

FORM 20-F/A
Annual Report
Fiscal 2005 Ended April 30, 2005
Amendment No. 1

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report _____

Commission file number: 000-49760

BROCKTON CAPITAL CORP.

(Exact name of Registrant as specified in its charter)

British Columbia, Canada
(Jurisdiction of incorporation or organization)

750 West Pender Street, #604, Vancouver, British Columbia V6C 2T7
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:
None

Securities to be registered pursuant to Section 12(g) of the Act:
Common Shares, without par value
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d)
of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of
capital or common stock as of the close of the period covered by the annual
report. 6,337,500

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 12 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 ninety days. Yes xxx No

Indicate by check mark which financial statement item the registrant has
elected to follow: Item 17 xxx Item 18

BROCKTON CAPITAL CORP.
FISCAL 2005 ENDED APRIL 30, 2005
ANNUAL REPORT
AMENDMENT NO. 1

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INTRODUCTION

Brockton Capital Corp. was organized under the laws of British Columbia, Canada. In this Annual Report, the "Company", "we", "our" and "us" refer to Brockton Capital Corp. (unless the context otherwise requires). Summary discussions of documents referred to in this Annual Report may not be complete and we refer you to the actual documents for more complete information. Our principal corporate offices are located at 750 West Pender Street, #604, Vancouver, British Columbia V6C 2T7. Our telephone number is 604-689-0188.

BUSINESS OF BROCKTON CAPITAL CORP.

The Company has been appointed a non-exclusive distributor to market, sell and distribute in Canada the full product line of Cyberhand Technologies Inc. ("Cyberhand"), including the Pocketop wireless folding keyboard and other ergonomic mouse products. The Company considers itself a computer peripheral distribution company.

FINANCIAL AND OTHER INFORMATION

In this Annual Report, unless otherwise specified, all dollar amounts are expressed in Canadian Dollars ("CDN\$" or "\$"). The Government of Canada permits a floating exchange rate to determine the value of the Canadian Dollar against the U.S. Dollar ("US\$").

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 20-F contains forward-looking statements, principally in ITEM #4, "Information on the Company" and ITEM #5, "Management's Discussion and Analysis of Financial Condition and Results of Operations". These statements may be identified by the use of words like "plan," "expect," "aim," "believe," "project," "anticipate," "intend," "estimate," "will," "should," "could" and similar expressions in connection with any discussion, expectation, or projection of future operating or financial performance, events or trends. In particular, these include statements about the Company's strategy for growth, property exploration, mineral prices, future performance or results of current or anticipated mineral production, interest rates, foreign exchange rates, and the outcome of contingencies, such as acquisitions and/or legal proceedings.

Forward-looking statements are based on certain assumptions and expectations of future events that are subject to risks and uncertainties. Actual future results and trends may differ materially from historical results or those projected in any such forward-looking statements depending on a variety of factors, including, among other things, the factors discussed in this Annual Report under ITEM #3, "Key Information, Risk Factors" and factors described in documents that we may furnish from time to time to the Securities and Exchange Commission. We undertake no obligation to update publicly or revise any forward-looking statements because of new information,

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

--- Not Applicable ---

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

--- No Disclosure Necessary ---

ITEM 3. KEY INFORMATION

3.A.1. Selected Financial Data

3.A.2. Selected Financial Data

The Company's selected financial data presented in Table No. 1 for Fiscal 2005/2004/2003 ended April 30th was derived from the financial statements of the Company that have been audited by Morgan & Company, independent Chartered Accountants, as indicated in their audit report which is included elsewhere in this Annual Report. The selected financial data of the Company for Fiscal 2002/2001 ended April 30th was derived from the financial statements of the Company, not included herein.

The Company's financial statements are stated in Canadian Dollars (CDN\$) and are prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP), the application of which, in the Company's case, conforms in all material respects for the periods presented with United States GAAP.

The financial statements are the responsibility of the Company's management. The auditor's responsibility is to express an opinion on the financial statements based on their audit.

The auditor's conducted their audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that the auditor plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. The auditor's report states that they believe that their audits provided a reasonable basis for their opinion.

Table No. 1
Selected Financial Data
(CDN\$ in 000, except per share data)

	Year Ended 4/30/2005	Year Ended 4/30/2004	Year Ended 4/30/2003	Year Ended 4/30/2002	Year Ended 4/30/2001
<u>Canadian and United States GAAP</u>					
Revenue	0	0	0	0	0
Operating Income	0	0	0	0	0
Net Income (Loss)	(\$61)	(\$143)	(\$46)	(\$34)	(\$1)
Net Income (Loss) per Share	(\$0.01)	(\$0.08)	(\$0.02)	(\$0.03)	(\$0.00)
Dividends Per Share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Weighted Average Number Shares (000)	5018	1838	1838	1364	0
Period-end Shares Outstanding (000)	6338	4088	4088	4088	2250
Working Capital	(\$30)	\$150	\$256	\$339	\$146
Long-Term Debt	0	0	0	0	0
Capital Stock	376	372	372	372	169
Shareholders' Equity	94	150	294	339	171
Total Assets	137	177	314	351	187

- (1) Fiscal 2004/2003 results restated to conform with Fiscal 2005 presentation.
(2) Cumulative Net Loss since incorporation through 4/30/2005 was (\$282,569).

3.A.3. Exchange Rates

In this Annual Report, unless otherwise specified, all dollar amounts are expressed in Canadian Dollars (CDN\$). The Government of Canada permits a floating exchange rate to determine the value of the Canadian Dollar against the U.S. Dollar (US\$).

Table No. 2 sets forth the rate of exchange for the Canadian Dollar at the end of Fiscal 2005/2004/2003/2002/2001 ended April 30th, the average rates for the period, and the range of high and low rates for the period. The data for each month during the most recent six months also is provided.

For purposes of this table, the rate of exchange means the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York. The table sets forth the number of Canadian Dollars required under that formula to buy one U.S. Dollar. The average rate means the average of the exchange rates on the last day of each month during the period.

Table No. 2
U.S. Dollar/Canadian Dollar

	<u>Average</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
September 2005		1.22	1.19	1.19
August 2005		1.22	1.19	1.19
July 2005		1.24	1.20	1.23
June 2005		1.26	1.23	1.23
May 2005		1.27	1.24	1.26
April 2005		1.26	1.21	1.26
<hr/>				
Fiscal Period Ended 4/30/2005	1.26	1.40	1.23	1.26
Fiscal Period Ended 4/30/2004	1.34	1.42	1.29	1.37
Fiscal Period Ended 4/30/2003	1.53	1.59	1.43	1.43
Fiscal Period Ended 4/30/2002	1.56	1.61	1.51	1.57
Fiscal Period Ended 4/30/2001	1.54	1.58	1.49	1.54

3.B. Capitalization and Indebtedness

--- Not Applicable ---

3.C. Reasons For The Offer And Use Of Proceeds

--- Not Applicable ---

3.D. Risk Factors

In addition to the other information presented in this Registration Statement, the following should be considered carefully in evaluating the Company and its business. This Registration Statement contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such a difference include those discussed below and elsewhere in this Registration Statement.

Corporate Risks

Investors may be disadvantaged because the Company is incorporated in Canada, which has different laws

The articles/by-laws and the laws of Canada are different from those typical in the United States. The typical rights of investors in Canadian companies differ modestly from those in the United States; refer to the relevant sections which are discussed in Section 9.A.5 and Section 10.B of this Annual Report. Such differences may cause investors legal difficulties.

U.S. investors may not be able to enforce their civil liabilities against the Company or its directors, controlling persons and officers

It may be difficult to bring and enforce suits against the Company. The Company is a corporation incorporated under the laws of the British Columbia, Canada. A majority of the Company's directors are resident outside the United States, and all or substantial portions of their assets are located outside of the United States. As a result, it may be difficult for U.S. holders of the Company's common shares to effect service of process on these persons within the United States or to realize in the United States upon judgments rendered against them. In addition, a shareholder should not assume that the courts of Canada (i) would enforce judgments of U.S. courts obtained in actions against the Company or such persons predicated upon the civil liability provisions of the U.S. federal securities laws or other laws of the United States, or (ii) would enforce, in original actions, liabilities against us or such persons predicated upon the U.S. federal securities laws or other laws of the United States.

As a "foreign private issuer", the Company is exempt from the Section 14 proxy rules and Section 16 of the 1934 Securities Act

The submission of proxy and annual meeting of shareholder information (prepared to Canadian standards) on Form 6-K may result in shareholders having less complete and timely data. The exemption from Section 16 rules regarding sales of common shares by insiders may result in shareholders having less data.

Passive Foreign Investment Company ("PFIC") designation could lead to an adverse tax situation for U.S. investors

U.S. investors in the Company could be subject to U.S. taxation at possibly adverse or higher rates and under a system that might be more complicated and unfamiliar to them. For example, a U.S. investor might be subject to special tax rules with respect to any "excess distribution" received and any gain realized from a sale or other disposition (including a pledge) of that holder's shares. Distributions a U.S. investor receives in a taxable year that are greater than 125% of the average annual distributions received during the shorter of the three preceding taxable years or the holder's holding period for the shares will be treated as excess distributions. For example, under certain circumstances, a U.S. investor who is an individual might be subject to information reporting requirements and backup withholding, currently at a 28% rate, on dividends received on common shares. If a U.S. Holder holds shares in any year in which the Company is a PFIC, that holder might be required to file Internal Revenue Service Form 8621. Refer to ITEM #10.E.

Risks Relating to Financial Condition

Going concern assumption used by management highlights doubts on the Company's ability to successfully continue

The Company's financial statements include a statement that the financial statements of the Company are prepared on a going concern basis, and therefore that certain reported carrying values are subject to the Company receiving the future continued support of its stockholders, obtaining additional financing and generating revenues to cover its operating costs. The going concern assumption is only appropriate provided that additional financing continues to become available.

