

Franchise Holdings International, Inc.  
Form 10-K  
April 13, 2015

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the Fiscal Year Ended: December 31, 2014**

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**Commission File No. 0-27631**

**Franchise Holdings International, Inc.**

(Exact Name of Small Business Issuer as specified in its charter)

**Nevada**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**65-0782227**  
(I.R.S. Employer Identification Number)

**8820 Jane Street**  
**Vaughan, Ontario, Canada L4K 2M9**

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(Address of Principal Executive Offices, Including Zip Code)

Registrant's Telephone Number, including area code: **(888) 554-8789**

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock, \$.0001 per share par value**

Indicate by check mark if registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes ☐ No ☒ x.

Indicate by check mark if registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.  
Yes ☐ No ☒ x.

Indicate by check mark whether the registrant (1) has filed all Reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes: ☒ x No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files. Yes ☒ x No ☐.

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this form and no disclosure will be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K. ☒ x

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "small reporting company" in Rule 12b-2 of the

Exchange Act.

Large accelerated filer	..	Accelerated filer	..
Non-accelerated filer	..	Smaller reporting company	x
(Do not check if a smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  
.. No x.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: approximately \$2,982,907.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. Common Stock, \$0.001 par value – 5,892,166 shares, as of April 9, 2015.

**Franchise Holdings International, Inc.**

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References in this document to “Franchise Holdings,” “us,” “we,” “our” or “Company” refer to Franchise Holdings International, Inc. unless the context indicates otherwise.

## **Cautionary Statements under the Private Securities Litigation Reform Act of 1995**

### *Forward-Looking Statements*

The following discussion contains forward-looking statements regarding us, our business, prospects and results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause our actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that may affect such forward-looking statements include, without limitation: our ability to successfully develop new products and services for new markets; the impact of competition on our revenues, changes in law or regulatory requirements that adversely affect or preclude clients from using us for certain applications; delays our introduction of new products or services; and our failure to keep pace with our competitors. When used in this discussion, words such as “believes”, “anticipates”, “expects”, “intends” and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We undertake no obligation to revise any forward-looking statements in order to reflect events or circumstances that may subsequently arise. Readers are urged to carefully review and consider the various disclosures made by us in this report and other reports filed with the Securities and Exchange Commission that attempt to advise interested parties of the risks and factors that may affect our business.

## **PART I**

### **ITEM 1. BUSINESS**

#### **Narrative Description of the Business**

##### **Our History**

We were originally incorporated as FSGI Corporation under the laws of the State of Florida in 1997 as a holding company for the purpose of acquiring Financial Standards Group, Inc. (FSG). That year FSGI Corporation acquired FSG, a Florida company organized in October 1989, to assist credit unions in performing financial services. FSG offered financial services to credit unions as a wholly-owned subsidiary until its sale in January 2000.

On December 21, 1998, FSGI Corporation, at the time a publicly traded company trading on the OTCBB as FSGI, acquired all of the outstanding common stock of The Martial Arts Network On-Line, Inc., a wholly owned subsidiary of The Martial Arts Network, Inc. The Martial Arts Network On-Line, Inc., a company organized under the laws of the State of Florida, was developed in 1996 by its parent company The Martial Arts Network, Inc. as an electronic forum dedicated to promoting education and awareness of martial arts through its web site. Upon issuance of shares, and options to purchase shares of FSGI Corporation's common stock to The Martial Arts Network, Inc., that company became the controlling stockholder of FSGI Corporation.

FSGI then changed its name to TMANglobal.com, Inc. ("TMAN") as the result of a merger between FSGI Corporation and The Martial Arts Network On-Line, Inc. on December 21, 1998.

Franchise Holdings was incorporated in the State of Nevada on April 2, 2003. Franchise Holdings International, Inc. completed a merger with TMAN Global.com Inc. on April 30, 2003. This merger was in the nature of a change in domicile of the Florida corporation to the State of Nevada, as well as the acquisition of a new business. Since the inception of our current business operations, we have been in the business of acquiring franchise, license and distribution rights in new and emerging growth companies.

On December 16, 2014, Franchise Holdings International, Inc. (FNHI) entered into a three party Definitive Share Exchange Agreement (the "Agreement") to acquire all issued and outstanding shares of TruXmart Ltd. (The Company" or TruXmart"), an Ontario (Canada) corporation located at 1895 Clements Road, Suite 155, Pickering, Ontario

CANADA L1W 3R8, for 40,000,000 shares of FNHI (the “FNHI Shares”), when sufficient authorized shares are available, which will represent 91.76% of the outstanding shares of FNHI (the “Share Exchange”), calculated post-issuance. The Agreement was with Steven Rossi (“Rossi”), the sole shareholder of TruXmart and with TruXmart. Prior to the Share Exchange, Rossi held all outstanding shares of TruXmart, consisting of 4,791 Class A common shares and TruXmart owned 2,300,000 common shares of FNHI, representing an 80.961285% ownership stake in FNHI. Pursuant to the Share Exchange, Rossi acquired from TruXmart, its 2,300,000 FNHI common shares and is to acquire an additional 37,700,000 shares of FNHI from FNHI, when sufficient authorized shares are available, in exchange for all 4,791 outstanding common shares of TruXmart. TruXmart is now the wholly-owned subsidiary of FNHI, with FNHI holding all 4,791 outstanding shares of TruXmart common stock.



## Operations

### *General*

TruXmart was founded in 2011 to take advantage of the limited innovation provided by existing tonneau cover manufacturers. Tonneau covers have remained much the same in price and design since 2005 with one main company controlling a majority of the tonneau cover market. This dynamic market segment is in need of a new innovative manufacturer of high quality, functional, and aggressively priced tonneau covers. TruXmart has developed multiple products for all of the most prominent pick up trucks available in North America. Details of each product can be found at [www.truxmartcovers.com](http://www.truxmartcovers.com). TruXmart sells its products through wholesalers in Canada and the U.S. and through third-party online retailers.

We have undertaken a private placement, pursuant to Rule 506(b) of Regulation D, and have raised \$662,800, as of April 9, 2015 and hope to raise up to an additional \$337,200 over the next nine months. Also, working capital will be generated from internal operations. We also reserve the right to examine possible additional sources of funds, including, but not limited to, equity or debt offerings, borrowings, or joint ventures. Limited market surveys have never been conducted to determine demand for our now former products and services. Therefore, there can be no assurance that any of its objectives will be achieved.

### Nature of Products and Services

In 2013 sales of new pick up trucks were over 1,800,000 in the U.S. and over 350,000 in Canada. Throughout their useful lives, it is estimated that only 18% of truck owners have a tonneau cover installed on their truck. The tonneau cover segment of the automotive aftermarket generated revenues of \$255 million in 2005. It is estimated the tonneau cover segment to be closer to \$500 million in 2014. In 2014 / 2015, truck sales have been outpacing car sales and account for 56% of vehicle sales in North America. New pickup truck sales (our principal market) are estimated to be 2,270,000 units for the year 2014/15, based on sales through November 30, 2014, (source: Wall Street Journal online).

### *Background*

For many years, consumers have had very limited options available to them from tonneau cover manufacturers. The leading manufacturers in the North American market have had very few new model developments. The tonneau cover market can be divided into four main styles of covers:

1. Soft Folding & Roll-up covers (Vinyl covers)
2. Hard Folding & Standing Covers (Aluminum and FRP)
3. Solid one piece caps and lids (Plastic & Fiberglass)
4. Retractable Covers (Plastic & Aluminum)

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We believe the consumer favors models that are the least cumbersome, most functional, and lowest initial cost. Solid one piece covers and retractable covers are the least desirable because of their limited functionality and overall cost. Therefore, the most popular covers in today's market are soft and hard folding/rolling tonneau covers.

### *Market Analysis and Distribution*

Our market consists of three major types of customers which include; master warehouse distributor, dealer-wholesaler, and end retail consumer. Master warehouse distributors will stock and distribute product to their customers, which are usually local dealers and wholesalers. Dealers and wholesalers are local stores which sell product to some businesses and retail consumers in their area and online retailers. Dealers will purchase most of their product from their local distributor who will deliver to them regularly. Retail end consumers are simply the end user of your product. TruXmart currently sells its product line through distributors and dealer networks.

TruXmart's target market includes master warehouse distributors and dealers.

In the Canadian market, TruXmart does the majority of its business with warehouse distributors, and select dealer customers. In the US market, TruXmart's customer base is mostly dealers and wholesalers. TruXmart's Canadian operation sells to only select dealers in Ontario as well as the largest warehouse distributor in eastern Canada. Enterprise Robert Thibert in Châteauguay, Quebec Canada has over 600,000 square feet of warehouse space in three provinces in Canada. Robert Thibert is responsible for stocking and selling our product to their customer base in Canada. TruXmart dealer sales in Ontario are to only select dealers who assist with product feedback.

TruXmart is a supplying member of one of the largest aftermarket buying groups in the U.S. American Aftermarket Group (AAG), owned by Line-X coatings, consists of over 700 car and truck accessory stores. Being a supplying member of AAG gives TruXmart access to most of the large truck accessory dealers, wholesalers, and online stores in the USA. Our products are sold to AAG members by the sales staff at AAG and all customer service and maintenance is done through phone calls, emails, and infrequent visits.

### *Competition*

Companies that compete in this market are THI Group, Tonno Pro and Rugged Liner however not all companies charge competitive prices:

The Extang (THI) Trifecta retails in the USA for \$425. The Tonno Pro Tri Fold retails for \$269. The Rugged Liner Tri Fold retails for \$329. Whereas the TruXmart Tri Fold retails for CAD\$259; US\$239.

The Extang Solid Fold retails in the USA for \$799. The Rugged Liner Hard Fold retails for \$689. The TruXmart Forte retails at CAD\$699; US\$689.

Low profile Roll-Up covers are manufactured by many different companies. The two most popular Roll-Up covers are the Truxedo (THI) Low-ProQT, which retails for \$499 and the Tonno Pro Low-Roll which retails for \$269. The TruXmart Roll-Up retails for \$CAD299; US\$269.

THI Group is the holding company for Extang Corporation, TruXedo, Inc., BedRug, Inc, UnderCover Inc., Advantage Truck Accessories Inc, Retrax Inc, and BAK Industries. They account for the majority of the competing brands in North America.

