

MetaPower International, Inc
Company Information Disclosure
Annual Report for Calendar Year 2012

Current Information Tier

General Considerations

MetaPower International, Inc. is providing the following information in compliance with OTC Pink Current Disclosure Guidelines dated January 3, 2013 (the “Guidelines”). These disclosures are intended to comply with the requirements for the Current Information Tier of OTC Pink Markets.

The full name of the company is MetaPower International, Inc. (hereinafter “MetaPower” or the “Company”), and is organized under the laws of the State of Delaware. MetaPower has a wholly owned subsidiary, MetaPower, Inc., which is organized under the laws of the State of Oregon, and which itself has a wholly owned subsidiary, MetaPower Canada, Ltd. When the terms MetaPower or Company are used in the following discussion either one may also refer to either MetaPower International, Inc., MetaPower, Inc., or MetaPower Canada, Ltd., as may be contextually appropriate.

Market information including the past price history of any transactions in the Company’s shares is provided through the OTC Disclosure and News Service under the symbol MTPR.

For clarity purposes, this document has retained the organizational structure of the Guidelines.

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1) Name of the Issuer

MetaPower International, Inc., a Delaware corporation

2) Address of the Issuer's Principal Executive Offices

Company Headquarters

Address: 9901 N.E. 7th Avenue Suite B-236
Vancouver, WA 98685
Phone: 360-450-4209
Fax: 360-576-7700
Website: www.metapower.com

IR Contact Steve Ivy
Address: 9901 N.E. 7th Avenue Suite B-236
Vancouver, WA 98685
Phone: 360-450-4209
Email: stevei@metapower.com

3) Security Information

Trading Symbol: MTPR
Exact title and class of securities outstanding:

1. Common Stock

Trading Symbol: MTPR
CUSIP: 59139E 10 9
Par Value: \$.00001
Total shares authorized: 2,200,000,000 as of: 123112
Total shares outstanding: 1,968,240,013 as of: 123112

2. Series A Preferred Stock

CUSIP: NA
Trading Symbol: NA
Par Value: \$.00001
Total shares authorized: 15,000 as of 123112
Total shares outstanding: -0- as of 123112

3. Series B Preferred Stock

CUSIP: NA

Par Value: \$.00001

Total shares authorized: 300,000 as of 123112

Total shares outstanding: -0- as of 123112

Transfer Agent

Corporate Stock Transfer, Inc.
3200 Cherry Creek Drive, #430
Denver, CO 80209
Phone: 303-282-4800
Fax: 303-777-2825

Corporate Stock Transfer, Inc is registered under the Securities and Exchange Act of 1934
Regulatory Authority: Securities and Exchange Commission

List any restrictions on the transfer of security:
None.

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

4) Issuance History

Following is a list of any events that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period, as well as certain specific information about each such issuance.

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

None.

B. Any jurisdictions where the offering was registered or qualified;

NA

C. The number of shares offered;

NA

D. The number of shares sold;

NA

E. The price at which the shares were offered, and the amount actually paid to the issuer;

NA

F. The trading status of the shares; and

NA

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

NA

Additional Information

In the first quarter, the Company issued 111,724 shares in connection with resolution of an dispute dating from 2007 between two shareholders. In addition, during December, 2012, as a result of two different circumstances, over 70 million shares of the Company's free trading common stock were cancelled. See press release of the Company released to the public on January 9, 2013.

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5) Financial Statements

Provide the financial statements described below for the most recent fiscal year.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The Company's financial statements for the calendar year 2012 were audited by the accounting firm of R. R. Hawkins and Associates International, PC, of Los Angeles California. These audited financial statements, together with the report by the auditors, were scheduled to be posted on the OTC web site on or about March 28, 2013. These financial statements are incorporated herein by reference.

6) Describe the Issuer's Business, Products and Services

A. Description of the Issuer's Business Operations

MetaPower International is a technology company with two basic business areas: Application Software Technology and Business Consulting. The Company was originally founded as a consulting firm providing process re-engineering and change management services to the heavy process industries, in particular the Nuclear Power Industry. The Consulting Practice developed a proprietary change management methodology as part of this practice.

The Software business is based on a patented Business Process Management software development tool (UCoDA). The UCoDA tool is a technical implementation of the consulting change management methodology and is used to rapidly develop flexible business management applications. The UCoDA product was jointly developed with a major client and has been sold three times to major customers (See Section I Part C Item 8 for a history of the Company).

