

INTELLISENSE SOLUTIONS INC.

FORM 10-Q (Quarterly Report)

Filed 08/11/17 for the Period Ending 06/30/17

Address	14201 N. HAYDEN ROAD, SUITE A-1 SCOTTSDALE, AZ, 85260
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Industry	Internet Services
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2017

or

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

For the Transition Period from _____ to _____

Commission file number: 333-188920

INTELLENSE SOLUTIONS INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other Jurisdiction of Incorporation or Organization)

47-4257143

(I.R.S. Employer Identification No.)

14201 N. Hayden Road, Suite A-1, Scottsdale, AZ

(Address of Principal Executive Offices)

85260

(Zip Code)

(480) 659-6404

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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 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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act:

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

As of August 11, 2017, there were 2,529,680 shares of the registrant's common stock outstanding.

INTELLISENSE SOLUTIONS INC.
FORM 10-Q
FOR THE THREE MONTHS ENDED JUNE 30, 2017

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

INTELLENSE SOLUTIONS INC.
BALANCE SHEETS
(unaudited)

	<u>June 30, 2017</u>	<u>March 31, 2017</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,718	\$ 2,660
Total assets	<u>\$ 3,718</u>	<u>\$ 2,660</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	\$ 20,622	\$ 23,274
Accounts payable to related party	5,716	3,066
Notes payable	30,000	20,000
Due to related party	-	650
Total current liabilities	<u>56,338</u>	<u>46,990</u>
Stockholders' deficit:		
Common stock, \$0.001 par value; 75,000,000 shares authorized, 2,529,680 issued and outstanding, respectively	2,529	2,529
Additional paid-in capital	70,619	70,619
Accumulated deficit	<u>(125,768)</u>	<u>(117,478)</u>
Total stockholders' deficit	<u>(52,620)</u>	<u>(44,330)</u>
Total liabilities and stockholders' deficit	<u>\$ 3,718</u>	<u>\$ 2,660</u>

The accompanying footnotes are an integral part of these unaudited financial statements.

INTELLISENSE SOLUTIONS INC.
STATEMENTS OF OPERATIONS
(unaudited)

	For the Three Months Ended June 30, 2017	For the Three Months Ended June 30, 2016
OPERATING EXPENSES		
Professional fees	\$ 6,466	\$ 10,608
General & administrative	982	1,070
Total operating expenses	<u>7,448</u>	<u>11,678</u>
OTHER INCOME/(EXPENSE):		
Other income	-	50,000
Interest expense	(842)	(599)
Total other income	<u>(842)</u>	<u>49,401</u>
NET INCOME / (LOSS)	<u>\$ (8,290)</u>	<u>\$ 37,723</u>
BASIC AND DILUTED NET INCOME (LOSS) PER SHARE	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>2,529,680</u>	<u>2,529,680</u>

The accompanying footnotes are an integral part of these unaudited financial statements.

INTELLISENSE SOLUTIONS INC.
STATEMENTS OF CASH FLOWS
(unaudited)

	For the Three Months Ended June 30, 2017	For the Three Months Ended June 30, 2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (8,290)	\$ 37,723
Adjustments to reconcile net income (loss) to net cash used in operating activities		
Changes in operating assets and liabilities:		
Accounts receivable	-	(25,000)
Accounts payable and accrued liabilities	(2,652)	(25,056)
Accounts payable to related party	2,000	7,478
Net cash used in operating activities	<u>(8,942)</u>	<u>(4,855)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	10,000	-
Net cash provided by financing activities	<u>10,000</u>	<u>-</u>
NET CHANGE IN CASH	1,058	(4,855)
CASH AT BEGINNING OF PERIOD	2,660	8,124
CASH AT END OF PERIOD	<u>\$ 3,718</u>	<u>\$ 3,269</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	<u>\$ -</u>	<u>\$ -</u>

The accompanying footnotes are an integral part of these unaudited financial statements.

**INTELLISENSE SOLUTIONS INC.
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)**

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Intellisense Solutions Inc. (the “Company”) was incorporated under the laws of the State of Nevada on March 22, 2013. We were initially engaged in the business of developing web portals to allow companies and individuals to engage in the purchase and sales of vegetarian food products over the Internet. However, we never achieved commercial sales or developed any significant operations. We currently are pursuing acquiring or merging with an entity with significant operations in order to create a viable business model and value for our shareholders.

Basis of Presentation

The unaudited interim financial statements contained in this quarterly report have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and the rules of the Securities and Exchange Commission (“SEC”) for interim financial information and do not include all of the information or disclosures required by U.S. GAAP for annual financial statements. Accordingly, these unaudited interim financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K as of and for the year ended March 31, 2017, as filed on June 29, 2017. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year, or any other period.