The area of biggest growth in the tonneau cover market is in the area of aggressively priced hard folding tonneau covers. Currently, the market distribution is shared by three primary participants, with LKQ/Keystone considered the market leader.

*Sales, Marketing and Distribution Strategy*

TruXmart's sales strategy is constantly changing and dynamic. Sales are made through warehouse distributors, as they typically handle product sales and promotion through their in-house sales department. To fully saturate the market a business must entice the retail consumer to purchase its product by way of a strong internet presence which will consist of YouTube videos and commercials, an interactive website, search engine optimization, social media, etc. The next step is to have strong working relationships and reputations among dealers and wholesalers who purchase TruXmart's product, either directly or through distributors.

The Company's current product lines are as follows:

1. TruXmart Tri Fold (introduced in 2011)

The TruXmart Tri Fold is our staple soft folding tonneau cover. The Tri Fold is made with features such as stainless steel hardware, double coated vinyl tarp, and all aluminum and plastic coated front clamps. The Tri Fold is made available to our customer base at an average cost savings of 5% over competing products.

2. TruXmart Smart Fold (introduced in 2012)

The TruXmart Smart Fold is our second product to market and offers our patented rear Smart Latch system. The Smart Fold is the first innovation in the rear latching system offered on soft folding tonneau covers. The Smart Fold cover comes with all of the same features as the Tri Fold but with a new rear latch system that allows the cover to be opened by simply pulling a release cable which is a new innovation in the soft tri fold segment of our market.

The Company introduced three new products at the Specialty Equipment Manufacturers Association (SEMA) show in Las Vegas in November 2014. These products were the following:

3. TruXmart Forte

The TruXmart Forte is the world's first completely solid folding tonneau cover to be constructed using powder coated galvanized steel. The TruXmart Forte is also the first tonneau cover to come with a removable tool bag that acts as a

cargo divider when installed. This tool bag can be removed from the tonneau cover, zippered together, and carried using a shoulder or hand strap.

#### 4. TruXmart Quad-Fold

The TruXmart Quad-Fold will be the first vinyl wrapped tonneau cover to fold in four sections. This cover will also allow its users full bed access by being foldable upwards towards the rear window of the truck. We chose to make the world's first quad folding cover so this cover is more compact when standing parallel to the back window of a truck, thus eliminating wind resistance and rear window obstruction.

#### 5. TruXmart Roll-Up

The TruXmart Roll-Up cover takes from a long history of roll up covers in our market place. Although roll-up style covers have been in the market since the early 90's, the TruXmart Roll-Up will offer a sleek, low-profile design, superior side seals, and rear smart latches that will allow its user to open this cover by simply pulling on the rear release loop.

In addition, we are currently re-engineering the TruXmart Smart Fold latch system based on consumer feedback. As a consequence, the next generation Smart Fold covers will be far easier to install and will be available for both domestic and imported light trucks.

### *Production and Delivery*

TruXmart products are manufactured to our specifications and design in China. All of our soft (vinyl) covers are made in a factory in Ningbo, China. All future TruXmart hard products are expected to be manufactured in Jiangsu, China. Our soft cover factory is capable of producing 3,000 pieces per month and our hard cover factory is capable of producing 1,500 pieces per month. Production at both factories can be increased within thirty days to facilitate volumes up to ten times the Chinese contract manufacturers' current output without any stress on their capacity.

### *Employees*

Currently, we employ 2 full-time persons. We may hire additional employees in the future to facilitate anticipated growth projections. We reimburse our employee for all necessary and customary business related expenses.

We have no plans or agreements which provide health care, insurance or compensation on the event of termination of employment or change in our control.

### *Proprietary Information*

### *Patent*

As of this date, the Company through Mr. Rossi has obtained one U.S. Patent. In addition, the Company retained patent counsel in October 2014 to file two provisional U.S. patent applications, also in this arena. TruXmart has paid \$7,718 since approximately October 26, 2012, toward the costs of obtaining US Patent 8,814,249 - System for securing a truck bed cover, (filed October 26, 2012, granted May 1, 2014). This patent is owned by Steven Rossi, previously the sole stockholder of TruXmart. Under an exclusive license agreement between the Company and Mr. Rossi, dated November 26, 2014, TruXmart has the right to commercialize this patent. Under this agreement, TruXmart is not obligated to pay any royalties to Mr. Rossi. It is, however, obligated to pay any expenses incurred to keep the patent in full force and effect.

### *Government Regulation*

We believe that governmental regulation will not be significant to us now or in the future.

#### Research and Development

We will spend for research and development activities on an ongoing basis.

#### Environmental Compliance

We believe that we are not subject to any material costs for compliance with any environmental laws.

#### How to Obtain our SEC Filings

We file annual, quarterly, and special reports, proxy statements, and other information with the Securities Exchange Commission (SEC). Reports, proxy statements and other information filed with the SEC can be inspected and copied at the public reference facilities of the SEC at 100 F Street N.E., Washington, DC 20549. Such material may also be accessed electronically by means of the SEC's website at [www.sec.gov](http://www.sec.gov).

Our investor relations department can be contacted at our principal executive office at 8820 Jane Street, Vaughan, Ontario, Canada L4K 2M9. Our phone number is (888) 554-8789. Our website is [www.TruXmartCovers.com](http://www.TruXmartCovers.com)



## ITEM 1A. RISK FACTORS

*This Annual Report contains forward-looking statements that involve risks and uncertainties that could cause our actual results to differ materially from those discussed in this Annual Report. These risks and uncertainties include, but are not limited to, the following.*

### *Limited Operating History; Financial Position Not Robust; Losses/Lack of Profitable Operations to Date*

TruXmart has incurred net losses since inception and may continue to incur net losses while it builds its business and as such it may not achieve or maintain profitability. The Company's limited operating history makes it difficult to evaluate its business and prospects, and there is no assurance that the business of the Company will grow or that it will become profitable.

TruXmart has been in existence since 2011, which is relatively short compared to our competitors. While the Company has experienced recent substantial growth in our revenues in 2013 over 2012, there is no assurance that our revenues will continue to experience such a trend line, nor even that our revenues will continue to grow. Because of our limited operating history it is difficult to extrapolate any meaningful projections about the Company's future. We do not have significant assets with which to press our plans forward.

Our competitors are significantly better funded than we are. This could prove detrimental in that we may not have the funds with which to procure a sufficient supply of product to meet demand at some point. Our competitors could engage in predatory pricing or other tactics in an attempt to eliminate our market share. The Company has incurred net losses since inception, and may continue to incur net losses while it builds its business, and as such it may not achieve or maintain profitability.

*We have historically incurred significant losses and our financial situation creates doubt whether we will continue as a going concern.*

During the twelve months ended December 31, 2014, the Company realized a net loss of \$479,341 compared with a net loss of \$36,935 for the twelve months ended December 31, 2013. As of December 31, 2014, the Company had a working capital deficiency of \$15,021 and a shareholder's deficit of \$7,432. There are no assurances that we will be able to achieve a level of revenues adequate to generate sufficient cash flow from operations or obtain additional financing through private placements, public offerings and/or bank financing necessary to support our working capital requirements. To the extent that funds generated from any private placements, public offerings and/or bank financing are insufficient, we will have to raise additional working capital. No assurance can be given that additional financing

will be available, or if available, will be on acceptable terms. These conditions raise substantial doubt about our ability to continue as a going concern. If adequate working capital is not available we may be forced to discontinue operations, which would cause investors to lose their entire investment.

Upon completion of the Definitive Share Exchange Agreement, the Company was able to raise capital through private placements of shares of the Company's common stock. During December 2014, the Company received subscriptions for 2,775,360 shares of its common stock for proceeds of \$383,000. In addition, subsequent to the year ended December 31, 2014, the Company has received further subscriptions for 2,027,535 shares of its common stock for proceeds of \$279,800.

#### *Future Growth*

The Company's ability to achieve its expansion objectives and to manage its growth effectively depends upon a variety of factors, including the Company's ability to internally develop products, to attract and retain skilled employees, to successfully position and market its products, to protect its existing intellectual property, to capitalize on the potential opportunities it is pursuing with third parties, and sufficient funding. To accommodate growth and compete effectively, the Company will need working capital to maintain adequate inventory levels, develop additional procedures and controls and increase, train, motivate and manage its work force. There is no assurance that the Company's personnel, systems, procedures and controls will be adequate to support its potential future operations. There is no assurance that the Company will generate revenues from its prospective sales partners and be able to capitalize on additional third party manufacturers.

*Reliance on Third Parties*

Suppliers: Currently, the Company relies on two third party manufacturers to produce its products in China. These products are only available from a limited group of manufacturers, because of our product development alliances with these manufacturers. Under this alliance arrangement, each of the Company's products are designed and engineered in co-operation with one of our two contract manufactures in China and, accordingly, each tonneau (a hard or soft cover for the bed of a pick-up truck designed to increase mileage and to protect items from inclement weather and potential theft) cover product can only be manufactured by the specific manufacturer with which they have been developed. Moreover, the tools, molds, specific grade of materials and assembly techniques are exclusive to the manufacture with which the product was developed. Manufacturing could be switched, but it would take time and there are no guarantees the product would be identical or that the Company would have sufficient inventory in the given product(s).

The Company's reliance on outside manufacturers generally involves several risks, including: an inability to obtain an adequate supply of required products; the discontinuance of a product by a third-party contract manufacturer; an acquisition of the manufacturer by one of the Company's competitors; delays or long lead times in receiving products from manufacturers; constraints on the ability of the supplier to operate as efficiently and quickly as required and less control over quality and pricing of components. There is no assurance that the Company's manufacturers will continue to produce the products it requires in order to conduct business, which in turn would materially adversely affect its ability to generate revenue and profits.

Distribution: The Company relies on third party distribution entities (wholesale and retail) to sell its products. The Company relies on third party wholesalers to distribute its products to retail locations, over which the Company has little to no control in the wholesale or retail pricing and product placement and other marketing issues. Its products could be priced higher to the end user than its competition, which would have a detrimental effect on the Company's sales. The Company relies on a third party online retailer to sell its products directly to the retail market. The Company has little to no control over pricing and other retail issues such as product placement, which could have a direct effect on the Company's revenues.

In its desire to maintain a competitive position in the market, we have implemented and enforce a strict "MAP" (Manufacturers Authorized Price). MAP typically refers to the definite retail pricing of each of our products and differs between the Canadian and U.S. markets. Our products' MAP pricing is set to be competitive in relation to competing products while allowing our distributor, dealer and retailer customer base to generate respectable margins of profit.

