

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended **February 29, 2016**

or

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

For the transition period from _____ to _____

Commission file number: **333-199213**

KNIGHT KNOX DEVELOPMENT CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

33-1220924

(I.R.S. Employer Identification No.)

**Kemp House, City Road
London, England EC1V 2NX**
(Address of principal executive offices)

1-800-902-278

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 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 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of March 31, 2016, there were 7,640,000 shares of the issuer's common stock, par value \$0.001, outstanding.

KNIGHT KNOX DEVELOPMENT CORP.

Form 10-Q

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PART I – FINANCIAL INFORMATION

Item 1. Unaudited Financial Statements.

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Form 10-K filed with the SEC on December 11, 2015. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year ending August 31, 2016.

KNIGHT KNOX DELVELOPMENT CORP.

INDEX TO INTERIM FINANCIAL STATEMENTS

February 29, 2016

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KNIGHT KNOX DEVELOPMENT CORP.
Balance Sheets

	<u>February 29,</u> <u>2016</u>	<u>August 31,</u> <u>2015</u>
	(Unaudited)	
ASSETS		
Current Assets		
Cash	\$ 3,590	\$ 17,029
Total current assets	<u>3,590</u>	<u>17,029</u>
Total Assets	<u>\$ 3,590</u>	<u>\$ 17,029</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 7,409	\$ 1,739
Due to related party	<u>600</u>	<u>-</u>
Total current liabilities	<u>8,009</u>	<u>1,739</u>
Total Liabilities	\$ 8,009	\$ 1,739
Stockholders' Equity (Deficit)		
Common stock, \$0.001 par value; 75,000,000 shares authorized; 7,640,000 issued and outstanding, respectively	7,640	7,640
Subscription receivable	-	(600)
Additional paid-in capital	38,760	38,760
Accumulated deficit	<u>(50,819)</u>	<u>(30,510)</u>
Total stockholders' equity (deficit)	<u>(4,419)</u>	<u>15,290</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u>\$ 3,590</u>	<u>\$ 17,029</u>

The accompanying notes are an integral part of these unaudited financial statements.

KNIGHT KNOX DEVELOPMENT CORP.
Statements of Operations
(Unaudited)

	Three Months Ended		Six Months Ended	
	February 29, 2016	February 28, 2015	February 29, 2016	February 28, 2015
Revenue	\$ -	\$ -	\$ -	\$ -
Operating Expenses				
General and administrative expense	-	-	609	-
Professional fees	5,090	6,150	19,700	8,150
Total Operating Expenses	<u>5,090</u>	<u>6,150</u>	<u>20,309</u>	<u>8,150</u>
Loss from Operations	(5,090)	(6,150)	(20,309)	(8,150)
Provision for income taxes	-	-	-	-
Net Loss	<u>\$ (5,090)</u>	<u>\$ (6,150)</u>	<u>\$ (20,309)</u>	<u>\$ (8,150)</u>
Basic and diluted net loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Basic and diluted weighted-average common shares outstanding	<u>7,640,000</u>	<u>6,000,000</u>	<u>7,640,000</u>	<u>6,000,000</u>

The accompanying notes are an integral part of these unaudited financial statements.

KNIGHT KNOX DEVELOPMENT CORP.
Statements of Cash Flows
(Unaudited)

	Six Months Ended	
	February 29, 2016	February 28, 2015
Cash flows from operating activities:		
Net loss	\$ (20,309)	\$ (8,150)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in assets and liabilities:		
Accounts payable and accrued liabilities	5,670	1,500
Net cash used in operating activities	(14,639)	(6,650)
Cash flows from financing activities:		
Collection from share subscription receivable	600	-
Advance from shareholder	600	-
Net cash provided by financing activities	1,200	-
Net decrease in cash and cash equivalents	(13,439)	(6,650)
Cash and cash equivalents at beginning of period	17,029	14,731
Cash and cash equivalents at end of period	\$ 3,590	\$ 8,081
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	\$ -	\$ -
Cash paid during the period for tax	\$ -	\$ -

The accompanying notes are an integral part of these unaudited financial statements.

KNIGHT KNOX DEVELOPMENT CORP.
Notes to the Interim Financial Statements
For the Six Months Ended February 29, 2016
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

KNIGHT KNOX DEVELOPMENT CORP. (the "Company") is a Nevada corporation incorporated on May 2, 2011. It is based in London, England. The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America, and the Company's fiscal year end is August 31.

The Company intends to develop and operate an auction site where businesses and the general public can post their products and services for sale. To date, the Company's activities have been limited to its formation and the raising of equity capital.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company prepares its financial statements in accordance with rules and regulations of the Securities and Exchange Commission ("SEC") and accounting principles generally accepted ("GAAP") in the United States of America. The accompanying interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information in accordance with Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the Company's opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended February 29, 2016 are not necessarily indicative of the results for the full years. While management of the Company believes that the disclosures presented herein are adequate and not misleading, these interim financial statements should be read in conjunction with the audited financial statements and the footnotes thereto for the year ended August 31, 2015 contained in the Company's Form 10-K filed on December 11, 2015.

