

# **TRIANGLE MULTI-SERVICES CORPORATION**

**CNQ LISTING STATEMENT**

## **FORM 2A**

### **LISTING STATEMENT**

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## **2. Corporate Structure**

- 2.1 Triangle Multi-Services Corporation is an incorporated company. The registered and records office of the Company is Suite 1410, 181 University Avenue, Toronto, Ontario, M5H 3M7 and the operating office of the Company is located at Suite 218, 180 Blvd. Rene Levesque Est., Montreal, Quebec, H2X 1N6.
- 2.2 Triangle Multi-Services Corporation was incorporated under the laws of the Province of Ontario. The Company was originally incorporated under the name "Florentine Mineral Resources Ltd." and the name was changed to Triangle Multi-Services Corporation on February 16, 1995.
- 2.3 Triangle Multi-Services Corporation does not have any subsidiary companies as of the date of this Listing Statement.
- 2.4 Triangle Multi-Services Corporation is not re-qualifying following a fundamental change nor is it proposing an acquisition, amalgamation, merger, reorganization or arrangement.
- 2.5 Triangle Multi-Services Corporation was not incorporated outside of Canada.

## **3. General Development of the Business**

- 3.1 Triangle Multi-Services Corporation owned a 100% interest in Servibec Gestion Alimentaire Inc. and Resto Servibec Inc. Through these wholly owned subsidiaries, the Corporation operated and administered food services outlets in seven major cities in Quebec, including cafeterias, dining rooms, snack bars, vending machines, mobile canteens and catering services. The Company has now sold its interest in these businesses and provides consulting and administration expertise to these and other food service providers on a fee for service and/or percentage of gross sales basis.
- 3.2 In January, 2005, the Company's 100% interest in Servibec Gestion Alimentaire Inc. was sold, to an arm's length third party, for cash consideration of \$300,000.00.

In April, 2005, the 100% interest in Resto Servibec Inc. was also sold, to an arms-length third party, for an aggregate purchase price of \$485,000.00. \$185,000.00 was paid as a deposit on April 17, 2005. The balance of the sale price of \$300,000 is to be paid over a period of 24 months at a rate of 6% per annum interest. Payments are due on the 15<sup>th</sup> day of each and every month, commencing on the 15<sup>th</sup> day of May, 2005 (paid). There is a principal payment of \$50,000.00 due on September 15, 2005. The Corporation, in maintaining the books of the restaurant facility operated by Resto Servibec Inc. on behalf of the

purchaser, will be charging fees of 2.225% of gross sales up to a maximum of \$45,000.00 per annum.

The Company is seeking other business opportunities such as the operation of restaurants on behalf of owners as well as the administration and accounting for such restaurants. The Corporation will offer its services as a consultant in the restaurant business in areas which it feels special competency. Management will also seriously consider any other business opportunities that present themselves.

- 3.3 Management knows of no event or uncertainty that is expected to have a material effect on the future operation of the business. The Company will continue to offer its experience and expertise by consulting and providing administrative services to companies in the food services industry.

#### 4. **Narrative Description of the Business**

- 4.1 The Company provides consulting and administration expertise to food service providers on a fee for service basis. Over the next twelve months, the Company plans to increase its clients through advertising in industry newspapers and magazines and personal contacts.

The directors and officers of the Corporation have been involved in the restaurant industry for over twenty years and have developed a network of contacts within the industry. In the normal course of business, they have dealings with industry suppliers who are an invaluable source of referrals and leads for obtaining new clients. The directors and officers also regularly attend industry trade shows and conventions for purposes of business development.

The Company's working capital as at December 31, 2004 was \$325,752. Additional working capital will be provided by the sale of previously owned subsidiaries as described in paragraph 3.2.

Below is the typical methodology for food projects, the system varies in content depending on the food sector or province.

Triangle Multi Services Corp. is a totally independent food consultancy as we are not attached to any equipment suppliers. Our methodology for a typical turn-key project is to:

Investigate the potential market for the finished product, food service, retail, fast food or any other market segment. Find out who the potential customers are, what volume of sales is credible, what quality is required and many other parameters associated with the market in the food sector the client is interested in.

