

# GREAT ROCK DEVELOPMENT CORPORATION

a Florida corporation

OTC Pink® Basic Disclosure

## INTERIM INFORMATION AND DISCLOSURE STATEMENT

As of December 6, 2017

### **Item I**            **Name of the Issuer and its Predecessor (if any):**

The exact name of the issuer is Great Rock Development Corporation (the “Company”), a Florida corporation.

The Company was incorporated on June 14, 1995 as Dragon Environmental Corporation in the State of Florida. On August 22, 2006, the Company changed its name to “Symposium Productions Corporation”. On June 25, 2008, the Company changed its name to “Feed Global Corporation”, and subsequently, on September 18, 2009, the corporate name was returned to “Symposium Productions Corporation”. On February 16, 2010, The Company changed its name to “Gradient Wind Technologies, Inc.”. On August 19, 2010, the Company changed its name to “Grid Cloud Solutions, Inc.”. On December 28, 2011, the Company changed its name to “Byers Brook Resources Corp”. On January 17, 2012, the Company name was changed to “Great Rock Development Corporation”.

### **Item II**            **Address of the Issuer’s Principal Executive Offices:**

Great Rock Development Corporation  
10-8707 Dufferin Street,  
Suite #308, Vaughn, Ontario L4J 0A6  
Canada  
Tel: (954) 607-2296

### **Item III**            **Security Information**

Trading Symbol:	GROC
Exact title and class of securities outstanding:	Common Stock
CUISP:	39121K 107

Total Authorized Share Capital: 750,000,000 shares of Common Stock, par value \$0.001  
1,000,000 shares of Class A Preferred Stock, par value \$0.001

Total Shares issued and Outstanding: 114,450,259 shares of Common Stock  
(December 6, 2017)  
127,450,259 shares of Common Stock  
(September 30, 2017)  
Nil shares of Class A Preferred Stock

Name and address of the transfer agent:

HERITAGE TRANSFER COMPANY  
1320 - 4 King St.  
Toronto ON M5H 1B6  
Phone: (416) 264-9509

Heritage Transfer Company is registered under the Securities Exchange Act of 1934, as amended, and is an approved transfer agent by the U.S. Securities and Exchange Commission.

The Company's stock has never been subject to any trading suspensions issued by the SEC.

No stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization has occurred in the past twelve (12) months

On incorporation, June 14, 1995, the Company authorized 7,500,000 shares of common stock par value \$0.001. On December 29, 1995, the Company amended its articles to create 1,000,000 shares of Class A of Preferred Stock having a par value of \$0.001 per share and having the right to convert to shares of common stock at half the bid price of the Company's common stock on the day preceding the election notice received from any holder of such class. Further, upon liquidation, holders of Class A Preferred Stock are entitled to recover an amount equal to the book value of their shares prior to any distributions to holders of the Company's common stock. Prior to payment of any dividends to holders of the Company's common stock, holders of Class A Preferred Stock shall receive annual dividends of \$0.01 per share on an accumulative basis. Other than with reference to matters affecting the attributes of the Class A Preferred Stock, holders of Class A Preferred shares have no voting rights.

Subsequently on December 31, 1996, the Company amended its articles to increase its authorized capital to 20,000,000 shares of common stock, par value \$0.001 per share. On May 21, 1998, the Company amended its articles to increase its authorized capital to 50,000,000 shares of common stock, par value \$0.001 per share. On August 20, 1999, the Company amended its articles to increase its authorized capital to 250,000,000 shares of common stock, par value \$0.001 per share. On November 13, 2000, the Company amended its articles to increase its authorized capital to 500,000,000 shares of common stock, par value \$0.001 per share. Effective July 23, 2002, the Company effected a 1,000 for 1 reverse split of its issued and outstanding shares. The authorized capital remained 500,000,000 common shares at par value \$0.001 per share. On September 14, 2006, the Company amended its articles to increase the authorized capital to 750,000,000 common shares at par value \$0.001 per share. Further effective September 27, 2006, the Company undertook a forward split on the basis of 12 for 1. Effective February 29, 2012, the Company effected a reverse split on the basis of 50 to 1. The authorized capital remained 750,000,000 common shares at par value \$0.001 per share following the split.

