

Management's Discussion and Analysis of Financial Condition  
and Results of Operations of

**KURE TECHNOLOGIES, INC.**

Years ended August 31, 2018 and 2017

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# KURE TECHNOLOGIES, INC.

## MANAGEMENT'S DISCUSSION AND ANALYSIS of the Financial Condition and Results of Operations

(In thousands, except shares and per share amounts)  
For the years ended August 31, 2018 and 2017

December 27, 2018

### 1. INTRODUCTION

This management's discussion and analysis ("MD&A") of financial condition and result of operations of Kure Technologies, Inc. ("Kure" or "the Company") is supplementary to, and should be read in conjunction with, the Company's consolidated financial statements for the fiscal years ended August 31, 2018 and 2017.

The Company's consolidated financial statements and the notes thereto have been prepared on the basis of accounting principles applicable to a going concern. This assumes that the Company will operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities, other than in the normal course of business and at amounts different from those in the financial statements.

Unless specifically stated, the references to "Kure" or "the Company" include the legal entity Kure Technologies, Inc. and its wholly-owned subsidiary, UBS Wireless Services Inc. ("UBS Wireless").

### 2. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective under International Financial Reporting Standards ("IFRS"), and determined that the following may have an impact on the Company:

#### *IFRS 9 "Financial Instruments"*

This new standard is a partial replacement of International Accounting Standard ("IAS") 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The effective date of IFRS 9 is annual periods beginning on or after January 1, 2018.

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### 3. CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes forward-looking statements and information concerning expected future events, the future performance of the Company, its operations, and its financial performance and condition. These forward-looking statements and information include, among others, statements with respect to the Company's objectives and strategies to achieve those objectives, as well as statements with respect to its beliefs, plans, expectations, anticipations, estimates, and intentions. When used in this MD&A, the words "believe", "anticipate", "may", "should", "intend", "estimate", "expect", "project", and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words.

These forward-looking statements and information are based on current expectations. The Company cautions that all forward-looking statements and information are inherently uncertain and actual future results, conditions, actions or events may differ materially from the targets, assumptions, estimates, or expectations reflected or contained in the forward-looking statements and information, and that actual future results, conditions, actions, events, or performance will be affected by a number of factors including economic conditions and competitive factors, many of which are beyond the Company's control.

New risks and uncertainties arise from time to time, and it is impossible for the Company to predict these events or the effect that they may have on the Company. Certain statements in this MD&A, other than statements of historical fact, may include forward-looking information that involves various risks and uncertainties. This may include, without limitation, statements based on current expectations involving a number of risks and uncertainties. These risks and uncertainties include, but are not restricted to: (i) tax-related matters, (ii) financial risk related to short-term investments (including credit risks and reductions in interest rates), (iii) human resources developments, (iv) business integrations and internal reorganizations, (v) process risks, (vi) health and safety, (vii) the outcome of litigation and legal matters, (viii) any prospective acquisitions or divestitures, (ix) other risk factors related to the Company's historic business, and (x) risk factors related to the Company's future operations.

More specifically, Kure faces risks and uncertainties in connection with the outcome of litigation described under the section entitled "Overview – Significant current events – Jolian Parties". In particular, there can be no assurance that Kure will be able to recover any of the amounts awarded it in the litigation.

For a more detailed discussion of factors that may affect actual results or cause actual results to differ materially from any conclusion, forecast or projection in these forward-looking statements and information, see the section entitled "Overview – Significant current events" below.

Therefore, future events and results may vary significantly from what the Company currently foresees. Readers are cautioned that the forward-looking statements and information made by the Company in this MD&A are stated as of the date of this MD&A, are subject to change after that date, are provided for the purposes of this MD&A and may not be appropriate for other purposes. We are under no obligation to update or alter the forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by National Instrument 51-102, and we expressly disclaim any other such obligation.

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## 4. OVERVIEW

### Significant current events

#### Replacement of director

On November 28, 2018, Mr. Nicholas T. Macos was appointed as a director of the board, replacing Mr. Daniel S. Marks who resigned on November 21, 2018.

#### Short-term loan

On November 30, 2018, a director extended interim unsecured funding to the Company totalling \$50 at an annual interest rate of 12% and a maturity date of June 3, 2019.