We then look at the raw material availability and assess the suitability to fulfill the needs of the market. We may have to meet suppliers.

We believe in general that no single food equipment supplier can construct the most suitable equipment with specific raw material required. We therefore use our experience and contacts to specify the most appropriate equipment for the clients project.

We also have the advantage of being independent usually being able to obtain the best prices for equipment. This would normally financially justify the cost of engaging Triangle Multi Services Corp.

The service of Triangle Multi Services Corp. does not stop there, we also project manage and train operators. Even then we can hand hold until the point of profitability and onwards including interim management.

As mentioned in our application for listing we have recently sold our Restaurant and all of the cafeterias.

We are presently developing our consultant and administration management division.

We have one customer at this time and we are negotiating with several companies to whom we have offered our services.

Our Corporation (T.M.S.C.) offers the following:

- ? full service accounting, including accounts payable
- ? accounts receivable
- ? payroll
- ? bank reconciliation
- ? payment of all applicable taxes
- ? prepare monthly operating statements, comment various figures such as sales, gross profit percentage, salaries and fringe benefits percentage, some of the expenses etc.

Working capital as of March 31, 2005 is \$379,967.00

In addition balance of sale as stated in the application

## 5. **Selected Consolidated Financial Information**

### 5.1 Annual Information

6 Months Ended Mar 31/05	3 Months Ended Dec 31/04	12 Months Ended Sep 30/04	12 Months Ended Sep 30/03	12 Months Ended Sep 30/02
--------------------------------	--------------------------------	---------------------------------	---------------------------------	---------------------------------

Net Sales	785,291	513,693	2,295,290	2,327,587	2,344,775
Net Income	24,612	-44,612	94,769	101,428	46,670
Assets	1,527,330	1,538,998	1,561,388	1,580,033	1,564,276
Current Liabilities	279,023	392,633	370,411	461,254	572,290
Long-term Liabilities	67,718	35,000	35,000	57,571	32,206
Cash Dividends Declared	0	0	0	0	0
Net Income (Loss) Per Share	\$0.002	-\$0.010	\$0.006	\$0.007	\$0.001
Net Income (Loss) Per Share - Fully Diluted	\$0.002	-\$0.003	\$0.006	\$0.006	\$0.003

## 5.2 Quarterly Information

	3 Months Ended <u>Mar 31/05</u>	3 Months Ended <u>Sep 30/04</u>	3 Months Ended <u>Jun 30/04</u>	3 Months Ended <u>Mar 31/04</u>
Net Sales	271,598	600,975	596,167	561,900
Net Income	69,224	122,229	18,688	-34,538
Assets	1,527,330	1,561,388	1,610,933	1,585,997
Current Liabilities	279,023	370,411	519,615	513,367
Long-term Liabilities	67,718	35,000	57,570	57,570
Cash Dividends Declared	0	0	0	0

Net Income (Loss) Per Share	\$0.005	\$0.008	\$0.001	-\$0.002
Net Income (Loss) Per Share - Fully Diluted	\$0.004	\$0.007	\$0.001	-\$0.002

	3 Months Ended <u>Dec 31/03</u>	3 Months Ended <u>Sep 30/03</u>	3 Months Ended <u>Jun 30/03</u>	3 Months Ended <u>Mar 31/03</u>
Net Sales	536,248	382,239	601,249	526,403
Net Income	-11,610	126,401	51,133	-38,665
Assets	1,578,307	1,580,032	1,422,511	1,446,576
Current Liabilities	471,139	461,254	521,186	596,384
Long-term Liabilities	57,570	57,570	32,512	32,512
Cash Dividends Declared	0	0	0	0

Net Income (Loss) Per Share	-\$0.000	\$0.008	\$0.003	-\$0.002
Net Income (Loss) Per Share - Fully Diluted	-\$0.000	\$0.007	\$0.003	-\$0.002

## 5.3 Dividends

There are no restrictions to prevent the Corporation from paying dividends. The Board of Directors, at their discretion, has the power to declare a dividend.

