

# QUARTERLY REPORT

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Pursuant to Rule 15c2-(11)(a)(5)

For

R-THREE TECHNOLOGIES, INC.

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For the Six Months Ended October 31, 2015

Dated: December 23, 2015

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

# R-THREE TECHNOLOGIES, INC.

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**R-THREE TECHNOLOGIES INC.**  
**QUARTERLY REPORT**

All information contained in this Quarterly Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuers Quarterly Report.

**ITEM 1. THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS**

The exact name of the Issuer is:

R-THREE TECHNOLOGIES Inc. (hereinafter referred to as “R-THREE TECHNOLOGIES”, “RRRT”, “Issuer” or “Company”).

Predecessor entities since inception and dates of name changes:

- No previous entities.
- Vacation Home Swap, Inc. - from March 31, 2009 to October 6, 2015.

**ITEM 2. ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES**

Company Headquarters:

Address: 21316 Seasprite Circle  
Huntington Beach, CA 92646  
Phone: 714-724-3355

Investor Relations Firm:

None

**ITEM 3. SECURITY INFORMATION**

Trading symbol

The Company’s trading symbol is RRRT.

The Company’s CUSIP

The Company’s CUSIP is 74979L 105

Par or Stated Value:

The Company’s Common Stock has \$0.001 par value.

Shares Authorized:

As of the date of this Report, the Issuer has two classes of securities; Common Stock and Preferred Stock.

The Company is authorized to issue two hundred million (200,000,000) shares of common stock, of which 50,039,840 shares were issued and outstanding as of October 31, 2015.

The Company has no Preferred Stock issued and outstanding as of October 31, 2015.

Shares Outstanding:

*As of July 31, 2015*

| <u>Class</u> | <u>Period End Date</u> | <u>Shares Authorized</u> | <u>Shares Outstanding(1)</u> | <u>Freely Tradable Shares (Float)</u> | <u>Total Number of Beneficial Shareholders</u> | <u>Total Number of Shareholders of Record</u> |
|--------------|------------------------|--------------------------|------------------------------|---------------------------------------|------------------------------------------------|-----------------------------------------------|
| Common       | October 31, 2015       | 200,000,000              | 50,039,840                   | 59,800                                | 0                                              | 48                                            |
| Preferred    | October 31, 2015       | 0                        | 0                            | 0                                     | 0                                              | 0                                             |

**Transfer Agent**

West Coast Stock Transfer, Inc.  
721 N. Vulcan Ave. Ste. 205  
Encinitas, CA 92024  
Telephone: 619-664-4780  
Facsimile: 760-452-4423

\*The Company's transfer agent is registered under the Exchange Act.

Restrictions on the transfer of any security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The Company completed a 500-for-1 reverse split of its issued and outstanding common stock of the Company on October 6, 2015. In addition, the Company changed its name to "R-Three Technologies, Inc." The reverse and name change was approved by the board of directors and majority of shareholders and has been presented for approval by the Financial Industry Regulatory Authority, Inc. ("FINRA").

#### **ITEM 4. ISSUANCE HISTORY**

##### Events by the Issuer Resulting in Changes in Total Outstanding Shares for the Past Two Fiscal Years:

To the best knowledge of the present management of the Company, the list identified below identifies all events, in chronological order, that resulted in changes in total shares outstanding by the Company (1) within the two-year period ending on the last day of the Company's most recent fiscal year and (2) since the last day of the Company's most recent fiscal year.

During the quarter ended October 31, 2015, the Company issued an aggregate of 49,900,000 shares of restricted common stock to its shareholders.

During the three months ended July 31, 2015, the Company issued an aggregate of 0 shares of restricted common stock to its shareholders.

During the year ended April 30, 2014, the Company issued 0 shares of restricted common stock

#### **ITEM 5. FINANCIAL STATEMENTS**

Unaudited financial statements for the quarter ended October 31, 2015, are included herein. The numbers contained in this filing are exclusively the accounting numbers for R-THREE TECHNOLOGIES, Inc. The financial statements requested pursuant to this item have been prepared in accordance with US GAAP by persons with sufficient financial skills.

