REDFUND CAPITAL CORP.

A Merchant Bank focused on Medical Cannabis, Hemp and CBDs

Form 2A – Listing Statement

June 30, 2018

On January 4, 2018, U.S. Attorney General Jeff Sessions issued a memorandum to U.S. district attorneys which rescinded previous guidance from the U.S. Department of Justice specific to cannabis enforcement in the United States, including the Cole Memorandum (as defined herein). With the Cole Memorandum rescinded, U.S. federal prosecutors no longer have guidance relating to the exercise of their discretion in determining whether to prosecute cannabis related violations of U.S. federal law. See "Risk Factors".

Canada has regulated medical use and commercial activity involving cannabis and recently passed the *Cannabis Act*, to regulate the production, distribution and sale of cannabis for adult use on October 17, 2018. The Corporation will not be directly engaged in the manufacture, importation, possession, use, sale or distribution of cannabis in the recreational cannabis marketplace in either Canada or the United States.

Investment in Redfund Capital Corp. should be considered to be an investment in a blind pool. Management will determine the terms of loans to customers in accordance with the Company's investment policy. See "Investment Policy".

INTRODUCTION

This Listing Statement (the "**Listing Statement**") is furnished on behalf of the management of Redfund Capital Corp. ("**Redfund**" or the "**Company**", formerly known as Parana Copper Corporation) in connection with the Company's name change from Parana Copper Corporation to Redfund Capital Corp. and a fundamental change of business.

All capitalized terms used in this Listing Statement but not otherwise defined herein have the meanings set forth under "**Glossary of Terms**". Information contained in this Listing Statement is given as of June 30, 2018 unless otherwise specifically stated.

CAUTION REGARDING BUSINESS

The Company is a merchant bank that operates in the cannabis industries primarily in the United States and Canada as well with plans to expand to other countries. A majority of U.S. States have recently legalized Medical Marijuana. Eight U.S. States have further legalized the recreational use of marijuana. However, THC and marijuana remain a controlled Schedule 1 drug under U.S. Federal Law although the federal government's position has been not to enforce these laws in states that have regulations in place. Recent pronouncements by the federal government have cast uncertainty in this area.

This Filing Statement relates to the business of an entity that indirectly derives or plans to derive a substantial portion of its revenues by lending to companies in the recreational and/or medical marijuana industry in certain U.S. States and other countries, which industry is not currently legal in Canada.

Under the Controlled Substance Act (the "**CSA**"), the policies and regulations of the United States Federal Government and its agencies are that THC and cannabis has a high potential for abuse, no accepted medical benefit and a lack of safety for the use of the drug under medical supervision. A range of activities including cultivation and the personal use of cannabis is prohibited unless and until the United States Congress amends the CSA with respect to THC and marijuana. The timing or scope of any such potential amendments are not assured and there is a risk that federal authorities may enforce current federal law, and the business of some of the companies that the Company may lend to may be deemed to be producing, cultivating or dispensing THC or marijuana in violation of federal law in the United States.

There are a number of risks associated with the business of the Company. See section entitled "**Risk Factors**". The Company may become subject to additional government regulation and legal uncertainties that could restrict the demand for its services or increase its cost of doing business, thereby adversely affecting its financial results.

FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements in this Listing Statement may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Listing Statement, such statements use such words as "will", "may", "could", "intends", "potential", "plans", "believes", "expects", "projects", "estimates", "anticipates", "continue", "potential", "predicts" or "should" and other similar terminology. These statements reflect current expectations regarding future events and operating performance and speak only as of the date of this Listing Statement. Forward-looking statements include, among others, statements with respect to:

- the performance of the Company's business and operations;
- the Company's expectations regarding revenues, expenses and anticipated cash needs;

- the intention to grow the Company's business and operations;
- the requirement for, and the Company's ability to obtain, future funding on favourable terms or at all;
- the Company's strategy to develop new lending products;
- the competitive conditions of the industry in which the Company operates;
- the legalization of cannabis for recreational use in Canada and further legalization in the United States, including federal, provincial and state regulations pertaining thereto and the timing related thereof and the Company's intentions to participate in such market, if and when legalized;
- laws and any amendments thereto applicable to the Company; and
- the Company's plans with respect to the payment of dividends.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under "**Risk Factors**". Although the forward-looking statements contained in this Listing Statement are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements and should not be unduly relied upon by investors. These forward-looking statements are made as of the date of this Listing Statement. A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward-looking statements. Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- the ability to obtain the capital required to fund development and operations;
- the development and growth of the medical marijuana industry in general;
- the impact of legislative changes to the medical marijuana and Recreational Marijuana regulatory process;
- general public acceptance of the marijuana industry; and
- other risks detailed from time-to-time in the Company's ongoing quarterly and annual filings with applicable securities regulators, and those which are discussed under the heading "**Risk Factors**".

Readers should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Readers are cautioned that the foregoing lists of factors are not exhaustive. Each of the forward-looking statements contained in this Listing Statement are expressly qualified by this cautionary statement. The Company expressly disclaims any obligation or responsibility to update the forward-looking statements in this Listing Statement except as otherwise required by applicable law.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Listing Statement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from Norton Rose Fulbright Canada LLP, counsel to the Company at 3700, 400 – 3rd Ave SW Calgary, Alberta T2P 4H2, e-mail rick.skeith@nortonrosefulbright.com. Copies of the documents incorporated herein by reference are also available at www.sedar.com.

The following documents of the Company, filed with the various provincial securities commissions or similar authorities in Canada, are specifically incorporated into and form an integral part of this Listing Statement:

- the audited financial statements of the Company together with the independent auditors' report thereon and the notes thereto as at and for the years ended September 30, 2017 and 2016 (the "**Annual Financials**");

- management's discussion and analysis of the financial condition and operations of the Company for the year ended September 30, 2017 (the "**Annual MD&A**");

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Listing Statement, including the Appendices attached hereto.