The Company's history of operating losses is likely to continue leading to need for additional potentially unavailable financings and related problems

The Company has a history of losses: (\$61,031), (\$143,489) and (\$45,774) in Fiscal Years 2005/2004/2003. Despite recent capital infusions, the Company will require significant additional funding to meet its long-term business objectives. Capital may need to be available to help maintain and to expand marketing of the Company's products. The Company may not be able to obtain additional financing on reasonable terms, or at all. If equity financing is required, then such financings could result in significant dilution to existing shareholders. If the Company is unable to obtain sufficient financing, the Company might have to dramatically slow marketing efforts and/or lose control of its products. The Company has historically obtained the preponderance of its financing through the issuance of equity. There is no limit to the number of authorized common shares, and the Company has no current plans to obtain financing through means other than equity financing and/or loans. Such losses and the resulting need for external financings could result in losses of investment value.

The Company's need for additional financing to conduct marketing efforts could lead to the Company's inability to generate material sales revenue

The Company is engaged in the business of marketing computer peripheral products. The Company believes it has insufficient funds to undertake its planned operations and exploration projects during Fiscal 2006. Additional financing will be required to continue corporate operations and to expand marketing efforts. The exploitation of the Company's products is, therefore, dependent upon the Company's ability to obtain financing through the debt financing, equity financing or other means. Failure to obtain such financing may result in delay or indefinite postponement of marketing efforts on the Company's products. Such delays, and possible inability to proceed with planned operations could cause loss of investment value.

The Company competes with other computer peripheral product marketing companies which have similar operations, and many such competitor companies have operations and financial resources and industry experience far greater than those of the Company

Even if the Company establishes a successful marketing program, the Company will still be subject to competition from much larger and financially stronger competitors and such competition may materially adversely affect the Company's financial performance. Also, the Company's need to acquire inventory will require additional financial resources.

Risks Relating to Management and Specific Operations

The Company's Articles/By-Laws contain provisions indemnifying its officers and directors against all costs, charges and expenses incurred by them

The Company's Articles/By-Laws contain provisions that state, subject to applicable law, the Company shall indemnify every director or officer of the Company, subject to the limitations of the British Columbia Corporations Act, against all losses or liabilities that the Company's director or officer may sustain or incur in the execution of their duties. The Company's Articles/By-Laws further state that no director or officer shall be liable for any loss, damage or misfortune that may happen to, or be incurred by the Company in the execution of their duties if they acted honestly and in good faith with a view to the best interests of the Company. Such limitations on liability may reduce the likelihood of litigation against the Company's officers and directors and may discourage or deter its shareholders from suing the Company's officers and directors based upon breaches of their duties to the Company, though such an action, if successful, might otherwise benefit the Company and its shareholders.

Key management employees may fail to properly carry out their duties or may leave which could negatively impact corporate operations and/or stock pricing

While engaged in the business of distributing computer peripherals, the nature of the Company's business, its ability to develop a successful sales force, and to develop a competitive edge in the marketplace, depends, in large part, on its ability to attract and maintain qualified key management personnel. Competition for such personnel is intense and the Company may not be able to attract and retain such personnel. The Company's growth will depend on the efforts of its Directors (Terry Amisano and Brad Kitchen) and its Senior Management (President/CEO/Director, Kevin Hanson and CFO/Corporate Secretary, Brian Hanson). Loss of these individuals could have a material adverse effect on the Company. The Company has no key-man life insurance and there are no written agreements with them.

Management and Directors are associated with other public companies and such conflicts of interest and/or lack of attention to corporate affairs could have a negative impact on corporate operations and/or stock pricing

Certain of the Directors and Senior Management of the Company (specifically, Terry Amisano, Roy Brown, Kevin Hanson, and Brad Kitchen) are also Directors and/or Senior Management and/or significant shareholders of other companies; refer to ITEM 6.A. for resumes. As the Company is engaged in the business of marketing computer peripheral products, such associations may give rise to conflicts of interest from time to time. Law requires the directors of the Company to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any Director in a conflict must disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the Directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time. If not properly resolved, the Company could be placed at a disadvantage when considering how to market its existing products and potential corporate expansion.

Risks Relating to the Company's Common Stock

Principal stockholders, officers and directors have substantial control regarding stock ownership; this concentration could lead to conflicts of interest and difficulties in the "public" investors effecting corporate changes, and could adversely affect the Company's stock prices

The Company's Senior Management, Directors and greater-than-five-percent stockholders (and their affiliates), acting together, hold approximately 20% of the shares of the Company, on a diluted basis, and have the ability to control substantially all matters submitted to the Company's stockholders for approval (including the election and removal of directors and any merger, consolidation or sale of all or substantially all of the Company's assets) and to control the Company's management and affairs. Accordingly, this concentration of ownership may have the effect of delaying, deferring or preventing a change in control of the Company, impeding a merger, consolidation, takeover or other business combination involving the Company or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company, which in turn could materially adversely affect the market price of the Company's stock.

Employee/Director/Consultant stock options could lead to greater concentration of stock ownership among insiders and could lead to dilution of stock ownership which could lead to depressed stock prices

Because the success of the Company is highly dependent upon its respective employees, the Company has granted to some or all of its key employees, Directors and consultants options to purchase common shares as non-cash incentives. To the extent that significant numbers of such options may be granted and exercised, the interests of the other stockholders of the Company may be diluted causing possible loss of investment value.

The Company has never declared or paid cash dividends on its common shares and does not anticipate doing so in the foreseeable future

There can be no assurance that the Company's Board of Directors will ever declare cash dividends, which action is exclusively within its discretion. Investors cannot expect to receive a dividend on the Company's common shares in the foreseeable future, if at all.

Low stock market prices and volume volatility for the Company's common shares create a risk that investors might not be able to effect purchases/sales at prices that accurately reflect corporate value

The market for the common shares of the Company on the OTC Bulletin Board in the United States may be highly volatile for reasons both related to the performance of the Company or events pertaining to the industry (i.e., price fluctuation/technological change/new competitor) as well as factors unrelated to the Company or its industry. The market prices for computer peripheral products are highly competitive and volatile, which may adversely affect the Company's ability to raise capital to market existing or new products. The Company's common shares can be expected to be subject to volatility in both price and volume arising from market expectations. Stockholders of the Company may be unable to sell significant quantities of common shares in the public trading markets without a significant reduction in the price of the common shares.

Broker-Dealers may be discouraged from effecting transactions in the Company's common shares because they are subject to the penny stock rules.

Rules 15c-1 through 15c-9 promulgated under the Securities Exchange Act of 1934, as amended, impose sales practice and disclosure requirements on NASD broker-dealers who make a market in "penny stock". A penny stock generally includes any non-NASDAQ equity security that has a market price of less than US\$5.00 per share. The Company's shares are quoted on the OTC Bulletin Board in the United States effective March 2005 following voluntary delisting from the TSX Venture Exchange in Canada in August 2003. Trading in the Company's common shares ranged from US\$0.30 (low) to US\$1.01 (high) during the period from 5/1/2005 to 9/30/2005, trading at US\$0.37 on 9/30/2005. The additional sales practice and disclosure requirements imposed upon broker-dealers may discourage broker-dealers from effecting transactions in the Company's shares, which could severely limit the market liquidity of the shares and impede the sale of the Company's shares in the secondary market.

Under the penny stock regulations, a broker-dealer selling penny stock to anyone other than an established customer or "accredited investor" (generally, an individual with net worth in excess of US\$1,000,000 or an annual income exceeding US\$200,000, or US\$300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt.

In addition, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the US SEC relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer's account and information with respect to the limited market in penny stocks.

ITEM 4. INFORMATION ON THE COMPANY

4.A. History and Development of the Company

Introduction

From September 2002 through March 2004, the Company attempted to acquire Cyberhand Technologies Inc. ("Cyberhand"), advancing \$123,610 to Cyberhand. In March 2004, the attempt was terminated because the acquisition could not be consummated within the specified time frame.

By a distributor agreement dated 7/5/2004, the Company acquired the non-exclusive right to market, sell and distribute in Canada the full product line of Cyberhand in consideration for the assignment of the balances owed on the promissory notes from Cyberhand (\$123,610). The Company agreed to purchase a minimum of 15,000 units on or before 7/5/2006. Upon completion of this minimum order, the Company further agreed to purchase 50,000 units per month or forfeit its rights under this agreement. As required by the agreements, the Company also purchased the initial order of 200 units for \$10,735.

The Company's executive office is located at:

750 West Pender Street, #604, Vancouver, British Columbia, Canada V6C 2T7

Telephone: (604) 689-0188

Facsimile: (604) 689-9773.

e-mail: khanson@amisanohanson.com

The Company's registered office is located at:

1100, 888 Dunsmuir St., Vancouver, BC, Canada V6C 2T7

Telephone: (604) 687-7077; and

Facsimile: (604) 687-7099.

The contact person is:

Kevin R. Hanson, President/CEO/Director.

The Company's fiscal year ends April 30th.

The Company has 100,000,000, without par value, common shares authorized and 100,000,000 preferred shares without par value authorized. At 4/30/2005, the end of the Company's most recent fiscal year, there were 6,337,500 common shares issued and outstanding. At 9/30/2005, there were 6,337,500 common shares issued/outstanding.

Incorporation/Initial Public Offering/Exchange Listing/Stock Trading

The Company was incorporated in British Columbia under the *British Columbia Company Act* on 2/8/2000 under the name "Brockton Capital Corp."

The Company's initial public offering was completed on 7/5/2001, raising \$262,500 from the sale of 1,750,000 common shares.

The Company's common shares began trading on the TSX Venture Exchange (formerly the Canadian Venture Stock Exchange) in Toronto, Ontario, Canada, on 8/27/2001. The Company was a capital pool company pursuant to the policies of the TSX Venture Exchange, whereby the principal business of the Company was to identify and evaluate opportunities for the acquisition of an interest in assets or businesses (a "qualifying transaction").