Moreover, if our MAP pricing is violated by a product being advertised or sold above or below the then current MAP price, we take necessary steps with our customer(s) to remediate pricing to continue and maintain our competitive position in the marketplace. There are no guarantees that MAP pricing and other various forms of pricing and product control measures can be effectively monitored and enforced, especially as the Company's market saturation grows.

*Risks Associated with Outsourced Production*

As outlined above, the Company outsources the manufacture of products to two contract manufacturers in China. In doing so, the Company selects its manufacturers, screened in advance based on their capabilities, supply capacity, reputation and other relevant traits. Nonetheless, the possibility of delivery delays, product defects and other production-side risks stemming from outsourcers cannot be eliminated. In particular, inadequate production capacity among outsourced manufacturers could result in the Company being unable to supply enough product amid periods of high product demand, the opportunity costs of which could be substantial.

*Risks Associated with Outsourced Production in China*

Changes in Chinese laws and regulations, or their interpretation, or the imposition of confiscatory taxation or restrictions are matters over which the Company has no control. While the current leadership, (and the Chinese government), have been pursuing economic reform policies that encourage private economic activity and greater economic decentralization, there is no assurance, however, that the Chinese government will continue to pursue these policies, or that it will not significantly alter these policies from time to time without notice.

For example, the Chinese government has enacted some laws and regulations dealing with matters such as corporate organization and governance, foreign investment, commerce, taxation and trade. However, their experience in implementing, interpreting and enforcing these laws and regulations is limited and, in turn, our ability to enforce commercial claims or to resolve commercial disputes is unpredictable. If our business ventures with Chinese manufacturers were unsuccessful, or other adverse circumstances arise from these transactions, we face the risk that the parties to these ventures may seek ways to terminate the transactions regardless of any purchasing contracts or agreements we may have entered into. The resolution of these matters may be subject to the exercise of considerable discretion by agencies of the Chinese government, and forces unrelated to the legal merits of a particular matter or dispute may influence their determination.

Any rights we may have to specific performance, or to seek an injunction under Chinese law, in either of these cases, are severely limited, and without a means of recourse by virtue of the Chinese legal system, we may be unable to prevent these situations from occurring. The occurrence of any such events could have a material adverse effect on our business, financial condition and results of operations, in such guises as currency conversion, imports and sources of supply, devaluations of currency or the nationalization or other expropriation of private enterprises.

In that context, we may have to evaluate the feasibility of acquiring alternative or fallback manufacturing capabilities to support the production of our existing and future tonneau cover products. Such development could adversely affect our cost structure inasmuch as we would be required to support sales at an acceptable cost—and might have relatively limited time to so adapt. We have not manufactured these products in the past—and are not expecting to do so in the foreseeable future. That is because developing these technological capabilities and building or purchasing a facility will increase our expenses with no guarantee that we will be able to recover our investment in our manufacturing capabilities.

*Cross Border Sales Transactions*

Cross border sales transactions carry a risk of changes in import tax and/or duties related to the import and export of our product, which can result in pricing changes, which will affect revenues and earnings. Cross border sales transactions carry other risks including, but not limited to, changing regulations, wait times, customs inspection and

lost or damaged product

*Additional Financing Requirements*

From time to time, in order to expand operations to meet customer demand, the Company will need to incur additional capital expenditures. These capital expenditures are intended to be funded from third party sources, including the incurring of debt and/or the sale of additional equity securities. In addition to requiring additional financing to fund capital expenditures, the Company may require additional financing to fund working capital, research and development, sales and marketing, general and administrative expenditures and operating losses. The incurrence of debt creates additional financial leverage and therefore an increase in the financial risk of the Company's operations. The sale of additional equity securities will be dilutive to the interests of current equity holders. In addition, there can be no assurance that such additional financing, whether debt or equity, will be available to the Company or that it will be available on acceptable commercial terms. Any inability to secure such additional financing on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Company.

### *Reliance on Key Personnel*

The Company's success also will depend in large part on the continued service of its key operational and management personnel, including executive staff, research and development, engineering, marketing and sales staff. Most specifically, this includes its President/CEO Steven Rossi and its Chief Operating Officer Steven Raivio who oversee new product development (in lieu of a research and development department) as well as implementation of new products developed, key customer acquisition and retention, overall management and future growth. The Company faces intense competition for these professionals from its competitors, customers and other companies throughout the industry. Any failure on the Company's part to hire, train and retain a sufficient number of qualified professionals could impair the business of the Company.

### *Intellectual Property*

The Company's success depends to a significant degree upon its ability to develop, maintain and protect proprietary products and technologies. The Company has one patent through a licensing agreement with its President and CEO at no cost to the Company. The Company intends to file additional patent applications in the U.S. and Canada as part of its strategy to protect its proprietary products and technologies. However, patents provide only limited protection of the Company's intellectual property. The assertion of patent protection involves complex legal and factual determinations and is therefore uncertain and potentially expensive. The Company cannot provide assurance that patents will be granted with respect to its pending patent application, that the scope of any patents it might obtain will be sufficiently broad to offer meaningful protection, or that it will develop additional proprietary products that are patentable. In fact, any patents which might issue from the Company's two pending provisional patent applications with the USPTO could be successfully challenged, invalidated or circumvented. This could result in the Company's pending patent rights failing to create an effective competitive barrier. Losing a significant patent or failing to get a patent issued from a pending patent application the Company considers significant, could have a material adverse effect on the Company's business.

### *Confidentiality Agreements with Employees and Others may not Adequately Prevent Disclosure of Trade Secrets and Other Proprietary Information.*

In order to protect our proprietary technology and processes, we also rely in part on confidentiality agreements with our employees, consultants, outsource manufacturers and other advisors. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover trade secrets and proprietary information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

*Foreign Currency Risk*

The Company is subject to foreign exchange risk as it utilizes two manufacturing facilities in China, markets extensively in both Canadian and U.S. markets, has employees residing exclusively in Canada and, to date, the Company has raised funds in USD. Meanwhile, the Company reports results of operations in U.S. Dollars (USD or US\$). Since our Canadian customers pay in Canadian Dollars, the Company is subject to gains and losses due to fluctuations in the USD relative to the Canadian Dollar. While having our products manufactured in China, our manufacturers are paid in USD to better avoid the relatively greater fluctuation of the Chinese Yuan (RMB). Any large fluctuations in the exchange between the RMB and USD may cause product costs to increase, therefore affecting revenues and profits, potentially adversely.



### *Business Combinations*

The Company may, in the future, pursue acquisitions of other complementary businesses and technology licensing arrangements. For example, we intend to seek out a joint venture with one or both of our Chinese manufacturers. In addition, we have been approached by competitors to license one or more of our tonneau cover products. The Company may also pursue strategic alliances and joint ventures that leverage its core products and industry experience to expand its product offerings and geographic presence. The Company has limited experience with respect to acquiring other companies and limited experience with respect to forming collaborations, strategic alliances and joint ventures.

If the Company were to make any acquisitions, it may not be able to integrate these acquisitions successfully into its existing business and could assume unknown or contingent liabilities. Any future acquisitions the Company makes could also result in large and immediate write-offs or the incurrence of debt and contingent liabilities, any of which could harm the Company's operating results. Integrating an acquired company also may require management resources that otherwise would be available for ongoing development of the Company's existing business.

### *Competition and Market Share*

We participate in the automotive aftermarket equipment industry which is highly competitive for a relatively limited customer base. New pickup truck sales (our principal market) are estimated to be 2,270,000 units for the year 2014, based on sales through November 30, 2014, (source: Wall Street Journal online) which should translate (using an approximate 75% of new truck sales) into approximately 1,700,000 new tonneau covers during the year. (source: Frost & Sullivan) With 3,457 of our tonneau covers sold during the same period, we believe the Company represents 2-tenths of one percent of this market. We consider 5-tenths of one percent of the market to be a break-even market share for us but there is no assurance that we will reach this market share objective.

In addition, some of our competitors sell their products at prices lower than ours and we compete primarily on the basis of product quality, features, value, service, and customer relationships. Our competitive success also depends on our ability to maintain a strong brand and the belief that customers will need our products and services to meet their growth requirements. The competition that we face in our market — which varies depending on the particular business segment, product lines and customers — may prevent us from achieving sales, product pricing and income goals, which could affect our financial condition and results of operations. In addition, our current competitors are significantly better funded and have a longer operating history than us and, for example, we currently do not have sufficient funding to allow for separately marketing the TruXmart "brand."

### *Product Liability Insurance*

The existence of any defects, errors or failures in our products or the misuse of our products could also lead to product liability claims or lawsuits against us. We have no assurance this insurance will be adequate to protect us from all material judgments and expenses related to potential future claims or that these levels of insurance will be available at economical prices, if at all. A successful product liability claim could result in substantial cost to us. Even if we are fully insured as it relates to a claim, a claim could nevertheless diminish our brand and divert management's attention and resources, which could have a negative impact on our business, financial condition and results of operations. *(See also the "Product Quality" discussion below and the associated recall insurance.)*

### *Product Quality*

Although the Company makes an effort to ensure the quality of our light truck tonneau cover products, they could from time to time contain defects, anomalies or malfunctions that are undetectable at the time of shipment. These defects, anomalies or malfunctions could be discovered after the Company's products are shipped to customers, resulting in the return or exchange of the Company's products, claims for compensatory damages or discontinuation of the use of the Company's products, which could negatively impact the profits and operating results of the Company. The Company does not presently have product recall, (or similar function), insurance, namely, (in contrast to product liability), insurance that protects a company against broad-scale product manufacturing defects, engineering defects and the costs related to a broad product recall such as shipping, replacement or repairs. Even if in place, there is no guarantee that the full costs of any reimbursements or claims, law suits or litigation would be covered by such insurance. (See also the "Product Liability Insurance" discussion above.)

### *Patent Enforcement & Infringement*

The automotive aftermarket has been characterized by significant litigation and other proceedings regarding patents, patent applications and other intellectual property rights. The situations in which we may become parties to such litigation or proceedings may include:

1. litigation or other proceedings we may initiate against third parties to enforce our patent rights or other intellectual property rights;
2. litigation or other proceedings we or our licensee(s) may initiate against third parties seeking to invalidate the patents held by such third parties or to obtain a judgment that our products do not infringe such third parties' patents; and
3. litigation or other proceedings, third parties may initiate against us to seek to invalidate our patents.