#### **Item IV Issuance History**

*During the nine months ended September 30, 2017, the Company made the following issuances of stock:*

NIL

As at September 30, 2017 there were a total of 127,450,259 shares issued and outstanding.

*During the fiscal years ended December 31, 2016 and 2015, the Company made the following issuances of stock:*

Year ended December 31, 2016

On March 1, 2016, the Company entered into an agreement with its research and development team, wherein the team agreed to the issuance of 27,000,000 shares to two individuals in lieu of

payment toward outstanding invoices. Although the agreement with the research and development team called for the issuance of 27,000,000 shares, those shares were not physically issued until October 2017, and were not included in the number of issued and outstanding shares presented by the Company until they were physically issued.

As at December 31, 2016 there were a total of 127,450,259 shares issued and outstanding.

Year ended December 31, 2015:

On May 28, 2015, the Company issued 7,500,000 restricted shares of the Company's common stock at \$0.000825 per share for total proceeds of \$6,187.50. The purchase price was discounted to the market price by 25% on the agreement date.

On May 28, 2015, the Company issued 15,898,000 restricted shares of the Company's common stock at \$.001 per share for total proceeds of \$15,898.00. The purchase price was discounted to the market price by 20% on the agreement date.

On May 28, 2015, the Company issued 23,000,000 restricted shares of the Company's common stock to settle wages accrued to two officers and directors. The shares were issued to settle a total of \$30,000 at \$0.0013 per share.

On May 28, 2015, the Company issued 120,000,000 restricted shares of the Company's common stock in respect of a business development agreement. Subsequently on September 17, 2015, a total of 80,000,000 shares originally issued on May 28, 2015, were returned to treasury for cancellation.

On September 22, 2015, a total of 75,000,000 shares were returned to treasury for cancellation.

As at December 31, 2015, there were a total of 127,450,259 shares of common stock issued and outstanding.

## **Item V Financial Statements**

The Company has attached to this Disclosure Statement the following financial statements:

As of September 30, 2017, and 2016: Unaudited Balance Sheets, Unaudited Statements of Operations, Unaudited Statements of Cash flows and Unaudited Notes to Financial Statements.

## **Item VI Nature of the Issuer's Business:**

### **A. Business of Issuer**

Up until September 15, 2017, Great Rock Development was a publicly traded research & development company with a focus on the development of technologies that assist mining and resource companies to extract greater value in gold and platinum mining.

The Company was in the process of researching and developing a proprietary Gold & Platinum Filter. The technology was anticipated to separate and filter Gold & Platinum down to an

industry leading 10 microns in size, with the potential to transform once valueless tailings into potentially valuable minerals. While Great Rock worked to commercialize the Filter prototype, management continued to research the development of new mineral claims with hopes of acquiring proven Gold and or Platinum properties.

On September 15, 2017 the Company's sole officer and a member of the board of directors, Mr. John S. Wilkes, resigned all positions. Concurrently the Company's other director, Ms. Maria Gafter also resigned her position. Effective October 10, 2017 each of Mr. Wilkes and Ms. Gafter agreed to waive all accrued and unpaid compensation up to the date of their respective resignations.

Also effective September 15, 2017, Mr. Ilya Kaplan was appointed to the Company's board of directors as sole officer and director.

Upon the appointment of Mr. Kaplan to the board of directors the Company also completed a change in control whereby Mr. Kaplan became the controlling shareholder having acquired 73,398,000 shares of common stock from various selling shareholders, including Mr. Wilkes and Ms. Gafter. Effective upon closing of the transactions, Mr. Kaplan holds 64.1% of the total issued and outstanding common stock as at the date of this report. Upon the completion of the aforementioned change in management and control the Company is moving to acquire an operating business in the payment processing sector.

#### B. Date and State of Incorporation

The Issuer is a Florida corporation, incorporated on June 14, 1995.

#### C. Issuer's Primary and Secondary SIC Codes

Primary SIC: 7371 - Computer programming services

Secondary SIC: 7841 – Services –Video tape Rental Sector

The Company intends to update its primary and secondary SIC codes at the earliest practicable date.

#### D. Issuer's Fiscal Year End Date

The Issuer's fiscal year end is December 31.

