8,517,850	9,585,134
Net loss and comprehensive loss	$ 1,067,284	$ 8,517,850	$ 9,585,134
Basic and diluted net loss per share	$ 0.53	$ 4.26	
Weighted average number of common shares outstanding - basic and diluted	2,000,000	2,000,000	

(The accompanying notes are an integral part of these financial statements.)

NEUROHABILITATION CORPORATION
(A development stage company)
Statements of stockholders' equity (deficiency)
January 22, 2013 (inception) to March 31, 2014
(Expressed in United States Dollars)

	Common Shares		Additional Paid-In Capital	Deficit Accumulated During the Development Stage	Total Shareholders' Equity (Deficit)
	Shares	Amount			
Balance at January 22, 2013 (Inception)	-	$ -	$ -	$ -	$ -
Shares issued to ANR and MPJ (Note 5)	2,000,000	200	8,509,800	-	8,510,000
Net loss and comprehensive loss	-	-	-	(8,517,850)	(8,517,850)
Balance at March 31, 2013	2,000,000	200	8,509,800	(8,517,850)	(7,850)
Stock based compensation on 40,816 options granted	-	-	173,872	-	173,872
Stock based compensation on 143,436 options granted	-	-	560,082	-	560,082
Stock based compensation on 17,184 options granted	-	-	73,202	-	73,202
Net loss and comprehensive loss	-	-	-	(1,067,284)	(1,067,284)
Balance at March 31, 2014	2,000,000	$ 200	$ 9,316,957	$ (9,585,134)	$ (267,977)

(The accompanying notes are an integral part of these financial statements.)

NEUROHABILITATION CORPORATION
(A development stage company)
Statements of cash flows
(Expressed in United States Dollars)

	Year Ended March 31, 2014	Period from January 22, 2013 (inception) to March 31, 2013	Period from January 22, 2013 (inception) to March 31, 2014
Cash Flows from Operating Activities:			
Net loss	$ (1,067,284)	$ (8,517,850)	$ (9,585,134)
Accreted interest	1,344	-	1,344
Consulting expense	807,157	-	807,157
Research and development	-	4,250,000	4,250,000
Compensation expense for shares issued for services	-	4,250,000	4,250,000
Changes in operating assets and liabilities:			
Prepaids	(300,000)	-	(300,000)
Account payable and accrued liabilities	210,085	5,836	215,921
Short term loan	(2,231)	2,231	-
Net cash flows used for operating activities	(350,929)	(9,783)	(360,712)
Cash Flows from Investing Activities:			
Net cash flows provided by (used for) investing activities	-	-	-
Cash Flows from Financing Activities:			
Proceeds from convertible debenture	366,680	-	366,680
Proceeds from share issuance	-	10,000	10,000
Net cash flows provided by financing activities	366,680	10,000	376,680
Net increase in cash and cash equivalents	15,751	217	15,968
Cash and Cash Equivalents at beginning of period	217	-	-
Cash and Cash Equivalents at end of period	$ 15,968	$ 217	$ 15,968
Supplementary disclosure with respect to cash flows			
Cash paid for interest	$ 212	$ -	$ 212
Cash paid for income taxes	$ -	$ -	$ -

There were no non-cash financing or investing activities during the periods presented.

(The accompanying notes are an integral part of these financial statements.)

1. NATURE AND CONTINUANCE OF OPERATIONS

NeuroHabilitation Corp. ("NHC" or the "Company") was incorporated in Delaware, USA, on January 22, 2013. The Company is engaged primarily in the business of developing a patent-pending technology ("PoNS™") that will enable the first non-invasive means for delivering neurostimulation through the oral cavity. The Company's head office is located at 12 Penns Trail, Newtown PA 18940.

The financial information is presented in United States Dollars, which is the functional currency of the Company.

