



Reply to the Attention of Michael T. Shannon
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Our File No. 62862V-0001

September 2, 2022

VIA eFAP System

United States Securities and Exchange Commission

100F Street, N.E.
Washington, D.C.
USA 20549

Attention: Division of Enforcement

Dear Sirs/Mesdames:

Re:

**In the Matter of Qornerstone Inc.
Administrative Proceeding
File No. 3-20988**

Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934

We are solicitors for Qornerstone Inc. (the “**Respondent**”) and on its behalf we hereby file an answer (the “**Answer**”) to the allegations contained in the order instituting administrative proceedings and notice of hearing pursuant to Section 12(j) of the Securities Exchange Act of 1934, File No. 3-20988 (the “**Order**”).

We, on behalf of the Respondent admits the allegation in II.A.1 of the Order.

With respect to the allegation in II.B.2, we, on behalf of the Respondent admit that the Respondent is delinquent in its periodic filings with the Securities and Exchange Commission (the “**Commission**”), admit that the Respondent has repeatedly failed to meet its obligation to file timely periodic reports; however, we on behalf of the Respondent deny that it failed to heed a delinquency letter sent to it by the Division of Corporation Finance requesting compliance with its periodic filing obligations. We, on behalf of the Respondent, reached out to Ms. Marva Simpson at the Commission after receiving the delinquency letter to advise that the Respondent is taking action to file its delinquent filings and on April 14, 2022, the Respondent filed an amendment to its Form 10 registration statement to file the restated and amended audited consolidated financial statements of IBASE Technology Private Ltd. For the fiscal year ended June 30, 2018 and on April 20, 2022, the Respondent filed an amendment to Form 8-K in order to (i) file the restated and amended unaudited condensed consolidated financial statements of IBASE Technology Private

Ltd. for the three months ended September 30, 2018 and 2017 along with the restated and amended pro forma balance sheet as of September 30, 2018, the restated and amended pro forma statement of operations for the three months ended September 30, 2018 and the restated and amended pro forma statement of operations for the fiscal year ended June 30, 2018 included in Item 9.01 as certain errors relating to customer contract costs, that were not deferred in error, prepaid consulting fees which were expensed in error, and not properly classifying certain costs of sales, which were included in operating expenses, in error; (ii) to remove the logos in the tables on pages 13 and 14 under the sections titled "Key Customers" and "Material Contracts" in Item 2.01; (iii) update the disclosure in the Management's Discussion and Analysis of Financial Conditions and Results of Operations of IBASE Technology Private Ltd. for the three month periods ended September 30, 2018 and 2017 and for the fiscal years ended June 30, 2018 and 2017 under the section titled "Financial Information" in Item 2.01; and (iv) update the disclosure under Related Party Transactions in the section titled "Certain Relationships and Related Transactions and Director Independence" in Item 2.01.

In addition, after filing the amendment to the Form 10 and the Form 8-K mentioned above, the Respondent's transfer agent, Vail Stock Transfer, disappeared without notice and the Respondent was unable to obtain certain records from the transfer agent to assist with preparation of certain periodic filings. We, on behalf of the Respondent, reached out to Mark Saltzburg, Senior Special Counsel of the Division of Trading and Markets, Office of Clearance and Settlement of the Commission inquiring as to how a registered transfer agent could disappear without making appropriate arrangements for the transfer of the Respondent's records to another registered transfer agent. Mr. Saltzburg reached out to the Exams office to see if they had any information on Vail Stock Transfer as they have been non-responsive, which Mr. Saltzburg's communications with the Exams office was not able to provide the Respondent with any additional information about Vail Stock Transfer. Due to such non-responsiveness from Vail Stock Transfer after repeated attempts to reach its employee and owner, the Respondent contacted Nevada Agency and Transfer Company to take on the role of acting as transfer agent for the Respondent and to rebuild the transfer records.

Furthermore, we, on behalf of the Respondent, advise that the Respondent, together with its accountant and independent registered public auditor, have developed a roadmap plan for the filing of its delinquent filings as follows:

1. Dec. 31, 2018 Form 10-Q amendment – filing by Sept. 15, 2022
2. March 31, 2019 Form 10-Q amendment – filing by Sept. 15, 2022
3. June 30, 2019 Form 10-K – filing by Sept. 30, 2022
4. June 30, 2020 Super 10-K to include all three quarters within – filing by Dec. 31, 2022
5. June 30, 2021 Super 10-K to include all three quarters within – filing by April 30, 2023
6. Sept. 30, 2021 Form 10-Q – filing by May 31, 2023
7. Dec. 31, 2021 Form 10-Q – filing by June 30, 2023
8. March 31, 2022 Form 10-Q – filing by July 31, 2023
9. June 30, 2022 – Form 10-K – filing by Sept. 30, 2023
10. Sept. 30, 2022 – Form 10-Q – filing by October 31, 2023

11. Dec. 31, 2022 – Form 10-Q – filing by November 30, 2023
12. March 31, 2023 – Form 10-Q – filing by December 30, 2023
13. June 30, 2023 – Form 10-K – filing by February 28, 2024
14. Sept. 30, 2023 – Form 10-Q – filing by March 31, 2024
15. Dec. 31, 2023 – Form 10-Q – filing by April 30, 2024
16. March 31, 2024 – Form 10-Q – filing by May 31, 2024
17. June 30, 2024 – Form 10-K – filing by normal filing deadline of Sept. 28, 2024.

We, on behalf of the Respondent agree with the allegation in II.B.3 of the Order as such is an accurate statement with respect to Exchange Act Section 13(a).

With respect to the allegation in II.B.4, we admit that the Respondent is delinquent in the filing of its periodic reports, but the Respondent has not failed to heed a delinquency letter and has been taking action to attend to the filing of such delinquent periodic reports and would have been able to make sooner progress on such if it was not for the disappearance of Vail Stock Transfer, which still remains a mystery. As you can see from the above provided roadmap plan for the filing of the Respondent's delinquent filings, the Respondent plans to file the Form 10-Q amendments to its December 31, 2018 and March 31, 2019 filings by September 15, 2022 and the Form 10-K for its fiscal year ended June 30, 2019 by September 30, 2022.

We look forward to participating in a prehearing conference call with the Commission at its convenience with respect to the above and the Order.

Should the Commission have any further comments or questions arising from any of the above, please do not hesitate to contact the undersigned at (604) 893-7638 or via email at Michael.shannon@mcmillan.ca.

Yours very truly,

/s/ Michael Shannon

Michael Shannon*
for **McMillan LLP**

*Law Corporation