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established an ongoing source of revenues sufficient to cover its operating cost, and requires additional capital to commence its operating plan. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations. These factors raise substantial doubt about its ability to continue as a going concern.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company include: sales of equity instruments; traditional financing, such as loans; and obtaining capital from management and significant stockholders sufficient to meet its minimal operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. During the six months ended February 29, 2016, the Company has a net loss from operations of \$20,309. As at February 29, 2016, the Company had an accumulated deficit of \$50,819 and has earned no revenues since inception. The Company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the year ending August 31, 2016.

NOTE 4 - EQUITY

Authorized Stock

The Company has authorized 75,000,000 common shares with a par value of \$0.001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought.

Common Shares

During the six months ended February 29, 2016, \$600 subscription receivable was collected.

Preferred shares

No preferred shares have been authorized or issued.

Stock Options and Warrants

The Company has no stock option plan, warrants or other dilutive securities.

NOTE 5 – RELATED PARTY TRANSACTIONS

During the six months ended February 29, 2016, the Company borrowed \$600 from a majority shareholder; the amount borrowed is non-interest bearing and due on-demand loan. The balance at February 29, 2016 is \$600.

The Company does not own or lease property or lease office space. The office space used by the Company was arranged by the founder of the Company to use at no charge.

The Company does not have employment contracts with its key employees, including the controlling shareholder who is an officer of the Company.

The amounts and terms of the above transactions may not necessarily be indicative of the amounts and terms that would have been incurred had comparable transactions been entered into with independent third parties.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

Except for historical information, this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our business strategy, future revenues and anticipated costs and expenses. Such forward-looking statements include, among others, those statements including the words "expects," "anticipates," "intends," "believes" and similar language. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed herein as well as in the "Risk Factors" section in our Registration Statement on Form 10-K, as filed on December 11, 2015. You should carefully review the risks described in our Registration Statement and in other documents we file from time to time with the Securities and Exchange Commission. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements.

All references in this Form 10-Q to the "Company," "Knight Knox", "we," "us," or "our" are to Knight Knox Development Corp.

Our unaudited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

Overview

Knight Knox Development Corp. (the "Company"), was incorporated in the State of Nevada on May 2, 2011. Knight Knox is an e-commerce development stage company that intends to operate a fully functional auction site where customers can register for an account and sell and purchase goods and services. The Company owns and will utilize the domain www.offeritnow.com to offer these services. The site will also contain a classified section where customers can advertise items for sale.

Our business and corporate address is Kemp House, City Road, London, England EC1V 2NX. Our telephone number is 800-902-278 and our registered agent for service of process is Robert C. Harris, 564 Wedge Lane, Fernley, NV 89408. Our fiscal year end is August 31.

We are a development stage company and have commenced only minimal business operations and have not generated any revenues. We have been issued a "going concern" opinion by our auditor, based upon our reliance on the sale of our common stock as the sole source of funds for our current operations.

Results of Operations

The following summary of our results of operations, for the six months ended February 29, 2016 and February 28, 2015, should be read in conjunction without interim financial statements, as included in this Form 10-Q and our audited financial statements for the year ended August 31, 2015, as included in Form 10-K filed with the SEC on December 11, 2015.

Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation. We expect we will require additional capital to meet our long term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities, but we cannot guarantee that we will be able to achieve same.

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The following table provides selected financial data about our company as of February 29, 2016 and August 31, 2015.

Balance Sheet Data

	February 29, 2016	August 31, 2015
Cash	\$ 3,590	\$ 17,029
Total Assets	\$ 3,590	\$ 17,029
Total Liabilities	\$ 8,009	\$ 1,739
Stockholders' Equity (Deficit)	\$ (4,419)	\$ 15,290

We have not generated any revenues since inception through February 29, 2016. The decrease in cash was primarily due to cash used in operating expenses.

For the Three Months Ended February 29, 2016 Compared to the Three Months Ended February 28, 2015

	Three Months Ended	
	February 29, 2016	February 28, 2015
Operating Expenses		
Professional fees	\$ 5,090	\$ 6,150
Total Operating Expenses	5,090	6,150
Loss from Operations	(5,090)	(6,150)
Provision for income taxes	-	-
Net Loss	\$ (5,090)	\$ (6,150)

Our operating expenses, for the three months ended February 29, 2016 were \$5,090 compared to \$6,150 for the same period in 2015. The Company's operating expenses were primarily related to professional fees for ongoing regulatory requirements.