#### E. Principal Products, Services and Their Markets

Up to September 15, 2017, the Company was focused on research & development with a focus on the development of technologies that assist mining and resource companies to extract greater value in gold and platinum mining. Upon the completion of the aforementioned change in management and control the Company has changed its focus to acquire an operating business in the payment processing sector.

Presently the Company is negotiating with various third parties to acquire their controlling interest in a company based in Moscow, Russia, which operates proprietary payment processing software, payment kiosk location rentals, and has recently completed the development of a new hand held unit for payment processing to make available to vendors across the country incorporating the requirements of recent government legislation to process and record customer payments. The Company intends to enter into a formal Letter of Intent with the target no later than December 31, 2017.

**Item VII Nature and Extent of the Issuer's Facilities**

Great Rock Development Corporation presently is using offices provided by its officers and directors without remuneration; such office is located at:

Great Rock Development Corporation  
10-8707 Dufferin Street,  
Suite #308, Vaughn, Ontario L4J 0A6  
Canada

Upon entry into a formal letter of intent and subsequent acquisition of the targeted operating entities, the Company expects to operate from expanded offices in the U.S. and from both Rostov and Moscow, Russia where the targeted subsidiaries are currently operating.

**Item VIII Officer, Directors and Control Persons (greater than 5% shareholders):**

A. Officers, Directors and Control Persons

**Mr. Ilya Kaplan – CEO, CFO, President, Secretary/Treasurer and Director**

Mr. Kaplan is a Composer/Sound Designer, recording artist and performer. His most recent sound design credits include a VST Sound library titled “Score FX” and “Score FX 2”, both scoring 5/5 in Sound on Sound magazine and 9/10 in keyboard magazine created for a world-renowned sample CD distributor, Ueberschall. Mr. Kaplan’s debut in film scoring came in 2004 with a show for the CBC called, “The Greatest Canadian” to which he contributed various tracks and sound ideas. He has since worked on a great variety of films/TV show animations and has written music for game shows, motion pictures and other media. During the last five years, Mr. Kaplan has focused his attention on growing segments of industry in various markets. He has recently served for several years as an officer and director of Agora Holdings Inc. (OTCMarkets: AGHI), having resigned those positions in April of 2017 to pursue a particular project of interest in Russia. Mr. Kaplan has a vast interest in the growing market for payment processing applications overseas and intends to negotiate a suitable revenue generating acquisition for the Company in this sector in the coming months.

**Greater than 5% shareholders (December 6, 2017)**

Ilya Kaplan 10-8707 Dufferin Street, Suite #308, Vaughn, Ontario L4J 0A6	73,398,000 common shares	64.1%
		Total: 64.1%

B. Legal/Disciplinary History

None.

C. Beneficial Owners

As of December 6, 2017, the Company’s only shareholder that is known to beneficially own more than ten percent (10.0%) of the Company's outstanding capital stock

is Ilya Kaplan, the Company's sole officer, and member of the Board of Directors. Effective September 5, 2017, Mr. Kaplan became the Company's controlling shareholder.

**Item IX. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.**

Transfer Agent

HERITAGE TRANSFER COMPANY  
1320 - 4 King St.  
Toronto ON M5H 1B6  
Phone: (416) 264-9509

Legal Counsel

SD Mitchell and Associates, PLC  
829 Harcourt Rd.  
Grosse Pointe Park, MI  
United States 48230  
(248) 515-6035 (Phone)  
(248) 751-6030 (Facsimile)

Accountant/Auditor

The Accounting Connection  
Li Shen, CGA  
145-251 Midpark Blvd SE  
Calgary, Alberta T2X 1S3  
[support@theaccountingconnection.com](mailto:support@theaccountingconnection.com)

Investor Relations

N/A

**Item X                    Issuer's Certification**

I, Ilya Kaplan, President of Great Rock Development Corporation, a Florida corporation, hereby certify that:

i. I have reviewed this Company Information and Disclosure Statement (this "Disclosure Statement") of the Company;

ii. 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 therein made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this Disclosure Statement; and

iii. 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 Company as of and for the periods presented in this Disclosure Statement.

Dated: December 7, 2017

/s/Ilya Kaplan

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Ilya Kaplan  
CEO, President and Director