#### Jolian Parties

The Company is continuing its efforts to recover, from former Chief Executive Officer (“CEO”) Gerald McGoey and Jolian Investments Ltd, together referred to as the “Jolian Parties”, cost and disgorgement orders totalling \$1,584 plus post-judgment interest.

On November 24, 2017, the Company received notice that the Jolian Parties had made a proposal (the “Jolian Proposal”) under the *Bankruptcy and Insolvency Act*. In connection with the Jolian Proposal, the Company filed a Proof of Claim in respect of the amounts owing.

At the General Meeting of Creditors held on December 12, 2017, creditors who were qualified to vote at the Meeting refused to approve the Jolian Proposal with the result that the Jolian Parties were each deemed to have thereupon made an assignment in bankruptcy. The Company is now pursuing its collection efforts through the bankruptcy process.

### **The Company**

Kure Technologies, Inc. is a publicly listed Canadian company, trading on the NEX, which is a separate board of the TSX Venture Exchange, under the symbol KUR.H. Kure’s head office is located in Toronto, Ontario.

#### Going concern

The going concern basis of presentation assumes that Kure will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There is some doubt about Kure’s use of the going concern assumption as a result of the Jolian Parties bankruptcy proposal and the Company’s current investment in ONEnergy Inc. (“ONEnergy”).

Kure will need to raise cash and/or monetize assets, and/or reduce its outstanding commitments in order to meet the needs of its existing operations and commitments, giving rise to doubt about Kure’s use of the going concern assumption. Notwithstanding the above, the Company’s consolidated financial statements for the years ended August 31, 2018 and 2017 have been prepared on a going concern basis and do not include any adjustments to the carrying values and classification of assets and liabilities and reported revenue and expenses that would be necessary if the going concern basis was not appropriate. Such adjustments could be material.

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## **Strategy**

The Company's operating strategy is to preserve its cash, monitor its investment in ONEnergy, and explore opportunities to maximize shareholder value.

The Company is reviewing a variety of business plans and, while subject to change, is currently focusing its strategic efforts in the connected intelligent device sector which it believes has the most attractive opportunities.

## **Investment in ONEnergy**

As at August 31, 2017 the Company held 2,428,500 common shares in ONEnergy (TSXV:OEG), and the economic and voting interest of ONEnergy was 10.1%.

Trading in the common shares of ONEnergy ("OEG Shares") was halted on December 21, 2016 pending a transaction which was ultimately terminated on November 13, 2017. On December 20, 2017, OEG shares recommenced trading.

During fiscal 2018, the Company sold a total of 1,353,000 shares for gross proceeds of \$233 and the Company ceased to be classified as an insider.

Trading in the common shares of ONEnergy was again halted on April 26, 2018 while ONEnergy considers a proposed reorganization and a subsequent business combination.

The value of the Company's holdings of 1,075,500 ONEnergy shares as at August 31, 2018, based on the current halt price of \$0.20, was \$215 (August 31, 2017, 2,428,500 shares, based on the December 21, 2016 halt price of \$0.375 - \$911).

The Company has determined the decline in the value of the common shares of ONEnergy to be significant and not temporary and, accordingly, recorded an impairment of \$189 (2017 - \$667).

## **5. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The consolidated financial statements for the years ended August 31, 2018 and 2017 include the accounts of Kure's wholly owned subsidiary, UBS Wireless. All significant intercompany balances and transactions have been eliminated upon consolidation.

## **6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Management's discussion and analysis of operating results and financial condition are made with reference to the Company's consolidated financial statements and notes thereto for the years ended August 31, 2018 and 2017, which have been prepared in accordance with IFRS. The Company's significant accounting policies are summarized in detail in note 2 of the Company's consolidated annual financial statements for the year ended August 31, 2018, and include:

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**(a) Income taxes**

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

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute deferred tax assets and liabilities are measured at future anticipated tax rates which have been enacted or substantively enacted at the reporting date. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

With certain exceptions, deferred tax assets and liabilities are provided on all qualifying temporary differences at the end of the reporting period between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets are only recognized to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future and future taxable profit will be available against which the temporary difference can be utilized.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

**(b) Provisions and contingencies**

Provisions are recognized when a legal or constructive obligation exists, as a result of past events, and it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate current market-based pre-tax discount rate. The increase in the provision due to passage of time is recognized as interest expense.