"**ABCA**" means the *Business Corporations Act*, R.S.A. 2000, c. B-9, as amended, including the regulations promulgated thereunder;

"**Applicable Canadian Securities Laws**" means, collectively, and as the context may require, the applicable securities legislation of each of the provinces and territories of Canada, and the rules, regulations, instruments, orders and policies published and/or promulgated thereunder, as such may be amended from time to time;

"**BCBCA**" means the *Business Corporations Act*, S.B.C. 2002, c. 57, as amended, including the regulations promulgated thereunder;

"**Board of Directors**" or "**Board**" means the board of directors of the Company as it may be comprised from time to time;

"**Closing Date**" means the date of closing of the Private Placement and the Ultra Acquisition;

"**Cole Memo**" means the memorandum dated August 29, 2013 addressed to "All United States Attorneys" from James M. Cole, Deputy Attorney General of the United States;

"**Common Shares**" means the common shares in the capital of the Company;

"**Company**" means Redfund Capital Corp., formerly Parana Copper Corp.;

"**CSE**" means the Canadian Securities Exchange;

"**Expiry Date**" means the expiry date of the Unit Warrants, being 24 months from the Closing Date; provided that if the Common Shares trade on the CSE at a price of $0.85 of more for a period of 14 consecutive trading days, the Company may accelerate the Expiry Date to a date no less than 30 days from a press release advising of the same;

"**FinCEN"** means the Financial Crimes Enforcement Network, a bureau of the United States Department of the Treasury, that collects and analyzes information about financial transactions in order to combat domestic and international money laundering, terrorist financing and other financial crimes;

"**Finder's Commission**" means the cash commission of 8% of the aggregate gross proceeds from the sale of the Units pursuant to the Private Placement in the case of subscribers sourced by the Finders to be paid to the Finders by the Company on the Closing Date;

"**Finders**" means arm's length qualified finders of subscribers under the Private Placement in accordance with applicable law;

"**Forward Split**" means the 1.6 new for each old share split to be completed by the Company immediately after the Closing Date.

"**Option Plan**" means the Company incentive stock option plan;

"**Options**" means all outstanding options granted pursuant to the Option Plan;

“**Private Placement**” means the private placement of a minimum of 6,666,667 up to 16,666,667 Units at a price of $0.30 per Unit for aggregate gross proceeds of $2 million up to $5 million, which may be closed in tranches from time to time;

“**Recreational Marijuana**” means marijuana that is grown and sold recreationally to adults over the age of 21, pursuant to applicable State specific laws and regulations;

“**Securities Act**” means the *Securities Act* (Alberta);

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval at www.sedar.com;

“**Shareholders**” means the holders of Common Shares;

“**subsidiary**” has the meaning ascribed thereto in the Securities Act;

“**Tax Act**” means the *Income Tax Act* (Canada) and the regulations thereunder, as amended;

“**Transaction**” means the Ultra Acquisition

“**Ultra**” means Ultra Invest Canada Inc., a corporation incorporated under the ABCA;

“**Ultra Acquisition**” means the acquisition of Ultra pursuant to which the Ultra Shareholders will receive the Ultra Consideration Shares;

“**Ultra Acquisition Agreement**” means the agreement between the Company and Ultra dated December 15, 2017 as amended from time to time;

“**Ultra Consideration Shares**” means 8,000,000 Common Shares to be issued to the Ultra Shareholders pursuant to the PSA on closing of the Ultra Acquisition;

“**Ultra Shareholders**” means the holders of common shares of Ultra;

“**Ultra Shares**” means all of the issued and outstanding common shares of Ultra;

“**U.S.**” means the United States of America;

“**U.S. State**” or “**State**” means one of the 50 constituent political entities of United States of America that shares its sovereignty with the United States federal government;

“**Unit**” means the Units offered pursuant to the Private Placement, each Unit consisting of one Common Share and one Unit Warrant;

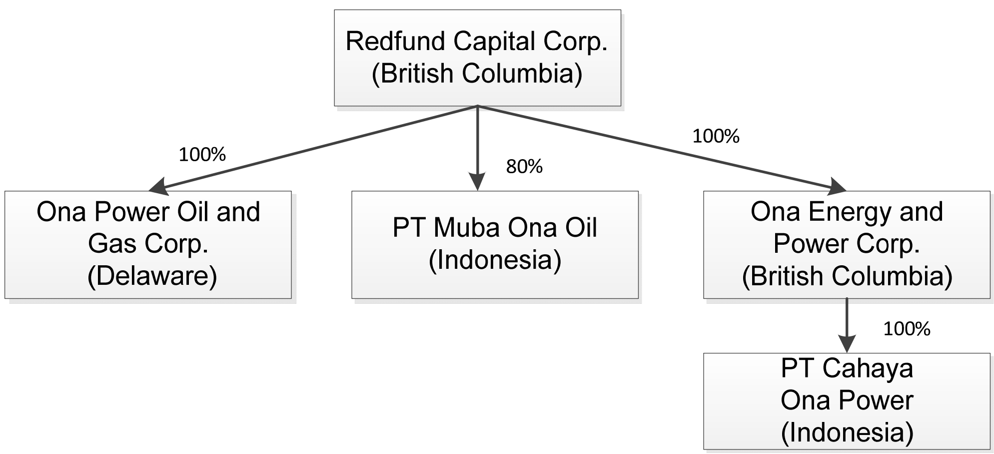
“**Unit Warrant**” means a Common Share purchase warrant comprising the Units, each whole Unit Warrant entitling the holder thereof to acquire one Common Share at $0.55 per Common Share at any time prior to the Expiry Date;

CORPORATE STRUCTURE

Redfund Capital Corp. is a merchant banking company focused on companies active in the cannabis industry globally, however; primarily in both Canada and the United States. The registered, head and principal office of the Company is located at #702, 595 Howe Street, Vancouver, British Columbia, V6C 2E5.