The Company has experienced recurring losses since inception and, as of March 31, 2014, the Company has negative working capital as at March 31, 2014 of $267,977 (March 31, 2013 - $7,850) and an accumulated deficit during the development stage of $9,585,134 (March 31, 2013 - $8,517,850). Until the Company generates a level of revenue to support its cost structure, the Company expects to continue to incur substantial operating losses and net cash outflows. While the Company had cash of $15,968 as of March 31, 2014 (March 31, 2013 - $217), management does not believe these resources will be sufficient to meet the Company's operating and capital needs through 2015.

The Company intends to fund ongoing activities by utilizing current cash and cash equivalents and by raising additional capital though equity or debt financings. The Company is in the process of negotiating certain agreements subsequent to March 31, 2014, to raise additional capital as detailed in Note 10. There can be no assurance that the Company will be successful in raising additional capital or that such capital, if available, will be on terms that are acceptable to the Company. If the Company is unable to raise sufficient additional capital, the Company may be compelled to reduce the scope of its operations and planned capital expenditure or sell certain assets, including intellectual property assets.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the liabilities in the normal course of business. The Company is currently seeking additional financing subsequent to year end. See Note 10. However, given the Company's current cash and cash equivalents balance and the Company's planned operating activities, the Company's recurring losses raise substantial doubt about the Company's ability to continue as a going concern. Even if the Company is able to raise additional capital, the Company may never become profitable, or if the Company does attain profitable operations, the Company may not be able to sustain profitability and positive cash flows on a recurring basis.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's annual financial statements have been presented in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC") that are published at the time of preparation and that are effective or available on March 31, 2014.

Development Stage

The Company is considered a "development stage" entity, as it has not yet generated revenues from the sale of products. The Company has been researching and developing new technologies and product applications. The Company will continue as a development stage entity, including reporting "inception to-date" amounts and cumulative equity transactions, until such time, if any, as the Company generates revenue, and commences its planned principal operations.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions 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. Significant estimates include valuation of non-monetary transactions, compensation for shares issued for services, valuation of options and valuation of income taxes. Actual outcomes could differ from these estimates. Financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both the current and future periods.

Cash and Cash Equivalents

All highly liquid investments with original maturities of three months or less are classified as cash equivalents. As at March 31, 2014, the Company does not have such investments. Cash and cash equivalents as at March 31, 2014 only includes cash.

Patents

Costs related to patent development, filing, and maintenance are expensed as incurred since the underlying technology associated with these assets is purchased or incurred in connection with our research and development efforts and the future realizable value cannot be determined.

Concentrations of Credit Risk

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. The Company placed its cash and cash equivalent with high credit quality financial institution. As of March 31, 2014, the Company had $nil in a bank beyond insured limits (March 31, 2013 - $nil).

Research and Development

Research and development costs are expensed as incurred. These costs include business development, and consulting and legal services.

Income Taxes

The Company has adopted ASC 740, "*Income Taxes*", which requires the Company to recognize deferred tax liabilities and assets for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns using the liability method. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statements and tax bases of assets and liabilities using enacted tax rates in effect in the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. In addition, a valuation allowance is established to reduce any deferred tax asset for which it is determined that it is more likely than not that some portion of the deferred tax asset will not be realized.

Stock-Based Compensation

The Company applies the fair value method of accounting for all stock option awards, whereby the Company recognizes a compensation expense for all stock options awarded to employees, officers and consultants based on the fair value of the options on the date of grant, which is determined using the Black Scholes option pricing model. The options are expensed over the vesting period of the options.

Foreign Exchange

The Company's reporting and functional currency is the United States dollar as this is the principal currency of the economic environment in which the Company operates.

Non-monetary items, revenue and expenses 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. Any monetary assets and liabilities that are in a different functional currency are translated at the rate prevailing at year end.