When a contingency substantiated by confirming events can be reliably measured and is likely to result in an economic outflow, a liability is recognized as the best estimate required to settle the obligation. A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of a present obligation cannot be measured reliably or will likely not result in an economic outflow. Contingent assets are only disclosed when the inflow of economic benefits is probable. When the economic benefit becomes virtually certain, the asset is no longer contingent and is recognized in the consolidated financial statements.

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### (c) Significant accounting judgments and estimates

The preparation of the Company's consolidated financial statements requires management to make certain estimates, judgments 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. The Company's consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant management estimation is required in determining accrued liabilities and accrued restructuring liabilities due to related parties.

Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable income together with future tax planning strategies. Factors considered in the assessment of the likelihood and value of the realizable deferred tax assets include the Company's forecast of the amount and timing of future net income before taxes, available tax planning strategies that could be implemented to realize the deferred tax assets and the remaining period of loss carry-forwards.

Significant judgment and estimates are also required in assessing the carrying value of accounts receivable and other receivables. Factors considered in assessment of carrying value included the ability of the counterparty to pay and the actions available to the Company to enforce collection. Estimation uncertainty relating to the receivable from the Jolian Parties is disclosed in the section entitled "Results of operations – General and administrative expense – Impairment of receivable from Jolian Parties".

## 7. SELECTED ANNUAL INFORMATION

	Fiscal 2018	Fiscal 2017	Fiscal 2016
Service and sales revenue	\$ -	\$ -	\$ -
Operating expense	251	294	453
Interest income	23 <sup>(1)</sup>	44 <sup>(1)</sup>	81 <sup>(1)</sup>
Loss on sale of ONEnergy shares	(273)	(12)	(3)
Impairment of receivable from Jolian Parties	(168)	(384)	(489)
Unrealized loss of investment in ONEnergy recognized in net loss	(189)	(667)	(1,491)
Income (loss) before comprehensive income (loss)	(858)	(1,313)	(2,355)
Fair value adjustment in ONEnergy <sup>(2)</sup>	(189)	(667)	(380)
Unrealized loss recognized in net loss	189	667	1,491
Income (loss) and comprehensive income (loss) for the year	\$ (858)	\$ (1,313)	\$ (1,244)
Income (loss) per share			
Basic and diluted	\$ (0.06)	\$ (0.09)	\$ (0.19)
Total assets	758	1,618	2,684
Total liabilities	568	570	307

<sup>(1)</sup> Includes accrued post-judgment interest on the cost and disgorgement orders owed to Kure by the Jolian Parties.

<sup>(2)</sup> Effective February 20, 2013, the Company accounts for its investment in ONEnergy using the fair value method. Refer also to the section entitled "Investment in ONEnergy – Carrying value of ONEnergy".

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## 8. RESULTS OF OPERATIONS

Highlights of the results for the year ended August 31, 2018 include the following:

- Kure recorded a loss from operations of \$858, compared to \$1,313 for the year ended August 31, 2017.
- As at August 31, 2018, Kure held cash of \$15, compared to \$77 as at August 31, 2017.

### Operating expense

	Year ended August 31,	
	2018	2017
Compensation	\$ 116	\$ 116
General and administrative	135	178
Total operating expense	\$ 251	\$ 294

### Compensation

Compensation expense includes mainly wages, salaries and benefits.

During the year ended August 31, 2018, the Company expensed \$116 in compensation (2017 - \$116) (refer to the section "Related party transactions – Compensation of key management personnel").

### General and administrative expense

General and administrative expense includes professional fees, board of director fees, general occupancy, and other administrative overheads for the Company. A summary of the general and administrative key components is set out below:

	Year ended August 31,	
	2018	2017
Professional expenses	\$ 125	\$ 175
Office and general	10	3
Total general and administrative expenses	\$ 135	\$ 178

### Professional fees

Professional fees include mainly corporate legal, audit, accounting, filing fees, general shareholder meeting costs and insurance.

During the year ended August 31, 2018, the Company recorded \$120 in professional expenses, a decrease of 31.4% over fiscal 2017, mainly due to lower fees relative to the decrease in the number of shares outstanding (refer to the section entitled "Share capital").