**R-THREE TECHNOLOGIES, INC.**  
**(A Development Stage Company)**

**BALANCE SHEETS**

|                                                                  | As of<br>Oct 31, 2015 | As of<br>July 31, 2015 |
|------------------------------------------------------------------|-----------------------|------------------------|
| <b>ASSETS</b>                                                    |                       |                        |
| <b>CURRENT ASSETS</b>                                            |                       |                        |
| Cash                                                             | \$ -                  | -                      |
| Prepaid Expenses                                                 | -                     | -                      |
| <b>TOTAL ASSETS</b>                                              | <b>\$ -</b>           | <b>-</b>               |
| <b>LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)</b>            |                       |                        |
| <b>CURRENT LIABILITIES</b>                                       |                       |                        |
| Accounts payable and accrued liabilities                         | \$ 97,500             | 97,500                 |
| Loans from Related Party                                         | 38,735                | 35,735                 |
| <b>TOTAL CURRENT LIABILITIES</b>                                 | <b>\$ 136,235</b>     | <b>136,235</b>         |
| <b>STOCKHOLDER'S EQUITY (DEFICIT)</b>                            |                       |                        |
| Capital stock (Note 5)                                           |                       |                        |
| Authorized                                                       |                       |                        |
| 200,000,000 shares of common stock, \$0.001 par value,           |                       |                        |
| Issued and outstanding                                           |                       |                        |
| 69,920,000 shares of common stock (949,900,000 at July 31, 2012) | \$ 69,920             | 69,920                 |
| Additional Paid in Capital                                       | (56,430)              | (56,430)               |
| Deficit accumulated during the development stage                 | (136,235)             | (136,235)              |
| <b>TOTAL STOCKHOLDER'S EQUITY/(DEFICIT)</b>                      | <b>\$ (122,745)</b>   | <b>(122,745)</b>       |
| <b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)</b>      | <b>\$ -</b>           | <b>-</b>               |

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

**R-THREE TECHNOLOGIES, INC.**  
**(A Development Stage Company)**

**STATEMENTS OF OPERATIONS**

|                                                             | Six months<br>ended<br>Oct 31, 2015 | Six months<br>ended<br>Oct 31, 2014 | Cumulative results<br>from inception<br>(March 31, 2009)<br>to<br>Oct 31, 2015 |
|-------------------------------------------------------------|-------------------------------------|-------------------------------------|--------------------------------------------------------------------------------|
| <b>REVENUE</b>                                              |                                     |                                     |                                                                                |
| Revenues                                                    | \$ -                                | \$ -                                | \$ -                                                                           |
| <b>Total Revenues</b>                                       | <b>\$ -</b>                         | <b>\$ -</b>                         | <b>\$ -</b>                                                                    |
| <b>EXPENSES</b>                                             |                                     |                                     |                                                                                |
| Office and general                                          | \$ 7,399                            | \$ 19,826                           | \$ 35,772                                                                      |
| Professional Fees                                           | 46,000                              | 22,361                              | 104,209                                                                        |
| <b>Total Expenses</b>                                       | <b>\$ 23,399</b>                    | <b>\$ 42,187</b>                    | <b>\$ 139,981</b>                                                              |
| <b>Net Operating Loss</b>                                   | <b>\$ (69,399)</b>                  | <b>\$ (42,187)</b>                  | <b>\$ (139,981)</b>                                                            |
| Exchange Gain/(Loss)                                        | \$ -                                | \$ -                                | \$ 11                                                                          |
| <b>NET LOSS</b>                                             | <b>\$ (69,399)</b>                  | <b>\$ (42,187)</b>                  | <b>\$ (139,970)</b>                                                            |
| <b>BASIC AND DILUTED LOSS PER COMMON SHARE</b>              |                                     |                                     |                                                                                |
|                                                             | \$ -                                | \$ -                                |                                                                                |
| <b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b> |                                     |                                     |                                                                                |
|                                                             | 518,348,164                         | 949,900,000                         |                                                                                |