6. **Management's Discussion and Analysis**

6.1 Date

The following is the Management Discussion and Analysis for the three month period ended March 31, 2005.



## 6.2 Overall Performance

Triangle Multi-Service Corporation's working capital remains excellent at \$379,965, as compared to \$358,575 at the beginning of the period. The Company has no long-term debt other than \$35,000 due to a director. Subsequent to the end of the period, the Company sold its 100% interest in Servibec Gestion Alimentaire and Resto Servibec Inc.. The Company will be focusing on providing consulting and administration services to other parties in the food services industries.

## 6.3 Selected Annual Information

	12 Months Ended <u>Sep 30/04</u>	12 Months Ended <u>Sep 30/03</u>	12 Months Ended <u>Sep 30/02</u>
Net Sales	2,295,290	2,327,587	2,344,775
Net Income	94,769	101,428	46,670
Assets	1,561,388	1,580,033	1,564,276
Current Liabilities	370,411	461,254	572,290
Long-term Liabilities	35,000	57,571	32,206
Cash Dividends Declared	0	0	0
Net Income (Loss) Per Share	\$0.006	\$0.007	\$0.001
Net Income (Loss) Per Share - Fully Diluted	\$0.006	\$0.006	\$0.003

6.4 Net sales remained constant during the years 2002 through 2004 and net income improved significantly during 2003 and 2004. The financial statements are in accordance with Canadian generally accepted accounting principles.

## 6.5 Results of Operations

For the year ended September 30, 2004, net sales were \$2,295,290 and net income was \$101,428. Operating expenses for the Company's food service business was \$781,937. With the subsequent sale of the Company's wholly owned subsidiaries, the Company has eliminated operating expenses and will focus on providing consulting and administrative services to these and other food service providers on a fee for service basis.

## 6.6 Summary of Quarterly Results

<u>Quarter Ended</u>	<u>Total Revenue</u>	<u>Net Profit (Loss)</u>	<u>Profit (Loss) Per Share</u>
March 31, 2005	416,434	69,224	0.01
December 31, 2004	840,275	-44,612	-0.01
September 30, 2004	967,135	122,229	0.01
June 30, 2004	956,059	18,688	0.01
March 31, 2004	888,960	-34,538	-0.01
December 31, 2003	858,564	-11,610	-0.01
September 30, 2003	898,440	126,401	0.01
June 30, 2003	959,506	51,133	0.01

## 6.7 Liquidity

Working capital, as at March 31, 2005, remains excellent at \$379,965. With the subsequent sale of the Company's wholly owned subsidiaries, working capital was increased to approximately \$565,000 by April, 2005. A further \$300,000 will be paid to the Company over a twenty four month period.

Management is looking for other business opportunities such as the operation of restaurants on behalf of owners as well as the administration and accounting for such restaurants. The Company will offer its services as a consultant in the restaurant business in areas which it feels special competency. Management will also consider any other business opportunities that may present themselves.

## 6.8 Capital Resources

The Company's sale of its wholly owned subsidiaries includes the sale of the assets associated with these subsidiaries. The Company has retained the assets required to carry out its business in consulting and administrative services for the food service industry. There are no immediate plans for further capital expenditures.

## 6.9 Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

## 6.10 Transactions with Related Parties

The only transaction with a related party was the \$35,000 of long term debt due to a director. This loan was fully paid in May, 2005.

#### 6.11 Fourth Quarter

Goodwill units are tested for impairment after the annual forecasting process. Due to incoming end of leases of the units, cash flows beyond lease periods cannot be considered in the annual forecasting process. Based on that trend, an impairment loss of \$49,153 was recognized. The fair value of reporting units was estimated using the expected present value of future cash flows.

With gross profit margins falling from prior years, the Company sold its wholly owned subsidiaries to focus on the more profitable consulting and administrative areas of the food service industry.