As part of the Consulting Practice, MetaPower has identified a break-through Safety Management offering for the hazardous industries. The Company has branded this offering as "Noble Production." The Company offers a suite of software products and services so clients can manage their organization to produce a high performance safety culture and dramatically improve their safety and financial performance. For a more complete discussion, see Section I Part C Item 9 below.

For the first time, Business Process Control, Computer Technology, and Industrial Psychology have been linked to solve a multi-million dollar problem for this industry. MetaPower is seeking equity investment to grow this segment of the business by expanding our marketing efforts, our sales resources and our solution offerings. The Company continues to operate the Consulting Practice as an integral part of the business.

B. Date and State of Incorporation

The Company was originally incorporated in the State of Delaware on January 10, 1996. The Company's original name was Denom Acquisition Corp.

C. the Issuer's Primary and Secondary SIC Codes

The Primary SIC Code for the Company is 8748 (Business Consulting Services, Not Elsewhere Classified).

The Secondary SIC Code for the Company is 7372 (Prepackaged Software).

D. the Issuer's Fiscal Year End Date

December 31.

E. Principal Products or Services, and Their Markets

MetaPower has developed the patented UCoDA Business Process Management Technology for rapidly designing and implementing business process computer applications. The UCoDA Technology is the result of 20 years of process re-engineering consulting with major corporations and reflects a significant departure from traditional information technology ("IT") development approaches.

The current generation of IT technology has a relational data view of business information systems and organizes computer applications from a data organization point of view. UCoDA organizes information from the business process view of business information systems and has a process organization point of view. This alternative view provides the foundation for rapid business application development by the business community rather than the IT community.

The UCoDA Technology is deployed in an internet-based architecture so that the software can be offered as a service over the internet. This approach to software architecture has been referred to as "Software as a Service ('SaaS')" and as "Cloud Computing." This enables

MetaPower to sell subscriptions to use the software without having to install the system on client computers.

MetaPower has engaged with the Center for Organization Reform (“COR”) located in Spokane, Washington to research and develop an approach for understanding and leading organizational culture. Based on this research, an approach to defining cultural expectations and to measuring the degree of cultural compliance has been developed and a patent application is now pending.

MetaPower has developed a model of the work activities and information required to ensure a safe industrial operation. This model is the basis for MetaPower’s culture development consulting practice. It is the basis for a proprietary set of safety criteria that client organizations can benchmark their safety systems and work practices against.

MetaPower has integrated the safety criteria, our Culture Leadership Approach with our UCoDA Technology and our consulting expertise to offer a breakthrough Safety Management Solution that is branded as “Noble Production.” The Noble Production offering includes a suite of UCoDA based applications and associated services required for a client to gain control of its information infrastructure and manage its value system to move to a high performance safety culture.

The Applications of the Noble Production solution include:

- a. Condition Reporting (“CR”) – provides the facilities to report and analyze unusual conditions to determine their significance. It includes the facilities to determine the cause of significant errors and determine actions to correct the conditions. The CR identifies actions to be taken to the APM application (defined below) and change proposals to the CM application (defined below).
- b. Action Planning & Management (“APM”) – provides the facilities to organize actions assign responsibility and track them to closure. APM receives actions from the CR and the CM applications.
- c. Audits & Assessment (“A&A”) – provides the facilities to plan, execute and report on audits and assessments. The Audits and Assessments are measured against the Safety Criteria provided by MetaPower as an industry standard for top tier safety performance. The A&A application reports identified conditions to the CR application.

d. Observation Tracking and Trending (“OT&T”) – provides the facilities to identify and record routine off-normal activities so they can be trended to determine if there is a systemic problem. The OT&T application provides trend conditions to the CR application.

e. Change Management (“CM”) – provides the facilities to evaluate changes to ensure that all implications are considered. The CM provides change action to the APM application.

The Services of the Noble Production solution include:

a. Culture Management Services – provides client training and support to understand and manage culture dynamics using the Noble Production Applications. A key capability is expertise in the use of the Safety Criteria as a benchmark of a Safety Culture.

b. Root Cause Analysis Services – provides client support to understand cause analysis and training to develop cause analysts.

c. Hazard Analysis Services – provides client support to understand hazard analysis and training to develop cause analysts.

d. Process Consulting Services - provides services to customize the process application designs to improve business performance.

e. Technical Services - provides software-interfacing services between MetaPower software and the client's legacy systems.

f. Data Conversion Technical Services - provides coding and conversion to convert legacy data to the new UCoDA application.

g. UCoDA Support Services - this offering provides support and upgrades of the UCoDA Technology on a maintenance basis.