For the Six Months Ended February 29, 2016 Compared to the Six Months Ended February 28, 2015

	Six Months Ended	
	February 29, 2016	February 28, 2015
Operating Expenses		
General and administrative expense	\$ 609	\$ -
Professional fees	19,700	8,150
Total Operating Expenses	20,309	8,150
Loss from Operations	(20,309)	(8,150)
Provision for income taxes	-	-
Net Loss	\$ (20,309)	\$ (8,150)

Our operating expenses, for the six months ended February 29, 2016 were \$20,309 compared to \$8,150 for the same period in 2015. The higher operating expenses during the six months ended February 29, 2016 were primarily related to professional fees for the S-1 registration and ongoing regulatory requirements.

Liquidity and Capital Resources

Working Capital

	February 29, 2016	August 31, 2015
Current Assets	\$ 3,590	\$ 17,029
Current Liabilities	8,009	1,739
Working Capital	<u>\$ (4,419)</u>	<u>\$ 15,290</u>

Cash Flows

	February 29, 2016	Six Months Ended February 28, 2015
Cash Flows used in operating activities	\$ (14,639)	\$ (6,650)
Cash Flows used in investing activities	-	-
Cash Flows provided by financing activities	1,200	-
Net decrease in cash during period	<u>\$ (13,439)</u>	<u>\$ (6,650)</u>

Cash Flow from Operating Activities

During the six months ended February 29, 2016, cash used in operating activities was \$14,639 compared to cash used in operating activities of \$6,650 during the period ended February 28, 2015. The cash used from operating activities was primarily attributed to professional fees related to the S-1 registration and ongoing regulatory requirements.

Cash Flow from Investing Activities

The company did not use any funds for investing activities in the six months ended February 29, 2016 and February 28, 2015.

Cash Flow from Financing Activities

During the six months ended February 29, 2016, the company received \$600 from subscription receivable and received \$600 non-interest bearing on-demand loan from the shareholder. The Company did not have cash flow from financing activities during the six months ended February 28, 2015.

Going Concern

Our auditors issued a going concern opinion on our financial statements as of and for the period ended August 31, 2015. This means that there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay for our expenses. This is because we have not generated sufficient revenues to cover operating costs or raised enough funds. There is no assurance we will ever reach this point. Accordingly, we must raise sufficient capital from sources. We must raise cash to stay in business. In response to these problems, management intends to raise additional funds through public or private placement offerings. At this time, however, the Company does not have plans or intentions to raise additional funds by way of the sale of additional securities, other than pursuant to our current Offering.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to investors.

Critical Accounting Policies and Estimates

We prepare our financial statements in conformity with GAAP, which requires management to make certain estimates and apply judgments. We base our estimates and judgments on historical experience, current trends and other factors that management believes to be important at the time the financial statements are prepared. On a regular basis, we review our accounting policies and how they are applied and disclosed in our financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a "smaller reporting company", we are not required to provide the information required by this item.

Item 4. Control and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of February 29, 2016, due to our limited number of officers and members of the Board of Directors, our disclosure controls and procedures were not effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules, regulations and forms, and (ii) that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls Over Financial Reporting

There were no changes in the Company's internal controls over financial reporting that occurred during the period covered by this Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We know of no material, existing or pending legal proceedings against our Company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

Item 1A. Risk Factors.

As a "smaller reporting company", we are not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

We did not issue unregistered equity securities during the six months ended February 29, 2016.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description of Exhibit
3.1	Articles of Incorporation (incorporated by reference to our Registration Statement on Form S-1 filed on October 8, 2014)
3.2	Bylaws (incorporated by reference to our Registration Statement on Form S-1 filed on October 8, 2014)
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
32.1*	Rule 1350 Certification of Chief Executive Officer.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

XBRL Information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of London England on April 1, 2016.

KNIGHT KNOX DEVELOPMENT CORP.
(Registrant)

Dated: April 1, 2016

/s/ James Manley

James Manley

President,

(Principal Executive Officer),

Chief Financial Officer,

(Principal Accounting Officer),

Treasurer, Secretary and Member of the Board of Directors

SECTION 302 CERTIFICATION OF PERIODIC REPORT

I, James Manley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of KNIGHT KNOX DEVELOPMENT 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 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 registrant as of, and for, the periods presented in this report;
4. As the registrant's sole certifying officer, I am 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)) for the registrant 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 registrant, 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. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant'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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's 4th quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. As the registrant's certifying officer, I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: April 1, 2016

By: /s/ James Manley
James Manley
President & CEO

CERTIFICATION OF DISCLOSURE 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 Quarterly Report of KNIGHT KNOX DEVELOPMENT CORP. (the "Company") on Form 10-Q for the period ending February 29, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, James Manley, President and CEO of the Company, certify, pursuant to 18 USC section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

- (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 results of operations of the Company.

Dated: April 1, 2016

By: /s/ James Manley
James Manley,
President, Principal Executive Officer & CEO

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.