



EXEMPTION NUMBER  
82-4485

CHAMPION NATURAL HEALTH.COM INC.  
7 Bishop Avenue  
Suite 404  
Toronto, Ontario  
M2M 4J4  
(416) 250-6699  
FAX(416) 250-7726

SUPPL

DELIVERED BY FAX 1-202-772-9207

March 8, 2006

Mr. Elliott Staffin Esq.  
Office of International Corporate Finance  
Room 3628  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C.  
U.S.A. 20549

RECEIVED  
2006 MAR -9 PM 12:36  
OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Re: Rule 12g3-2(b)  
ISSUER: CHAMPION NATURAL HEALTH.COM INC. ("CHAMPION")  
EXEMPTION NO. 82-4485

Champion Natural Health.com Inc. ("Champion")  
Filing of December 31, 2005 third quarter financial statements  
Filing of Management's Discussion and Analysis  
Filing of Certifications: CEO and CFO

Dear Sir:

Please find enclosed a copy of Champion's December 31, 2005 third quarter financial statements, Champion's Management's Discussion and Analysis, and Champion's Certification of Interim Filings by CEO and CFO. All of these documents were Sedar filed in Canada on February 20, 2006.

These documents are being filed with the SEC to maintain Champion's status as an exempt company on your 12g3-2(b) exempt company list.

Please call if you have any questions.

Yours truly  
Champion Natural Health.com Inc.

Larry Meinick  
President

PROCESSED

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FINANCIAL

EXEMPTION NUMBER  
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**CHAMPION NATURAL HEALTH.COM INC.**

**INTERIM FINANCIAL STATEMENTS  
(Unaudited - Prepared by Management)**

**DECEMBER 31, 2005**

**UNAUDITED FINANCIAL STATEMENTS:** In accordance with National Instrument 51-102 of the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim financial statements for the period ended December 31, 2005.

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**CHAMPION NATURAL HEALTH.COM INC.**

**DECEMBER 31, 2005**

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CHAMPION NATURAL HEALTH.COM INC.

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INTERIM BALANCE SHEET

92-4485

(Unaudited - Prepared by Management)

ASSETS

	December 31, <u>2005</u>	March 31, <u>2005</u>
<b>CURRENT</b>		
Cash	\$ <u>497</u>	\$ <u>6,085</u>

LIABILITIES

<b>CURRENT</b>		
Accounts payable and accrued liabilities	\$ 20,689	\$ 14,166
Loan payable (Note 4)	<u>53,246</u>	<u>7,202</u>
	<u>73,935</u>	<u>21,368</u>

CAPITAL DEFICIENCY

<b>CAPITAL STOCK</b>	3,456,987	3,456,987
<b>CONTRIBUTED SURPLUS</b>	137,800	137,800
<b>DEFICIT</b>	<u>(3,668,225)</u>	<u>(3,610,070)</u>
	<u>(73,438)</u>	<u>(15,283)</u>
	<u>\$ 497</u>	<u>\$ 6,085</u>

See accompanying notes to interim financial statements.

**CHAMPION NATURAL HEALTH.COM INC.**  
**INTERIM STATEMENT OF LOSS AND DEFICIT**  
(Unaudited - Prepared by Management)

*EXEMPTION NUMBER*  
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	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
<b>REVENUE</b>				
Interest	\$ -	\$ -	\$ -	\$ -
<b>EXPENSES</b>				
Officers' remuneration	9,000	9,000	27,000	27,000
Shareholders' information	963	1,089	5,670	9,403
Professional fees (income)	371	(5,828)	7,867	(6,835)
General	2,413	5,367	14,466	18,393
Transfer agent's fees and expenses	1,048	1,391	3,152	7,132
Amortization	-	25,000	-	75,000
	<u>13,795</u>	<u>36,019</u>	<u>58,155</u>	<u>130,093</u>
<b>LOSS BEFORE THE FOLLOWING</b>	(13,795)	(36,019)	(58,155)	(130,093)
<b>OTHER REVENUE AND EXPENSES</b>				
Write-off intangible assets	-	333,770	-	335,650
<b>NET LOSS FOR THE PERIOD</b>	(13,795)	(369,789)	(58,155)	(465,743)
<b>DEFICIT, beginning of period</b>	<u>(3,654,430)</u>	<u>(3,099,048)</u>	<u>(3,610,070)</u>	<u>(3,003,094)</u>
<b>DEFICIT, end of period</b>	<u>\$ (3,668,225)</u>	<u>\$ (3,468,837)</u>	<u>\$ (3,668,225)</u>	<u>\$ (3,468,837)</u>
<b>LOSS PER BASIC AND FULLY DILUTED SHARE</b>	<u>\$ 0.00</u>	<u>\$ (0.04)</u>	<u>\$ (0.01)</u>	<u>\$ (0.05)</u>