#### 6.12 Shareholder approval has been obtained for the sale of Servibec Gestion Alimentaire Inc. On June 30, 2005, at a Special Meeting, the shareholders will be asked to approve the sale of Resto Servibec Inc. Regulatory approval for these sales is not required. Any future significant asset acquisitions will be approved the shareholders and may require the approval of various regulatory authorities.

#### 6.13 Changes in Accounting Policies including Initial Adoption

There are no proposed changes in the Company's accounting policies.

#### 6.14 Financial Instruments and Other Instruments

On April 17, 2005, the Company received a cash deposit of \$185,000.00 for the sale of Resto Servibec Inc. The balance of the sale price of \$300,000.00 is to be paid over a period of 24 months, at a rate of 6% per annum interest. Payments are due on the 15<sup>th</sup> day of each and every month, commencing on the 15<sup>th</sup> day of May, 2005. A principal payment of \$50,000.00 is due on September 15, 2005.

Under the terms of the sale agreement, the purchaser is to comply with all of the terms of a lease between Resto Servibec Inc. and Imperial Oil.

Management has no reason to believe that all terms of the sales agreement will not be met.

#### 6.15 Date of Interim MD&A

Interim Management Discussion and Analysis is for the six month period ended March 31, 2005.

#### 6.16 Interim MD&A

See Sections 6.6, Summary of Quarterly Results, 6.7, Liquidity, 6.8, Capital Resources, 6.9, Off-Balance Sheet Arrangements, 6.10, Transactions with Related Parties and 6.11, Fourth Quarter.

**7. Market for Securities**

- 7.1 The Company's shares were quoted on the Canadian Dealers Network. The trading symbol was TMSC.

**8. Consolidated Capitalization**

- 8.1 The Company currently has 14,960,003 common shares outstanding. There have been no changes in the share capital of the Company since the financial year ended September 30, 2004.

**9. Options to Purchase Securities**

- 9.1 Outstanding Options as at December 31, 2004

<u>Name</u>	<u>Number of common shares eligible for purchase</u>	<u>Exercise price per share</u>	<u>Expiry date</u>
Paul McClure President	75,000	\$0.02	Sept 30, 2007
Pierre Taylor Vice-President	75,000	\$0.02	Sept 30, 2007
Pierre Charron Secretary- Treasurer	500,000	\$0.02	Sept 30, 2007
Richard Hallee Director	50,000	\$0.02	Sept 30, 2007
Jeff Cohen Director	100,000	\$0.02	Sept 30, 2007
Sonia Charron Employee	30,000	\$0.02	Sept 30, 2007

**10. Prior Sales**

- 10.1 The Company currently has 14,960,003 common shares outstanding. The rights of the holders thereof are equal in all respects and include the rights, among other things:

to vote at all meetings of shareholders; and

subject to any rights, privileges, restrictions and conditions attaching to any other class of shares the Company may issue, to receive the remaining property of the Company upon dissolution.

- 10.2 No shares have been sold for cash in the past twenty four months. No shares have been sold for other than cash in the past twenty four months.

## **11. Escrowed Securities**

- 11.1 The Company has no shares held in escrow.

## **12. Principal Shareholders**

- 12.1 Principal Shareholders as at March 31, 2005

<u>Name</u>	<u>Common Shares Held</u>	<u>% of Issued and Outstanding</u>	<u>% of Issued and Outstanding-Fully Diluted</u>
Sayamsol S A Principal: Georgia Castillo Jimenez	2,400,000	16.04	15.20
Soloste Corp. Principal: Pierre Charron	1,000,000	6.68	6.33

These shares are all owned both of record and beneficially.