Net Loss Per Common Share

Basic net earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of outstanding common shares for the period, without consideration for common share equivalents. Diluted net loss per share is computed by dividing the net earnings (loss) attributable to common shareholders by the weighted average number of common share equivalents outstanding for the period determined using the treasury-stock method and the if-converted method, as applicable. As at March 31, 2014, there were 201,436 options (March 31, 2013 – nil) outstanding which have not been included in the weighted average common shares outstanding as these were anti-dilutive.

Fair Value of Financial Assets and Liabilities

All financial assets and financial liabilities are initially recorded at fair value and designated upon inception into one of the following categories: held-to-maturity, available-for-sale, loans and receivables or at held for trading.

Financial assets classified as held for trading are measured at fair value with unrealized gains and losses recognized through profit and loss. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Held-to-maturity instruments, loans and receivables and other financial liabilities and loss are measured at amortized cost using the effective interest rate method.

The Company's financial instruments consist primarily of cash and cash equivalents, accounts payable and accrued liabilities, and convertible debenture.

The Company has implemented the following classifications for its financial instruments:

a) Cash has been classified as held for trading;
b) Accounts payable and accrued liabilities and convertible debenture have been classified as other financial liabilities

ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value;

Level 1- Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable; and

Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

Cash and cash equivalents are measured using Level 1 inputs.

Recent Accounting Pronouncements

The Company reviewed recently issued accounting pronouncements and concluded that they are either not applicable or not expected to have a significant impact on the Company's financial statements.

3. SHORT TERM LOAN

On December 9, 2013, the Company entered into a formal loan agreement with MPJ Healthcare LLC, a shareholder of the Company, to borrow up to $40,000. Expenses incurred on behalf of the Company were charged as drawdowns of this loan. During the year ended March 31, 2014, $29,107 was repaid, being expenses incurred of $26,875 for March 31, 2014 and $2,231 for March 31, 2013. The interest rate is 3% per annum. For the year ended March 31, 2014, an interest expense of $225 was recorded (March 31, 2013 - $nil).

4. CONVERTIBLE DEBENTURE

On February 19, 2014, the Company entered into a securities purchase agreement where the Company agreed to sell and issue a note in a principal amount of up to $1,000,000 with annual simple interest at 8%. As at March 31, 2014, $366,905 had been received and $633,095 was received subsequently. The debenture matures on the earliest of (i) February 28, 2015 or such later date as agreed (ii) the closing of a transaction involving a change in control of the Company or (iii) the date of the closing of the Company's qualified financing being an aggregate amount of at least $2,000,000.

Upon completion of a qualified financing, the debenture shall automatically convert into equity securities of the Company at a price per share equal to 85% of the price per share of the qualified financing. If a qualified financing does not occur on or before the maturity date, at the option of the Company's board of directors, the outstanding balance of the debenture shall be converted into the Company's equity securities at a conversion price per common stock determined using a valuation of $8.5 million and the number of shares outstanding at that date.

In the event of a change in control of the Company, the Company shall pay the outstanding amount and an amount equal to 50% of the outstanding principal amount of the debenture in cancellation of the debenture.

The contingent conversion on completion of a qualified financing gives rise to a contingent beneficial conversion feature which will be calculated and adjusted if necessary on settlement of the contingency. There are no other beneficial conversion features or significant items that should be accounted for separately.

As of March 31, 2014, the outstanding balance is $366,905 (March 31, 2013 - $nil) with interest of $1,119 (March 31, 2013 - $nil).

5. COMMON STOCK

Authorized: 3,000,000 common voting shares with par value at $0.0001 as amended in February 2014.

On January 22, 2013, the Company issued a total of 1,000,000 shares to Advanced NeuroRehabilitation LLC for cash proceeds of $5,000 and an exclusive license right to Advanced NeuroRehabilitation's patent pending technology and knowhow valued at $4.25 million per an independent valuation report. The Company recorded the $4.25 million exclusive license right as research and development expense per the Company's accounting policy.

On January 22, 2013, the Company also issued a total of 1,000,000 shares to MPJ Healthcare LLC for cash proceeds of $5,000. In addition, the Company recorded $4.25 million of stock based compensation expense.