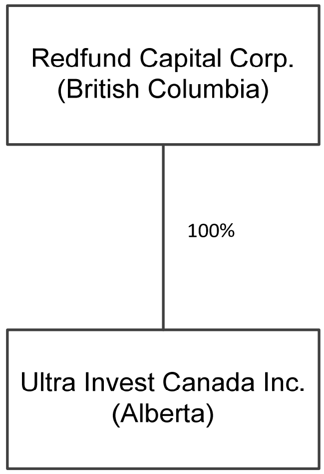
On August 31, 1998, the Company was organized as a junior capital pool corporation pursuant to the *Securities Act* (Alberta) and was considered a capital pool corporation pursuant to Policy 2.4 of the Canadian Venture Exchange (now the TSX Venture Exchange). The Company was incorporated in the Province of Alberta under the ABCA on August 31, 1998 under the name Kazan Energy Inc. The Company subsequently changed its name to Ona Energy Inc. on September 21, 1998, Ona International Inc. on June 5, 2002 and Ona Exploration Inc. on August 6, 2004. The jurisdiction of incorporation was continued to the Province of British Columbia under the BCBCA on January 30, 2006, and on May 22, 2007 the Company changed its name back to ONA Energy Inc. On July 16, 2009, the Company changed its name from Ona Energy Inc. to Ona Power Corp., and on April 9, 2012 changed it again to AAN Ventures Inc. On June 7, 2017, the Company changed its name to Parana Copper Corporation. The Company's shares are listed and posted for trading on the Frankfurt Exchange under the symbol "03X" and the CSE under the symbol "COPR". The Company is a reporting issuer or the equivalent thereof in Alberta and British Columbia.

CORPORATE STRUCTURE, PRE CLOSING



These subsidiaries are currently inactive.

PROPOSED CORPORATE STRUCTURE, POST CLOSING



GENERAL DEVELOPMENT OF THE BUSINESS

History

In April 2007, the Company acquired an interest in a coal-fired power plant in China (the "**Yongxing Power Plant**"). The Yongxing Power Plant started generating revenue in August 2008 and was effectively the Company's only real asset until it was shut down in January 2010 due to an increase in coal prices which adversely affected its supply costs. At this time, the Company began including certain advisories in its continuous disclosure documents noting the ability of the Company to continue was an ongoing concern and, shortly thereafter, the Company and its subsidiary Yongxing Power Plant Corporation were noted in default or otherwise threatened with legal action by certain of their creditors, including Foothills Enterprise Ltd. ("**Foothills**"). As partial consideration for its debts, the Company assigned its ownership interest in the Yongxing Power Plant Corporation to Foothills on August 31, 2010. Once again actively seeking other business opportunities, the Company purchased an interest in two potential oil wells to be drilled in Tennessee in February 2011, with an option to drill three more depending on the results. Neither of the initial two wells in Tennessee produced commercial amounts of hydrocarbons. Partial rights to a another well in Tennessee were purchased through the Company's wholly-owned subsidiary, Ona Power Oil and Gas Corp., in October 2013 but that project was not pursued beyond the drilling stage either. The Company continued to review power generation and oil and gas exploration and development opportunities but has not conducted any material business in that regard since 2013.

Following the Canadian government's April 2017 announcement of its intention to legalize marijuana, the Company began exploring opportunities related to the cannabis industry. On December 15, 2017, the Company entered into an agreement to purchase all of the issued and outstanding shares of Ultra Invest Canada Inc., a private company developing a merchant banking business with a focus on the cannabis space. The Company has agreed to issue 8,000,000 Common Shares at a deemed price of $0.02 per Common Share as the total purchase price. In addition to its merchant banking business, Ultra recently acquired all rights, title and interest to a cannabis sales terminal device designed to dispense cannabis and cannabis-related paraphernalia. Both the merchant banking business and the cannabis sales terminal fit within the Company's new core competency framework.

It is the intention of the Company to wind up or divest itself of all current subsidiaries except for Ultra.

Concurrent with the filing of this listing statement, the Company has initiated a private placement offering in an amount of up to 16,666,666 Units at $0.30 per Unit. Each Unit is comprised of one Common Share and one Unit Warrant entitling the holder to purchase one additional Common Share at a price of $0.55

per Unit Warrant. The Unit Warrant may be exercised at any point within a twenty-four month period from the date of issue. The Unit Warrants are subject to an accelerated expiry should, at any time after the standard 4 month hold period, the closing price of the Common Shares being traded on the CSE exceed $0.85 for a fourteen day period (which can include days where no Common Shares are traded), the Unit Warrant holder may be given notice that the Unit Warrants will expire within thirty-one days following the date of such notice.

The Private Placement will be used to expand the Company's business operations and for general operating expenses. The Private Placement, may be closed in tranches.

Non-Arm's Length Transaction

The proposed acquisition of Ultra Interest is a non-arm's length transaction as Meris Kott, CEO of the Company, is the president and major shareholder of Ultra Interest. The independent directors of the Company have approved the transaction. As the Company is insolvent, MI 61-501 requirements of an independent valuation and a minority shareholder vote are not applicable.

ABOUT ULTRA

Ultra is a private company incorporated under the Business Corporations Act of Alberta. It has been reviewing different potential loan customers and has identified a number of potential customers that will be funded once the Closing occurs. It has no assets other than cash, the rights to a cannabis vending machine and several indicative terms sheets signed with potential loan customers.

The cannabis dispensing terminal is a vending machine that has been developed and used in other applications. It is 25.25 inches wide and 65.5 inches high, weighing between 500 and 700 pounds, depending on whether it is fully stocked or not. It features a 32 inch touchscreen display which provides for the opportunity to sell advertising on the machine. It has a keyless door entry system, and is connected remotely for security and inventory control purposes. The card reader is WiFi connected, can be disabled remotely, and can be programed for loyalty cards. There are no current plans to spend any time or capital on developing this business.

There are currently issued and outstanding 4,000,000 Ultra shares or options to acquire Ultra Shares. There is an option outstanding to a third party consultant to acquire 780,000 Ultra Shares for $0.19 per share for a period of 90 days. In the event that option is not exercised, current shareholders of Ultra will have the right to subscribe for the same at $0.02 per share. In addition a current shareholder has granted an option to another third party to acquire 780,000 of their Ultra Shares for $0.19 per share for a period of 90 days.

Prior Issuance of Ultra Securities

Prior issuance of Ultra Share and options:

Shares	Date	Price per Share	Number	Consideration
Ultra Shares	October 1, 2017	$0.02	2,720,000	cash
Ultra Shares	November 15, 2017	$0.10	500,000	rights to cannabis terminal
Option[(1)]	November 30, 2017	$0.19	780,000	cash
Ultra Shares	July 19, 2018	-	(1,000,000)	returned to treasury
Ultra Shares	July 19, 2018	$0.08	1,000,000	share for debt

Note:
(1) This option is to a third party. If not exercised by September 30, 2018 it reverts to 1060606 BC Ltd., the largest current shareholder, at an exercise price of $0.02 per share.