Effective 6/16/2004, the Company voluntarily delisted its common shares from the TSX Venture Exchange. The Company took this action despite receiving conditional approval from the TSX Venture Exchange to complete its qualifying transaction to acquire Cyberhand. The Company did not feel that it would have been able to satisfy all of the conditions set by the TSX Venture Exchange in a timely manner causing the Company to be at risk of defaulting on its agreement with Cyberhand. The Company felt it must seek alternatives to maintaining its TSX Venture Exchange listing and intends to seek a listing on the OTC Bulletin Board.

Financings

The Company has financed its operations through funds raised in private placements of common shares to insiders completed March 2000 (shares physically issued August 2001 along with IPO shares), its initial public offering completed August 2001, and the exercise of Agent stock options.

Fiscal 2000: None

Fiscal 2001: Private Placements, 2,250,000 shares, \$168,750
Initial Public Offering; 1,750,000 shares, \$262,500

Fiscal 2002: Option Exercise; 87,500 shares, \$ 13,125

Fiscal 2003: None

Fiscal 2004: None

Fiscal 2005: Private Placement, 4,500,000 shares, \$4,500

Fiscal 2006-to-Date: None

Capital Expenditures

Fiscal 2000: None

Fiscal 2001: None

Fiscal 2001: None

Fiscal 2003: \$69,280 of advances to Cyberhand;
\$37,448 in deferred investment expenses

Fiscal 2004: \$49,414 of advances to Cyberhand
\$34,679 in deferred investment expenses

Fiscal 2005: \$nil

Fiscal 2006-to-Date: None

4.B. BUSINESS OVERVIEW

From September 2002 through March 2004, the Company attempted to acquire Cyberhand Technologies Inc. ("Cyberhand"), advancing \$123,610 to Cyberhand. In March 2004, the attempt was terminated because the acquisition could not be consummated within the specified time frame.

By a distributor agreement dated 7/5/2004, the Company acquired the non-exclusive right to market, sell and distribute in Canada the full product line of Cyberhand in consideration for the assignment of the balances (including interest) of the promissory notes from Cyberhand (\$123,610). The Company agreed to purchase a minimum of 15,000 units on or before 7/5/2006. Upon completion of this minimum order, the Company further agreed to purchase 50,000 units per month or forfeit its rights under this agreement. As required by the agreements, the Company also purchased the initial order of 200 units for \$10,735.

Cyberhand is a company that develops new technologies specific to consumer electronics. Cyberhand is in the business of designing, manufacturing, marketing, selling, distribution and servicing ergonomically designed and more responsive computer hardware components. These products are primarily:

- Game and Digital Controllers;
- Wireless Keyboards For Personal Digital Assistants ("PDAs")
- Sophisticated Pointer or Mouse Product line; and
- Related peripherals such as Keyboards, Cameras, and Scanners.

United States vs. Foreign Sales/Assets

The Company has generated no sales revenue.

At 4/30/2005 and 4/30/2004, all assets were located in Canada.

Seasonality

Dependency upon Patents/Licenses/Contracts/Processes

Sources/Availability of Raw Materials

Material Effects of Government Regulations

--- No Disclosure Necessary ---

4.C. Organization Structure

The Company was incorporated in British Columbia under the *British Columbia Company Act* on 2/8/2000 under the name "Brockton Capital Corp.".

4.D. Property, Plant and Equipment

The Company's executive offices are located in shared, rented premises of approximately 500 sq. ft. at 750 West Pender Street, #604, Vancouver, British Columbia, Canada V6C 2T7. The Company began occupying these facilities in February 2000. Monthly rent is \$750 and an additional \$750 for office supplies and equipment.

The Company has no other material property or facilities.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada and are stated in Canadian dollars. These financial statements conform in all respects with GAAP in the USA. Because a precise determination of many assets and liabilities is depended on the future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results could differ from these estimates.

Critical Accounting Policies

Management is required to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On a regular basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The significant accounting policies that are most critical to aid in fully understanding and evaluating reported financial results include: timing of revenue recognition and the expensing of distribution costs.

Critical Accounting Estimates

Management has determined that existing inventory on hand at 4/30/2005 was impaired and a write-down was required; there was no impairment for the intangible assets (rights) purchased during the period.

Changes in Accounting Policy

Effective 5/1/2004, the Company adopted the amended CICA Handbook Section 3870, "Stock-based Compensation and Other Stock-based Payments" whereby all stock-based compensation is accounted for using a fair value based method of accounting. Previously, the Company accounted for stock-based compensation using the settlement method, whereby no compensation costs was recorded in the financial statements for stock options granted. No options subsequently granted have vested and accordingly, there have been no changes to the financial statements as a result of this change.

The following discussion for Fiscal 2005/2004/2003 ended April 30th should be read in conjunction with the financial statements of the Company and the notes thereto, located elsewhere in this Annual Report.

Overview

During Fiscal 2002 ended 4/30/2002, the Company's activity was primarily related to the completion of the Company's initial public offering and the listing of the Company's common shares for trading on the Canadian Venture Exchange (now the TSX Venture Exchange).

On 9/4/2002, the Company signed a letter of intent to acquire all of the common shares of Cyberhand. On 8/28/2003, the Company entered into the Share Purchase Agreement whereby the Company agreed to acquire all of the issued and outstanding shares of Cyberhand. During Fiscal 2003/2004, the Company advanced \$109,280 plus accrued interest to Cyberhand pursuant to notes payable to fund that firm's activities pending the proposed acquisition. Consummation of the acquisition was subject to diligence, shareholder approval, a proposed financing, and regulatory approval.

Effective 6/16/2004, the Company voluntarily delisted its common shares from the TSX Venture Exchange. The Company took this action despite receiving conditional approval from the TSX Venture Exchange to complete its qualifying transaction to acquire Cyberhand. The Company did not feel that it would have been able to satisfy all of the conditions set by the TSX Venture Exchange in a timely manner causing the Company to be at risk of defaulting on its agreement with Cyberhand. The Company felt it must seek alternatives to maintaining its TSX Venture Exchange listing and intends to seek a listing on the OTC Bulletin Board.

At 4/30/2004, there were 2,250,000 common shares held in escrow, whose release was subject to the policies of the TSX Venture Exchange. On 7/29/2004, as a result of the voluntary delisting from the TSX Venture Exchange, the 2,250,000 escrowed common shares were cancelled and returned to the treasury.

In July 2004 (made effective 3/31/2004), the attempt to acquire Cyberhand was terminated because the acquisition could not be consummated within the specified time frame.

Pursuant to a July 2004 distributor agreement, the Company acquired the non-exclusive right to market, sell and distribute in Canada the full product line of Cyberhand in consideration for the assignment of the balances owed on the promissory notes from Cyberhand (\$123,610). The Company agreed to purchase a minimum of 15,000 units on or before 7/5/2006. Upon completion of this minimum order, the Company further agreed to purchase 50,000 units per month or forfeit its rights under this agreement. As required by the agreements, the Company also purchased the initial order of 200 units.

At the Annual Shareholders' Meeting held 9/28/2004, shareholders approved:

1. A private placement of 4,500,000 common shares, to raise \$4,500;
2. A special resolution required pursuant to the *Business Corporations Act* (British Columbia), resulting from the voluntary delisting from the TSX Venture Exchange, to not liquidate the Company but to use the Company's assets for another purpose; and
3. A stock option plan.

In July 2004, the Company cancelled and returned to treasury the original 2,250,000 escrow common shares previously issued at \$0.075 per share to insiders of the Company (including the Directors of the Company) and completed a private placement of 4,500,000 common shares at \$0.001 per share, including 1,250,000 shares purchased by Directors).

Results of Operations

Administrative expenses totaled \$57,292 for Fiscal 2005, a 32% decrease from the \$83,836 for the last fiscal period. Because of reduced expenses associated with sustaining the Cyberhand agreement: accounting/audit/legal fees declined \$13,414; transfer agent fees fell \$5,758; and investor relations' costs fell \$5,714.

Administrative expenses totaled \$83,836 for Fiscal 2004, a 48% increase from the \$56,638 for the last fiscal period. Increased corporate activity related to the attempted consummation of the Cyberhand acquisition and increased US regulatory costs were the primary causes for the higher costs.

Administrative expenses totaled \$56,638 for Fiscal 2003, a 28% increase from the \$44,133 for the last fiscal period. Increased corporate activity related to a search for and consummation of an acquisition and increased US regulatory costs were the primary cause for the higher costs.

The Company recorded interest income of \$2,261, \$11,513, and \$10,865 for Fiscal 2005/2004/2003. During Fiscal 2004, the Company wrote off \$72,127 of deferred investment expenses related to the terminated attempt to acquire Cyberhand.

Net Income (Loss) was (\$61,031), (\$143,489), and (\$45,773) for Fiscal 2005/2004/2003, respectively. Net Income (Loss) per Share was (\$0.01), (\$0.08), and (\$0.02) for Fiscal 2005/2004/2003, respectively.

Liquidity and Capital Resources

Fiscal 2005 Ended 4/30/2005

The Company had negative working capital of (\$30,087) as at 4/30/2005.

Cash Used by Fiscal 2005 Operating Activities totaled (\$49,193) including the (\$61,031) Net Loss. Significant adjustments included: interest accrual on notes receivables (\$1,946), write-down of inventory of \$6,000, and \$7,784 in net changes in non-cash working capital items related to operations. Cash Used in Fiscal 2005 Investing Activities was \$nil. Cash Raised in Fiscal 2005 Financing Activities was \$4,500 from the aforementioned private placement.

Fiscal 2004 Ended 4/30/2004

The Company had working capital of \$150,054 as at 4/30/2004.