See accompanying notes to interim financial statements.

## CHAMPION NATURAL HEALTH.COM INC.

EXHIBITION NUMBER

INTERIM STATEMENT OF CASH FLOWS  
(Unaudited - Prepared by Management)82-4485

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
<b>OPERATING ACTIVITIES</b>				
Net loss for the period	\$ (13,795)	\$ (369,789)	\$ (58,155)	\$ (465,743)
Write-off intangible assets	-	333,770	-	335,650
Amortization	-	25,000	-	75,000
	<u>(13,795)</u>	<u>(11,019)</u>	<u>(58,155)</u>	<u>(55,093)</u>
Change in non-cash components of working capital				
Accounts payable and accrued liabilities	<u>1,339</u>	<u>(14,679)</u>	<u>6,523</u>	<u>(12,734)</u>
	<u>(12,456)</u>	<u>(25,698)</u>	<u>(51,632)</u>	<u>(67,827)</u>
<b>INVESTING ACTIVITIES</b>				
Loan receivable	<u>-</u>	<u>28,101</u>	<u>-</u>	<u>53,463</u>
<b>FINANCING ACTIVITY</b>				
Loans payable	<u>12,471</u>	<u>-</u>	<u>46,044</u>	<u>-</u>
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>	15	2,403	(5,588)	(14,364)
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<u>482</u>	<u>11,052</u>	<u>6,085</u>	<u>27,819</u>
<b>CASH AND CASH EQUIVALENTS, end of period</b>	<u>\$ 497</u>	<u>\$ 13,455</u>	<u>\$ 497</u>	<u>\$ 13,455</u>

See accompanying notes to interim financial statements.

CHAMPION NATURAL HEALTH.COM INC.  
NOTES TO INTERIM FINANCIAL STATEMENTS  
(Unaudited - Prepared by Management)

EXEMPTION NUMBER  
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DECEMBER 31, 2005

1. **DESCRIPTION OF BUSINESS**

The Company is a reporting issuer in Ontario and Alberta and is currently inactive.

2. **GOING CONCERN**

These financial statements are prepared in accordance with generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business as a going concern. The application of the going concern concept is dependent on the Company's ability to settle its debt and obtain financing in order to continue its operations.

Management is of the opinion that suitable business opportunities will be identified and that external and/or internal financing will be obtained to meet the Company's liabilities and commitments as they become due.

3. **BASIS OF PRESENTATION**

These interim financial statements should be read in conjunction with the amended financial statements for the Company's most recently completed fiscal year ended March 31, 2005. They do not include all disclosures required in annual financial statements but rather are prepared in accordance with recommendations for interim financial statements in conformity with Canadian generally accepted accounting principles. They have been prepared using the same accounting policies, and methods as those used in the March 31, 2005 accounts.

The preparation of interim financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the interim financial statements and the revenues and expenses during the reporting period. Actual results could differ from those estimates.

4. **LOAN PAYABLE**

The loan payable to an officer and director is non-interest bearing and due on demand.

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82-4485**CHAMPION NATURAL HEALTH.COM INC.**

7 Bishop Avenue  
Suite 404  
Toronto, ON  
M2M 4J4

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
THIRD QUARTER 2006**

The following discussion and analysis provides a review of current activities and a comparison of the performance and financial position of Champion Natural Health.com Inc. ("Champion") for the third quarter ended December 31, 2005. It should be read in conjunction with the financial statements and accompanying notes. The financial data in this document has been prepared in accordance with Canadian GAAP. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Comments in this document are prepared as of February 17, 2006.