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## Interest and financing charges

During fiscal 2018, interest expense totalling \$7 arose from the short-term loan which was repaid on March 31, 2018 (refer to the section entitled “Related party transactions – Short-term loans payable”).

Interest income of \$44 for the year ended August 31, 2017, was earned mainly on the Jolian Parties receivable (refer to the section entitled “Overview – Significant current events – Jolian Parties”).

## Income taxes

As at August 31, 2018, Kure had \$20,648 in non-capital income tax losses with expiry dates between 2027 and 2038, SRED pool carryforwards of \$11,545, capital loss carryforwards of \$25,530, and non-tax deductible reserves of \$60.

## Loss and comprehensive loss

The loss before comprehensive loss for the year ended August 31, 2018 amounted to \$858 or a weighted average loss per share of \$0.06, basic and diluted (2017 - \$1,313 and \$0.09), and the loss and comprehensive loss totaled \$858 or a weighted average loss per share of \$0.06 basic and diluted (2017 - \$1,313 and \$0.09).

## 9. QUARTERLY FINANCIAL RESULTS

The table below sets out financial information for the past eight quarters:

	Fiscal 2018				Fiscal 2017			
	Aug 31	May 31	Feb 28	Nov 30	Aug 31	May 31	Feb 29	Nov 30
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Operating expense before interest	63	52	79	57	92	122	18	62
Interest expense (income)	(30)	1	3	3	(7)	(12)	(16)	(9)
Loss (Income) on sale of ONEnergy shares	(1)	61	213	-	(69)	-	8	73
Impairment of accounts receivable	168	-	-	-	384	-	-	-
Impairment of investment in ONEnergy	189	-	-	-	667	-	-	-
Loss before comprehensive loss	(389)	(114)	(295)	(60)	(1,067)	(110)	(10)	(126)
Fair value adjustment in ONEnergy <sup>(1)</sup>	-	42	(231)	-	(69)	-	(423)	(175)
Unrealized loss recognized in net loss	189	-	-	-	667	-	-	-
Loss and comprehensive loss for the period	\$ (189)	\$ (72)	\$ (526)	\$ (60)	\$ (469)	\$ (110)	\$ (433)	\$ (301)
Loss per share from operations – basic and diluted	\$(0.025)	\$(0.007)	\$(0.020)	\$(0.004)	\$(0.031)	\$(0.007)	\$(0.000)	\$(0.001)
Comprehensive income (loss) per share – basic and diluted	\$ 0.013	\$ 0.002	\$(0.015)	\$(0.000)	\$ 0.000	\$(0.000)	\$(0.003)	\$(0.001)
<b>Income (loss) per share</b>								
Basic and diluted <sup>(2)</sup>	\$ (0.012)	\$(0.005)	\$(0.035)	\$(0.004)	\$(0.031)	\$(0.007)	\$(0.003)	\$(0.002)

<sup>(1)</sup> The Company accounts for its investment in ONEnergy using the fair value method.

<sup>(2)</sup> Quarterly loss per share are not additive and may not equal the total loss per share reported. This is due to rounding and the effect of the share consolidation and split effective March 16, 2017.

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## **10. LIQUIDITY AND CAPITAL RESOURCES**

Kure held cash of \$15 as at August 31, 2018 (2017 - \$77).

Cash used in operating activities for the year ended August 31, 2018 was \$188, compared to \$273 for the year ended August 31, 2017. Higher flows during fiscal 2017 was due mainly to the payment of legal bills associated with the Jolian Parties recovery process.

For the fiscal year ended August 31, 2018, \$107 in cash was used in financing activities due mainly to the repayment of a short-term loan (\$100) plus interest (\$7).

Cash provided by financing activities during the year ended August 31, 2017 totalling \$84, resulted from the loan from related parties to the Company totalling \$100, partially offset by the costs of \$16 associated with the Share Change (refer to the section entitled "Significant current events – Share consolidation and split and name change").

Cash provided by investing activities totalling \$233 for the year ended August 31, 2018 resulted from the sale of shares in ONEnergy. During fiscal 2017, \$117 of cash was provided by investing activities, resulting from the redemption of a GIC totalling \$51, and \$66 received from the sale of ONEnergy shares (refer to the section entitled "Investment in ONEnergy").