Business Description

The Corporation plans to deploy capital by way of loans, primarily to emerging companies in the medical cannabis, hemp and CBD sector. Typically, the companies receiving the loans will have achieved cash flow, have a developed business plan and are private. At the date hereof, the Corporation has entered into preliminary term sheets with 8 companies. Three have provided their consent to be named, although the terms of the loans proposed are still confidential - RXMM Health Corporation, IComply, LLC and Biominerales Pharma Corp.

Significant Events and Milestones over next 12 months		Business Objective
Receipt of exchange approval	March 31, 2018	Complete “change of business”
Raise $2 million - $5 million	July 31, 2018	have sufficient capital to operate
Deploy $2 million	August 2018	Fund initial customers
Deploy $5 million	August 2018	Expand business

Available Funds and Principal Purposes

The Company currently has no revenues from its operations and is in early stage development as it continues to source out opportunities and develop its network in the cannabis industry. As much of the legal framework still needs to be understood by participants, this process is expected to be ongoing until legalization is fully implemented in Canada in October 2018. Fortunately, the cost of developing the Company’s business is low and the working capital subsequent to prior closing of the Private Placement is expected to be sufficient for initial operations. Once the Company begins developing clientele, the primary expense will be providing the principal loan amounts. Aside from developing clientele and financing loans, the Company does not expect material capital outlays will be required.

The estimated working capital as at December 31, 2017 (unaudited) was ($29,300), prior to completion of the Private Placement.

Available Funds	Maximum	Minimum
Current Working Capital (deficiency)(1)	($50,000)	($50,000)
Funds from Financing(2)	$4,500,000	$1,898,000
Available Funds	$4,450,000	$1,790,000

Notes:
(1) Ultra Invest ($20,700), the Company ($29,300)
(2) Private Placement less 8% cash commission and $100,000 in costs

Competitive Conditions

The Corporation faces competition from other better capitalized companies in this space with more experience. The fact that some customers and/or federal US laws are in the US may discourage other financial companies. Many are not active in the cannabis industry due to the fact that it is still illegal under U.S. federal laws.

INVESTMENT POLICY

Investment Strategies and Criteria

The Corporation provides investors with an opportunity to gain exposure to unique investments and income from advisory services. Specifically, the Corporation seeks to provide debt instruments and equity investing in the mid to late stages of a target company's development or in technologies that are developed and validated but may be in the early stage of commercialization. This strategy allows the Corporation to invest in enterprises that are commercially viable and have visibility toward high growth. The Corporation is not bound to commit to any particular sector, thereby allowing for diversification; however, the present focus is generally on cannabis-related, healthcare-related target companies. This approach may change over time as market conditions change and the capital markets respond. The Corporation evaluates each opportunity on its merit. The Corporation enters investments at a stage where potential exists to maximize strong returns and manages risk by applying the considerable business expertise of its directors and officers to the investments undertaken. The Company believes this is at or near the early stage of the cycle for cannabis-focused companies and as such, the Corporation is poised to take advantage of significant growth in this sector. There are very few merchant banks in Canada or the United States focused on this sector, providing it with an opportunity to more easily capitalize on evolving growth trends. The Corporation's near-term vision continues to be that it will augment its income stream from interest income from debt instruments with equity appreciation from warrants or similar instruments provided by the companies.

Typical loan sizes will range from $1.0 million to $5.0 million. When loans are made, the Corporation may also require share purchase warrants to enhance the return on account of increased risk. Debt placements may include conversion rights and in some cases are accompanied by bonus shares or warrants, and will often be secured by tangible assets of sufficient value to safeguard the investment.

In pursuit of returns, the Corporation, when appropriate, employs the following disciplines:

- The Corporation may invest in post-early/seed stage financing rounds of target companies usually in conjunction with a loan facility.

- The Corporation seeks investments that include as many of the following characteristics as possible: (i) a product/service with national/international market potential; (ii) gross margins that support a sustainable growth rate in excess of 25% per annum and at least 15% per annum; (iii) low asset intensity ratios (i.e. less than 50%); (iv) protected intellectual property; (v) scalability; and (vi) currently revenue generating.

- At this time, the Corporation seeks investments primarily, albeit not exclusively, in the cannabis healthcare sectors and focuses on investments with clear paths to liquidity in a three to five year period. As investment issuers need to be managed for cash flow in order to reduce financing risks associated with delayed liquidity events, certain sectors will not be considered by the Corporation.

- The Corporation is targeting a rate of 20% return per annum on approved investments in identified companies. Returns are expected to materialize primarily from income on its debt and convertible debenture holdings, and also through ancillary capital gains based on the growth of its equity and equity-linked securities.

- The Corporation requires a detailed knowledge of the business of the target company.

- Where appropriate, the Corporation seeks board representation or board observation rights.

- The Corporation may utilize the services of independent advisors and consultants to gain additional information about target companies where appropriate.

- In all cases the target company will be required to demonstrate that it is in regulatory compliance in the state where it does business.

Types of Investments

The Corporation may create a concentrated portfolio consisting of equity and/or debt investments. The composition of the portfolio will depend, in part, on available capital and investment opportunities available to the Corporation and will vary over time depending on an array of factors, including the state of financial markets.

Diversification and Risk Mitigation

The Corporation's policy with respect to investment diversification is to investigate a wide range of opportunities from emerging companies. Each investment will be assessed on its own merits and its potential to generate gains for the Corporation.

The Corporation may seek board representation, board observation rights or to participate on the board of advisors in investments that may benefit from such participation although it is not required and is at the discretion of the Corporation's management and board of directors. Debt placements, with or without equity conversion rights may be secured by the borrower's assets. Investment allocations will be made on the merits of individual investments.

Management Contract

Upon the Company acquiring Ultra it assumed the benefits and obligations of a management contract with 1060606 BC Ltd. to provide the services of Meris Kott as President and CEO and to provide ongoing consulting and administrative assistance to the Company.

The basic terms of this 2 year term agreement are as follows:

a) monthly payment of $10,000

b) The consultant shall be entitled to receive an incentive bonus, payable as a one-time cash payment, equal to 2% of funds advanced as loan principal up to $20 million at closing of the transactions.