Cash Used by Fiscal 2004 Operating Activities totaled (\$52,498), including the (\$143,489) Net Loss. Significant adjustments included \$72,127 write-off of deferred investment expenses related to the terminated attempt to acquire Cyberhand and \$18,864 in net changes in non-cash working capital items related to operations. Cash Used in Fiscal 2004 Investing Activities was \$84,093; with \$49,419 in "Notes Receivable and Accrued Interest" representing advances to Cyberhand, and \$34,679 representing deferred costs incurred with respect to the now-terminated attempt to acquire Cyberhand. Cash Raised in Fiscal 2004 Financing Activities was \$nil.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT, AND EMPLOYEES

6.A. Directors and Senior Management

Table No. 3
Directors and Senior Management
September 30, 2005

Name	Position	Age	Date of First Election or Appointment
Terry M. Amisano (1)(2)	Director	50	February 2000
Roy Brown (4)	CFO/Secretary	62	November 2004
Kevin R. Hanson (1)(2)(3)	President/CEO/Director	48	February 2000
Brad Kitchen (1)(2)	Director	43	February 2003

(1) Member of Audit Committee.

(2) Resident/Citizen of British Columbia, Canada.

(3) He spends less than a fourth of his time on the affairs of the Company.

(4) He spends less than 10% of his time on the affairs of the Company.

(5) All Business Address: c/o Brockton Capital Corp.

750 Pender Street #604

Vancouver, BC Canada V6C 2T7

Terry M. Amisano, a Director of the Company, a chartered accountant since 1985, is currently a partner with Amisano Hanson, Chartered Accountants, since 1991. From 1985 to 1990, Mr. Amisano was the partner of Amisano & Co., Chartered Accountants. Mr. Amisano is also the President and Chief Executive Officer of Zena Capital Corp., a mining company listed on the TSX Venture Exchange.

Roy Brown, Chief Financial Officer/Secretary of the Company, has over thirty years experience in the management of public companies. Since 1991, he has been President of Roymor Market Services Inc., a private company in the business of assisting private/public companies in identifying sources of capital. Mr. Brown also is a Director of New Pacific Ventures Inc., since 2001; and Chief Financial Officer of Zena Capital Corp. since 2001.

Kevin R. Hanson, President/CEO and a Director of the Company, has been a chartered accountant since 1983, a certified public accountant (CPA) since 2001, and is currently a partner with Amisano Hanson, Chartered Accountants, since 1991. From 1987 to 1991, Mr. Hanson provided services as a controller of seven reporting public companies while working for Clark Consulting Services Inc. From 1994 until 1998, Mr. Hanson served as a member of the Technical Subcommittee to the British Columbia Securities Commission and the Vancouver Stock Exchange; and again in 2003 to date. Mr. Hanson is also a director of: Zena Capital Corp., a mining company listed on the TSX Venture Exchange.

Brad Kitchen, a Director of the Company, is a Corporate Finance Consultant. Since 1996, he has been the founder and President of PBK Financial Engineering, a private corporate finance consulting company. After graduating from McGill University with an MBA, Mr. Kitchen became a financial product oriented investment banker where he was employed in Toronto, Ontario over an eleven-year period as a Vice-President and Director at CIBC World Markets (formerly CIBC Wood Gundy Securities Inc.) and TD Securities Inc. From January 2000 to January 2001, he was VP Corporate Finance at Pacific Opportunities Company Ltd., a small merchant bank/financial services company. From December 1998 to December 1999, he was a Partner of Kitchen & Fuller Holdings Inc., a holding company for commercial real estate. From May 1998 to November 1998, he was Chief Financial Officer of Protocal Holdings Inc., a real estate investment company. Since April 2005, he has been a Director of Cyberhand Technologies Inc.

The Directors have served in their respective capacities since their election and/or appointment and will serve until the next Annual General Meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles/By-Laws of the Company.

The Executive Officers serve at the pleasure of the Board of Directors.

Despite the Company's executive officers spending material portions of their time on businesses other than the Company, the Company believes that they devote sufficient time to the Company to properly carry out their duties.

No Director and/or Executive Officer has been the subject of any order, judgment, or decree of any governmental agency or administrator or of any court or competent jurisdiction, revoking or suspending for cause any license, permit or other authority of such person or of any corporation of which he is a Director and/or Executive Officer, to engage in the securities business or in the sale of a particular security or temporarily or permanently restraining or enjoining any such person or any corporation of which he is an officer or director from engaging in or continuing any conduct, practice, or employment in connection with the purchase or sale of securities, or convicting such person of any felony or misdemeanor involving a security or any aspect of the securities business or of theft or of any felony.

There are no family relationships between any two or more Directors or Executive Officers.

There are no arrangements or understandings between any two or more Directors or Executive Officers, pursuant to which he was selected as a Director or Executive Officer.

6.B. Compensation

Cash Compensation. Total cash compensation accrued and/or paid (directly and/or indirectly) to all Directors/Senior Management during Fiscal 2005 ended 4/30/2005 was \$nil.

Director Compensation. The Company has no formal plan for compensating its Directors for their service in their capacity as Directors. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board of Directors. The Board of Directors may award special remuneration to any Director undertaking any special services on behalf of the Company other than services ordinarily required of a Director. Other than indicated below no Director received any compensation for his services as a Director, including committee participation and/or special assignments.

Stock Options. The Company grants stock options to Directors, Senior Management and employees; refer to ITEM #6.E., "Share Ownership". No stock options were exercised during Fiscal 2005/Fiscal 2004. No stock options were granted during Fiscal 2005. The 105,000 stock options granted during Fiscal 2004 to Brad Kitchen (\$0.19 till 5/14/2008) were subsequently cancelled during Fiscal 2004.

Change of Control Remuneration. The Company has no plans or arrangements in respect of remuneration received or that may be received by Executive Officers of the Company in Fiscal 2006 to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds US\$60,000 per Executive Officer.

Other Compensation. No Executive Officer/Director received "other compensation" in excess of the lesser of US\$25,000 or 10% of such officer's cash compensation, and all Executive Officers/Directors as a group did not receive other compensation which exceeded US\$25,000 times the number of persons in the group or 10% of the compensation.

Bonus/Profit Sharing/Non-Cash Compensation. Except for the stock option program discussed in ITEM #6.E., the Company has no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to the Company's Directors or Executive Officers.

Pension/Retirement Benefits. No funds were set aside or accrued by the Company during Fiscal 2005 to provide pension, retirement or similar benefits for Directors or Executive Officers.

6.C. Board Practices

All directors hold office until the next meeting of the shareholders of the Company unless they resign or are removed in accordance with the Company's Articles. Senior Management are appointed to serve at the discretion of the Board of Directors. The Board of Directors and Committees of the Board schedule regular meetings over the course of the year.

The fundamental objective of the Board is to ensure that it operates in a fashion that maximizes shareholder value over the long term. The Board's duties and responsibilities are all carried out in a manner consistent with that fundamental objective. The principal duty and responsibility of the Board is to oversee the management and operations of the Company, with the day-to-day management of the business and affairs of the Company delegated by the Board to the CEO and other Senior Management.

The Board's responsibilities include overseeing the conduct of the Company's business, providing leadership and direction to its management, and setting policies. Strategic direction for the Company is developed through the Board's annual planning process. Through this process, the Board adopts the operating plan for the coming year, and monitors management's progress relative to that plan through a regular reporting and review process.

The Board has delegated to the Chief Executive Officer and Senior Management responsibility for the day-to-day management of the business of the Company. Matters of policy and issues outside the normal course of business are brought before the Board for its review and approval, along with all matters dictated by statute and legislation requiring Board review and approval. The Chief Executive Officer and Senior Management review the Company's progress in relation to the current operating plan at in-person and telephone-conference Board meetings. The Board meets on a regular basis with and without management present. Financial, operational and strategic issues facing the Company are reviewed, monitored and approved at the Board meetings.

6.C.1. Terms of Office. Refer to ITEM 6.A.1.

6.C.2. Directors' Service Contracts. --- Not Applicable ---

6.C.3. Board of Director Committees.

The Company has only an Audit Committee, which recommends to the Board of Directors the engagement of the independent auditors of the Company and reviews with the independent auditors the scope and results of the Company's audits, the Company's internal accounting controls, and the professional services furnished by the independent auditors to the Company. The current members of the Audit Committee are: Terry M. Amisano, Kevin Hanson, and Brad Kitchen. The Audit Committee met five times during Fiscal 2005 and has met twice during Fiscal 2006-to-date.

6.D. Employees

As of 9/30/2005, the Company had two employees, the President/CEO and the CFO/Secretary. As of 4/30/2005, 4/30/2004, and 4/30/2003, there were two employees (including the Senior Management), respectively. None of the Company's employees are covered by collective bargaining agreements.

6.E. Share Ownership

Table No. 4 lists, as of 9/30/2005, Directors and Executive Officers who beneficially own the Company's voting securities and the amount of the Company's voting securities owned by the Directors and Executive Officers as a group. The Company is unaware of any other persons/companies where that shareholder has 5% or greater beneficial interest in the Company's securities.

Table No. 4
Shareholdings of Directors and Executive Officers
Shareholdings of 5% Shareholders

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class #
Common	Terry M. Amisano (1)	500,000	7.9%
Common	Kevin R. Hanson (2)	500,000	7.9%
Common	Brad Kitchen	250,000	4.0%
Common	Roy Brown	20,000	0.3%
Total Directors/Officers		1,270,000	20.0%

- (1) 97,500 represent currently exercisable stock options.
Excludes 200,000 shares owned by members of his family, where he disavows beneficial interest and does not have voting or disposition control.
- (2) 195,000 represent currently exercisable stock options.
Excludes 80,000 shares owned by members of his family where he disavows beneficial interest and does not have voting or disposition control.
- # Based on 6,337,500 shares outstanding as of 9/30/2005 and stock options held by each beneficial holder exercisable within sixty days.

Stock Options. The Company has not maintained a formal plan under which stock options were granted. While the common shares were listed on the TSX Venture Exchange, the terms of incentive options grantable by the Company were done in accordance with the rules and policies of the TSX Venture Exchange and the British Columbia Securities Commission, including the number of common shares under option, the exercise price and expiry date of such options, and any amendments thereto.