Certain of the statements set forth in this MD&A, such as statements regarding planned activity and sales levels, gross margins, working capital, and the availability of capital resources to fund capital expenditures and working capital are forward-looking statements. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that expected results will be achieved. There are numerous risks and uncertainties that can affect the outcome and timing of events, including many factors beyond the control of the Company. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, the Company's actual results and plans for 2006 could differ materially from those expressed in this document. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

**The Company**

Champion is a reporting issuer in Ontario and Alberta and is currently inactive. The Company was unable to raise financing to develop its natural health website during the last couple of years. On September 2, 2004, the Company acquired Home Farms Technologies Asia Sdn. Bhd. On February 17, 2005, the Company issued a press release stating effective immediately it is writing off its investment in Home Farms and abandoning the project because of Home Farms' inability to properly manage itself. Home Farms was sold on March 17, 2005 for a nominal consideration. Management is of the opinion that suitable business opportunities will be identified and that external and/or internal financing will be obtained to meet the Company's liabilities and commitments as they become due.

**Overall Performance**

Champion is a reporting issuer in Ontario and Alberta and is currently inactive. The Company was unable to raise financing to develop its natural health website during the last couple of years. On September 2, 2004, the Company acquired Home Farms Technologies Asia Sdn. Bhd. On February 17, 2005, the Company issued a press release stating effective immediately it is writing off its investment in Home Farms and abandoning the project because of Home Farms' inability to properly manage itself. Home Farms was sold on March 17, 2005 for a nominal consideration.

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EXEMPTED NUMBER  
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	<u>2005</u>	<u>2004</u>	<u>2003</u>
Revenue	Nil	3,175	13,627
Net loss as previously stated	(512,952)	(164,311)	(389,409)
Net loss restated	(512,952)	(258,335)	(389,409)
Net loss per share, basic and diluted as previously stated	(0.05)	(0.02)	(0.04)
Net loss per share, basic and diluted restated	(0.05)	(0.03)	(0.04)
Total assets	6,085	188,251	409,536
Total long-term debt	Nil	Nil	Nil

The Company is a reporting issuer in Ontario and Alberta and is currently inactive.

**Results of Operations**Sales; Gross Margin; Selling; General and Administrative Costs; and Amortization

The Company is a reporting issuer in Ontario and Alberta and is currently inactive. The Company had normal third quarter expenses resulting in a net loss of \$13,795 for the quarter.

**Summary of Quarterly Results**

	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>
<u>2006</u>				
Revenue	Nil	Nil	Nil	
Net (loss)	(17,926)	(26,434)	(13,795)	
Net loss per share, basic and diluted	(0.00)	(0.01)	(0.00)	
<u>2005</u>				
Revenue	Nil	Nil	Nil	Nil
Net (loss) profit	(42,353)	(53,601)	(369,789)	(47,209)
Net loss per share, basic and diluted	(0.01)	(0.01)	(0.04)	(0.01)
<u>2004</u>				
Revenue	2,384	791	Nil	Nil
Net (loss) profit as previously stated	(41,547)	(83,669)	(51,517)	12,422
Net (loss) profit restated	(41,547)	(83,669)	(51,517)	(81,602)
Net loss per share, basic and diluted as previously stated	(0.01)	(0.01)	(0.01)	(0.00)
Net loss per share, basic and diluted restated	(0.01)	(0.01)	(0.01)	(0.01)

The Company is a reporting issuer in Ontario and Alberta and is currently inactive.

### **Financial Condition and Liquidity**

At March 31, 2005 the Company had negative working capital of (\$15,283) (March 31, 2004 - \$62,019). The decrease is a result of Nil revenue from operations and normal expenses in fiscal 2005. As the working capital decreases, the Company will have to rely on the capital markets to raise capital via equity and/or debt financing or raise capital internally.

### **Capital Resources**

The Company has not committed to any major capital expenditures at this time. Management is of the opinion that suitable business opportunities will be identified and that financing will be raised for those business opportunities.