If third parties initiate litigation claiming that our products infringe their patent or other intellectual property rights, we will need to defend against such proceedings.

The costs of resolving any patent litigation or other intellectual property proceeding, even if resolved in our favor, could be substantial. Many of our potential competitors will be able to sustain the cost of such litigation and

proceedings more effectively than we can because of their substantially greater resources. In some instances competitors may proceed with litigation or other proceedings pertaining to infringement of their intellectual property as a means to hinder or devalue the target defendant company, with no intention of the matter being resolved in their favor. Uncertainties resulting from the initiation and continuation of patent litigation or other intellectual property proceedings could have a material adverse effect on our ability to compete in the marketplace. Patent litigation and other intellectual property proceedings may also consume significant management time and costs. Substantial additional costs may be evident in the event that litigation or other proceedings were initiated against the Company because TruXmart would have to seek legal defense or counsel in the province (Canada) or state (U.S.) where the litigation or legal proceedings were filed.

*Global Economic Conditions May Adversely Affect Our Industry, Business and Results of Operations*

Our overall performance depends, in part, on worldwide economic conditions which historically is cyclical in character. The U.S. has largely worked its way out of an economic recession while other key international economies continue to be impacted by a recession, characterized by falling demand for a variety of goods and services, restricted credit, going concern threats to financial institutions, major multinational companies and medium and small businesses, poor liquidity, declining asset values, reduced corporate profitability, extreme volatility in credit, equity and foreign exchange markets and bankruptcies. By way of example, the automotive aftermarket, specifically fuel saving add-ons such as light-truck tonneau covers, is typically not as affected by economic slow-down or recession as other industries or market segments. Currently, these conditions, (since the Company's sales are exclusively made in North America while production occurs in China), can be expected to change. In markets where our sales occur and go into recession, these conditions affect the rate of spending and could adversely affect our customers' ability or willingness to purchase our products, and delay prospective customers' purchasing decisions, all of which could adversely affect our operating results. In addition, in a weakened economy, companies that have competing products may reduce prices which could also reduce our average selling prices and harm our operating results.

*The Company faces Intense Competition from New Products*

The Company's tonneau cover products face intense competition from its competitors. This competition may increase as new products enter the market, especially those made overseas and marketed and sold directly into the North American market by overseas manufactures. In such an event, the competitors' products may be of similar or better quality compared to the Company's products. Alternatively, in the case of generic competition, they may be of equal or better quality and are sold at substantially lower prices than the Company's products. At times, competitors may also release a generic or re-branded version of a current and successful product at a substantially reduced price in efforts to increase revenues or market share. As a result, if the Company fails to maintain its competitive position, this could have a material adverse effect on its business, cash flow, results of operations, financial position and prospects.

*Risks Related to Our Capital Stock*

The public market for our common stock may be volatile and you could lose all or part of your investment. In the recent past, stocks, specifically those traded on the over-the counter ("OTC") markets, generally have experienced high levels of volatility. Our common stock is traded on the OTC market under the symbol "FNHI" and is not eligible for trading on any national or regional securities exchange or the NASDAQ National Market. While that status is the Company's longer term objective, a more active trading market for our common stock may never develop, or if such a market develops, it may not be sustained.

In the past, many companies that have experienced volatility in the market price of their stock have become subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could seriously harm our business.

The Securities and Exchange Commission ("SEC") has adopted regulations which generally define a "penny stock" to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. The market price of our common stock is less than \$5.00 per share and therefore is a "penny stock" and is subject to the "penny stock" rules of the SEC. The trading market in our securities is currently limited and relatively illiquid which status makes transactions in our stock cumbersome and may reduce the value of an investment in our common stock. Brokers and dealers effecting transactions in "penny stock" must disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules may restrict the ability of brokers or dealers to sell our common stock and may affect your ability to sell shares.

*We Have Not Voluntarily Implemented Various Corporate Governance Measures*

Federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements. Others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or The NASDAQ Stock Market, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges are those that address board of directors' independence, audit committee oversight and the adoption of a Code of Ethics. Our Board of Directors expects to adopt a Code of Ethics at its next Board meeting. The Company has not adopted exchange-mandated corporate governance measures and, since our securities are not listed on a national securities exchange, we are not required to do so. It is possible that if we were to adopt some or all of these corporate governance measures, stockholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. For example, in the absence of audit, nominating and compensation committees comprised of at least a majority of independent directors, decisions concerning matters such as compensation packages to our senior officers and recommendations for director nominees may be made by a majority of directors who have an interest in the outcome of the matters being decided. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

*We May Be Exposed to Potential Risks Relating to Our Internal Control Over Financial Reporting.*

As directed by Section 404 of the Sarbanes-Oxley Act of 2002 ("SOX 404"), the SEC has adopted rules requiring public companies to include a report of management on the Company's internal control over financial reporting in its annual reports. While we expect to expend significant resources in developing the necessary documentation and testing procedures required by SOX 404, there is a risk that we will not comply with all of the requirements imposed thereby. At present, there is no precedent available with which to measure compliance adequately. In the event we identify significant deficiencies or material weaknesses in our internal control over financial reporting that

we cannot remediate in a timely manner, investors and others may lose confidence in the reliability of our financial statements and our ability to obtain equity or debt financing could suffer.

*The Company Does Not Expect to Pay Dividends in the Foreseeable Future.*

The Company has never paid cash dividends on its common stock and has no plans to do so in the foreseeable future. The Company instead intends to retain earnings, if any, to develop and expand its business.

*Provisions of our Articles of Incorporation and Bylaws May Delay or Prevent Take-over Which May Not Be in the Best Interests of Our Shareholders.*

Provisions of our articles of incorporation and bylaws may be deemed to have anti-takeover effects, which include when and by whom special meetings of our stockholders may be called, and may delay, defer or prevent a takeover attempt. In addition, certain provisions of the Nevada Revised Statutes also may be deemed to have certain anti-takeover effects which include that control of shares acquired in excess of certain specified thresholds will not possess any voting rights unless these voting rights are approved by a majority of a corporation's disinterested stockholders.



*Any Investment in Our Securities Involves a High Degree of Risk*

Investors should consider carefully the risks and uncertainties described above, and all other information in this Form 10-K and in any reports hereafter filed with the SEC before deciding whether to purchase or hold our securities. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also become important factors that may harm our business. The occurrence of any of the risks described in this Form 10-K could harm our business. The trading price of our securities could decline due to any of these risks and uncertainties, and investors may lose part or all of their investment.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

As a “smaller reporting company,” as defined by Rule 12b-2 of the Exchange Act, we are not required to provide the information in this Item.

**ITEM 2. PROPERTIES**

We currently occupy office space at 8820 Jane St., Vaughan, Ontario., L4K 2M9 CANADA at an annual rent of approximately \$36,000. We have virtually no equipment.

**ITEM 3. LEGAL PROCEEDINGS**

We are not a party to any material legal proceedings, nor is our property the subject of any material legal proceeding.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

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## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our common stock is quoted on the OTC Markets ("OTCQB") under the symbol "FNHI."

The table below sets forth the high and low closing prices of the Company's Common Stock during the periods indicated. The quotations reflect inter-dealer prices without retail mark-up, markdown or commission and may not reflect actual transactions.

	<b>Fiscal Year Ended December 31, 2014</b>		<b>Fiscal Year Ended December 31, 2013</b>	
	<b>Price Range</b>		<b>Price Range</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
First Quarter	1.05	0.56	0.65	0.65
Second Quarter	1.25	1.05	0.66	0.65
Third Quarter	3.00	1.25	0.66	0.66
Fourth Quarter	2.50	1.35	0.66	0.56

The closing sales price of the Company's common stock as reported on March 23, 2015, was \$0.45 per share.

#### Holders

As of April 9, 2015, there were approximately 108 record holders of our common stock and there are 5,892,166 shares of our common stock outstanding.

## Stock Transfer Agent

The stock transfer agent for our securities is Corporate Stock Transfer of Denver, Colorado. Their address is 3200 Cherry Creek Drive South, Suite 430, Denver, Colorado 80209. Their phone number is (303) 282-4800.

## Dividend Policy

We have not previously declared or paid any dividends on our common stock and do not anticipate declaring any dividends in the foreseeable future. The payment of dividends on our common stock is within the discretion of our board of directors.

## Equity Compensation Plan Information

We have no outstanding stock options or other equity compensation plans.

#### Unregistered Sales of Equity Securities

During the year ended December 31, 2014, the Company completed the following unregistered sales of equity securities, each pursuant to a share issuance agreement, dated December 30, 2014, all pursuant to Rule 506(b) of Regulation D:

1. Dean Bellefleur purchased 181,159 shares for \$25,000.
2. Peter Doyle purchased 181,159 shares for \$25,000.
3. Jason Falk purchased 181,159 shares for \$25,000.
4. Geoff Lindup purchased 181,159 shares for \$25,000.
5. Louk Jergens purchased 181,159 shares for \$25,000.
6. James Fuchs purchased 181,159 shares for \$25,000.
7. Michael John purchased 181,159 shares for \$25,000.
8. Donna Eveleigh purchased 181,159 shares for \$25,000.
9. Wright Financial Management purchased 72,464 shares for \$10,000.
10. Mary Scarfo purchased 72,464 shares for \$10,000.
11. Steven Cabral purchased 144,928 shares for \$20,000.
12. Marco Monardo purchased 181,159 shares for \$25,000.
13. Rosetta Monardo purchased 72,464 shares for \$10,000.
14. Andrej Boczkowski purchased 72,464 shares for \$10,000.
15. Cameron McRae purchased 181,159 shares for \$25,000.
16. George Likourezos purchased 57,971 shares for \$8,000.
17. Michael Leblanc purchased 108,696 shares for \$15,000
18. Duncan Smith purchased 362,319 shares for \$50,000, which shares have yet to be issued.

Each sale above was at a price per share of \$.138.

#### Issuer Purchases of Equity Securities

There were no repurchases of shares of the Company's common stock during the three months ended December 31, 2014.