The Company adopted a formal written stock option plan (the "Stock Option Plan") on 9/28/2004. The Stock Option Plan consists of authorized but un-issued common shares of the Company and is limited to 20% of the issued shares of the Company at the time of any granting of options (on a non-diluted basis). Any previously granted options will be deemed to be accepted into and governed by the Stock Option Plan, and if any options granted expire or terminate for any reason without having been exercised in full, the unpurchased shares shall again be available under the Stock Option Plan. The Stock Option Plan will provide for options to vest in such manner as may be determined by the Plan Administrator, or in the absence of such body, the Board of Directors. The minimum exercise price of any options issued under the Stock Option Plan will be determined by the Board of Directors at the time of grant. Options granted will expire 30 days after an optionee ceases to be involved with the Company.

Although the Company has the right to create a multi-year vesting schedule, all existing granted stock options were vested upon granting.

The names and titles of the Directors/Executive Officers of the Company to whom outstanding stock options have been granted and the number of common shares subject to such options are set forth in Table No. 5 as of 9/30/2005, as well as the number of options granted to Directors and all employees as a group.

Table No. 5
Stock Options Outstanding

Name	Number of Shares of Common Stock	CDN\$ Exer. Price	Grant Date	Expir'n Date
Kevin R. Hanson	195,000	\$0.15	4/27/01	8/28/06
Terry M. Amisano	97,500	\$0.15	4/27/01	8/28/06
Total Officers/Directors	292,500			
Consultant	10,000			
Total Officers/Directors/Employees	302,500			

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

7.A. Major Shareholders.

7.A.1.a. Holdings By Major Shareholders.

Refer to ITEM #6.E. and Table No. 4.

7.A.1.b. Significant Changes in Major Shareholders' Holdings.

Effective 4/25/2003, Michael Weingarten sold his 450,000 shares equally to Kevin Hanson and Terry Amisano. Effective 7/28/2004, the 2,250,000 escrowed common shares owned at 4/30/2004 by the four individuals were cancelled. Effective 10/29/2004, these four individuals participated in a private placement of common shares.

	Shares Owned 4/30/2005	Shares Owned 4/30/2004	Shares Owned 4/30/2003	Shares Owned 4/30/2002
-----	-----	-----	-----	-----
Terry Amisano	500,000	675,000	675,000	450,000
Kevin Hanson	500,000	675,000	675,000	450,000
Alan Crawford	250,000	450,000	450,000	450,000
Gregory Burnett	250,000	450,000	450,000	450,000
Michael Weingarten	0	0	0	450,000

7.A.1.c. Different Voting Rights. The Company's major shareholders do not have different voting rights.

7.A.2. Canadian Share Ownership. The Company's common shares are issued in registered form and the following information is taken from the records of Pacific Corporate Trust Company (located in Vancouver, British Columbia, Canada), the registrar and transfer agent for the common shares.

On 9/15/2005, the shareholders' list for the Company's common shares showed 21 registered shareholders and 6,337,500 shares issued and outstanding. Seventeen of these registered shareholders were Canadian residents, holding 5,337,500 shares.

The Company has researched the indirect holding by depository institutions and other financial institutions and estimates that there are 300 "holders of record" resident in Canada.

Based on this research and other research into the indirect holdings of other financial institutions, the Company believes that it has in excess of 300 beneficial owners of its common shares.

7.A.3. Control of Company. The Company is a publicly-owned Canadian corporation, the shares of which are owned by U.S. residents, Canadian residents and other foreign residents. The Company is not controlled by any foreign government or other person(s) except as described in ITEM #4.A., "History and Development of the Company", and ITEM #6.E., "Share Ownership".

7.A.4. Change of Control of Company Arrangements.

--- No Disclosure Necessary ---

7.B. Related Party Transactions

Shared Office

The Company's executive offices are located in facilities shared with Amisano Hanson, Chartered Accountants. Terry Amisano and Kevin Hanson are principles of Amisano Hanson, Chartered Accountants. The Company paid \$9,000, \$9,000, and \$9,000 in office rental to Amisano Hanson during Fiscal 2005/2004/2003, respectively. The Company also paid \$6,000, \$6,000, and \$6,000 for equipment rental during Fiscal 2005/2004/2003; the Company also paid \$3,000, \$3,000, and \$3,000 for office supplies during Fiscal 2005/2004/2003.

Accounting Fees

The Company has paid accounting fees of \$5,926, \$16,109, and \$9,943 to Amisano Hanson during Fiscal 2005/2004/2003, respectively.

Cancelled Escrowed Shares

Effective 7/29/2004, the 2,250,000 escrowed common shares owned by insiders were cancelled: Kevin Hanson = 675,000; Terry Amisano = 675,000; Alan Crawford = 450,000; and Gregory Burnett = 450,000. This action was taken pursuant to Canadian regulations following the Company's voluntary delisting from the TSX Venture Exchange.

October 2004 Private Placement

Effective 10/29/2004, the Company completed a private placement of 4,500,000 common shares at a price of \$0.001 per share, raising \$4,500.

<u>Name</u>	<u>Number</u>
Terry Amisano	500,000 Shares
Kevin Hanson	500,000 Shares
Brad Kitchen	250,000 Shares
Alpine Capital AG.	250,000 Shares
Charles Amisano	250,000 Shares
Gregory Burnett	250,000 Shares
Carrie Clark	250,000 Shares
Alan Crawford	250,000 Shares
Alice Crawford	250,000 Shares
Heather Crawford	250,000 Shares
Goldbridge Resources Ltd.	250,000 Shares
Global Capital Group Ltd.	250,000 Shares
Andrew Gross	250,000 Shares
Gloria Gross	250,000 Shares
Ken Peterson	250,000 Shares
674811 B.C. Ltd.	250,000 Shares

The shares to be issued to Messrs. Greg Burnett, Alan Crawford, Kevin Hanson and Terry Amisano were issued so as to partially replace common shares previously held by each of the individuals in escrow which were cancelled at the direction of the TSX Venture Exchange as a result of the Company's shares being de-listed from the TSX Venture Exchange on 6/16/2004. The shares held in escrow had originally been purchased by each of such individuals at \$0.075 per share. Each of Greg Burnett and Alan Crawford held 450,000 shares, and each of Terry Amisano and Kevin Hanson held 675,000 shares.

The shares issued to each of the other subscribers were not issued to replace any cancelled escrow shares, but rather to serve as an incentive to such individuals who the Company's Directors believe will provide financial support to the Company in the future.

Due to the non-arms' length relationship of certain of the parties to whom the shares were issued and the fact that the shares were issued at a price of \$0.001 per share, the Company asked for and received shareholder approval for this private placement at the 9/28/2004 Annual General Meeting of Shareholders; any outstanding shares held by the foregoing individuals were not counted in determining whether such resolution passed.

Other than as disclosed above, there have been no transactions since 4/30/2002, or proposed transactions, which have materially affected or will materially affect the Company in which any director, executive officer, or beneficial holder of more than 10% of the outstanding common stock, or any of their respective relatives, spouses, associates or affiliates has had or will have any direct or material indirect interest. Management believes the transactions referenced above were on terms at least as favorable to the Company as the Company could have obtained from unaffiliated parties.

7.C. Interests of Experts and Counsel

--- No Disclosure Necessary ---

ITEM 8. FINANCIAL INFORMATION

8.A. Statements and Other Financial Information

The Company's financial statements are stated in Canadian Dollars (CDN\$) and are prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP), the application of which, in the case of the Company, conforms in all material respects for the periods presented with United States GAAP.

The financial statements as required under ITEM #17 are attached hereto and found immediately following the text of this Annual Report. The audit report of Morgan & Company, independent Chartered Accountants, are included herein immediately preceding the financial statements and schedules.

Audited Financial Statements

for Fiscal 2005 Ended April 30th
Fiscal 2004 Ended April 30th
Fiscal 2003 Ended April 30th
Cumulative from Incorporation

8.A.7. Legal/Arbitration Proceedings

The Directors and the management of the Company know of no material, active or pending, legal proceedings against them; nor is the Company involved as a plaintiff in any material proceeding or pending litigation.

The Directors and the management of the Company know of no active or pending proceedings against anyone that might materially adversely affect an interest of the Company.

8.B. Significant Changes

Other than disclosed in this Annual Report, there have been no significant change has occurred since the date of the annual financial statements, and/or since the date of the most recent interim financial statements.

ITEM 9. THE OFFER AND LISTING

9.A.4. Common Share Trading Information

The Company's common shares began trading on the TSX Venture Exchange (formerly the Canadian Venture Stock Exchange) in Toronto, Ontario, Canada, on 8/27/2001. The trading symbol was BKCp.v. The CUSIP number is #111718-10-2. The shares were halted on 9/4/2002, as a result of the Letter of Intent with Cyberhand. At the time that the shares were halted the shares of the Company were trading at \$0.30 per share. Trading of the shares resumed on 5/1/2003 and were halted on 8/28/2003 as a result of the Company not having completed its qualifying transaction within 24 months from its original listing on the Exchange. The shares last traded at \$0.30 per share on 8/14/2003. Effective 6/16/2004, the Company voluntarily delisted its common shares from the TSX Venture Exchange. The Company took this action despite receiving conditional approval from the TSX Venture Exchange to complete its qualifying transaction to acquire Cyberhand. The Company did not feel that it would have been able to satisfy all of the conditions set by the TSX Venture Exchange in a timely manner causing the Company to be at risk of defaulting on its agreement with Cyberhand. The Company felt it must seek alternatives to maintaining its TSX Venture Exchange listing and listed on the OTC Bulletin Board.

The Company's common shares were listed for trading on the OTC Bulletin Board on 3/28/2005, under the symbol "BCKOF"; first trades were reported in May 2005. No. 6 lists the volume of trading and high, low and closing sales prices for the Company's common shares for the last four months, last two fiscal quarters, and the last fiscal year.