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

**R-THREE TECHNOLOGIES, INC.**  
**(A Development Stage Company)**

**STATEMENTS OF CASH FLOW**

|                                                                              | Six months<br>ended<br>Oct 31, 2015 | Six months<br>ended<br>Oct 31, 2014 | Cumulative<br>results from<br>March 31, 2009<br>(inception date) to<br>Oct 31, 2015 |
|------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                  |                                     |                                     |                                                                                     |
| Net loss                                                                     | \$ (69,399)                         | \$ (42,187)                         | \$ (139,970)                                                                        |
| Adjustment to reconcile net loss to net cash<br>used in operating activities |                                     |                                     |                                                                                     |
| Decrease (increase) in prepaid expenses                                      | -                                   | 750                                 | -                                                                                   |
| Increase (decrease) in accrued expenses                                      | \$ 69,399                           | \$ 17,921                           | \$ 97,500                                                                           |
| <b>NET CASH PROVIDED BY (USED IN) OPERATING<br/>ACTIVITIES</b>               | \$ -                                | \$ (23,516)                         | \$ (52,225)                                                                         |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                  |                                     |                                     |                                                                                     |
| Proceeds from sale of common stock                                           | (10)                                | -                                   | 16,500                                                                              |
| Payment of common stock buy back                                             | -                                   | -                                   | (10)                                                                                |
| Loan from related party                                                      | 10                                  | 23,115                              | 38,735                                                                              |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>                             | \$ -                                | \$ 23,115                           | \$ 52,225                                                                           |
| <b>NET INCREASE (DECREASE) IN CASH</b>                                       | \$ -                                | \$ (401)                            | \$ -                                                                                |
| <b>CASH, BEGINNING OF PERIOD</b>                                             | \$ -                                | \$ 401                              | \$ -                                                                                |
| <b>CASH, END OF PERIOD</b>                                                   | \$ -                                | \$ -                                | \$ -                                                                                |
| Supplemental cash flow information and noncash financing activities:         |                                     |                                     |                                                                                     |
| Cash paid for:                                                               |                                     |                                     |                                                                                     |
| Interest                                                                     | \$ -                                | \$ -                                | \$ -                                                                                |
| Income taxes                                                                 | \$ -                                | \$ -                                | \$ -                                                                                |

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

**R-THREE TECHNOLOGIES INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**Internally prepared by management**  
**For the Six Months Ending October 31, 2015**

**NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

R-Three Technologies, Inc. (“R-Three Technologies, “we”, “the Company”) incorporated in the State of Nevada as a for-profit Company on March 31, 2009 and established a fiscal year end of April 30.

We are a development-stage Company with the exclusive world-wide right to exploit a proprietary process for recycling asphalt shingles, otherwise destined for already over-crowded landfills, into interlocking asphalt bricks with a variety of commercial applications including: patios, driveways, walkways and many more.

Vacation Home Swap, Inc., the previous company, attempted to compete with other Internet based exchanging companies and was not successful.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the presentation of the accompanying unaudited condensed consolidated financial statements follows:

**General**

The accompanying unaudited condensed consolidated financial statements of the Company, have been prepared in accordance with the rules and regulations (S-X) of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Revenue Recognition

The Company will recognize revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition (“ASC 605-10”) which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments will be provided for in the same period the related sales will be recorded.

ASC 605-10 incorporates Accounting Standards Codification subtopic 605-25, Multiple-Element Arrangements (“ASC 605-25”). ASC 605-25 addresses accounting for arrangements that may involve the

delivery or performance of multiple products, services and/or rights to use assets. There was no effect on implementing ASC 605-25 on the Company's financial position and results of operations, since the Company has not started generating revenue.

### Cash

The Company considers cash to consist of cash on hand and temporary investments having an original maturity of 90 days or less that are readily convertible into cash.