RISK FACTORS RELATING TO CANNABIS INDUSTRY

The risks described below are not the only risks involved with an investment in the Company. If any of the following risks occur, or if others occur, the Corporation's business, operating results and financial condition could be seriously harmed and shareholders may lose all of their investment.

Risks Relating to the Portfolio Issuers

As the Corporation will make loans to or invest in businesses in the cannabis industry, the Corporation will be subject to certain risk factors to which its clients (also referred to as "portfolio issuers") are subject and which could affect the business, prospects, financial position, financial condition or operating results of the Corporation as a result of its investment in such issuer.

Risks Relating to Medical Cannabis

Cannabis is not an approved drug or medicine in Canada. The Government of Canada does not endorse the use of cannabis, but Canadian courts have required reasonable access to a legal course of cannabis when authorized by a healthcare practitioner.

Legalization of Recreational Cannabis

Bill C-45, The *Cannabis Act* (Canada) comes into effect on October 17, 2018. This Act provides legal access to cannabis to adults in Canada and provides regulation for the cultivation, production, manufacture and sale of cannabis and cannabis products in Canada.

Regulatory Risks

The cannabis sector is a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

The portfolio issuers may incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the portfolio issuers and, therefore, on the Corporation's prospective returns.

The industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the portfolio issuers and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the portfolio issuer's earnings and could make future capital investments or the portfolio issuer's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

Risks Relating to the Performance of the Portfolio Issuers

The value of the assets of the Corporation will vary as the value of the loans and securities in the portfolio changes. The Corporation has no control over the factors that affect the value of the loans and securities in the portfolio. Factors unique to each company included in the portfolio, such as changes in its management, strategic direction, achievement of goals, mergers, acquisitions and divestitures, changes in distribution policies, changes in law and regulation and other events, may affect the value of the loans and securities in the portfolio. A substantial drop in equities markets could have a negative effect on the Corporation and could lead to a significant decline in its value.

The value of the securities acquired by the Corporation will be affected by business factors and risks that are beyond the control of management, including:

(a) operational risks related to specific business activities of the respective issuers;

(b) quality of underlying assets;

(c) financial performance of the respective issuers and their competitors;

(d) product liability risks;

(e) political risks;

(f) fluctuations in exchange rates;

(g) fluctuations in interest rates; and

(h) changes in government regulations.

Risks Relating to the Licensing Process

The medical marijuana rules in Canada are constantly changing following the major changes to the governing regulations in the industry. As a result, patient and producer rights are in flux. The future business endeavors of the issuers that the Corporation loans money to may be subject to receiving regulatory certification or accreditation through Health Canada, or any other applicable regulatory authority. Such licensing, certification or accreditation may include, but not be limited to: licenses issued under the *Controlled Drugs and Substances Act* and the *Narcotic Control Regulations*, GMP Certification and ISO certification. These licensing requirements are stringent and there is no guarantee that the regulatory authorities will issue, extend or renew any license or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms as initially granted. Failure to comply with the requirements of a license or any failure to maintain a license would have a material adverse impact on the business, financial condition and operating results of the issuers to which the Corporation loans money to which could have a negative effect on the Corporation and could lead to a significant decline in the value of the Corporation.

Industry Concentration Risk

In following its investment strategy, the Corporation will loan money to issuers in the cannabis sector and supplementary industries. Accordingly, the Corporation will face more risks than if it were diversified broadly over numerous industries or sectors and the stock price of its shares may be more volatile than the value of a more broadly diversified portfolio and may fluctuate substantially over short periods of time. This may have a negative impact on the value of the Corporation.

Illiquid Securities and Private Securities

Investments in private companies may be riskier, more volatile and more vulnerable to economic, market and industry changes than investments in larger, more established companies. The valuation of securities of private companies is not based upon a liquid market, and valuations of these securities may be substantially higher or lower than the valuation of the securities when and if they are traded in the public market. Therefore, the value of the Corporation may change substantially when such private issuers become traded in the public market.

There can be no assurance that a public market will develop for any of the issuers in which the Corporation acquires equity so it may be able to realize a return of capital on the sale of such investments.

Cannabis Laws may be Subject to Change

On January 4, 2018, U.S. Attorney General Jeff Sessions issued a memorandum to U.S. district attorneys which rescinded previous guidance from the U.S. Department of Justice specific to cannabis enforcement in the United States, including the Cole Memorandum. With the Cole Memorandum rescinded, U.S. federal prosecutors no longer have guidance relating to the exercise of their discretion in determining whether to prosecute cannabis related violations of U.S. federal law.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was initially addressed in August 2013 when then Deputy Attorney General, James Cole, authored a memorandum (the "**Cole Memorandum**") addressed to all U.S. district attorneys acknowledging that notwithstanding the designation of cannabis as a controlled substance at the federal level in the U.S., several U.S. states have enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined certain priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the Department of Justice has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard.

In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. In effect, the Cole Memorandum permitted recreational cannabis industries to develop where there was, among other things, compliance with state regimes. With the Cole Memorandum rescinded, U.S. federal prosecutors no longer have guidance relating to the exercise of their discretion in determining whether to prosecute cannabis related violations of U.S. federal law. It is possible that further developments could significantly adversely affect the business, financial condition and results of businesses involved in U.S. marijuana-related activities and in the cannabis industry generally.

Such potential proceedings could involve significant restrictions being imposed upon the Corporation or third parties, while diverting the attention of key executives. Such proceedings could have a material adverse effect on the Corporation's business, revenues, operating results and financial condition as well as the Corporation's reputation, even if such proceedings were concluded successfully in favour of the Corporation.

Given the heightened risk profile associated with cannabis in the United States, CDS may implement procedures or protocols that would prohibit or significantly curtail the ability of CDS to settle trades for cannabis companies that have marijuana businesses or assets in the United States. It is not certain whether CDS will decide to enact such measures, nor whether it has the authority to do so unilaterally. However, if CDS were to decide that it will not handle trades in our securities, it could have a material adverse effect on the ability of investors to settle trades in a timely manner and on the liquidity of our securities generally. While there can be no assurance that this would occur, and while it would be subject to regulatory approval, a third party has publicly expressed interest in providing clearing services should CDS decide not to do so.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of medical cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation in the sector.