### **Related Party Transactions**

Annual salary and management fees of \$36,000 were paid by Champion to the President of the Company. In the third quarter ended December 31, 2005, \$9,000 was paid.

### **Changes in Accounting Policies**

The Company has changed its policy of accounting for stock-based compensation in compliance with amended CICA pronouncements. This amended pronouncement establishes standards for the recognition, measurement and disclosure of stock-based compensation whereby companies must account for the fair value of the equity instrument at the date of the grant as an expense using an established option modeling tool, in this case the Black-Scholes model.

The Company has prospectively adopted the new standard effective April 1, 2003. As there were no options granted during the year, the adoption of this policy did not result in any changes to the financial statements.

### **Risk Factors**

Champion is a reporting issuer in Ontario and Alberta and is currently inactive. Management is of the opinion that suitable business opportunities will be identified and that financing will be obtained for those business opportunities. In addition to these risks, Champion's financial performance may be affected, favourably or adversely, by other external factors as described below.

#### Market Conditions

Demand for the Company's future products and services, if any, may not be sufficient to allow Champion to be profitable.

#### Financing

The Company requires equity financing for those suitable business opportunities identified. There is no assurance that such additional financing will be available when required or, if available, that it could be obtained on favourable terms.

Bank Debt and Long Term Debt

The Company currently has no bank debt or long term debt.

Development of New Technology

The degree of future profitability of the Company will be somewhat dependent on the successful identification of suitable business opportunities and any future related development that is required.

Competition

The Company is currently looking for suitable business opportunities and any such business would be subject to strong competition with companies that have significantly greater resources and other smaller companies which have certain competitive advantages. This competition is for sales and for the services of key personnel. The Company's future success is dependent, in part, on its ability to attract and retain qualified personnel and product lines and maintain its service quality.

Intellectual Property and Proprietary Rights

Despite Champion's efforts to safeguard and maintain its future proprietary rights, there can be no assurance that Champion will be successful in doing so or that the steps taken by Champion in this regard will be adequate to deter misappropriation or independent third party development of Champion's technology or to prevent an unauthorized third party from copying or otherwise obtaining and using Champion's products or technology. In addition, policing unauthorized use of Champion's future products is difficult, and while Champion is unable to determine the extent to which piracy of its technology exists, such piracy may currently be or could become a problem. Champion may be subject to additional risks if it enters into transactions in countries where intellectual property laws are not well developed or are poorly enforced. Legal protections of Champion's rights may be ineffective in such countries. Further, there can be no assurance that third parties will not assert infringement or misappropriation claims against Champion in the future with respect to current or future products.

Litigation to defend and enforce Champion's future intellectual property rights could result in substantial costs and diversion of resources and could have a material adverse effect on Champion's business, operating results and financial condition, regardless of the final outcome of such litigation.

**Shares Outstanding**

9,158,303 subordinate voting shares  
500,000 subordinate voting share purchase warrants  
445,000 subordinate voting share stock options  
217,758 multiple voting shares

Larry Melnick  
President  
February 17, 2006

EXEMPTION NUMBER

82-4485

## FORM 52-109FT2

CERTIFICATION OF INTERIM FILINGS  
DURING TRANSITION PERIOD

I, Larry Melnick, the Chief Executive Officer of Champion Natural Health.com Inc., certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of Champion Natural Health.com Inc. (the issuer) for the interim period ending December 31, 2005;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings; and
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings.

Date: February 17, 2006

(Signed)  
Larry Melnick  
Chief Executive Officer

EXEMPTION NUMBER

82-4485

## FORM 52-109FT2

**CERTIFICATION OF INTERIM FILINGS  
DURING TRANSITION PERIOD**

I, **Larry Melnick**, the Chief Financial Officer of **Champion Natural Health.com Inc.**, certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of **Champion Natural Health.com Inc.** (the issuer) for the interim period ending **December 31, 2005**;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings; and
3. Based on my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings.

Date: February 17, 2006

(Signed)  
**Larry Melnick**  
Chief Financial Officer