### Property and Equipment

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. All acquired property and equipment has yet to be placed in service, therefore no depreciation was recorded for the period from date of inception through the quarter ended October 31, 2015. The Company does not own or rent any property.

### Long-Lived Assets

The Company follows FASB ASC 360-10-15-3, "Impairment or Disposal of Long-lived Assets," which established a "primary asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

### Income Taxes

The Company has adopted Accounting Standards Codification subtopic 740-10, Income Taxes ("ASC 740-10") which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes consist primarily of timing differences such as deferred officers' compensation and stock based compensation accounting.

### Net Loss per Common Share, basic and diluted

The Company has adopted Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10") specifying the computation, presentation and disclosure requirements of earnings per share information. Basic loss per share has been calculated based upon the weighted average number of common shares outstanding.

### Stock based compensation

The Company follows Accounting Standards Codification subtopic 718-10, Compensation ("ASC 718-10") which requires that all share-based payments to both employees and non-employees be recognized in the income statement based on their fair values.

As of October 31, 2015, the Company did not have any issued or outstanding stock options.

### Convertible Debt Instruments

If the conversion features of conventional debt instruments provides for a rate of conversion that is below market value at issuance, this feature is characterized as a beneficial conversion feature (“BCF”). A BCF is recorded by the Company as a debt discount pursuant to ASC Topic 470-20 “Debt with Conversion and Other Options.” In those circumstances, the convertible debt is recorded net of the discount related to the BCF, and the Company amortizes the discount to operations over the life of the debt using the effective interest method. The Company was not required to record any BCF’s on any of the convertible debt it issued during the quarters ending October 31, 2015 and 2014.

### Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

### Research and Development

The Company accounts for research and development costs in accordance with Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved as defined under the applicable agreement. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company did not incur any research and development expenses from date of inception through July 31, 2015.

### Reliance on Key Personnel and Consultants

The Company has 1 full-time employee and no part-time employees. Additionally, the Company has consultants performing various specialized services. The Company is heavily dependent on the continued active participation of these current executive officers, employees and key consultants. The loss of any of the senior management or key consultants could significantly and negatively impact the business until adequate replacements can be identified and put in place.

### Fair Value

Accounting Standards Codification subtopic 825-10, Financial Instruments (“ASC 825-10”) requires disclosure of the fair value of certain financial instruments. The carrying amount reported in the consolidated balance sheet for accounts payable and accrued expenses, advances and notes payable approximates fair value because of the immediate or short-term maturity of these financial instruments.

### Reclassification

Certain reclassifications have been made to prior periods' data to conform to the current period's presentation. These reclassifications had no effect on reported income or losses.

### Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its

financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

### **NOTE 3 – GOING CONCERN MATTERS**

The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying unaudited condensed consolidated financial statements. In addition, the Company is in a development stage, has yet commercialized its planned business and has not generated any revenues since inception. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon management's ability to develop profitable operations and or upon obtaining additional financing to carry out its planned business. Management is devoting substantially all of its efforts to the commercialization of its planned product and processes, as well as raising additional debt or equity financing in order to accelerate the development and commercialization of additional products. There can be no assurance that the Company's commercialization or financing efforts will result in profitable operations or the resolution of the Company's liquidity problems.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all. In the event the Company is unable to continue as a going concern, it may elect or required to seek protection from its creditors by filing a voluntary petition in bankruptcy or may be subject to an involuntary petition in bankruptcy. To date, management has not considered this alternative, nor does management view it as a likely occurrence.

The accompanying unaudited condensed consolidated statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

### **NOTE 4 – NOTES PAYABLE – UNERELATED THIRD PARTY**

As at October 31, 2015 The Company has received \$25,000 as a loan from unrelated parties. The loan is payable on demand and without interest. The note is convertible into common stock at one tenth of a penny or \$.001. The terms of the note limit the number of conversion shares the holder can receive and hold at any point in time to no more than 9.99% of the Company's common stock then outstanding.