NOTE 2 – GOING CONCERN AND MANAGEMENT’S PLANS

The unaudited interim financial statements contained in this quarterly report have been prepared assuming that the Company will continue as a going concern. The Company recorded a net loss of \$8,290 for the three ended June 30, 2017 and has an accumulated deficit of \$125,768 and a working capital deficit of \$52,620. Presently, the Company does not have sufficient cash resources to meet its plans in the twelve months following June 30, 2017. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

Since inception, the Company has financed its activities from loans and the sale of equity securities. The Company intends on financing its future development activities and its working capital needs from loans and/or the sale of additional equity securities until such time that funds provided by operations are sufficient to fund working capital requirements. There are no assurances that the Company will be able to achieve further sales of its common stock or any other form of additional financing. The unaudited interim financial statements contained in this quarterly report do not include any adjustments that may be necessary should the Company be unable to continue as a going concern. The Company’s continuation as a going concern is dependent upon its ability to obtain additional financing or merge with an operating company that is a going concern as may be required and to ultimately attain profitability.

NOTE 3 – RELATED PARTY TRANSACTIONS

Effective June 15, 2015, Neil Reithinger was appointed as President, Treasurer, Secretary and a director. Mr. Reithinger is now the Company’s sole director and officer. Mr. Reithinger is the Founder and President of Eventus Advisory Group, LLC, a private, CFO-services firm, and Eventus Consulting, P.C., a registered CPA firm (collectively “Eventus”). Commencing on June 15, 2015, Eventus was engaged to provide accounting and advisory services to the Company in connection with audit coordination, financial statement preparation and SEC filings. The Company pays customary fees for these services. During the three months ended June 30, 2017, the Company incurred fees of \$5,066 to Eventus and has \$5,716 in related party accounts payable on the accompanying balance sheet as of June 30, 2017. The office space used by the Company is provided by Eventus at no charge.

NOTE 4 – NOTES PAYABLE

Notes payable consisted of the following as of:

	<u>June 30,</u> <u>2017</u>	<u>March 31,</u> <u>2017</u>
Note payable, 12% interest per annum, due on August 8, 2016. In default. Unsecured	\$ 10,000	\$ 10,000
Note payable, 12% interest per annum, due on August 27, 2016. In default. Unsecured	10,000	10,000
Note payable, 8% interest per annum, due on August 18, 2018. Unsecured	10,000	-
	<u>\$ 30,000</u>	<u>\$ 20,000</u>

During the three months ended June 30, 2017, the Company borrowed \$10,000 under a promissory note from an unaffiliated lender to further fund ongoing operational expenses. This note is due not later than August 18, 2018.

In 2015, the Company borrowed \$20,000 under promissory notes from two unaffiliated lenders (“Lenders”) to fund ongoing operational expenses. These notes are due immediately upon the Company’s receipt of any financing of \$250,000 or more, or upon written demand by the Lenders, or not later than August 8, 2016 and August 27, 2016, respectively (the “Maturity Date”). As of June 30, 2017, these notes were in default and accruing interest at 15% per annum pursuant to the terms of the notes. The notes have not been paid and the Company has not negotiated any extension agreements with the Lenders as of August 11, 2017, the date of this filing.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect management's current views with respect to future events and financial performance. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. 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. 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.

Management has included projections and estimates in the unaudited interim financial statements contained in this quarterly report, which are based primarily on management's experience in the industry, assessments of our results of operations, discussions and negotiations with third parties and a review of information filed by our competitors with the SEC or otherwise publicly available. We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

As used in this Quarterly Report on Form 10-Q and unless otherwise indicated, all references to the "Company," "Intellisense Solutions," "Intellisense," "we," "us" or "our" are to Intellisense Solutions Inc.

Corporate Overview

We were incorporated under the laws of the State of Nevada on March 22, 2013. We were initially engaged in the business of developing web portals to allow companies and individuals to engage in the purchase and sales of vegetarian food products over the Internet. However, we never achieved commercial sales or developed any significant operations. We currently are pursuing acquiring or merging with an entity with significant operations in order to create a viable business model and value for our shareholders.