The articles of the Company is subject to a stockholders agreement, which places certain restrictions on the stock and stockholders. These include approvals prior to sale or transfer of stock, a right of first refusal to purchase stock held by the Company and a secondary right of refusal to stockholders, right of co-sale whereby certain stockholders be enabled to participate in a sale of other stockholders to obtain the same price, term and conditions on a pro-rata basis, rights of first offer of new security issuances to current stockholders on a pro-rata basis and certain other restrictions.

(Expressed in United States Dollars)

The stockholders of the Company, as at March 31, 2014, being Advanced NeuroRehabilitation LLC and MPJ Healthcare, LLC are also subject to a voting agreement which places additional restrictions on the stockholders, including the composition of the Board of Directors. Each stockholder agrees to vote to ensure the Board of Directors is set at seven directors, of which three individuals are designated by each of Advanced NeuroRehabilitation LLC and MPJ Healthcare LLC. Any common stock issued pursuant to the convertible debenture (Note 4) and stock options (Note 6) will be subject to the stockholders and voting agreement.

6. STOCK OPTIONS

The Company has a stock option plan whereby the Company is authorized to grant options, performance share awards, or monetary payments based on the value of the stock to independent contractors enabling them to acquire up to a maximum of 201,436 of the issued and outstanding stock of the Company. Vesting and the term of an option is determined at the discretion of the Board of Directors of the Company.

On April 1, 2013, the Company granted a consultant company, 58,000 options exercisable at $0.005 for 10 years upon completion of certain services in accordance with a consulting agreement to lead the design and manufacturing program of the Company's technology (Note 8). On December 4, 2013, 40,816 options vested, and the remaining 17,184 vested on March 4, 2014.

On October 30, 2013, the Company granted 143,436 options to a consultant company at $0.005 for 10 years. On February 11, 2014, 50% of these options vested upon completion of the first of two milestones. The remainder vested in April 2014. The remaining compensation related to the unvested options is estimated as $48,831.

As of March 31, 2014, the Company recognized a total of $807,157 in stock based compensation for consulting fees.

The continuity of stock options for the year ended March 31, 2014 is as follows:

	Number of options	Options Outstanding Weighted Average Exercise Price
Balance on inception and March 31, 2013	-	$ -
Granted	201,436	$ 0.005
Balance, March 31, 2014	201,436	$ 0.005

The options outstanding and exercisable at March 31, 2014 are as follows:

	Options outstanding			Options exercisable	
Number of shares	remaining contractual life		Exercise Price	Number of shares exercisable	Exercise Price
58,000	9.01	$	0.005	58,000	$ 0.005
143,436	9.59	$	0.005	71,718	$ 0.005

The Company used the Black-Scholes option pricing model to estimate the fair value of the options as the fair value of the services provided could not be reliably calculated. The following weighted average assumptions were used:

	2014
Risk-free interest rate (%)	1.55

(Expressed in United States Dollars)

Dividend yield (%)		-
Expected volatility (%)		107.52
Expected option life (years)		4.66
Fair value per option granted	$	4.26
Far value per option of unvested options	$	4.26

The Black-Scholes option pricing model was developed for use in estimating the fair value of share options that have no vesting provisions and are fully transferable. Also, option-pricing models require the use of estimates and assumptions including the expected volatility. The Company uses expected volatility rates which are based upon the average volatility rates of other companies in the same industry, due to the Company's limited history. The Company based the current stock price on the value per shares issued to date. Changes in the underlying assumptions can materially affect the fair value estimates.

(d) **Share Purchase Warrants**

The Company does not have any share purchase warrants outstanding for the years ended March 31, 2014 and March 31, 2013.

7. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is follows:

		2014		2013
Earnings (loss) for the year	$	(1,067,284)	$	(8,517,850)
Expected income tax (recovery)	$	(270,000)	$	(2,151,000)
Change in statutory rates and other		(93,000)		(745,000)
Permanent difference		275,000		2,890,000
Change in unrecognized deductible temporary differences		88,000		6,000
Total income tax expense (recovery)	$	-	$	-

The significant components of the Company's deferred assets and liabilities are as follows:

		2014		2013
Deferred Tax Assets				
Non-capital losses	$	94,000	$	6,000
Deferred tax assets not recognized		(94,000)	$	(6,000)
Net deferred tax assets	$	-	$	-

The Company has loss carryfowards of approximately $278,000 in the US available for deduction against future taxable income which if they are not utilized, will expire through 2034.

8. COMMITMENTS AND CONTINGENCIES

(a) The Company entered into a sub-license agreement with Advanced NeuroRehabilitation LLC for an exclusive right on Advanced NeuroRehabilitation LLC's patent pending technology, claims and knowhow. In addition to the issuance of 1,000,000 shares (Note 5), the Company agreed to pay a 4% royalty on net revenue on the sales of devices covered by the patent-pending technology and services related to the therapy or use of devices covered by the patent-pending technology.

(b) The Company entered into a commercial development-to-supply program with Ximedica where Ximedica will design, develop and produce PoNS^{TM} product solution suitable for clinical trial and commercial sale. The agreed budget for phase 1B of development is $499,000; Phase 2 is $1,065,000; Phase 3 and 4 is $1,389,000 and 2nd

software DV cycle is $586,000, of which $171,781 was expensed as research and development during the year ended March 31, 2014. The estimated duration of the project is 10 months. As of March 31, 2014, the Company recorded a prepaid of $300,000 to Ximedica which will be applied at the end of the project.

(c) The Company entered into an employment contract with the CEO of the Company with an annual salary of $250,000 until any qualified investments in the Company reaches $5 million, at which time the salary is increased to $300,000 annually.

(d) On January 30, 2013, the Company entered into an independent contractor agreement with Clinvue, a company of which a shareholder owns 1/3 of the ownership, where Clinvue is to lead the design and manufacturing program of PoNS™. As of March 31, 2014, the services were compensated by a grant of a total of 58,000 stock options exercisable at $0.005 per option for 10 years (Note 6). The estimated remaining costs to be incurred in the future under the contract are $100,000 and will be paid in cash.

(e) On February 1, 2013, the Company entered into a Master Cooperative Research and Development Agreement (CRADA) with the US Army Medical Material Agency (USAMMA) and the US Army Medical Material Development Activity (USAMMDA) pursuant to which USAMMA and USAMMDA on behalf of the US Government agrees to cooperate with the Company in research and development of PoNS™ assisted physical therapy for the treatment of soldiers with balance and gait disorder. The agreement automatically expires on December 31, 2015 unless modified in writing by the parties. US Army Medical Research and Material Command (USAMRMC) will be the sponsor of the regulatory application for the PoNS™ technology until the application is cleared or approved by the FDA, at which point USAMRMC will transfer such clearance or approval to the Company. After transfer of the regulatory application to the Company and in the event that the Company is not willing or able to commercialize the technology within two years from the expiration of this CRADA, the Company will transfer possession, ownership and sponsorship/holdership of the regulation application, regulatory correspondence and supporting regulatory information related technology to USAMRMC and grant the U.S. Government a non-exclusive, irrevocable license to any patent, copyright, data rights, proprietary information or regulatory information for the U.S. Government to commercialize the technology.

(f) On March 3, 2014, the Company entered into a letter of intent with Transmax Investing with an intent of Transmax Investing to effect a transaction with the Company whereby a certain financing will be conducted into the Company and a public listing of the Company on a recognized stock exchange.

9. RELATED PARTY TRANSACTIONS

For the year ended March 31, 2014, the Company was a party to the following related party transactions not disclosed elsewhere in these financial statements:

As of March 31, 2014, $ nil (March 31, 2013 - $2,231) in short-term loan payable is outstanding to a shareholder of the Company.