Table No. 6
OTC Bulletin Board
Common Shares Trading Activity

Period Ended	Volume	High	Low	US Dollars Closing
<u>Monthly</u>				
9/30/2005	61,000	\$0.40	\$0.35	\$0.37
8/31/2005	51,000	\$0.40	\$0.35	\$0.40
7/31/2005	41,000	\$1.01	\$0.31	\$0.40
6/30/2005	31,000	\$0.40	\$0.30	\$0.35
5/31/2005	66,000	\$0.31	\$0.30	\$0.30
4/30/2005	nil	---	---	---
<u>Quarterly</u>				
7/31/2005	138,000	\$1.01	\$0.30	\$0.40
4/30/2005	nil	---	---	---
<u>Yearly</u>				
4/30/2005	nil	---	---	---

9.B. Plan of Distributions

--- Not Applicable ---

9.C. Stock Exchanges Identified

The common shares do not trade on any exchange.
Refer to ITEM #9.A.4.

ITEM 10. ADDITIONAL INFORMATION

10.A. Share Capital

10.B. Memorandum and Articles of Association

10.C. Material Contracts

--- No Disclosure Necessary ---

10.D. Exchange Controls

Canada has no system of exchange controls. There are no Canadian restrictions on the repatriation of capital or earnings of a Canadian public company to non-resident investors. There are no laws in Canada or exchange restrictions affecting the remittance of dividends, profits, interest, royalties and other payments to non-resident holders of the Company's securities, except as discussed in ITEM 10, "Taxation" below.

Restrictions on Share Ownership by Non-Canadians

There are no limitations under the laws of Canada or in the organizing documents of the Company on the right of foreigners to hold or vote securities of the Company, except that the Investment Canada Act may require review and approval by the Minister of Industry (Canada) of certain acquisitions of "control" of the Company by a "non-Canadian". The threshold for acquisitions of control is generally defined as being one-third or more of the voting shares of the Company. "Non-Canadian" generally means an individual who is not a Canadian citizen, or a corporation, partnership, trust or joint venture that is ultimately controlled by non-Canadians.

10.E Taxation

The following is a brief summary of all material principal Canadian federal income tax consequences to a holder of common shares of the Company (a "U.S. Holder") who deals at arm's length with the Company, holds the shares as capital property and who, for the purposes of the *Income Tax Act* (Canada) (the "Act") and the *Canada - United States Income Tax Convention* (the "Treaty"), is at all relevant times resident in the United States, is not and is not deemed to be resident in Canada and does not use or hold and is not deemed to use or hold the shares in carrying on a business in Canada. Special rules, which are not discussed below, may apply to a U.S. Holder that is an insurer that carries on business in Canada and elsewhere.

U.S. Holders are urged to consult their own tax advisors with respect to their particular circumstances.

Under the Act and the Treaty, a U.S. Holder of common shares will generally be subject to a 15% withholding tax on dividends paid or credited or deemed by the Act to have been paid or credited on such shares. The withholding tax rate is 5% where the U.S. Holder is a corporation that beneficially owns at least 10% of the voting shares of the Company and the dividends may be exempt from such withholding in the case of some U.S. Holders such as qualifying pension funds and charities.

In general, a U.S. Holder will not be subject to Canadian income tax on capital gains arising on the disposition of shares of the Company unless (i) at any time in the five-year period immediately preceding the disposition, 25% or more of the shares of any class or series of the capital stock of the Company was owned by (or was under option of or subject to an interest of) the U.S. holder or persons with whom the U.S. holder did not deal at arm's length, and (ii) the value of the common shares of the Company at the time of the disposition derives principally from real property (as defined in the Treaty) situated in Canada. For this purpose, the Treaty defines real property situated in Canada to include rights to explore for or exploit mineral deposits and other natural resources situated in Canada, rights to amounts computed by reference to the amount or value of production from such resources, certain other rights in respect of natural resources situated in Canada and shares of a corporation the value of whose shares is derived principally from real property situated in Canada.

The US Internal Revenue Code provides special anti-deferral rules regarding certain distributions received by US persons with respect to, and sales and other dispositions (including pledges) of stock of, a passive foreign investment company. A foreign corporation, such as the Company, will be treated as a passive foreign investment company if 75% or more of its gross income is passive income for a taxable year or if the average percentage of its assets (by value) that produce, or are held for the production of, passive income is at least 50% for a taxable year. The Company believes that it was not a passive foreign investment company for the taxable year ended 5/31/2002 and, furthermore, expects to conduct its affairs in such a manner so that it will not meet the criteria to be considered passive foreign investment company in the foreseeable future.

10.F. Dividends and Paying Agents

The Company has not declared any dividends on its common shares for the last five years and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain future earnings for use in its operations and the expansion of its business.

Notwithstanding the aforementioned: the Company is unaware of any dividend restrictions; has no specific procedure for the setting of the date of dividend entitlement; but might expect to set a record date for stock ownership to determine entitlement; has no specific procedures for non-resident holders to claim dividends, but might expect to mail their dividends in the same manner as resident holders. The Company has not nominated any financial institutions to be the potential paying agents for dividends in the United States.

<u>10.G. Statement by Experts</u>	--- No Disclosure Necessary ---
<u>10.H. Document on Display</u>	---- No Disclosure Necessary ---
<u>10.I. Subsidiaries</u>	---- No Disclosure Necessary ---

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

--- No Disclosure Necessary ---

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

<u>12.A. Debt Securities</u>	--- No Disclosure Necessary ---
<u>12.B. Warrants and Rights</u>	--- No Disclosure Necessary ---
<u>12.C. Other Securities</u>	--- No Disclosure Necessary ---
<u>12.D. American Depository Shares</u>	-- No Disclosure Necessary ---

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

--- No Disclosure Necessary ---

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY

HOLDERS AND USE OF PROCEEDS --- No Disclosure Necessary ---

ITEM 15. CONTROLS AND PROCEDURES

At the end of Fiscal year ended 4/30/2005 (the "Evaluation Date"), under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15e under the Exchange Act). Based upon that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that, as of the Evaluation Date, concluded that the Company's disclosure controls and procedures were effective to ensure that information the Company is required to disclose in the reports that it files or submits with the Securities and Exchange Commission under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

The Company's management, including the Chief Executive Officer and Chief Financial Officer, identified no change in the Company's internal control over financial reporting that occurred during the Company's Fiscal Year Ended April 30, 2005 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 16. RESERVED

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The Company does not have an "audit committee financial expert" serving on its audit committee. The Company's Audit Committee consists of two unrelated directors and the President of the Company, all of whom are both financially literate and very knowledgeable about the Company's affairs. Because the Company's structure and operations are straightforward, the Company does not find it necessary to augment its Board with a "financial expert".

ITEM 16B. CODE OF ETHICS

The Company has not adopted a written "code of ethics" that meets the new United States' Sarbanes-Oxley standards; the Board of Directors believes that existing Canadian standards and procedures is adequate for its purposes. The Company has not seen any need to adopt a written code of ethics on the basis that its corporate culture effectively deters wrongdoing and promotes honest and ethical conduct, full, fair and accurate, timely, and understandable disclosure in reports and documents, the compliance with applicable governmental laws, rules and regulations; the prompt internal reporting.

Item 16C. PRINCIPAL ACCOUNTING FEES AND SERVICES

The audit committee is directly responsible for the appointment, compensation and oversight of auditors; the audit committee has in place procedures for receiving complaints and concerns about accounting and auditing matters; and has the authority and the funding to engage independent counsel and other outside advisors.

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to grant pre-approvals required by this policy / procedure. The decisions of any Audit Committee member to whom authority is delegated to pre-approve a service shall be presented to the full Audit Committee at its next scheduled meeting.

In accordance with the requirements of the US Sarbanes-Oxley Act of 2002 and rules issued by the Securities and Exchange Commission, we introduced a procedure for the review and pre-approval of any services performed by Morgan & Company, including audit services, audit related services, tax services and other services. The procedure requires that all proposed engagements of Morgan & Company for audit and permitted non-audit services are submitted to the finance and audit committee for approval prior to the beginning of any such services.

Fees, including reimbursements for expenses, for professional services rendered by Morgan & Company to the Company were:

Fiscal Year ended April 30, 2005 and 2004 Principal Accountant Fees and Services	Fiscal Year 2005	Fiscal Year 2004
Audit Fees	\$4,400	\$13,625
Audit Related Fees	\$nil	\$nil
Tax Fees	\$nil	\$nil
All Other Fees	<u>\$nil</u>	<u>\$nil</u>
Total	\$4,400	\$13,625

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

--- No Disclosure Necessary ---

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

--- No Disclosure Necessary ---

PART III

ITEM 17. FINANCIAL STATEMENTS

The Company's financial statements are stated in Canadian Dollars (CDN\$) and are prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP), the application of which, in the case of the Company, conforms in all material respects for the periods presented with United States GAAP.

The financial statements as required under ITEM #17 are attached hereto and found immediately following the text of this Annual Report. The audit report of Morgan & Company, independent Chartered Accountants, are included herein immediately preceding the financial statements and schedules.

Audited Financial Statements

- Auditor's Report, dated 8/23/2005
- Balance Sheets at 4/30/2005 and 4/30/2004
- Statements of Operations
 - for Fiscal Year ended 4/30/2005
 - for Fiscal Year ended 4/30/2004
 - for Fiscal Year ended 4/30/2003
 - Cumulative from Incorporation on 2/8/2000
- Statements of Cash Flows
 - for Fiscal Year ended 4/30/2005
 - for Fiscal Year ended 4/30/2004
 - for Fiscal Year ended 4/30/2003
 - Cumulative from Incorporation on 2/8/2000
- Statements of Shareholders' Equity
 - Cumulative from Incorporation on 2/8/2000
- Notes to Financial Statements

ITEM 18. FINANCIAL STATEMENTS

The Company has elected to provide financial statements pursuant to ITEM #17.