## ITEM 6. SELECTED FINANCIAL DATA

As a “smaller reporting company,” as defined by Rule 12b-2 of the Exchange Act, we are not required to provide the information in this Item.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following management's discussion and analysis (“MD&A”) should be read in conjunction with financial statements of FNHI for the years ended December 31, 2014 and 2013, and the notes thereto. Additional information relating to FNHI is available at [www.fnhi.net](http://www.fnhi.net)*

### Safe Harbor for Forward-Looking Statements

Certain statements included in this MD&A constitute forward-looking statements, including those identified by the expressions *anticipate, believe, plan, estimate, expect, intend*, and similar expressions to the extent they relate to

FNHI or its management. These forward-looking statements are not facts, promises, or guarantees; rather, they reflect current expectations regarding future results or events. These forward-looking statements are subject to risks and uncertainties that could cause actual results, activities, performance, or events to differ materially from current expectations. These include risks related to revenue growth, operating results, industry, products, and litigation, as well as the matters discussed in FNHI's MD&A under *Risk Factors*. Readers should not place undue reliance on any such forward-looking statements. FNHI disclaims any obligation to publicly update or to revise any such statements to reflect any change in the Company's expectations or in events, conditions, or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes included in this report.

### Results of Operations

*Revenue*

For the year ended December 31, 2014, revenue generated from the entire line of TruXmart products was \$593,000, as compared to \$465,800 for the year ended, December 31, 2013. The year over year increase of approximately 27% was mainly attributable to the addition of new online retailers.



For the year ended December 31, 2014 revenue generated in Canada was \$220,800 compared to \$209,300 for the same period in 2013, an increase of 5%. The relative weakening of the Canadian Dollar compared to the United States Dollar during 2014 had a negative effect on reported revenues as a result of translating the sales denominated in Canadian Dollars to United States Dollars for financial statement reporting purposes. Canadian Dollar Sales increased to CDN\$243,900 from CDN\$215,500, an increase of 13% during the year ended December 31, 2014. For the year ended December 31, 2014 revenue generated in the United States was \$372,200 compared to \$256,500 for the same period in 2013. This represents an increase in US- source revenue of approximately 45% year over year. This large increase in the US is primarily attributable to the addition of online retailers.

Sales from online retailers of the TruXmart products increased from \$231,097 in 2013 to \$333,095 in 2014, an increase of 44%. The online retailers accounted for over 57% of total revenue for the year ended December 31, 2014 compared to 50% for the year ended December 31, 2013. Distributor sales increased from \$158,372 in 2013, to \$175,356 in 2014.

Currently, TruXmart has two major distributors in Canada, one in the United States, along with its own contracted distribution and inventory facility in Depew, NY. This does not include multiple independent online retailers.

Although TruXmart currently supports a total of 13 dealers and distributors, TruXmart believes the trend of increasing sales through online retailers will continue to outpace the traditional distribution business model. Moreover, reputable online retailer's customers tend to provide larger sales volumes, greater margin of profit as well as greater protection against price erosion.

#### *Cost of Sales*

Cost of sales increased by 25% from \$347,700 to \$435,400, representing 74% of revenue. This increase was primarily due to a corresponding increase in sales for the year. Our cost of sales, as a percentage of sales, was approximately 75% and 74% for the years ended December 31, 2013 and 2014, respectively.

Our cost of sales, as a percentage of gross sales was static from 2013 to 2014 and we expect to maintain the same going forward. Increased sales requiring individual shipping in the U.S. market resulted in our freight costs having increased by \$31,200. Freight costs are 22% of our costs of goods sold whereas in 2013 it accounted for 18%, however commissions paid have declined by \$6,500 or 1% of our total cost of goods sold as American Aftermarket Group no longer requires a commission paid to them on sales to its members.

TruXmart provides its distributors and online retailers an “all-in” wholesale price. This includes any import duty charges, taxes and shipping charges. Discounts are applied if the distributor or retailer chooses to use their own shipping process. Certain exceptions apply on rare occasions where product is shipped outside the contiguous United States or from the United States to Canada. Volume discounts are also offered to certain higher volume customers.

### *General and Administrative Expenses*

General and administrative expenses for the year ended December 31, 2014 were \$636,900 compared to \$153,100 for the year ended December 31, 2013. The increase was the result of increased professional fees and transaction costs related to the process of completing the Definitive Share Exchange Agreement discussed previously. Our gain on foreign currency transactions increased by \$32,075 during 2014 from a loss of \$804 to a gain of \$31,271. Foreign currency losses were caused by the weakening of the Canadian Dollar compared to the United States Dollar, as a significant portion of revenues and asset balances are denominated in Canadian Dollars. TruXmart's inventory is purchased in United States Dollars and therefore, there are no foreign exchange fluctuations arising from US-source revenues. However, it is advantageous to TruXmart when the Canadian Dollar is "at par" or stronger than the United States Dollar, which it was for parts of 2013, as the Canadian funds collected from Canadian-source sales have better purchasing ability when converted to US Dollars. Our office and general expense decreased by \$4,700, from \$52,400 to \$47,700. The decrease is a result of reduced expenses with respect to computer and insurance expenses and the fact that, as the majority of TruXmart's office and general expenses are dominated in Canadian Dollars, fluctuations in the foreign exchange rate between the Canadian and United States Dollars had an advantageous result when translating these amounts into United States Dollars for financial reporting purposes. Shipping and freight increased \$24,300 from \$51,200 to \$75,500. Freight increased because we had an increase of sales from our online retailers who request us to pay to ship, via ground courier, from our warehouse, direct to their customers home or business. Their "cost" of our product includes this shipping charge, which we then later have to pay. Sales and marketing increased \$54,500 from \$34,000 to \$88,500. This increase is almost due exclusively to Truxmart's participation at SEMA, the largest automotive aftermarket trade show in North America during November 2014. Expenses related directly to the completion of the Definitive Share Exchange Agreement totaled \$299,839 while professional fees which include accounting, legal and consulting fees increased from \$1,398 for the year ended December 31, 2013 to \$93,284 for the year ended December 31, 2014, most of which were incidental to the Definitive Share Exchange Agreement.

### *Net Loss*

Net loss for the year ended December 31, 2014 was \$479,300 compared to a net loss of \$36,900 for the year ended December 31, 2013 despite an increase in gross profit from \$118,600 in fiscal 2013 to \$157,600 in fiscal 2014. The increase in the net loss was due to increased General and Administrative Expenses as discussed above.

### *Liquidity and Capital Resources*

#### *Cash Flow Activities*

Cash increased from \$17,500 at December 31, 2013 to \$155,735 at December 31, 2014. This increase was primarily the result of proceeds from share subscriptions received during the month of December 2014 of \$383,000. Accounts

receivable decreased by \$3,800 from \$30,200 at December 31, 2013 to \$26,400 at December 31, 2014. Inventory decreased by \$66,200 from \$155,000 at December 31, 2013 to \$88,800 at December 31, 2014 largely as a result of the timing of inventory purchases in transit at December 31, 2013. Accounts payable increased by \$126,500 from \$160,000 at December 31, 2013 to \$286,500 at December 31, 2014. The increase in payables is related to unpaid costs of the Definitive Share Exchange Agreement, which was executed on December 16, 2014.

### *Financing Activities*

During 2013 and most of 2014 TruXmart funded working capital requirements principally through cash flows from operations and stockholder loans when required. Upon completion of the Definitive Share Exchange Agreement, the Company was able to raise capital through private placements of shares of the Company's common stock. During December 2014, the Company received subscriptions for 2,775,360 shares of its common stock for proceeds of \$383,000. In addition, subsequent to the year ended December 31, 2014, the Company has received further subscriptions for 2,027,535 shares of its common stock for proceeds of \$279,800.

### *Off-Balance Sheet Arrangements*

We have no off-balance sheet arrangements with any party.

### *Critical Accounting Policies*

Our discussion and analysis of results of operations and financial condition are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis, including those related to provisions for uncollectible accounts receivable, inventories, valuation of intangible assets and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The accounting policies that we follow are set forth in Note 3 to our financial statements as included in this annual report. These accounting policies conform to accounting principles generally accepted in the United States, and have been consistently applied in the preparation of the financial statements.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a “smaller reporting company,” as defined by Rule 12b-2 of the Exchange Act, we are not required to provide the information in this Item.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### Financial Statements

#### Franchise Holdings International, Inc.

For the Years Ended December 31, 2014 and 2013

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Franchise Holdings International, Inc.

Vaughan, Ontario, Canada

We have audited the accompanying consolidated balance sheets of Franchise Holdings International, Inc. as of December 31, 2014 and 2013 and the related consolidated statements of operations, comprehensive loss and deficit, stockholders' equity (deficit), and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Franchise Holdings International, Inc. as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

/s/ HJ & Associates, LLC

Salt Lake City, Utah

April 13, 2015



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**Franchise Holdings International, Inc.****Balance Sheets as at December 31, 2014 and 2013**

	<b>2014</b>	<b>2013</b>
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 155,735	\$ 17,517
Accounts receivable	26,394	30,233
Inventory (note 4)	88,766	155,005
Prepaid expenses and deposits	6,102	1,520
<b>Total Current Assets</b>	<b>276,997</b>	<b>204,275</b>
<b>Capital Assets</b>	<b>-</b>	<b>229</b>
<b>Intangible Assets, Net (note 5)</b>	<b>7,589</b>	<b>7,718</b>
<b>Total Assets</b>	<b>\$ 284,586</b>	<b>\$ 212,222</b>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 286,467	\$ 159,900
Income taxes payable (note 9)	5,551	6,316
<b>Total Current Liabilities</b>	<b>292,018</b>	<b>166,216</b>
<b>Shareholder's Equity (Deficit)</b>		
<b>Share Capital (note 6)</b>	<b>284</b>	<b>-</b>
<b>Capital Surplus (note 8)</b>	<b>140,850</b>	<b>133,193</b>
<b>Cumulative Translation Adjustment</b>	<b>28,842</b>	<b>(2,429)</b>
<b>Share Subscriptions Payable (note 6)</b>	<b>386,770</b>	<b>79</b>
<b>Accumulated Deficit</b>	<b>(564,178)</b>	<b>(84,837)</b>
<b>Total Shareholder's Equity (Deficit)</b>	<b>(7,432)</b>	<b>46,006</b>
<b>Total Liabilities and Shareholder's Equity (Deficit)</b>	<b>\$ 284,586</b>	<b>\$ 212,222</b>

The accompanying notes form an integral part of these financial statements.