Effective June 15, 2015, Neil Reithinger was appointed as President, Treasurer, Secretary and a director. Mr. Reithinger is now the Company's sole director and officer. Mr. Reithinger is the Founder and President of Eventus Advisory Group, LLC, a private, CFO-services firm, and Eventus Consulting, P.C., a registered CPA firm (collectively "Eventus"). He has also been Chief Financial Officer, Secretary and Treasurer of Orgenesis Inc. since August 2014. Mr. Reithinger earned a B.S. in Accounting from the University of Arizona and is a Certified Public Accountant. He is a Member of the American Institute of Certified Public Accountants and the Arizona Society of Certified Public Accountants.

Our articles of incorporation, as amended, authorize us to issue up to 75,000,000 shares of common stock, par value \$.001 per share. There are 2,529,680 shares of our common stock outstanding as of August 11, 2017, the date of this filing. There were no new equity transactions during the three months ended June 30, 2017.

We received our initial funding in March 2014 of \$19,980 through the sale of common stock to our two former officers and directors, who purchased an aggregate of 1,998,000 shares at \$0.01 per share. We have never declared bankruptcy, have never been in receivership, and have never been involved in any legal action or proceedings. Since incorporation, we have not made any significant purchase or sale of assets and we have had limited operating activities. In December 2015, we entered into a merger agreement with Dotz Nano Ltd. ("Dotz"), a private Israeli-based company. We never completed the merger and in May 2016, we entered into a termination agreement with Dotz, pursuant to which we recognized a termination fee of \$50,000. This termination fee was recorded as other income during the fiscal year ended March 31, 2017.

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Our financial statements from inception (March 22, 2013) through the period ended June 30, 2017 report no revenues and an accumulated deficit of \$125,768. Our independent auditor issued an audit opinion for our Company for the fiscal year ended March 31, 2017 which includes a statement expressing substantial doubt as to our ability to continue as a going concern.

Our principal offices are located at 14201 N. Hayden Road, Suite A-1, Scottsdale, AZ 85260.

Results of Operations

Comparison of the Three Months Ended June 30, 2017 to the Three Months Ended June 30, 2016

Revenue

We did not earn any revenues in the three months ended June 30, 2017 and 2016.

Expenses

Operating expenses for the three months ended June 30, 2017 and 2016 were as follows:

	For the three months ended June 30, 2017	For the three months ended June 30, 2016
Professional fees:		
Legal	\$ -	\$ 692
Accounting/audit	6,466	9,916
Total professional fees	6,466	10,608
General & administrative	982	1,070
Total operating expenses	<u>\$ 7,448</u>	<u>\$ 11,678</u>

Professional fees are comprised of legal fees and accounting/audit fees. Professional fees decreased by \$4,142 from \$10,608 for the three months ended June 30, 2016 to \$6,466 for the three months ended June 30, 2017. There were no legal fees incurred in the three months ended June 30, 2017, a decrease of \$692, and a decline of \$3,450 of accounting fees compared to the three months ended June 30, 2016.

During the three months ended June 30, 2017, we incurred accounting fees of \$5,066 to Eventus and audit fees of \$1,400 to our independent auditors. This is compared to accounting fees of \$5,416 to Eventus and audit fees of \$4,500 to our independent auditors during the three months ended June 30, 2016. The Company accrued its audit fees for the fiscal year ended March 31, 2017 whereas the prior fiscal year audit fees were recognized in the three months ended June 30, 2016. Accounting fees incurred by Eventus were generally unchanged for the comparable periods. We pay customary fees for Eventus services.

Our other income decreased by \$50,000 during the period. Pursuant to that certain merger agreement with Dotz Nano Ltd. ("Dotz") and Intellisense (Israel) Ltd. ("Merger Sub"), the Merger Sub was to merge with and into Dotz and Dotz was to continue as the surviving corporation. On May 17, 2016, the Company entered into a Termination Agreement with Dotz and Merger Sub ("TA") whereby the contemplated transaction with Dotz was terminated, cancelled, annulled and of no further force. Under the terms of the TA, the Company recognized a termination fee of \$50,000 which was recorded as other income during the three months ended June 30, 2016.

General and administrative expenses were generally unchanged for the comparable periods.

Liquidity and Capital Resources

At June 30, 2017, we had a cash balance of \$3,718. During the three months ended June 30, 2017, we borrowed \$10,000 under a promissory note from an unaffiliated lender to fund ongoing operational expenses. Despite this borrowing, we do not have sufficient cash resources to meet our plans in the twelve months following June 30, 2017. We will need to raise capital to fund our ongoing operational expenses. Such capital will likely come from loans and/or the sale of additional equity securities. We do not have any financing arranged and we cannot provide investors with any assurance that we will be able to raise sufficient funding. In the absence of such financing, our business will likely fail. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing.