### **NOTE 5 – NOTES PAYABLE, RELATED PARTIES**

As at October 31, 2015, the Company has received \$38,735 as a loan from related parties. The loan is payable on demand and without interest.

### **NOTE 6 – STOCKHOLDERS' EQUITY**

#### **Preferred Stock**

The Company has no authorized preferred shares.

#### **Common stock**

The Company is authorized to issue 200,000,000 shares of \$0.001 par value common stock as of October 31, 2015. As of October 31, 2015, there were 50,039,840 shares of the Company's common stock issued and outstanding.

On October 22, 2015 the Company had a change of control with Mr. Frank Drechsler no longer holding control of the majority of common stock.

#### **NOTE 7 - STOCK OPTIONS**

As of October 31, 2015, the Company has not granted any stock options.

#### **NOTE 8 - RELATED PARTY TRANSACTIONS**

As of October 31, 2015 there were no related party transactions.

#### **NOTE 9 - LITIGATION**

The Company is subject at times to other legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity. There was no outstanding litigation as of October 31, 2015.

#### **NOTE 10 - PRINCIPAL NUMBERS**

The numbers contained in this filing are exclusively the accounting numbers for R-THREE TECHNOLOGIES, Inc.

#### **NOTE 11 – FORWARD LOOKING STATEMENTS**

*This Quarterly Report includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as “may,” “will,” “expect,” “anticipate,” “believe,” “estimate” and “continue,” or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.*

*Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission and OTC Markets. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions. Factors that could cause differences include, but are not limited to, expected market demand for our products, fluctuations in pricing for materials, and competition.*

#### **END OF NOTES TO FINANCIALS**

## **ITEM 6. ISSUER'S BUSINESS, PRODUCTS, AND SERVICES**

### *Overview*

R-Three Technologies, Inc. was incorporated in the State of Nevada on March 31, 2009 and has a fiscal year end of April 30.

R Three Technologies will produce interlocking brick pavers by recycling asphalt shingles in their entirety. Even the nails are recovered and sold for scrap. The product is designed to compete favourably with asphalt and concrete in a variety of residential and commercial applications including driveways, patios, pool decks, courtyards, sidewalks and medians. The Company's product can be pressed into larger sized segments and installed as sound barrier panels, cushioned factory or stable floors and many other uses. R Three Technologies' products are lighter and yet denser than asphalt and are non-porous. The product installation is far more convenient also easier to install than concrete.

R Three Technologies great advantage over competitors is due to the fact; the company is receiving substantial revenue for the raw material (old shingles and off spec shingles). The roofing contractors and others must pay premium to deposit shingles in transfer stations, as the waste is not allowed in landfills, furthermore there are no landfills in Toronto area. In Toronto, where the Company's first plant is anticipated, the tipping fee at the transfer station are at the premium, this enhances the economics of the project and the price competitiveness for the raw material and the end product.

On or about October 22, 2015, the Company completed it's Acquisition of Assets of R3 Technologies, Inc., a Nevada corporation ("R3") for the exchange of all of the Assets of R3 (the "R3 Assets"). The R3 Shares shall be exchanged for 48,500,000 fully paid non-assessable shares of the Company or 60% of the issued and outstanding shares of the Company.

Both our CUSIP number and our trading symbol for our common stock which trades on the OTC PK Tier of the OTC Markets, Inc. will change as a result of the name change contemplated by the Agreement. As part of the Agreement the Company changed it name and completed a 500-1 reverse. Both were approved by the Financial Information Regulatory Association, Inc. ("FINRA") to process the name change and symbol change.

The company is highly dependent upon the success of raising additional funds through debt financing and failure thereof would result in risk of business. However, if such financing were available, because R-Three Technologies is a development stage company with no operations to date, it would likely have to pay additional costs associated with high-risk loans and be subject to an above market interest rate. At such time these funds are required, management would evaluate the terms of such debt financing and determine whether the business could sustain operations and growth and manage the debt load.