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**Franchise Holdings International, Inc.****Statements of Operations, Comprehensive Loss and Deficit****For the years ended December 31, 2014 and 2013**

	<b>2014</b>	<b>2013</b>
Sales	\$ 593,004	\$ 465,812
Cost of Goods Sold	435,401	347,749
Gross Profit	157,603	118,063
Expenses		
Amortization of capital assets	157	209
Amortization of intangible assets	129	-
Bank charges and interest	3,736	2,671
Loss on disposal of capital assets	72	-
Loss (gain) on foreign exchange	8,147	(5,852)
Office and general	47,687	52,395
Professional fees	93,284	1,398
Product development	4,932	659
Rent and utilities	15,019	16,325
Shipping and freight	75,474	51,243
Sales and marketing	88,468	34,023
Transaction costs	299,839	-
	636,944	153,071
<b>Loss before Income Taxes</b>	<b>(479,341)</b>	<b>(35,008)</b>
<b>Provision for Income Taxes</b>	<b>-</b>	<b>1,927</b>
<b>Net Loss for the year</b>	<b>(479,341)</b>	<b>(36,935)</b>
<b>Other Comprehensive Income (Loss)</b>		
Currency translation adjustment	31,271	(804)
<b>Comprehensive Loss for the year</b>	<b>\$ (448,070)</b>	<b>\$ (37,739)</b>

The accompanying notes form an integral part of these financial statements.

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**Franchise Holdings International, Inc.****Statements of Shareholders' Equity****For the years ended December 31, 2014 and 2013**

	Number of Common Shares	Issued Capital	Capital Surplus	Cumulative Translation Adjustment	Share Subscriptions Payable	Retained Earnings (Deficit)	Total Equity
<b>Balance at January 1, 2013</b>	100	\$ -	\$ 100,791	\$ (1,625)	\$ 79	\$ (47,902)	\$ 51,343
Fair value of services rendered by shareholder	-	-	32,402	-	-	-	32,402
Net loss for the year	-	-	-	-	-	(36,935)	(36,935)
Other comprehensive loss for the year	-	-	-	(804)	-	-	(804)
<b>Balance at December 31, 2013</b>	100	-	133,193	(2,429)	79	(84,837)	46,006
Issuance of common shares as settlement of debt	4,691	-	595	-	3,691	-	4,286
Effects of Reverse Takeover Transaction (note 1)	2,836,073	284	(7,248)	-	-	-	(6,964)
Subscription proceeds for shares yet to be issued	-	-	-	-	383,000	-	383,000
Fair value of services rendered by shareholder	-	-	14,310	-	-	-	14,310
Net loss for the year	-	-	-	-	-	(479,341)	(479,341)
Other comprehensive loss for the year	-	-	-	31,271	-	-	31,271
<b>Balance at December 31, 2014</b>	2,840,864	\$ 284	\$ 140,850	\$ 28,842	\$ 386,770	\$ (564,178)	\$ (7,432)

The accompanying notes form an integral part of these financial statements.

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**Franchise Holdings International, Inc.****Statements of Cash Flows****For the years ended December 31, 2014 and 2013**

	<b>2014</b>	<b>2013</b>
<b>Operating Activities</b>		
Net Loss for the year	\$ (479,341)	\$ (36,935)
Items not involving cash flows from operating activities:		
Transaction costs	299,839	-
Items not involving cash:		
Amortization of capital assets	157	209
Amortization of intangible assets	129	-
Loss on disposal of capital assets	72	-
Fair value of services rendered by shareholder	45,269	48,548
	(133,875)	11,822
Net changes in non-cash working capital:		
Decrease (increase) in accounts receivable	3,839	18,756
Decrease (increase) in inventory	66,239	(41,783)
Decrease (increase) in prepaid expenses	(4,582)	(1,039)
Increase (decrease) in income taxes payable	(765)	1,559
Increase (decrease) in accounts payable and accrued liabilities	37,498	57,457
	102,229	34,950
Cash provided by (used in) operating activities	(31,646)	46,772
<b>Investing Activities</b>		
Cash received upon completion of Reverse Acquisition		
Transaction	1,552	-
Transaction costs	(215,000)	-
Intangible assets	-	(1,942)
Cash used in investing activities	(213,448)	(1,942)
<b>Financing Activities</b>		
Share subscriptions payable	383,000	-
Payments to related parties	(37,231)	(35,814)
Proceeds from related parties	6,272	628
Cash provided by (used in) financing activities	352,041	(35,186)
Effects of Foreign Currency Translation	31,271	(804)



<b>Change in cash</b>	138,218	8,840
<b>Cash and cash equivalents - beginning of year</b>	17,517	8,677
<b>Cash and cash equivalents - end of year</b>	\$ 155,735	\$ 17,517

The accompanying notes form an integral part of these financial statements.

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**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**1. Nature of Operations and Reverse Acquisition Transaction**

Franchise Holdings International, Inc. (the "Company") was incorporated in the State of Nevada on April 2, 2003. FSGI Corporation was incorporated in the State of Florida on May 15, 1997, and in a reorganization on December 21, 1998 with another corporation named The Martial Arts Network On-Line, Inc. (originally incorporated in Florida on May 23, 1996) changed its name to TMAN Global.Com, Inc. Franchise Holdings International, Inc. and TMAN Global.Com, Inc. consummated a merger on April 30, 2003 whereby Franchise Holdings International, Inc. exchanged 1 common share for all the 90,861 outstanding common shares of TMAN Global.Com, Inc. The purpose of the transaction was a change of domicile. Pursuant to the merger terms, Franchise Holdings International, Inc. was the surviving corporation and TMAN Global.Com, Inc. ceased to exist.

During the year ended December 31, 2014, the Company completed a reverse acquisition transaction (the "Reverse Acquisition") with TruXmart Ltd. ("TruXmart") a company located at 1895 Clements Road, Unit 155, Pickering, Ontario, Canada. TruXmart designs and distributes truck tonneau covers in Canada and the United States. Prior to the completion of the Reverse Acquisition, TruXmart owned 2,300,000 shares of the Company, representing an 80.96% ownership stake in the Company. Pursuant to the Reverse Acquisition, the sole shareholder of TruXmart acquired the 2,300,000 shares from TruXmart and an additional 37,700,000 shares of the Company from the Company in exchange for all 4,791 Class A common shares of TruXmart. Following completion of the Reverse Acquisition, the former sole shareholder of TruXmart will own 40,000,000 of the 40,540,864 issued and outstanding shares of the Company, as of December 31, 2014, were the 37,700,00 shares issued, which would have represented a 98.67% ownership stake in the Company. As at December 31, 2014, the Company had yet to issue the 37,700,000 shares of its common stock as the Company is in the process of increasing its authorized share capital to allow it to issue such number of shares. To account for the effects of the Reverse Acquisition, the Company has retroactively restated amounts within certain components of Shareholders' Equity (Deficit) on the balance sheet as at December 31, 2013 to reflect the share subscriptions payable and the par value of the shares of the common stock of the Company issued in connection with the Reverse Acquisition to the shares of TruXmart outstanding as at December 31, 2013.

During the year ended December 31, 2014, the Company incurred transaction costs of \$299,839 which are included in the net loss and comprehensive loss for the year. As at December 31, 2014, \$215,000 of the expenses have been paid in cash and the remaining \$84,839 are included in accounts payable and accrued liabilities as they will be paid subsequent to December 31, 2014.

The transaction has been accounted for as a reverse acquisition, as owners and management of TruXmart have voting and operating control of the Company following completion of the Reverse Acquisition

The accompanying financial statements include the activities of Franchise Holdings International, Inc., its predecessor corporations and TruXmart.

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**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**2. Basis of  
Presentation**

a) Statement of  
Compliance

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") as issued by the Financial Accounting Standards Board ("FASB").

The comparative figures shown throughout these consolidated financial statements are the historical results of TruXmart. The Company has retroactively restated amounts within certain components of Shareholders' Equity (Deficit) on the balance sheet as at December 31, 2013 to account for the Reverse Acquisition as disclosed in note 1.

b) Basis of  
Measurement

The Company's financial statements have been prepared on the historical cost basis.

c) Functional and  
Presentation  
Currency

These financial statements are presented in United States Dollars. The functional currency of the Company is the Canadian Dollar.

d) Use of  
Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

### **3. Significant Accounting Policies**

#### **Cash and Cash Equivalents**

Cash and cash equivalents includes cash on account and demand deposits with reputable financial institutions.

#### **Inventory**

Inventory is stated at the lower of cost and market, with cost being determined by the first-in, first-out (FIFO) basis. Cost includes the cost of materials plus direct labour applied to the product.

#### **Revenue Recognition**

Sales are recognized when products are shipped, with no right of return, and the title and risk of loss has passed to unaffiliated customers or when they are delivered based on the terms of the sale, there is persuasive evidence of an agreement, the price is fixed or determinable and collectibility is reasonably assured. Revenue related to shipping and handling costs billed to customers is included in net sales and the related shipping and handling costs are included in cost of products sold.

**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**3. Significant Accounting Policies  
(continued)**

**Capital Assets**

Capital assets are recorded at cost and are amortized using the straight line method over the estimated useful lives:

Furniture and equipment	5 years
Computers	3 years

**Income Taxes**

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income, and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the consolidated financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB ASC 740. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the positions will be sustained upon examination by the tax authorities.

**Foreign Currency Translation**

Transactions denominated in foreign currencies are initially recorded in the functional currency using exchange rates in effect at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are

translated into the functional currency using exchange rates prevailing at the end of the reporting period. All exchange gains and losses are included in the statement of operations and deficit.

For the purpose of presenting financial statements in United States Dollars, the assets and liabilities are expressed in United States Dollars using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognized in other comprehensive loss and reported as cumulative translation adjustment in shareholder's equity.

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**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**3. Significant Accounting Policies  
(continued)**

**Financial Instruments**

Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) 825, Disclosures about Fair Value of Financial Instruments, requires disclosures of the fair value of financial instruments. The carrying value of the Company's current financial instruments, which include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and shareholder loan, approximates their fair values because of the short-term maturities of these instruments.

***Measurement***

The Company initially measures its financial instrument at fair value, except for certain non-arm's length transactions.

The Company subsequently measures all its financial assets and financial liabilities at amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in earnings for the period in which they occur.

Financial assets measured at amortized cost include cash and cash equivalents and accounts receivable.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities, and shareholder loan.

***Impairment***



Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized in earnings for the period. The previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized in earnings for the period.

### ***Transaction costs***

The entity recognizes its transaction costs in net income in the period incurred. However, financial instruments that will not be subsequently measure at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance or assumption.