Historically, the market for the Company’s products and services has been principally large industrial complexes, such as power plants, production facilities and other industrial facilities. However, the Company believes that its technology and products are applicable to any significant complex business, including financial institutions and other large concerns.

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7) Describe the Issuer's Facilities

As of the date of this document, the Company does not own any real property or other facilities. Further, as of this date, the Company does not plan to acquire any real property in the foreseeable future.

The Company leases administrative offices at 9901 N.E. 7th Avenue, Suite B-236, Vancouver, WA 98685. The lease was originally for three (4) years and expired in February of 2012. The Company continues to lease this space on a month to month basis until moving to new space as described below.

The Company also leases product development office space at 6501 Macadam Avenue, Portland, OR, 97239 on a month to month basis. .

The Company is in negotiations to lease new space in Vancouver, Washington, and hopes to consolidate the current Vancouver office and the Portland office into one location sometime in 2013.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

Following is information concerning the names of each of the Company's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

<u>Name</u>	<u>Position</u>	<u>Common Share Ownership(%)</u>
Edwin G. Gibson, Jr. 9901 N.E. 7th Avenue Suite B-236 Vancouver, WA 98685	President Director	210,787,609 (10.71%)

Mr. Gibson is the President of MetaPower International, Inc., MetaPower, Inc. and MetaPower Canada, Ltd. He is a director of all three entities. Mr. Gibson was previously the Senior Vice President of Corporate Development for MetaPower International, Inc. and its wholly owned subsidiary, MetaPower, Inc. He retired from these responsibilities and from full time employment with the Company on February 14, 2012, but returned to full time employment with the Company upon the death of the Company's founder and President, Kenneth R. Allen.

John E. Prouty 9901 N.E. 7th Avenue Suite B-236 Vancouver, WA 98685	Executive Vice President Director	207,318,701 (10.53%)
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Mr. Prouty is the Executive Vice President of the Company and a member of the Board of Directors of MetaPower International, Inc. and MetaPower, Inc. He was previously the Vice President of Product Development of the Company for over 5 years.

Stephen C. Ivy 9901 N.E. 7th Avenue Suite B-236 Vancouver, WA 98685	Vice President of Finance Director	203,805,012 (10.35%)
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Mr. Ivy has been the Vice President of Finance and a member of the Board of Directors of MetaPower International, Inc. and its predecessor companies for the last 5 years. He is also the Vice President of Finance and a Director of the Company's wholly owned subsidiary, MetaPower, Inc.

Estate of Ken Allen 9901 N.E. 7th Avenue Suite B-236 Vancouver, WA 98685	NA	1,019,177,047 (51.78%)
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Mr. Allen was the founder and President of the Company until his untimely demise on January 29, 2013.

B. Legal/Disciplinary History. Following is information regarding whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses).

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, 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 banking activities.

None.

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.

None.

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.

None.

C. Beneficial Shareholders. Following is a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities.

See Item 8) above. Other than those listed there, no other person owns more than ten percent (10%) of any class of the Issuer's equity securities.

9) Third Party Providers

Following are the name, address, telephone number, and email address of the following outside providers that advised the Company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Gregory C. Newton
Firm: The Newton Law Firm, P.C.
Address: 7155 SW Varns Street, Suite 215
Tigard, OR 97223
Phone: 503-620-1141
Email: greg@newtonlaw.net

Auditor

Name: Richard Hawkins, CPA
Firm: Hawkins Accounting (certified public accountants)
Address: 1925 Century Park East, Suite 2050
Los Angeles, CA 90067
Phone:
Email:

MetaPower has retained the following firm to provide tax preparation services:

Name: Rachel L. Williams
Firm: KPMG
Address: 1300 South West Fifth Avenue, Suite 3800
Portland, OR 97201
Phone: 503.820.6831
Email: rlwilliams@kpmg.com

Investor Relations Consultant

None.

Other advisors that assisted, advised, prepared or provided information with respect to this disclosure statement.

None.

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10) Issuer Certification

I, Stephen C. Ivy, Vice President of Finance of MetaPower International, Inc., certify that:

1. I have reviewed this annual disclosure statement of MetaPower International, Inc.;
2. Based on my knowledge, this disclosure statement 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 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.

March 28, 2013



Stephen C. Ivy
Vice President of Finance
MetaPower International, Inc.