Currency Exposure

Foreign currency risk is the risk that the fair value or future cash flow of an exposure will fluctuate because of changes in foreign exchange rates. The Corporation's exposure to the risk of changes in foreign exchange rates relates primarily to the fact that (i) the portfolio will include loans and securities denominated in foreign currencies, (ii) the Corporation may invest in companies in foreign markets whose operations are exposed to foreign currencies and which companies' assets and liabilities are denominated in foreign currencies, and (iii) certain of the Corporation's assets and liabilities, including any commitments made to foreign investees, may be denominated in foreign currencies.

Foreign Market Exposure

The Corporation's investments may, at any time, include securities of issuers established in jurisdictions outside Canada and the United States. Although most of such issuers will be subject to uniform accounting, auditing and financial reporting standards comparable to those applicable to Canadian and U.S. companies, some issuers may not be subject to such standards and, as a result, there may be less publicly available information about such issuers than a Canadian or U.S. company. Investments in foreign markets carry the potential exposure to the risk of political upheaval, acts of terrorism and war, all of which could have an adverse impact on the value of such securities.

Disclosure Regarding the Company's Proposed Investments in Entities Carrying on Business in the United States

Cannabis Industry

Nature of the Company's Involvement in the U.S. Cannabis Industry

The Company intends to be indirectly involved (through loans and investments in third-party entities in the United States – "Investees") in the cannabis industry in those states of the United States where local and state law permits such activities. Currently, the Company is not directly engaged in the cultivation, manufacture, importation, possession, use, sale or distribution of cannabis in the medical or recreational cannabis marketplace in the United States.

Illegality under U.S. Federal Law

Almost half of the U.S. states have enacted legislation to regulate the sale and use of cannabis on either a medical or recreational level. However, notwithstanding the permissive regulatory environment of cannabis at the state level, cannabis continues to be categorized as a controlled substance under the CSA in the United States and as such, activities within the cannabis industry are illegal under U.S. federal law.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis related businesses in the United States are subject to a higher degree of uncertainty and risk. Unless and until the US federal government amends the CSA with respect to cannabis, there can be no assurance that it will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law. Such potential proceedings could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens; or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. Such proceedings could have a material adverse effect on the Issuer's business, revenues, operating results and financial condition as well as the corporation's reputation, even if such proceedings were concluded successfully in favour of the Issuer.

There is also the risk that the Corporation's loans and investments may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to invest in the United States or any other jurisdiction.

Financial exposure to U.S. Marijuana-related Activities

The Corporation intends to direct approximately half of its loans to U.S. customers.

U.S. Legal Advice

The Issuer uses reasonable commercial efforts to confirm, through the advice of its U.S. counsel, through the monitoring and review of its Investees' business practices, and through regular monitoring of changes to U.S. Federal enforcement priorities, that the businesses of its Investees are in compliance with applicable licensing requirements and the regulatory frameworks enacted by the applicable U.S. States. The Issuer is not aware of the receipt by of any of its Investees' of noncompliance orders, citations or notices of violation, that may have an impact on such Investees' licence, business activities or operations.

Ability to Access Private and Public Capital

The Company has historically relied entirely on access to private capital in order to support its continuing operations, and the Issuer expects to continue to rely almost exclusively on the capital markets to finance its investments in the US cannabis industry. Although such investments carry a higher degree of risk, and despite the illegal nature of cannabis under U.S. federal laws, Canadian based issuers involved in making U.S. cannabis based investments have been successful in raising substantial amounts of private and public financing. However, there is no assurance the Issuer will be successful, in whole or in part, in raising funds, particularly if the U.S. federal authorities change their position toward enforcing the CSA. Further, access to funding from U.S. residents may be limited due their unwillingness to be associated with activities which violate US federal laws.

Unfavourable Publicity or Consumer Perception

The legal cannabis industry in the United States and Canada is at an early stage of its development. Cannabis has been, and will continue to be, a controlled substance for the foreseeable future. Consumer perceptions regarding legality, morality, consumption, safety, efficacy and quality of cannabis are mixed and evolving. Consumer perception can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for cannabis and on the business, results of operations, financial condition and cash flows of the Issuer. Further, adverse publicity reports or other media attention regarding cannabis in general, or associating the consumption of cannabis with illness or other negative effects or events, could have such a material adverse effect. Public opinion and support for medical and recreational cannabis use has traditionally been inconsistent and varies from jurisdiction to jurisdiction. While public opinion and support appears to be rising for legalizing medical and recreational cannabis, it remains a controversial issue subject to differing opinions surrounding the level of legalization (for example, medical marijuana as opposed to legalization in general). The Issuer's ability to gain and increase market acceptance of its proposed investment business may require substantial expenditures on investor relations, strategic relationships and marketing initiatives. There can be no assurance that such initiatives will be successful and their failure may have an adverse effect on the Company.

Banking

Since the production and possession of cannabis is illegal under U.S. federal law, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the cannabis industry. Consequently, businesses involved in the cannabis industry often have difficulty finding a bank willing to accept their business. The inability to open bank accounts with certain institutions may make it difficult to operate the Issuer's business.

The Company is subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping and proceeds of crime, including the Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001* (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada.

In February 2014, the Financial Crimes Enforcement Network ("**FCEN**") of the Treasury Department issued a memorandum providing instructions to banks seeking to provide services to cannabis-related businesses. The FCEN memo states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance provided in the Cole Memorandum relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the CSA. Given the rescinding of the Cole Memorandum, it is unclear at this time whether the current administration will follow the guidelines of the FCEN memo.

In the event that any of the Issuer's investments, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such investments in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of the Issuer to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. While the Corporation does not initially expect to pay dividends on its shares, in the event that a determination was made that investments in the United States could reasonably be shown to constitute proceeds of crime, the Issuer may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Total Funds Available

The net funds expected to be available to the Company upon completion of the Private Placement and the expected principal purposes for which such funds will be used are described below:

Sources	**Funds Available on completion of Private Placement**	
	MIN	MAX
Gross Proceeds	$2,000,000	$15,000,000
Net Working Capital	($50,000)	($50,000)
Finder's Commission and Costs	$260,000	$500,000
Total Funds Available:	$1,690,000	$4,450,000

The Company intends to use its funds over the next twelve months as described in the table below. However, there may be circumstances where, for sound business reasons, a reallocation of the net proceeds may be necessary. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified below, and will depend on a number of factors, including those referred to under "**Risk Factors**". At this time the Company does not intend to use the proceeds of the distribution to fund anticipated negative cash flow from operating activities, except to the extent described below.