If we are unable to complete any phase of our business plan or marketing efforts because we don't have enough money, we will cease our development and/or marketing activities until we raise money. Attempting to raise capital after failing in any phase of our business plan would be difficult. As such, if we cannot secure additional funds we will have to cease operations and investors will lose their entire investment.

Management does not plan to hire additional employees at this time. Our President and Directors will be responsible for the initial product sourcing. We intend to hire sales representatives initially on a commission only basis to keep administrative overhead to a minimum. We will use third party web designers to build and maintain our website.

We do not expect to be purchasing or selling plant during the next twelve months.

### Primary and Secondary SIC Codes

Primary SIC Code: 7370

### Issuers Fiscal Year End Date

The Issuer's fiscal year end is April 30.

### Principal Products or Services, and Their Markets

R Three Technologies will produce interlocking brick pavers by recycling asphalt shingles in their entirety. Even the nails are recovered and sold for scrap. The product is designed to compete favourably with asphalt and concrete in a variety of residential and commercial applications including driveways, patios, pool decks, courtyards, sidewalks and medians. The Company's product can be pressed into larger sized segments and installed as sound barrier panels, cushioned factory or stable floors and many other uses. R Three Technologies' products are lighter and yet denser than asphalt and are non-porous. The product installation is far more convenient also easier to install than concrete.

R Three Technologies great advantage over competitors is due to the fact; the company is receiving substantial revenue for the raw material (old shingles and off spec shingles). The roofing contractors and others must pay premium to deposit shingles in transfer stations, as the waste is not allowed in landfills, furthermore there are no landfills in Toronto area. In Toronto, where the Company's first plant is anticipated, the tipping fee at the transfer station are at the premium, this enhances the economics of the project and the price competitiveness for the raw material and the end product.

### **ITEM 7. ISSUER'S FACILITIES**

The Company is currently using very nominal facilities until such time as a more substantial facility is necessary.

### **ITEM 8. OFFICERS, DIRECTORS, AND CONTROL PERSONS**

A. Officers, Directors, and Control Persons as of the date of this Quarterly Report's publication with OTC Markets

| <b>Name</b>                                                                 | <b>Title</b>                                                                                                 |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Frank Drechsler<br>21316 Seabite Circle<br>Huntington Beach, CA 92646       | President and Chief Executive Officer, Secretary, Treasurer, Chief Financial Officer (Interim), and Director |
| 877543 Ontario Ltd.<br>42 Flintwood Ave.<br>Caledon, Ontario Canada L7E 2Z6 | More than 10% share holder                                                                                   |

### Involvement in Certain Legal Proceedings

None of the officers, directors, promoters or control persons of the Issuer have been involved in the past five (5) years in any of the following:

- (1) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and minor offenses);
- (2) The entry of an order, judgment, or decree, not subsequently reverse, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or bank activities;

- (3) A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
- (4) The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

**B. Beneficial Shareholders**

The name, address and shareholdings of all persons beneficially owning more than ten percent of any class of the Company's equity securities or officers and directors of the Company are:

| <b>Name</b>                                                                 | <b>Common Directly Owned<sup>(1)</sup></b> | <b>Percent Ownership<sup>(2)</sup></b> |
|-----------------------------------------------------------------------------|--------------------------------------------|----------------------------------------|
| 877543 Ontario Ltd.<br>42 Flintwood Ave.<br>Caledon, Ontario Canada L7E 2Z6 | 12,210,000                                 | 25%                                    |

- (1) Share totals reflect all common shares directly owned as of the date of this report's publication with OTC markets.
- (2) As of the date of this report's publication there were 50,039,849 shares of common stock issued and outstanding.

**ITEM 9. THIRD PARTY PROVIDERS**

Counsel  
None

Accountant or Auditor  
None. These financials were prepared internally by management.

**ITEM 10. ISSUER CERTIFICATION**

I, Frank Drechsler, Chief Executive Officer certify that:

1. I have reviewed this quarterly disclosure statement of R-THREE TECHNOLOGIES, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 23, 2015  
Signature: /s/ Frank Drechsler  
Title: Chief Executive Officer