## **13. Directors and Officers**

<u>Name, Office and Date Elected</u>	<u>Principal Occupation (past 5 years)</u>	<u>Number of Shares Held Directly or Indirectly</u>
Paul McLure Brossard, Quebec President June 8, 1994	Lawyer in private practice since 1978	Nil
Pierre Taylor Verdun, Quebec Vice-President August 17, 2000	Secretary/Treasurer of Avanti Inc.	491,000
Pierre Charron	President of Servibec G.A. Inc.	1,350,000

Magog, Quebec Secretary/Treasurer June 8, 1994	since 1982	
Richard Hallee Boucherville, Quebec Director April 19, 2004	Wealth Management Director, National Bank of Canada	Nil
Jeff Cohen Coral Springs, Florida Director August 17, 2000	Food Service Broker and Consultant of the Company since 1990	Nil

### Management

Paul McClure, President, is 52 years old and has been the President of the Corporation since 1994. Mr. McClure attended Laval University in Quebec City and was called to the Quebec bar on November 15, 1978. He has been a partner in the law firm Mongarin, McClure and Gibeau since that time. In addition to serving as a Director and providing guidance and direction as such, Mr. McClure also provides legal services and advice to the Corporation from time to time as required.

Pierre Taylor, Vice-President is 63 years old and has been Vice-President of the Corporation since 2000. Mr. Taylor was the President of Avanti Inc., from 1980 to 2003. In addition to serving as Vice-President and providing guidance and direction as such, Mr. Taylor's expertise in the areas of food service management and administration are a valuable asset to the development of the Corporation.

Pierre Charron is 65 years old and has been the Secretary/Treasurer of the Corporation since 1994. Mr. Charron was also the President and Chief Executive of Resto Servibec Inc. since 1982. Mr. Charron was educated at Hautes Etudes Commerciales (H.E.C.), then earned his M.B.A. at Laval University in Quebec City and has over 40 years of experience in the food services industry. Mr. Charron devotes the majority of his time to the development of and provision of services by the Corporation.

Richard Hallee, Director is 58 years old and has been a director of the Corporation since 2004. Mr. Hallee is a Wealth Management Director for the National Bank of Canada. In addition to serving as a Director and providing guidance and direction as such, Mr. Hallee's financial experience is an asset to the development of the Corporation. Mr. Hallee provides his expertise, from time to time, as required by the Corporation.

Jeffrey Cohen, Director is 44 years old and has been a director of the Corporation since 2000. Mr. Cohen was educated at Stanstead College of business in Quebec. He has been a Sales Manager of Distribution Horizon in Coral Gables, Florida since 2003. Previously, Mr. Cohen was Sales Manager of Commonwealth Wholesale. In addition to serving as a Director and providing guidance and direction as such, Mr. Cohen's experience in sales and distribution is an asset to the Corporation and his expertise is provided to the Corporation as needed.

None of the directors nor officers have been the subject of a cease trade order issued by a regulatory authority regarding trading in securities nor have ever been bankrupt.

## 14. Capitalization

### 14.1 Issued Capital

	# of Securities (non- <u>diluted</u> )	# of Securities (fully <u>diluted</u> )	% of Issued (non- <u>dilute</u> <u>d</u> )	% of Issued (fully <u>diluted</u> )
<b>Public Float</b>				
<u>Total Outstanding</u>	<u>14,960,003</u>	<u>15,790,003</u>		
Held by related persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than 5% voting position in the Issuer upon exercise or conversion of other securities held	4,241,000	5,071,000	28.35 %	32.12%
<u>Total Public Float</u>	<u>10,719,003</u>	<u>10,719,003</u>		
<b>Freely-Tradeable Float</b>				
Number of outstanding securities subject to resale restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders	0	830,000		
<u>Total Tradeable Float</u>	<u>14,960,003</u>	<u>15,790,003</u>		

Public Securityholders (Registered)

**Common Shares**

<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Securities</u>
1-99 securities	4	4
100-499 securities	525	120,799
500-999 securities	239	135,650
1,000-1,999 securities	201	234,705
2,000-2,999 securities	82	178,350
3,000-3,999 securities	40	126,970
4,000-4,999 securities	7	28,000
5,000 or more securities	<u>110</u>	<u>10,991,448</u>
Total	1,208	11,815,926

Public Securityholders (Beneficial)