During the year ended March 31, 2014, the Company paid $20,833 (March 31, 2013 - $nil) as wages to the CEO of the Company.

See also Notes 3 and 8.

10. SUBSEQUENT EVENTS

In April 2014, 201,436 shares were issued pursuant to the exercise of options.

On May 27, 2014, the Company entered into a rental agreement for office space. The monthly rent is $3,896. The agreement expires on May 31, 2015.

On June 4, 2014, the Company entered into an amendment letter for the convertible debenture. Pursuant to the amendment letter, if any qualified Financing being an aggregate amount of at least $2,000,000 occurs, the principal amount of the debenture shall be automatically converted into common shares of Helius Medical Technologies , Inc. ("Helius") at a price per share equal to CAD $0.425. For the avoidance of doubt, upon conversion of the debenture, Helius will issue a total of 2,564,705 common stock of Helius and Helius will pay $11,131 in cash with respect to the accrued and unpaid interest outstanding.

On June 6, 2014, the Company entered into a definitive agreement with Helius where Helius acquired 100% of the outstanding and issued shares of the Company by issuing 16.035 shares of Helius for every common stock outstanding of the Company. As a result, the Company will become a wholly owned subsidiary of Helius. Under certain conditions, termination of the agreement could result in a break fee payable of $500,000 by either of the parties. In connection with the acquisition, Helius is conducting a non-brokered private placement at CAD $0.50 per unit of 15,240,000 units raising up to CAD $7.62 million, which is currently held in escrow pending the close of the acquisition and a listing on the Canadian Securities Exchange (the "CSE"). Each unit consists of one common share of Helius and one half of warrant of Helius where one full warrant is exercisable for 2 years at CAD $1.00 into one common stock.

In connection with the definitive agreement, Helius advanced an unsecured loan in the amount of $150,000 (the "Bridge Loan") to the Company. The Bridge Loan is for a term of one year commencing on May 30, 2014, and is payable in a lump sum at the end of the term. The Bridge Loan bears interest at a rate of 8% per annum.

The Company has evaluated subsequent events through the issuance date of the financial statements The Company is not aware of any additional significant subsequent events that occurred subsequent to the balance sheet date, but prior to the date of issuance that would have a material impact on the Company's financial statements.

SCHEDULE "C"

PRO FORMA FINANCIAL STATEMENTS

(see attached)

Helius Medical Technologies, Inc.

Unaudited Pro Forma Consolidated Balance Sheet
(Expressed in United States dollars)
March 31, 2014

	Helius Medical Technologies, Inc.	NeuroHabilitation Corporation	Notes	Pro Forma Adjustments	Pro Forma Consolidation
ASSETS					
Current Assets:					
Cash and cash equivalents	$ 9	$ 15,968	2(a)	6,594,790	$ 6,840,942
			2(d)	230,175	
Prepaids	-	300,000			$ 300,000
TOTAL ASSETS	$ 9	$ 315,968		$ 6,824,965	$ 7,140,942
LIABILITIES & SHAREHOLDERS' EQUITY					
Current Liabilities:					
Accounts payable	-	215,921	2(b)	276,210	515,809
			2(d)	23,678	
Convertible debenture	-	368,024		-	368,024
Total Liabilities	-	583,945		299,888	883,833
Stockholders' Equity:					
Common Stock	9	200	2(a)	5,739,511	10,131,566
			2(a)	(420,944)	
			2(a)	(230,184)	
			2(a)	5,000,000	
			2(c)	(187,200)	
			2(d)	230,175	
Additional paid-in capital	-	9,316,957	2(a)	1,276,223	10,593,180
			2(c)	187,200	187,200
Deficit accumulated during the development stage	-	(9,585,134)	2(b)	(276,210)	(14,654,838)
			2(a)	(4,793,503)	
			2(d)	(23,678)	
			2(d)	23,687	
Total Stockholders' Equity	9	(267,977)		6,525,077	6,257,109
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	$ 9	$ 315,968		$ 6,824,965	$ 7,140,942

See accompanying notes to the pro forma consolidated financial statements

Helius Medical Technologies, Inc.