	Available Funds (Max)	Available Funds (Min)
Loans	$ 3,920,000	$ 1,260,000
General and Administrative	250,000	250,000
Costs of Acquisition	80,000	80,000
Working Capital	200,000	200,000
TOTAL	$ 4,450,000	$ 1,790,000

Note:
(1) In the event the full amount of the Private Placement is not achieved, the amount of loans and working capital will be reduced.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The Annual Financials, Annual MD&A, Interim Financials and Interim MD&A have been incorporated by reference into this Listing Statement and can be viewed at www.sedar.com.

The following is a summary of selected financial information for the Company for the periods indicated which should be read in conjunction with the unaudited interim financial statements of the Company and the notes thereto for the nine months ended April 30, 2017 and the audited financial statements of The Company and the notes thereto for the years ended July 31, 2016, 2015 and 2014.

	Financial Year ended Sept. 30, 2016	Financial Year ended Sept. 30, 2015	Financial Year ended Sept. 30, 2014
Net Income (Loss)	($115,015)	($104,991)	($117,568)
Total Assets	$269,910	$15,623	$91,435
Total Liabilities	9,525	40,223	16,682

Until recently, the Company's sole business was power generation and the exploration and development of oil and gas properties. To date the Company has not yet generated material revenues from such operations and with its proposed change of business, is considered to be an early stage company.

In December 2017, the Company determined that it should pursue a line of business as a merchant bank with a focus on the emerging cannabis sector**.**

Below is a summary of the quarterly results of the Company, for the periods noted below.

	Q2-18	Q1-18	Q4-17	Q3-17
	$	$	$	$
Net loss	(16,880	(62,888)	(87,570)	(24,474)
Basic & Diluted Loss per Share	(0.00)	(0.01)	(0.01)	(0.00)
Weighted Average Shares	12,611,789	12,611,789	12,611,789	12,611,789

	Q2-17	Q1-17	Q1-17	Q4-16
	$	$	$	$
Net loss	(10,167)	(64,631)	(64,631)	(26,677)
Basic & Diluted Loss per Share	(0.00)	(0.00)	(0.00)	(0.00)
Weighted Average Shares	12,611,789	12,611,789	12,611,789	10,389,573

MANAGEMENTS DISCUSSION AND ANALYSIS

The Annual MD&A and Interim MD&A have been incorporated by reference into this Listing Statement and can be viewed at www.sedar.com.

The following management's discussion and analysis (the "MD&A") of the financial condition and results of the operations of the Company constitutes management's review of the factors that affected the Company's financial and operating performance for the period ended March 31, 2018 (attached as schedule A hereto) and should be read in conjunction with the Company's condensed interim consolidated financial statements for the period ended March 31, 2018, and also the audited annual financial statements and MD&A for the year ended September 30, 2017. These financial Statements and management discussion have been prepared in Canadian dollars unless otherwise stated, and in accordance with International Financial Reporting Standards ("IFRS").

Overall Performance

The Company has been informed that following the CSE's review of the Company's application in respect to its previously announced name change to Redfund Capital Corp. ("Redfund") in conjunction with a change of business, the CSE has approved the Company's proposed change of business. A date for the resumption of trading will be determined upon confirmation of the completion of a private placement, as well as completion of the usual application documentation and fees pursuant to CSE policies.

Redfund will provide debt and equity funding in the mid to late stages of a target company's development, or in technologies that are developed and validated but may be in the early stage of commercialization

Ability to Continue as a Going Concern

The Company incurred a net loss of $79,768 for the period ended March 31, 2018, has an accumulated deficit of $29,895,849 and has had recurring losses since inception. The Company has sufficient funds to sustain its operations over the next twelve months. Management is considering all possible financing alternatives, including equity and debt financing to finance the future operations.

The ability to continue operating as a going concern is dependent on raising additional funding to develop successful businesses. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. These circumstances lead to substantial doubt as to the ability of the Company to meet its obligations as they become due and, accordingly, as to the appropriateness of the use of accounting principles applicable to a going concern.

Results of Operations

Results for the three months period ended March 31, 2018

Operating expenses for the three months totaled $16,880 (March 31, 2017 - $10,167). The net loss for the period is increased due to additional professional fees incurred related to new business opportunity exploration.

Results for the six months period ended March 31, 2018

Operating expenses for the three months totaled $79,768 (March 31, 2017 - $74,800). The net loss for the period is comparable with a corresponding drop in consulting fees and increased activity in the areas of investor relations and marketing, regulatory and professional fees.

Related Party Transactions

Transactions with key management and directors

The Company incurred the following transactions for the year ended, companies controlled by current and former directors and officers of the Company:

Key management personnel compensation

During the period ended March 31, 2018, $30,000 was paid to a private company controlled by a director of the Company.

During the period ended March 31, 2018, $8,925 was paid to a private company controlled by the Chief Financial Officer of the Company.

Related parties balance

As at March 31, 2018, the Company owes $12,000 (2017 - $12,000) for consulting fees to a company controlled by a director of the Company.

As at March 31, 2018, the Company owes $5,250 (2017 - $NIL) for consulting fees to a company controlled by athe Chief Financial Officer of the Company.

Amounts due to related parties are non-interest bearing, unsecured, with no terms of repayment.

Liquidity and Capital Resources

At March 31, 2018, the Company had a working capital deficit of $14,24 and (September 30, 2017– ($65,522)

	March 31, 2018	**September 30, 2017**
	$	**$**
Current assets	17,068	91,586
Current liabilities	31,314	26,064

Management believes the Company has adequate liquidity to settle its liabilities when they come due. However, the resources on hand will not be sufficient to enable the Company to acquire and develop successful businesses in the future. Management is actively looking for addition equity and debt financing to address future cash flow needs. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet transactions.

Accounting Policies

The significant accounting policies of the Company are listed in the Note 3 to the Company's audited financial statements for the year ended September 30, 2017.