### **Impairment of Long-Lived Assets**

A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying value amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**3. Significant Accounting Policies  
(continued)**

**Related Party Transactions**

All transactions with related parties are in the normal course of operations and are measured at the exchange amount.

**Intangible Assets**

The useful life of intangible assets is assessed as either finite or indefinite. Following the initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite useful lives are carried at cost less accumulated amortization. Amortization is calculated using the straight line method over the estimated useful lives.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. If impairment indicators are present, these assets are subject to an impairment review. Any loss resulting from impairment of intangible assets is expensed in the period the impairment is identified.

**Recent Accounting Pronouncements**

The Company has considered recent accounting pronouncements during the preparation of these financial statements and does not expect any recent accounting pronouncements to have a material effect on its financial statements.

#### 4. Inventory

Inventory is comprised of:

	2014	2013
Finished goods	\$ 79,527	\$ 151,805
Promotional items	6,023	1,168
Raw materials	3,216	2,032
	\$ 88,766	\$ 155,005

**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**5. Intangible Assets**

Intangible assets consist of costs incurred to establish the TruXmart Tri-Fold and Smart Fold patent technology. The patent was issued August 26, 2014. The patent will be amortized on a straight-line basis over its useful life of 25 years.

	<b>2014</b>		<b>2013</b>	
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>	<b>Net</b>
Patent	\$ 7,718	\$ 129	\$ 7,589	\$ 7,718

**6. Share Capital**

The Company is authorized to issue 20,000,000 shares of its common stock with a par value of \$0.0001. All shares are ranked equally with regards to the Company's residual assets.

During the year ended December 31, 2014, the Company received subscriptions for 2,775,360 shares of its common stock for proceeds of \$383,000. As at December 31, 2014, the shares had yet to be issued and the full amount of the proceeds has been included in share subscriptions payable. Subsequent to the year ended December 31, 2014, the Company had issued 2,413,041 of the common shares.

As at December 31, 2014, the Company's net loss per weighted average number of shares outstanding is as follows:

	<b>2014</b>	<b>2013</b>
Net loss for the year	\$ (479,341)	\$ (36,935)

Weighted average number of shares (basic and diluted)	125,801	100
Loss per weighted average share (basic and diluted)	\$ (4)	\$ (369)

**7. Related Party Transactions**

During the year ended December 31, 2014, the Company recorded office and general expenses of \$45,269 (2013 - \$48,548) related to the fair market value of services rendered to the Company by its shareholder. Of this amount, \$14,310 (2013 - \$32,402) was charged to capital surplus and \$30,959 (2013 - \$16,146) was charged to the shareholder loan account.

**8. Capital Surplus**

Balance - December 31, 2012	\$ 100,791
Fair value of services rendered by shareholder	32,402
Balance - December 31, 2013	133,193
Issuance of common shares as settlement of debt	595
Effects of the Reverse Acquisition Transaction	(7,248)
Fair value of services rendered by shareholder	14,310
Balance - December 31, 2014	\$ 140,850

**Franchise Holdings International, Inc.****Notes to the Financial Statements****For the years ended December 31, 2014 and 2013**

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**9. Income Taxes**

The income tax expense is reconciled per the schedule below:

	<b>2014</b>	<b>2013</b>
Net loss before income taxes	\$ (479,341)	\$ (35,008)
Fair value of services rendered by shareholder	45,269	48,548
Capital assets	(72)	55
Non-deductible portion of meals and entertainment	17	27
Transaction costs	233,738	-
Other adjustments	-	(1,190)
Adjusted net income (loss) for tax purposes	(200,389)	12,432
Statutory rate	23.61%	15.50%
	\$ (47,306)	\$ 1,927
Valuation allowance	47,306	-
Provision for (recovery of) income taxes	\$ -	\$ 1,927

b) Deferred  
Income  
Tax Assets

The tax effects of temporary differences that give rise to the deferred income tax assets at December 31, 2014 and 2013 are as follows:

**2014**                      **2013**

Non-capital loss carry forwards	\$	47,312	\$	-
Transaction costs		45,597		-
		92,909		-
Deferred tax assets not recognized		(92,909)		-
Net expected deferred income tax recovery	\$	-	\$	-

## 10. Financial Instruments

### Credit Risk

The Company is exposed to credit risk on the accounts receivable from its customers. In order to reduce its credit risk, the Company has adopted credit policies which include the analysis of the financial position of its customers and the regular review of their credit balances. The Company incurred bad debt expense of \$Nil during the year ended December 31, 2014 (2013 - \$Nil).

### Currency Risk

The Company is exposed to currency risk on its sales and purchases denominated in Canadian Dollars. The Company actively manages these risks by adjusting its pricing to reflect currency fluctuations and purchasing foreign currency at advantageous rates.

As at December 31, 2014, cash includes 24,706 Canadian Dollars, accounts receivable includes 11,721 Canadian Dollars, accounts payable and accrued expenses include 223,340 Canadian Dollars and income taxes payable includes 6,439 Canadian Dollars.

**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**10. Financial Instruments  
(continued)**

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company relies on cash flows generated from operations, as well as injections of capital through the issuance of the Company's capital stock to settle its liabilities when they become due. Subsequent to December 31, 2014, the Company received subscriptions for 2,027,535 shares of the Company's common stock for proceeds of \$279,800.

**Interest Rate Risk**

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary current assets and current liabilities.

**Concentration of Supplier Risk**

The Company purchases all of its inventory from one supplier source in Asia. The Company carries significant strategic inventories of these materials to reduce the risk associated with this concentration of suppliers. Strategic inventories are managed based on demand. To date, the Company has been able to obtain adequate supplies of the materials used in the production of its products in a timely manner from existing sources. The loss of this key supplier or a delay in shipments could have an adverse effect on its business.

**Concentration of Customer Risk**



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The following table includes the percentage of the Company's sales to significant customers for the fiscal years ended December 31, 2014 and 2013. A customer is considered to be significant if they account for greater than 10% of the Company's annual sales.

	2014	2013
Customer A	-	25.6%
Customer B	24.6%	24.2%
Customer C	47.3%	15.8%
	71.9%	65.6%

The loss of any of these key customers could have an adverse effect on the Company's business.

**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**11. Commitments**

- a) During the year ended December 31, 2014, the Company entered into a License Agreement whereby the Company was granted an exclusive license under Patent Rights to make, use, offer for sale, import or sell a proprietary latching system developed and patented by the Company's shareholder (the "Licensor"). The License Agreement allows the Company to manufacture or sub-license the patented latching system and provide services utilizing the patented latching system within the United States and its territories and possessions and any foreign countries where Patent Rights exist. The License Agreement does not require the payment of license issue fees or royalties, however, the Company will be required to maintain any fees or costs associated to keep the patent active. The License Agreement will be in effect for the life of the last-to-expire patent or last-to-be-abandoned patent application licensed under this Agreement, whichever is later. The Company will have the right to terminate the Agreement in whole or as to any portion of Patent Rights at any time by giving such notice to the Licensor. Should the Company violate or fail to perform any term of this Agreement, the Licensor may give written notice of such default ("Notice of Default") to the Company. Should the Company fail to repair such default within sixty days, of the effective date of such notice, the Licensor will have the right to terminate the License Agreement and the licenses therein by a second written notice ("Notice of Termination") to the Company. If a Notice of Termination is sent to the Company, the License Agreement will automatically terminate on the effective date of such notice.
- b) During the year ended December 31, 2014, the Company entered into an agreement (the "Advisory Agreement") for the provision of corporate advisory services including, but not limited to, the completion of a Going Public Transaction. Pursuant to the Advisory Agreement, the Company will pay a monthly fee of 5,000 Canadian Dollars (the "Advisory Fee") until May 1, 2016 unless the Advisory Agreement is extended by mutual agreement of the parties. Payment of the Advisory Fee will be deferred until such time as a Going Public Transaction is completed and the Company raises not less than 400,000 Canadian Dollars in its sales of stock and/ or other securities. The Advisory Agreement can be terminated for any reason by either party with ninety days written notice submitted by the party requesting the cancellation. In the event that the cancellation is for cause, the notification period can be reduced to thirty days subject to certain procedural requirements as defined in the Advisory Agreement.

**12. Evaluation of Subsequent Events**

Subsequent to December 31, 2014, the Company:

- a) Received subscriptions for 2,027,535 shares of the Company's common stock for proceeds of \$279,800. As of the date of these financial statements, the Company had issued 578,261 of the common shares.

**Franchise Holdings International, Inc.**

**Notes to the Financial Statements**

**For the years ended December 31, 2014 and 2013**

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**12. Evaluation of Subsequent Events  
(continued)**

- b) Entered into a License Agreement whereby the Company was granted an exclusive license under Patent Rights to make, use, offer for sale, import or sell a proprietary latching system developed and patented by the Company's shareholder (the "Licensor"). The License Agreement allows the Company to manufacture or sub-license the patented latching system and provide services utilizing the patented latching system within the United States and its territories and possessions and any foreign countries where Patent Rights exist. The License Agreement does not require the payment of license issue fees or royalties, however, the Company will be required to maintain any fees or costs associated to keep the patent active. The License Agreement will be in effect for the life of the last-to-expire patent or last-to-be-abandoned patent application licensed under this Agreement, whichever is later. The Company will have the right to terminate the Agreement in whole or as to any portion of Patent Rights at any time by giving such notice to the Licensor. Should the Company violate or fail to perform any term of this Agreement, the Licensor may give written notice of such default ("Notice of Default") to the Company. Should the Company fail to repair such default within sixty days, of the effective date of such notice, the Licensor will have the right to terminate the License Agreement and the licenses therein by a second written notice ("Notice of Termination") to the Company. If a Notice of Termination is sent to the Company, the License Agreement will automatically terminate on the effective date of such notice.
- c) Issued 60,000 shares of the Company's common stock pursuant to a settlement agreement with a vendor.

The Company has evaluated subsequent events through April 13, 2015, which is the date the financial statements were available to be issued.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Current and Prior Auditor:

On December 9, 2014, as a result of the acquisition of FNHI by TruXmart, the Company dismissed B.F. Borgers, CPA, PC, as the independent auditor of FNHI effective immediately after the filing of the September 30, 2014 final stand alone Form 10-K.

Newly Appointed Auditor:

On December 9, 2014, the Company's board of directors approved the engagement of the firm of HJ & Associates, L.L.C. as the Company's independent auditors.