ITEM 19. EXHIBITS

1. Articles of Incorporation/Bylaws as currently in effect:
Incorporated by reference to the Registration Statement and Form 6-K's
2. Instruments defining the rights of holders of equity or debt securities being registered.
--- Refer to Exhibit No. 1 ---
3. Voting Trust Agreements: No Disclosure Necessary
4. Material Contracts:
Incorporated by reference to the Registration Statement and Form 6-K's
5. Foreign Patents: No Disclosure Necessary
6. Earnings Per Share Calculation: No Disclosure Necessary
7. Ratio of Earnings To Fixed Charges: No Disclosure Necessary
8. List of Subsidiaries: No Disclosure Necessary
9. Statement Regarding Date of Financial Statements: No Disclosure Necessary
10. Notice Required by Rule 104 of Regulation BTR: No Disclosure Necessary
11. Code of Ethics as required by ITEM No. 16: No Disclosure Necessary
12. The certifications required by Rule 13a-14(a) or Rule 15d-14(a) 47
13. The certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code 49
14. Legal Opinion: No Disclosure Necessary
15. Additional Exhibits:
Incorporated by reference to the Registration Statement and Form 6-K's

BROCKTON CAPITAL CORP.

(A Development Stage Company)

REPORT AND FINANCIAL STATEMENTS

April 30, 2005 and 2004

(Stated in Canadian Dollars)



AUDITORS' REPORT

To the Shareholders,
Brockton Capital Corp.
(A Development Stage Company)

We have audited the balance sheets of Brockton Capital Corp. (A Development Stage Company) as at April 30, 2005 and 2004 and the statements of operations and cash flows for each of the years in the three year period ended April 30, 2005 and for the period February 8, 2000 (Date of Incorporation) to April 30, 2005 and the statement of shareholders' equity for the period February 8, 2000 (Date of Incorporation) to April 30, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards and with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2005 and 2004 and the results of its operations and its cash flows for each of the years in the three year period ended April 30, 2005 and for the period February 8, 2000 (Date of Incorporation) to April 30, 2005, in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada
August 23, 2005

"Morgan & Company"
Chartered Accountants

COMMENTS BY AUDITOR FOR US. READERS ON CANADA-U.S. REPORTING DIFFERENCE

In the United States, reporting standards for auditors require the addition of an explanatory paragraph (following the opinion paragraph) when the financial statements are affected by conditions and events that cast substantial doubt on the Company's ability to continue as a going concern, such as those described in Note 1 to the financial statements. In the United States, reporting standards for auditors also require the additional of an explanatory paragraph (following the opinion paragraph) when there is a change in accounting principles that has a material effect on the comparability of the Company's financial statements, such as the change described in Note 2 to the financial statements. Our report to the shareholders, dated August 23, 2005, is expressed in accordance with Canadian reporting standards which do not permit a reference to such events and conditions in the auditor's report when these are adequately disclosed in the financial statements or a reference to such a change in accounting principles in the auditor's report when the change is properly accounted for and adequately disclosed in the financial statements.

Vancouver, Canada
August 23, 2005

"Morgan & Company"
Chartered Accountants

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Fax: (604) 687-0075
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Vancouver, B.C. V7Y 1A1

BROCKTON CAPITAL CORP.
(A Development Stage Company)
BALANCE SHEETS
April 30, 2005 and 2004
(Stated in Canadian Dollars)

ASSETS	2005	2004
Current		
Cash and cash equivalents	\$ 5,865	\$ 50,558
GST receivable	2,903	4,327
Inventory – Notes 3 and 4	4,735	-
Notes and accrued interest receivable – Notes 4 and 8	-	121,664
	13,503	176,549
Rights – Notes 4 and 8	123,610	-
	\$ 137,113	\$ 176,549
 LIABILITIES		
Current		
Accounts payable and accrued liabilities – Note 6	\$ 43,590	\$ 26,495
 SHAREHOLDERS' EQUITY		
Share Capital – Notes 5 and 6	207,342	371,592
Contributed surplus – Note 8	168,750	-
Deficit accumulated during the development stage	(282,569)	(221,538)
	93,523	150,054
	\$ 137,113	\$ 176,549

Nature and Continuance of Operations – Note 1
Commitments – Notes 4 and 5

APPROVED BY THE DIRECTORS:

<i>“Terry Amisano”</i> <hr style="width: 100%;"/> Terry Amisano	Director	<i>“Kevin Hanson”</i> <hr style="width: 100%;"/> Kevin Hanson	Director
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SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.

(A Development Stage Company)

STATEMENTS OF OPERATIONS

for the years ended April 30, 2005, 2004 and 2003

and for the period from February 8, 2000 (Date of Incorporation) to April 30, 2005

(Stated in Canadian Dollars)

	Years ended April 30,			February 8, 2000 (Date of Incorporation) to April 30, 2005
	2005	2004	2003	
Administrative Expenses				
Accounting, audit and legal – Note 6	\$ 24,406	\$ 37,820	\$ 21,605	\$ 106,354
Consulting fees	2,383	1,826	2,060	12,869
Equipment rental – Note 6	6,000	6,000	6,000	22,000
Filing fees	5,357	3,188	3,446	12,386
General and administrative	169	2,974	756	3,899
Interest and bank charges	768	422	268	2,054
Investor relations	625	6,339	-	6,964
Marketing	-	-	1,170	1,170
Office rent – Note 6	9,000	9,000	9,000	33,000
Office supplies – Note 6	3,000	3,000	3,178	11,178
Promotion	1,481	1,677	539	4,164
Transfer agent fees	4,103	9,861	4,087	22,832
Travel	-	1,729	4,529	8,171
Loss before other items	(57,292)	(83,836)	(56,638)	(247,041)
Other items:				
Other income	-	961	-	961
Interest income	2,261	11,513	10,865	41,638
Write-off of deferred investment expenses	-	(72,127)	-	(72,127)
Write-down of inventory to net realizable value	(6,000)	-	-	(6,000)
Net loss for the year	\$ (61,031)	\$ (143,489)	\$ (45,773)	\$ (282,569)
Basic and diluted loss per share	\$ (0.01)	\$ (0.08)	\$ (0.02)	
Weighted average number of shares outstanding	5,018,322	1,837,500	1,837,500	

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
STATEMENTS OF CASH FLOWS
for the years ended April 30, 2005, 2004 and 2003
and for the period from February 8, 2000 (Date of Incorporation) to April 30, 2005
(Stated in Canadian Dollars)

	Years ended April 30,			February 8, 2000 (Date of Incorporation) to April 30, 2005
	2005	2004	2003	
Operating Activities				
Net loss for the year	\$ (61,031)	\$ (143,489)	\$ (45,773)	\$ (280,869)
Add (deduct) items not involving cash:				
Interest accrual on notes receivable	(1,946)	-	-	(1,946)
Write-off of deferred investment expenses	-	72,127	-	72,127
Write-down of inventory to net realizable value	6,000	-	-	6,000
Changes in non-cash working capital items related to operations:				
GST and interest receivable	1,424	3,050	(883)	(2,903)
Inventory	(10,735)	-	-	(10,735)
Prepaid expenses	-	9,700	(9,700)	-
Accounts payable and accrued liabilities	17,095	6,114	8,688	41,890
Cash used in operating activities	(49,193)	(52,498)	(47,668)	(176,436)
Investing Activities				
Notes and accrued interest receivable	-	(49,414)	(72,250)	(121,664)
Deferred investment expenses	-	(34,679)	(37,448)	(72,127)
Cash used in investing activities	-	(84,093)	(109,698)	(193,791)
Financing Activities				
Proceeds from shares issued	4,500	-	-	448,875
Share issue costs	-	-	-	(72,783)
Cash provided by financing activities	4,500	-	-	376,092
Increase (decrease) in cash and cash equivalents during the year	(44,693)	(136,591)	(157,366)	5,865
Cash and cash equivalents at the beginning of the year	50,558	187,149	344,515	-
Cash and cash equivalents at the end of the year	\$ 5,865	\$ 50,558	\$ 187,149	\$ 5,865

.../Cont'd

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.

Continued

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

for the years ended April 30, 2005, 2004 and 2003
and for the period from February 8, 2000 (Date of Incorporation) to April 30, 2005
(Stated in Canadian Dollars)

	Years ended April 30,			February 8, 2000 (Date of Incorporation) to April 30, 2005
	2005	2004	2003	
Cash and cash equivalents consist of:				
Cash	\$ 5,865	\$ 10,558	\$ 3,873	\$ 5,865
Term deposits	-	40,000	183,276	-
	<u>\$ 5,865</u>	<u>\$ 50,558</u>	<u>\$ 187,149</u>	<u>\$ 5,865</u>
Supplemental disclosure of cash flow information:				
Cash paid for:				
Interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Non-cash Transactions – Note 8				

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
STATEMENT OF SHAREHOLDERS' EQUITY
for the period from February 8, 2000 (Date of Incorporation) to April 30, 2005
(Stated in Canadian Dollars)

	Common Stock		Contributed Surplus	Retained Earnings (Deficit) Accumulated During the Development Stage	Total
	Number of Shares	Amount			
Balance, February 8, 2000 (Date of Incorporation)	-	\$ -	\$ -	\$ -	\$ -
Net income for the period	-	-	-	737	737
Balance, April 30, 2000	-	-	-	737	737
Cash received from escrow share issuances at \$0.075 per share	2,250,000	168,750	-	-	168,750
Net income for the year	-	-	-	1,297	1,297
Balance, April 30, 2001	2,250,000	168,750	-	2,034	170,784
Cash received from share issuances at \$0.15 per share	1,837,500	275,625	-	-	275,625
Less share issue costs	-	(72,783)	-	-	(72,783)
Net loss for the year	-	-	-	(34,310)	(34,310)
Balance, April 30, 2002	4,087,500	371,592	-	(32,276)	339,316
Net loss for the year	-	-	-	(45,773)	(45,773)
Balance, April 30, 2003	4,087,500	371,592	-	(78,049)	293,543
Net loss for the year	-	-	-	(143,489)	(143,489)
Balance, April 30, 2004	4,087,500	371,592	-	(221,538)	150,054
Cancel escrow shares (2,250,000)	(2,250,000)	(168,750)	168,750	-	-
Cash received from share issuance at \$0.001 per share	4,500,000	4,500	-	-	4,500
Net loss for the year	-	-	-	(61,031)	(61,031)
Balance, April 30, 2005	6,337,500	\$ 207,342	\$ 168,750	\$ (282,569)	\$ 93,523

SEE ACCOMPANYING NOTES

BROCKTON CAPITAL CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
April 30, 2005, 2004 and 2003
(Stated in Canadian Dollars)

Note 1 **Nature and Continuance of Operations**

The Company is in the development stage and during the year ended April 30, 2005, entered into a distributor agreement with Cyberhand Technologies Inc. ("Cyberhand") to acquire the right to market, sell and distribute in Canada the full product line of Cyberhand.