**Common Shares**

<u>Size of Holding</u>	<u>Est. No. of Holders</u>	<u>Total Number of Securities</u>
1-99 securities	0	0
100-499 securities	3	750
500-999 securities	1	500
1,000-1,999 securities	2	2,500
2,000-2,999 securities	1	2,000
3,000-3,999 securities	1	3,200
4,000-4,999 securities	1	4,000
5,000 or more securities	<u>17</u>	<u>3,131,127</u>
Total	126	3,144,077



Non-Public Securityholders (Registered)

**Common Shares**

<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Securities</u>
1-99 securities		
100-499 securities		
500-999 securities		
1,000-1,999 securities		
2,000-2,999 securities		
3,000-3,999 securities		
4,000-4,999 securities		
5,000 or more securities	<u>3</u>	<u>4,241,000</u>
Total	3	4,241,000

14.2

<u>Description of Security</u>	<u>Number of convertible / exchangeable securities outstanding</u>	<u>Number of listed securities issuable upon conversion / exercise</u>
Incentive stock options to purchase common shares at a price of \$0.02 per share, expiring September 30, 2007	830,000	830,000

14.3 Other than the incentive stock options listed above, there are no other securities reserved for issuance.

**15. Executive Compensation**

15.1 Although the directors of the Corporation are entitled to receive the sum of \$100.00 for each Meeting of the Board of Directors or Shareholders attended or for attendances to sign Resolutions or By-Laws from time to time, other than the incentive stock options listed in section 14.2, the directors of the company did not receive any compensation in 2003 or 2004, with the exception of Paul McClure who was paid \$10,210.20 in 2003 by a previously owned subsidiary for professional fees related to legal services.

## **16. Indebtedness of Directors and Executive Officers**

- 16.1 No officer or director of the Corporation is indebted to the Corporation in any amount.

## **17. Risk Factors**

Certain statements may constitute forward-looking statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Corporation, or industry results, to be materially different from any future results, performance and achievements expressed or implied by such forward-looking statements. Such factors include the following in order of priority:

### **1. Dependence On One Client**

The Corporation is presently depending on one client, charging management fees. By concluding transactions with this client, the Corporation presents credit risk. But, because of the financial structure of the Corporation, the loss of that client will affect its profitability, but not its cash flow. The Corporation presently has \$500,000 in cash which allows it time to find new business while being able to meet its financial obligations as they become due.

### **2. Business Conditions**

The major assets of the Corporation are cash, term deposits and the balance due on the sale of its former subsidiary which is the asset that has risk attached to it. It is secured by two residential properties owned by the president of the purchasing corporation. The collection of this balance depends on the financial condition not only of the purchasing corporation but possibly of its president personally. In addition, the value of the security is dependent upon the condition of the residential real estate market in the Greater Montreal area.

### **3. General Economic Conditions**

As the Corporation is a service provider to the restaurant industry and in turn, the market for restaurant, hospitality and tourism industries is sensitive to changes in the level of economic activity, the demand for the Corporation's services may suffer during economic downturns. As economic activity begins to slow down, consumers tend to travel and eat out less. Also in the past year, the restaurant, hospitality and tourism industries in the Greater Montreal area suffered as there were no major professional sports events in the Greater Montreal area due to the National Hockey League ("NHL") strike and the relocation of the Montreal Expos baseball team to Washington, D.C. The Corporation feels that the restaurant industry will improve in the immediate future with the return of the NHL and the

possibility of the National Association of Stock Car Auto Racing (“NASCAR”) Nextel Cap and Busch series events being held in Montreal next year.