(See Form 8-K filed on December 17, 2014.)

## **ITEM 9A. CONTROLS AND PROCEDURES**

### *Evaluation of Disclosure Controls and Procedures*

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter

how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. To address the material weaknesses, we performed additional analysis and other post-closing procedures in an effort to ensure our consolidated financial statements included in this annual report have been prepared in accordance with generally accepted accounting principles. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

*Management's Report on Internal Control over Financial Reporting.*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act, as amended. Internal control over financial reporting is a process designed by, or under the supervision of, the Chief Executive Officer and Principal Accounting Officer and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The framework our management uses to evaluate the effectiveness of our internal control over financial reporting is based on the guidance provided by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in its 1992 report: INTERNAL CONTROL - INTEGRATED FRAMEWORK. Based on our evaluation under the framework described above, our management has concluded that our internal control over financial reporting was ineffective as of December 31, 2014 due to the same material weaknesses that rendered our disclosure controls and procedures ineffective. The Company's internal control over financial reporting is not effective due to a lack of sufficient resources to hire a support staff in order to separate duties between different individuals. The Company lacks the appropriate personnel to handle all the varying recording and reporting tasks on a timely basis. The Company plans to address these material weaknesses as resources become available by hiring additional professional staff, such as a Chief Financial Officer, as funding becomes available, outsourcing certain aspects of the recording and reporting functions, and separating responsibilities. We have identified the following material weaknesses.

1. As of December 31, 2014, we did not maintain effective controls over the control environment. Specifically, we have not developed and effectively communicated to our employees the accounting policies and procedures. This has resulted in inconsistent practices. Further, the Board of Directors does not currently have any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.

2. As of December 31, 2014, we did not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Because of these material weaknesses, management has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2014, based on the criteria established in "INTERNAL CONTROL-INTEGRATED FRAMEWORK" issued by the COSO.

#### *Change In Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during our last fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### *Attestation Report of the Registered Public Accounting Firm*

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

## ITEM 9B. OTHER INFORMATION

On December 16, 2014, Franchise Holdings International, Inc. (FNHI) entered into a three party Definitive Share Exchange Agreement (the "Agreement") to acquire all issued and outstanding shares of TruXmart, an Ontario (Canada) corporation located at 8820 Jane St., Vaughan, Ontario CANADA L4K 2M9, for 40,000,000 shares of FNHI (the "FNHI Shares"), when sufficient authorized shares are available, which will represent 91.76% of the outstanding shares of FNHI (the "Share Exchange"), calculated post-issuance. The Agreement was with Steven Rossi ("Rossi"), the sole shareholder of TruXmart and with TruXmart. Prior to the Share Exchange, Rossi held all outstanding shares of TruXmart, consisting of 4,791 Class A common shares and TruXmart owned 2,300,000 common shares of FNHI, representing an 80.961285% ownership stake in FNHI. Pursuant to the Share Exchange, Rossi acquired from TruXmart, its 2,300,000 FNHI common shares and an additional 37,700,000 shares of FNHI from FNHI, when sufficient authorized shares are available, in exchange for all 4,791 outstanding common shares of TruXmart. TruXmart is now the wholly-owned subsidiary of FNHI, with FNHI holding all 4,791 outstanding shares of TruXmart common stock.



## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Our Directors and Executive Officers, ages and position held with us is as follows:

Name	Age	Position Held
A. J. Boisdrenghien *	65	President, Secretary and Director
Steven Rossi **	29	President, Secretary and Director
Steven Raivio ***	45	Chief Operating Officer and Director
Lorenzo Rossi ****	58	Director

\* resigned as an officer effective November 7, 2014 and as a director effective November 17, 2014

\*\* appointed as an officer and co-director effective November 7, 2014

\*\*\* appointed as an officer and director effective December 9, 2014

\*\*\*\* appointed as a director effective December 9, 2014

The persons named above are expected to hold said offices/positions until the next annual meeting of our stockholders. Mr. Steven Rossi and Mr. Steven Raivio cannot be considered to be independent directors.

Mr. Steven Rossi attended from the University of Toronto from 2005 to 2007, majoring in Life Science. He founded two companies in 2005 and 2006: 2230164 Ontario, Inc. and Scrap my Junk Car. Both businesses are still in operation and Mr. Rossi is not active in the business operations of them at this time. Mr. Rossi established, developed and ran both of these automotive related companies at the same time for five years. Since founding TruXmart, Mr. Rossi has been granted one U.S. Patent on tonneau cover design and has filed two more U.S. Patent applications. He licensed the first patent to TruXmart on an exclusive basis.

Mr. Raivio attended Mount Royal College from 1988 to 1989 and Southern Alberta Institute of Technology from 1990 to 1992. He was a General Manager at Video Kingdom from 1990 to 1995 and was involved in the Company's growth from 2 to 27 stores. He was a manager at Mission plastics from 1995 to 1997. He began his experience in the

motor vehicle market in 1997 as a General Manager for Focus Auto Design until 2002 He worked on the development of systems and procedures leading to the Company receiving ISO 9001 registration. Then as a Business Development Manager for Willpak Industries from 2002 to 2003, where he exhibited at SEMA and developed Kia Canada as an OEM customer; and as a General Manager at TGF Bumper & Fender from 2004 through 2010 where he developed the setup and logistics for product importation from Taiwan.

Mr. Lorenzo Rossi received a Master of Education in 1995 from the University of Toronto and a Bachelor of Arts from Laurentian University in 1977. Since 2005 he has been the Computer Science & Communications Technology Department Head at the Cardinal Carter Academy for the Arts of the Toronto Catholic District Schools. Mr. Lorenzo Rossi is the father of Mr. Steven Rossi.

*Committees of the Board of Directors*

Currently, we do not have any committees of the Board of Directors.

*Director and Executive Compensation*

No compensation has been paid and no stock options granted to any of our officers or directors in the last three fiscal years.

*Employment Agreements*

We have no written employment agreements with any of our executive officer or key employee.

*Equity Incentive Plan*

We have not adopted an equity incentive plan, and no stock options or similar instruments have been granted to any of our officers or directors.

*Indemnification and Limitation on Liability of Directors*

Our Articles of Incorporation limit the liability of our directors to the fullest extent permitted by Nevada law. Nothing contained in the provisions will be construed to deprive any director of his right to all defenses ordinarily available to the director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.

At present, there is no pending litigation or proceeding involving any of our directors, officers, employees or agents where indemnification will be required or permitted. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Commission such indemnification is against

public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

#### **ITEM 11. EXECUTIVE COMPENSATION**

No compensation has been paid and no stock options granted to our officer and director in the last three fiscal years.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following sets forth the number of shares of our \$0.0001 par value common stock beneficially owned by (i) each person who, as of December 31, 2014, was known by us to own beneficially more than five percent (5%) of its common stock; (ii) our individual Director and (iii) our Officer and Director as a group. A total of 2,840,864 common shares were issued and outstanding as of December 31, 2014.

<b>Name and Address of Beneficial Owner (1)</b>	<b>Number of Shares Owned</b>	<b>Percentage of Ownership</b>
Steven Rossi 1895 Clements Rd. - Suite 155 Pickering, Ontario, Canada L1W 3R8	2,300,000*	80.96%
Steven Raivio 1895 Clements Rd. - Suite 155 Pickering, Ontario, Canada L1W 3R8	0	0.0%
Lorenzo Rossi 1895 Clements Rd. - Suite 155 Pickering, Ontario, Canada L1W 3R8	0	0.0%
All Officers and Directors as a Group	2,300,000*	80.96%

\* To be increased to 40,000,000 when there are a sufficient number of shares authorized.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

None

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

Our independent auditor, HJ & Associates L.L.C., Certified Public Accountants, billed an aggregate of \$45,500 and \$32,000 for the fiscal years ended December 31, 2014 and December 31, 2013, respectively, for professional services rendered for the audit of our annual financial statements and review of the financial statements included in our quarterly reports.

We do not have an audit committee and as a result our entire board of directors performs the duties of an audit committee. Our board of directors evaluates the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services.

**PART IV****ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The following exhibits required by Item 601 to be filed herewith are incorporated by reference to previously filed documents:

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Incorporation (1)
3.2	Bylaws (1)
3.3	Articles of Merger of TMAN Global.com, Inc. and Franchise Holdings International, Inc. (2)
10.1	Definitive Share Exchange Agreement, dated as of December 16 2014, by and among the Company, Steven Rossi and TruXmart, Ltd. (3)
10.2	Patent license agreement, dated November 26, 2014 (3)
10.3	Corporate Advisory Services Agreement by and between TruXmart, Ltd. and Belair Capital Partners, Inc., dated May 1, 2014 (3)
10.4	Shipping Agreement with Federal Express (FedEX) dated September 26, 2014 (3)
10.5	Shipping Agreement with United Parcel Service (UPS) dated March 31, 2014 (3)
10.6	Warehousing and Shipping with JBF Express dated June 24, 2013 (3)
10.7	Continuous Importation Bond with Globe Express Services (3)
31.1	Certification of CEO/CFO pursuant to Sec. 302
32.1	Certification of CEO/CFO pursuant to Sec. 906
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
	XBRL Taxonomy Extension Calculation Linkbase Document

101.CAL

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101.DEF XBRL Taxonomy Extension Definition Linkbase Document

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101.LAB XBRL Taxonomy Extension Label Linkbase Document

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101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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(1) Filed as an exhibit to the registrant's Form 10-KSB, filed October 13, 1999 and incorporated by reference herein.

(2) Filed as an exhibit to the registrant's Form 10-Q, filed April 24, 2009 and incorporated by reference herein.

(3) Filed as an exhibit to the registrant's Form 8-K, filed on December 17, 2014 and incorporated by reference herein.

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

*Reports on Form 8-K.*

8-K filed November 12, 2014 regarding Change of control of the Company and Departure of and election of Officer(s) and Director(s)

8-K filed on December 17, 2014 regarding acquisition of TruXmart, Ltd.



## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 13, 2015

By: */s/ Steven Rossi*

Name: Steven Rossi

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: */s/ Steven Rossi*      Dated: April 13,  
2015

Steven Rossi  
Director

By: */s/ Lorenzo Rossi*      Dated: April 13,  
2015

Lorenzo Rossi  
Director

By: */s/ Steven Raivio*      Dated: April 13,  
2015

Steven Raivio  
Director