Unaudited Pro Forma Consolidated Statement of Loss and Comprehensive Loss
(Expressed in United States dollars)
For the year ended March 31, 2014

	Helius Medical Technologies, Inc.	NeuroHabilitation Corporation	Notes	Pro Forma Adjustments	Pro Forma Consolidation
Operating Expenses:					
Accredited interest	$ -	$ 1,119			1,119
Consulting fees	-	807,385			807,385
Interest expense	-	225			225
Legal fees	-	33,966			33,966
Meals and entertainment	-	833			833
Office expense	-	6,793			6,793
Research and development expense	-	171,781			171,781
Compensation for shares issued for services	-	-			-
Transaction cost	-	-	2(b)	276,210	276,210
Travel	-	22,027			22,027
Wages and salaries	-	23,155			23,155
Loss from operations	-	1,067,284		276,210	1,343,494
Net loss and comprehensive loss	$ -	$ 1,067,284		$ 276,210	$ 1,343,494

See accompanying notes to the pro forma consolidated financial statements

1. Basis of Presentation

The accompanying unaudited pro forma consolidated financial statements have been prepared for the purpose of inclusion in the listing statement in connection with the acquisition of NeuroHabilitation Corporation ("NHC") by Helius Medical Technologies, Inc. ("Helius" or the "Company") through a stock exchange of 100% of NHC's capital stock ("Transaction").

The unaudited pro forma consolidated financial statements have been prepared by the management of Helius in accordance with U.S. generally accepted accounting principles ("US GAAP") to give effect to the transactions and assumptions described in the notes. The unaudited pro forma consolidated balance sheet has been prepared assuming the Transaction had occurred on March 31, 2014 and the unaudited pro forma consolidated statement of loss and comprehensive loss has been prepared assuming the transaction occurred on the first day of the period presented

The unaudited pro forma consolidated financial statements should be read in conjunction with the description of the transaction in this listing statement and are derived from the followings:

a) the audited financial statements of Helius as at March 31, 2014; and

b) the audited financial statements of NHC as at March 31, 2014

The underlying assumptions for the pro forma consolidated adjustments provide a reasonable basis for presenting the significant financial effects directly attributable to such transactions. These pro forma adjustments are tentative and are based on available financial information and certain estimates and assumptions. The actual adjustments to the consolidated financial statements of the Company will depend on a number of factors. Therefore, the actual adjustments will differ from the pro forma adjustments. Management believes that such assumptions provide a reasonable basis for presenting all of the significant effects of the transactions contemplated and that the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the unaudited pro forma consolidated financial statements.

The accounting policies used in preparation of the unaudited consolidated pro-forma financial statements are consistent in all material respects with those used by the Company as described in Note 2 to its audited financial statements for the period ended March 31, 2014.

2. Pro Forma Consolidated Balance Sheet Assumptions and Adjustments

a) The Proposed Transaction

Pursuant to the Transaction, Helius has entered into the Agreement and Plan of Merger with NHC, whereby Helius will acquire 100% of issued and outstanding shares of NHC. In exchange, Helius will issue a total of 35,300,083 shares to the shareholders of NHC of which will merger with a wholly owned subsidiary of Helius, HMT Mergersub, organized pursuant to the laws of Delaware.

Although the Transaction will result in NHC becoming a wholly-owned subsidiary of Helius, the Transaction will constitute a Reverse Takeover of Helius as the former NHC Shareholders will own majority of the outstanding shares of Helius upon completion of the Proposed Transaction. In accordance with US GAAP, this transaction is considered to be a capital transaction and the difference between the purchase price and the net assets acquired is charged directly to equity.

