

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ANDREEFF DANE</u> (Last) (First) (Middle) <u>C/O HELIUS MEDICAL TECHNOLOGIES INC.</u> <u>642 NEWTOWN YARDLEY ROAD</u> (Street) <u>NEWTOWN PA 18940</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2017	3. Issuer Name and Ticker or Trading Symbol <u>HELIUS MEDICAL TECHNOLOGIES, INC. [HSDT]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,252,649	I	See footnote ⁽¹⁾
Class A Common Stock	274,112	I	See footnote ⁽²⁾
Class A Common Stock	62,132	I	See footnote ⁽³⁾
Class A Common Stock	651,707	I	See footnote ⁽⁴⁾
Class A Common Stock	100,000	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant to Purchase Class A Common Stock	(5)	04/18/2019	Class A Common Stock	284,327	1.18 ⁽⁶⁾	I	See footnote ⁽¹⁾
Warrant to Purchase Class A Common Stock	(5)	04/18/2019	Class A Common Stock	65,661	1.18 ⁽⁶⁾	I	See footnote ⁽²⁾
Warrant to Purchase Class A Common Stock	(5)	04/18/2019	Class A Common Stock	22,837	1.18 ⁽⁶⁾	I	See footnote ⁽³⁾
Warrant to Purchase Class A Common Stock	(5)	04/18/2019	Class A Common Stock	160,174	1.18 ⁽⁶⁾	I	See footnote ⁽⁴⁾

Explanation of Responses:

1. The shares and warrants are held by Maple Leaf Partners, L.P. ("MLP"). The reporting person is the managing member of Maple Leaf Capital I, LLC ("Maple Leaf Capital"), the general partner of MLP and as such may be deemed to beneficially own the securities owned by MLP. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
2. The shares and warrants are held by Maple Leaf Partners I, L.P. ("MLP I"). The reporting person is the managing member of Maple Leaf Capital, the general partner of MLP I and as such may be deemed to beneficially own the securities held by MLP I. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
3. The shares and warrants are held by Maple Leaf Offshore, Ltd. ("MLO"). The reporting person is the president of the managing member of Andreeff Equity Advisors, LLC, the investment manager of MLO and as such may be deemed to beneficially own the securities held by MLO. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
4. The shares and warrants are held by Maple Leaf Discovery I, L.P. ("MLD I"). The reporting person is the managing member of Maple Leaf Capital, the general partner of MLD I and as such may be deemed to beneficially own the securities held by MLD I. The reporting person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.
5. The warrants may be exercised at any time after the original issue date until the expiration date.
6. Translated into U.S. dollars from Canadian dollars based on buying rate from Federal Reserve Bank of USD \$1.0000= CAD \$1.26675 on August 8, 2017, based on a warrant exercise price of CAD\$1.50.

Remarks:

/s/ Dane Andreeff

08/11/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Phillipe Deschamps, Joyce LaViscount, Kofi Berantuo of Helius Medical Technologies, Inc. and Darren DeStefano, Madison Jones, William DuVal and Jill Simon, Counsel with Cooley LLP, signing individually, the undersigned's true and lawful attorney-in fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of August, 2017.

/s/ Dane Andreeff
Name: Dane Andreeff