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Going Concern

Our unaudited interim financial statements contained in this quarterly report show no revenues. We recorded a net loss of \$8,290 for the three ended June 30, 2017 and we have an accumulated deficit of \$125,768 and a working capital deficit of \$52,620. During the three months ended June 30, 2017, we borrowed \$10,000 under a promissory note from an unaffiliated lender to fund ongoing operational expenses. Despite this borrowing, we do not have sufficient cash resources to meet our plans in the twelve months following June 30, 2017. These factors raise substantial doubt about our ability to continue as a going concern. Since inception, the Company has financed its activities from the sale of equity securities. The Company intends on financing its future development activities and its working capital needs from loans and/or the sale of additional equity securities until such time that funds provided by operations are sufficient to fund working capital requirements. There are no assurances that the Company will be able to achieve further sales of its common stock or any other form of additional financing. The unaudited interim financial statements contained in this quarterly report do not include any adjustments that may be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to obtain additional financing as may be required and ultimately to attain profitability.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Effects of Inflation

We do not believe that inflation has had a material impact on our business, revenues or operating results during the periods presented.

Recent Accounting Pronouncements

We do not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on our unaudited interim financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

As of June 30, 2017, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

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The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were:

- (i) lack of a functioning audit committee;
- (ii) inadequate segregation of duties consistent with control objectives; and
- (iii) ineffective controls over period-end financial disclosure and reporting processes.

The aforementioned material weaknesses were identified by our Chief Executive and Financial Officer in connection with the review of our financial statements as of June 30, 2017.

Management believes the weaknesses identified above have not had any material effect on our financial statements. However, we are currently reviewing our disclosure controls and procedures related to these material weaknesses and expect to implement changes as soon as practicable, including identifying specific areas within our governance, accounting and financial reporting processes to add adequate resources to remediate these material weaknesses.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the three months ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not currently subject to any legal proceedings. From time to time, the Company may become subject to litigation or proceedings in connection with its business, as either a plaintiff or defendant. There are no such pending legal proceedings to which the Company is a party that, in the opinion of management, is likely to have a material adverse effect on the Company's business, financial condition or results of operations.

ITEM 1A. RISK FACTORS

Not Applicable

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
(3)	(i) Articles of Incorporation; and (ii) Bylaws
3.1	Articles of Incorporation (incorporated by reference to our Registration Statement on Form S-1 filed with the Commission May 29, 2013)
3.2	Bylaws (incorporated by reference to our Registration Statement on Form S-1 filed with the Commission May 29, 2013)
(10)	Material Contracts
10.1	Merger Agreement dated December 11, 2015 amongst Intellisense Solutions Inc., Intellisense (Israel) Ltd. And Dotz Nano Ltd. (incorporated by reference to Current Report on Form 8-K filed with the Commission December 17, 2015)
10.2	Termination Agreement dated May 17, 2016 amongst Intellisense Solutions Inc., Intellisense (Israel) Ltd. And Dotz Nano Ltd. (incorporated by reference to Current Report on Form 10-K filed on June 29, 2017)
(31)	Rule 13a-14(a)/15d-14(a) Certification
31.1*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer
(32)	Section 1350 Certification
32.1*	Section 906 Certification under the Sarbanes-Oxley Act of 2002 of the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer
(101)**	Interactive Data Files
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* *Filed herewith.*

** *Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.*

SIGNATURES

Pursuant to the requirements 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.

INTELLISENSE SOLUTIONS INC.

Date: August 11, 2017

By: /s/ Neil Reithinger
Neil Reithinger
President, Treasurer, Secretary and Director
(Principal Executive Officer, Principal Financial Officer
and
Principal Accounting Officer)

INTELLISENSE SOLUTIONS INC.
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Neil Reithinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Intellisense Solutions Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2017

By: /s/ Neil Reithinger

Neil Reithinger
President & Chief Executive Officer
(Principal Executive Officer)

INTELLISENSE SOLUTIONS INC.
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Neil Reithinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Intellisense Solutions Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2017

By: /s/ Neil Reithinger

Neil Reithinger
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Neil Reithinger, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the quarterly report on Form 10-Q of Intellisense Solutions Inc. for the three months ended June 30, 2017 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Intellisense Solutions Inc.

Date: August 11, 2017

By: /s/ Neil Reithinger
Neil Reithinger
President & Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Neil Reithinger, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the quarterly report on Form 10-Q of Intellisense Solutions Inc. for the three months ended June 30, 2017 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Intellisense Solutions Inc.

Date: August 11, 2017

By: /s/ Neil Reithinger
Neil Reithinger
Chief Financial Officer
(Principal Financial Officer and Principal Accounting
Officer)