Kure has incurred operating losses and negative cash flows from operations in recent years. Kure will need to raise cash and/or reduce its outstanding commitments in order to meet the needs of its existing operations and commitments, giving rise to doubt about Kure's use of the going concern.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its current liabilities when due.

## **11. SHARE CAPITAL**

As at August 31, 2018 and December 27, 2018, approximately 15,097,800 common shares in Kure were issued and outstanding.

## **12. STOCK BASED COMPENSATION**

As at August 31, 2018 and 2017, no stock options were issued or outstanding, and no stock options were granted or expired.

## **13. RELATED PARTY TRANSACTIONS**

### **(a) Short-term loans payable**

On August 9, 2017, two directors extended interim funding to the Company totalling \$100 at an annual interest rate of 12% and a maturity date of March 31, 2018. Interest earned at maturity was \$7.

The loan and interest were repaid on maturity.

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**(b) Compensation of key management personnel**

The Company's key management personnel include members of the executive team and the board of directors of the Company and its wholly owned subsidiaries.

Key management compensation for the year ended August 31, 2018 totalled \$70, which included \$20 for director fees and \$50, net of applicable taxes, to the CEO of the Company (fiscal 2017 - \$15 and \$65).

The balance of compensation owing to key management personnel, excluding applicable taxes, totalled:

	Year ended August 31,	
	2018	2017
CEO compensation (net of applicable taxes)	\$ 100	\$ 50
Board fees	35	15
Total general and administrative expenses	\$ 135	\$ 65

There are no ongoing contractual or other commitments arising from these transactions with related parties.

**14. CONTINGENCIES**

In the normal course of its operations, the Company may be subject to other litigation and claims.

The Company indemnifies its directors, officers, consultants, and employees against claims and costs reasonably incurred and resulting from the performance of their services to the Company, and maintains liability insurance for its directors and officers.

**15. OPERATING RISKS AND UNCERTAINTIES****Management of capital**

The Company's overall strategy with respect to management of capital is to provide the financial capacity and flexibility in order to preserve its ability to meet its strategic objectives and financial obligations and continue as a going concern. This is effected by offsetting less liquid strategic investment holdings with low-risk highly-liquid cash accounts and, from time to time, short-term deposits.

The Company currently has one demand loan outstanding which matures on March 31, 2018 (refer to the section entitled "Related party transactions – Short-term loans payable") which does not require fixed payments of interest and principal due to the lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company invests its liquid capital in short-term investments to obtain adequate cash returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity, and returns on unused capital and allowing flexibility in holding longer term strategic investments.

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## **Financial instruments and risk management**

The Company's activities may expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee, under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's exposure to credit risk relates mainly to the amount owing to the Company by the Jolian Parties (refer to the section entitled "Overview – Significant current events – Jolian Parties").

### Interest rate risk

The Company had no significant exposure to interest rate risk through its financial instruments as at August 31, 2018 and 2017.

### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in the section entitled "Operating risks and uncertainties – Management of capital", in normal circumstances.

The Company's financial liabilities are comprised of its accounts payable and accrued liabilities.

### Other price risk

The Company is exposed to other price risk on its investment in equities quoted in an active market since changes in market prices could result in changes in the fair value of the investment.

## **16. PROPOSED TRANSACTIONS & OFF BALANCE SHEET ARRANGEMENTS**

There are no proposed transactions or off balance sheet arrangements.

## **17. ADDITIONAL INFORMATION**

Additional information regarding the Company's financial statements and corporate documents is available on SEDAR at [www.sedar.com](http://www.sedar.com).

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# KURE TECHNOLOGIES, INC.

Shareholder Information

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## Board of Directors and Officers

Henry J. Kloepper (Chairman of the Board and Interim Chief Financial Officer)

Nicholas T. Macos

Alex Dolgonos (Interim Chief Executive Officer)

## Auditors

Dale Matheson Carr-Hilton Labonte LLP  
Vancouver, British Columbia

## Shareholder inquiries

Kure Investor Relations  
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## Transfer agent

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Toronto, Ontario  
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Tel: (416) 361-0930  
Fax: (416) 361-0470  
email: [TMXEInvestorservices@tmx.com](mailto:TMXEInvestorservices@tmx.com)

## Common shares

The common shares of the Company are listed on the NEX under the symbol KUR.H.