(Expressed in United States dollars)

The consideration paid by NHC to acquire the Company is estimated at $5,000,000, being the estimated fair value of the shares exchanged. The net assets acquired of Helius are $206,497, resulting in a net charge to deficit of $(4,793,503).

In connection with the Transaction, Helius will complete a financing up to 15,240,000 units at CAD $0.50 per unit ("Concurrent Financing") for a total proceeds of $7,015,734 (CAD $7,620,000). Each unit is consisted of one Helius share and one half of one Helius warrant. The finder's fee is consisted of 6% cash $420,944 (CAD $457,200) and 6% warrants (914,400 warrants). Proceeds were allocated among common shares and warrants based on their relative fair values. The fair value of the warrants was $1,276,223 (CAD $1,386,144) and determined using a Black Scholes model using the following weighted average assumptions:

Weighted average fair value at grant date (CAD $)	0.50
Average risk-free interest (%)	1.48
Expected life (years)	2
Expected volatility (%)	115.57

b) Transaction cost

The incremental management and administrative costs of the Corporation for the above related offering and acquisition, including audit fees, legal fees, finder's fee for the Concurrent Financing and any costs associated with regulatory filings have been estimated to be $276,210 (CAD $300,000) which is deemed to be incurred and expensed as transaction cost.

c) With respect to the Concurrent Financing, the Company agreed to pay finder's fees equal to 6% cash and 6% warrants on gross proceeds of the financing. The fair value of the warrants of $187,200 (CAD $203,324) as determined using a Black Scholes model using the following weighted average assumptions:

Weighted average fair value at grant date (CAD $)	0.50
Average risk-free interest (%)	1.48
Expected life (years)	2
Expected volatility (%)	115.57

d) On March 25, 2014 and amended on April 8, 2014 Helius entered into an arrangement agreement ("Arrangement") with Boomerang Oil, Inc. (formerly known as 0922327 B.C. Ltd) ("Pubco") and 0995162 B.C. Ltd. ("Buyco") to reorganize the businesses by way of a plan of arrangement ("Plan of Arrangement"). Pursuant to the Arrangement, the following steps should be taken:

1. Buyco shall acquire all issued and outstanding the Company's shares from Pubco for consideration of $5,000;

2. The shareholders of Buyco and the Company shall exchange securities on a 1:1 basis;

3. Pubco and the Company shall exchange securities as follows: Pubco shall issue the Pubco Exchange Shares to the Company and the Company shall issue the Company Exchange Shares to Pubco;

(Expressed in United States dollars)

4. The Pubco Exchange Shares and the Company Exchange Shares shall be cancelled.

5. Shares of Helius owned by Buyco shall be cancelled.

e) On June 3, 2014, Helius agreed to advance NHC a bridge loan in the amount of US $150,000 in connection with the proposed acquisition. The bridge loan is for a term of one year commencing on the date of advance and is payable in a lump sum at the end of the term. The bridge loan bears interest at a rate of 8% per annum.

3. Pro Forma Share Capital

A continuity of Helius issued common share capital and related recorded values after giving effect to the pro forma transactions described in note 2 above is set out below:

	March 31, 2014	
	Common Shares	**Amount ($)**
Share capital of Helius before the Transaction	10,000,000	5,000,000
Shares issued to NHC	35,300,083	200
Concurrent financing, net of finder's fees - 6% cash and 6% warrants	15,240,000	5,131,366
Total	60,540,083	10,131,566

SCHEDULE "D"

CERTIFICATE OF THE COMPANY

The foregoing contains full, true and plain disclosure of all material information relating to Helius Medical Technologies, Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia
this 20th day of June, 2014.

"Philippe Deschamps"	*"Amanda Tseng"*
Philippe Deschamps Chief Executive Officer	Amanda Tseng Chief Financial Officer
"Savio Chiu"	*"Yuri Danilov"*
Savio Chiu Director	Yuri Danilov Director