These financial statements have been prepared on a going concern basis. The Company has a working capital deficiency of \$30,087, has yet to achieve profitable operations and has accumulated a deficit of \$282,569 since inception. Its ability to continue as a going concern is dependent upon the ability of the Company to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The outcome of these matters cannot be predicted with any certainty at this time and raise substantial doubt that the Company will be able to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern. The Company anticipates that additional funding will be in the form of equity financing from the sale of common shares. The Company may also seek to obtain short-term loans from the directors of the Company. There are no current arrangements in place for equity funding or short-term loans.

At April 30, 2004, the Company's shares were listed on the TSX Venture Exchange ("TSX") and the Company was classified as a Capital Pool Company as defined in the TSX policy 2.4. Effective June 16, 2004, the Company was delisted from trading on the TSX-V at the request of the Company and effective March 28, 2005, the Company's common shares commenced trading on the Over-The-Counter Bulletin Board in the United States of America.

The Company was incorporated under the Company Act of the Province of British Columbia on February 8, 2000.

Note 2 **Change in Accounting Policies**

Effective for fiscal years commencing on or after January 1, 2004, Canadian generally accepted accounting principles require the fair value of all share purchase options granted for year-ends commencing on or after January 1, 2002 to be expensed over their vesting period with a corresponding increase to contributed surplus. Upon exercise of share purchase options, the consideration paid by the option holder, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital. Previously only share purchase options granted to non-employees followed this method and options granted to employees were not expensed.

Note 2 Change in Accounting Policies – (cont'd)

The Company has adopted the new policy on a retroactive basis, however, no share purchase options granted after May 1, 2002 have vested and accordingly there have been no changes to the financial statements as a result of this change. The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, the existing do not necessarily provide a reliable single measure of the fair value of the Company's share purchase options.

Note 3 Significant Accounting Policies

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada and are stated in Canadian dollars. These financial statements conform in all respects with GAAP in the United States of America. Because a precise determination of many assets and liabilities is depended on the future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgement. Actual results could differ from these estimates.

These financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of significant accounting policies summarized below:

a) Cash and Cash Equivalents

Cash and cash equivalents consist of all highly liquid investments that are readily convertible to cash and have maturities of three months or less when purchased.

b) Inventory

Inventory is recorded at the lower of cost and net realizable value. Cost is determined using the first in first out method. Inventory consists of finished goods.

c) Loss Per Share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of shares outstanding during the year. Diluted loss per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method. Fully diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Note 3 Significant Accounting Policies – (cont'd)

d) Financial Instruments

The carrying value of the Company's financial instruments, consisting of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair value due to the short-term maturity of such instruments. Notes and accrued interest receivable also approximate fair value. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

e) Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current year. Future income tax assets and liabilities are determined based on differences between tax and accounting basis of assets and liabilities. The future tax assets or liabilities are calculated using the tax rates for the periods in which the differences are expected to be settled. Future tax assets are recognized to the extent that they are considered more likely than not to be realized.

f) Rights

Intangible assets with indefinite lives are not amortized but are subject to an annual impairment test. Other intangible assets are amortized over their estimated useful lives and are also tested for impairment annually. Impairment write-downs will be charged to operations.

Note 4 Rights – Note 8

By a distributor agreement dated July 5, 2004, the Company acquired the non-exclusive right to market, sell and distribute in Canada the full product line of Cyberhand Technologies Inc. ("Cyberhand"). Consideration paid was the assignment of the principal and accrued interest of \$123,610 due from Cyberhand on promissory notes receivable. Under the terms of the agreement, the Company agreed to purchase a minimum of 15,000 units on or before July 5, 2006, and upon completion of this minimum order, to purchase 50,000 units per month or forfeit its rights acquired under the July 5, 2004 agreement. As required by the agreement, the Company purchased an initial stocking order of 200 units at a cost of \$10,735.

Note 5 Share Capital

a) Authorized:

100,000,000 common shares without par value
100,000,000 preferred shares without par value

b) Commitments:

Stock-based Compensation Plan

The Company has granted directors and officers common share purchase options. Options are granted with an exercise price equal to the market price of the Company's stock on the date of the grant, however, the Company was not publicly listed at the date of the grant and the options were priced equal to the offering price on the Company's Initial Public Offering. Unless otherwise stated, share purchase options vest when granted. Details of share purchase options for the year ended April 30, 2005 and 2004 are as follows:

	April 30, 2005		April 30, 2004	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Options outstanding and exercisable at beginning of year	302,500	\$0.15	302,500	\$0.15
Granted	-	-	105,000	\$0.19
Cancelled	-	-	(105,000)	\$0.19
Options outstanding and exercisable at end of year	302,500	\$0.15	302,500	\$0.15

At April 30, 2005, directors and officers of the Company held 302,500 common share purchase options. Each option entitles the holder to purchase one share for each option held at \$0.15 per share. These options expire on August 28, 2006.

c) Escrow Shares:

At April 30, 2004, there were 2,250,000 common shares held in escrow, whose release was subject to the policies of the TSX. During the year ended April 30, 2005, the Company delisted from the TSX at the Company's request and, as a result, its escrow shares were cancelled and returned to treasury.

Note 6 Related Party Transactions

The Company incurred the following expenses charged by a partnership controlled by two directors of the Company:

	Years ended April 30,		
	2005	2004	2003
Accounting fees	\$ 5,926	\$ 16,109	\$ 9,943
Equipment rental	6,000	6,000	6,000
Office rent	9,000	9,000	9,000
Office supplies	3,000	3,000	3,000
	<u>\$ 23,926</u>	<u>\$ 34,109</u>	<u>\$ 27,943</u>

These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties.

At April 30, 2005, accounts payable and accrued liabilities includes \$17,340 (2004: \$6,205) to a partnership controlled by two directors of the Company.

During the year ended April 30, 2005, directors and officers were issued 1,250,000 shares at \$0.001 per share pursuant to a private placement.

Note 7 Corporation Income Tax Losses

At April 30, 2005, the Company has accumulated eligible capital costs of \$116,803 and non-capital losses totaling \$266,022, which are available to reduce taxable income in future taxation years. The non-capital losses expire as follows:

2007	\$ 420
2008	2,748
2009	48,867
2010	60,060
2014	85,080
2015	<u>68,847</u>
	<u>\$ 266,022</u>

Note 7 Corporation Income Tax Losses – (cont'd)

Significant components of the Company's future tax assets and liabilities, after applying enacted corporate income tax rates are as follows:

	2005	2004
Future income tax assets		
Net tax losses carried forward	\$ 93,108	\$ 69,011
Share issue costs	5,094	10,189
Cumulative eligible capital	51,381	18,933
	149,583	
Less: valuation allowance	(149,583)	(98,133)
	\$ -	\$ -

The Company recorded a valuation allowance against its future income tax assets based on the extent to which it is more-likely-than-not that sufficient taxable income will not be realized during the carry forward periods to utilize all the future tax assets.

Note 8 Non-cash Transactions

Investing and financing activities that do not have an impact on current cash flows are excluded from the statement of cash flows. The following transactions have been excluded:

During the year ended April 30, 2005;

- a) the Company cancelled and returned to treasury 2,250,000 common shares previously issued at \$0.075 per share (\$168,750). The amount paid for these shares has been recorded as contributed surplus.
- b) the Company acquired Rights (Note 4) in exchange for notes and accrued interest receivable of \$123,610.

SIGNATURE PAGE

Pursuant to the requirements of Section 12g of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Brockton Capital Corp. --- SEC File Number 000-49760
Registrant

Dated: September 6, 2006

By /s/ Kevin R. Hanson
Kevin R. Hanson, President/CEO/Director

Exhibit 12.1

Certification

I, Kevin Hanson, Chief Executive Officer, certify that:

1. I have reviewed this Annual Report on Form 20-F of Brockton Capital Corp.;
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 Annual 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 company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) 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 company 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 company, 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) Evaluated the effectiveness of the company'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
 - (c) Evaluated the effectiveness of the company'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 company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

Date: September 6, 2006

Kevin Hanson
Chief Executive Officer

Exhibit 12.2

Certification

I, Roy Brown, Chief Financial Officer, certify that:

1. I have reviewed this Annual Report on Form 20-F of Brockton Capital Corp.;
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 Annual 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 company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) 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 company 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 company, 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) Evaluated the effectiveness of the company'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
 - (c) Evaluated the effectiveness of the company'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 company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

Date: September 6, 2006

Roy Brown
Chief Financial Officer

EXHIBIT 13.1

**Certification of Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Brockton Capital Corp., a company organized under the *British Columbia Corporations Act* (the "Company") on Form 20-F as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Kevin Hanson, President/CEO/Director of the Company, certifies, pursuant to 18 U.S.C. (S) 1350, as adopted pursuant to (S) 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Kevin Hanson
Kevin Hanson, President/CEO/Director

Date: September 6, 2006

EXHIBIT 13.2

**Certification of Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Brockton Capital Corp., a company organized under the *British Columbia Corporations Act* (the "Company") on Form 20-F as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Roy Brown, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. (S) 1350, as adopted pursuant to (S) 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Roy Brown
Roy Brown, Chief Financial Officer

Date: September 6, 2006