#### **4. Government Regulations**

The restaurant industry is subject to various federal, provincial and local laws governing taxes, labour standards and occupational health. The restaurant industry is also subject to various federal, provincial and local laws and regulations relating to the serving of alcoholic beverages. As the Corporation is a service provider to the restaurant industry, it should be knowledgeable with all applicable rules and regulations. The Corporation must keep informed and up to date regarding amendments to current laws and regulations governing the restaurant industry. As the Corporation provides accounting and bookkeeping services, it must be familiar with payroll and sales tax matters. Risks relating to these activities include:

- ? claims related to the employment of illegal aliens or unlicensed personnel;
- ? payment of workers’ compensation claims and other similar claims;
- ? violations of wage and hour requirements;
- ? retroactive entitlement to employee benefits;
- ? clerical errors and omissions

The Corporation may incur fines and other losses or negative publicity with respect to these problems. In addition, some or all of these claims may give rise to litigation, which could be time-consuming to our management team and costly and could have a negative impact on our business. In some instances, the Corporation may have to agree to indemnify its customers against some or all of these types of liabilities. The Corporation cannot assure that it will not experience these problems in the future.

#### **18. Promoters**

- 18.1 The Corporation does not have a “promoter” or person or persons performing investor relations activities. Any shareholder communications are handled directly by one of the officers and/or directors of the Corporation.

#### **19. Legal Proceedings**

- 19.1 There are no outstanding legal proceedings, nor does management know of any such proceedings being contemplated.

## **20. Interest of Management and Others in Material Transactions**

No director, executive officer or significant shareholder has had any material interest, direct or indirect, in any transaction that has or could have a material effect on the Corporation in the previous three years.

## **21. Auditors, Transfer Agents and Registrars**

21.1 The Auditor of the Corporation is Marc-Andre Tremblay, C.A., Suite 400, 6400 Auteuil, Longueuil (Brossard), Quebec, J4Z 3P5. Tel: 450-671-1000, Fax: 450-671-9131.

21.2 The Transfer Agent and Registrar for the Corporation is Equity Transfer Services Inc., Suite 420, 120 Adelaide Street West, Toronto, Ontario, M5H 4C3. Tel: 416-361-0152, Fax: 416-361-0470

## **22. Material Contracts**

22.1 In April, 2005 the 100% interest in Resto Servibec Inc. was also sold, to an arms-length third party, for an aggregate purchase price of \$485,000.00. \$185,000.00 was paid as a deposit on April 17, 2005. A balance of the sale price of \$300,000 is to be paid over a period of 24 months at a rate of 6% per annum interest. Payments are due on the 15<sup>th</sup> day of each and every month, commencing on the 15<sup>th</sup> day of May, 2005. There is a principal payment of \$50,000.00 due on September 15, 2005. Under the terms of the agreement, the purchaser is to comply with all of the terms of a lease between Resto Servibec Inc. and Imperial Oil. The lease expires on March 31, 2010 with no renewal clause. The Corporation, in maintaining the book of the restaurant facility operated by Resto Servibec Inc. on behalf of the purchaser, will be charging fees of 2.225% of gross sales up to a maximum of \$45,000.00 per annum.

There are no other contracts in effect as of the date of this Listing Statement.

## **23. Interest of Experts**

No experts have any direct or indirect interest in the assets of the Corporation. This Listing Statement has been prepared by the management of the Corporation. Any interests that management has in the Corporation has been disclosed in sections 15 and 16.

## **24. Other Material Facts**

There are no further material facts that have not been disclosed elsewhere in this Listing Statement.

## **25. Financial Statements**

Attached to this Listing Statement are the audited financial statements for the years ended September 30, 2002, September 30, 2003 and September 30, 2004. In addition, attached are the interim financial statements for the three month period ended December 31, 2004 and March 31, 2005.

## **Certificate of the Issuer**

Pursuant to a resolution duly passed by its Board of Directors, Triangle Multi-Services Corporation, hereby applies for the listing of the above mentioned securities on CNQ. The foregoing contains full, true and plain disclosure of all material information relating to Triangle Multi-Services Corporation. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the light of the circumstances in which it was made.

Dated at Montreal, Quebec this 22<sup>nd</sup> day of June, 2005.

“Paul McClure”

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Paul McClure, President

“Pierre Taylor”

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Pierre Taylor, Vice-President

“Pierre Charron”

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Pierre Charron, Secretary/Treasurer

“Richard Hallee”

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Richard Hallee, Director