New Accounting standards

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

The Company intends to adopt the standards when they become effective. The Company has not yet determined the impact of these standards on its financial statements, but does not anticipate that the impact will be significant.

Other accounting standards and amendments to existing accounting standards that have been issued and have future effective dates are not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Financial and Disclosure Controls and Procedures

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52- 109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost effective basis.

Financial Instruments and Risks Management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank account. All of its cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

Liquidity risk
Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time.

Historically, the Company's main source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

MARKET FOR SECURITIES

The Company's shares are listed and posted for trading on the Frankfurt Exchange under the symbol "03X" and the CSE under the symbol "COPR". Upon approval of the proposed transaction and business change, the symbol will change to "RFND".

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Company as at the date hereof, before and after giving effect to the Transaction and the maximum Private Placement.

Authorized Capital	As at Oct 31 (unaudited)	As at Dec 31, after giving effect to the Private Placement, the Transaction and the Forward Split (unaudited)(2)
Long-term debt	Nil	nil
Common Shares	24,178,862 ($7,052,305)	59,645,530(3) ($12,052,305)
Preferred Shares	Nil	nil
Options	Nil	nil
Warrants(1)	7,111,110	38,044,443

Notes:
(1) 7,111,110 of the Warrants have an exercise price of $0.42 and can be exercised any time from the date of issuance until the expiry date, with 3,555,550 expiring January 8, 2018 and the remaining 3,555,550 expiring August 16, 2021. The remaining are Unit Warrants, exercisable at $0.55 for 24 months. Post Forward Split, there will be 11,377,776 warrants exercisable at $0.2625 and 26,666,667 warrants exercisable at $0.34375 per share.
(2) Private placement of 16,666,667 units at $0.30 per Unit. In the event the minimum amount of the Private Placement is placed, common shares outstanding will be 43,645,530 ($13,552,305) and warrants outstanding will be 22,044,443 post Forward Split.
(3) 16,666,667 Common Shares issued at deemed price of $0.30 per share in respect to the Private Placement pre Forward Split – 26,666,667 post Forward Split.

OPTIONS TO PURCHASE SECURITIES

No Options are currently outstanding.

At the Company's most recent Annual General Meeting of Shareholders, management of the Company sought and obtained shareholder approval for the adoption of the stock option plan (the "**Stock Option Plan**") and the approval of the number of shares reserved for issuance under the Stock Option Plan in accordance with and subject to the rules and policies of the Canadian Securities Exchange (the "**CSE**" or the "**Exchange**"). The Board of Directors reserves a rolling 10% of the issued and outstanding shares of the Company from time to time. The purpose of the Stock Option Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

DESCRIPTION OF SECURITIES

Capital Structure

The Company is authorized to issue an unlimited number of shares designated as Common Shares and an unlimited number of shares designated as Preferred Shares. On August 25, 2017, the Company completed a consolidation of its issued and outstanding shares on the basis of 3 old Common Shares for every two new Common Shares, resulting in 37,835,387 Common Shares and no Preferred Shares being issued and outstanding as fully paid and non-assessable. Effective December 13, 2017, the Company consolidated it's issued outstanding Common Shares again, this time on the basis of 3 old Common Shares to 1 new Common Share, resulting in approximately 12,611,789 Common Shares issued and outstanding. Subsequently the Company has agreed a share split of 1.6 new Common Shares for each old Common Share, after the Closing. The Company has agreed to issue 8,000,000 Common Shares in connection with the acquisition of Ultra. With the closing of the minimum Private Placement, there will be 41,196,116 Common Shares outstanding after the Forward Split. With the maximum Private Placement closing, there will be 59,645,530 Common Shares outstanding after the Forward Split.

Common Shares

Except for meetings at which only holders of the Preferred Shares are entitled to vote separately, each holder of a Common Share is entitled to receive notice of, to attend and to vote at all meetings of the shareholders of the Company. Subject to those rights, privileges, restrictions and conditions attached to the Preferred Shares, the holders of Common Shares are entitled to receive dividends if, as and when declared by the Board of Directors, and are entitled to share equally in the remaining property of the Company upon liquidation, dissolution or winding-up.

Preferred Shares

The holders of Preferred Shares rank on a parity preference over the holders of Common Shares with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Company. If any cumulative dividends or amounts payable on the return of capital in respect of a series of Preferred Shares are not paid in full, all series of Preferred Shares participate rateably in respect of accumulated dividends and return capital. Holders of Preferred Shares are not entitled to receive notice of or vote at any meeting of shareholders, except as specifically provided in the BCBCA.

Prior Sales

No Common Shares or securities convertible into Common Shares have been sold within the twelve month period prior to the date of the Listing Statement, nor are any Common Shares or securities convertible into Common Shares to be sold (either by the Company or a Related Person).

Stock Exchange Price

The Common Shares are currently listed and posted for trading on the CSE under the trading symbol "COPR". The following table sets forth the daily high and low closing trading prices and the volume of the trading of the Common Shares, on days which there was trading activity, on the TSXV for the periods indicated.

	Price Range Per Common Share					
Date	**Open**	**High**	**Close**	**Adj Close***		**Volume**
Dec 01, 2017	0.165	0.165	0.165	0.165	0.165	0
Nov 01, 2017	0.3	0.3	0.3	0.3	0.3	0
Oct 01, 2017	0.33	0.33	0.33	0.33	0.33	0
Sep 01, 2017	0.135	0.135	0.135	0.135	0.135	0
Aug 01, 2017	0.1125	0.1125	0.1125	0.1125	0.1125	0
Jul 01, 2017	0.18	0.18	0.18	0.18	0.18	0
Jun 01, 2017	0.225	0.225	0.225	0.225	0.225	0
May 01, 2017	0.135	0.135	0.135	0.135	0.135	0
Apr 01, 2017	0.45	0.45	0.45	0.45	0.45	0
Mar 01, 2017	0.45	0.45	0.45	0.45	0.45	0
Feb 01, 2017	0.09	0.09	0.09	0.09	0.09	0
Jan 01, 2017	0.09	0.09	0.09	0.09	0.09	0

* Close price adjusted for splits and consolidation.

ESCROWED SECURITIES

The following Common Shares will be held in escrow pursuant to the policies of the CSE upon completion of the close of business:

Designation of class held in escrow	Number of Escrow Securities	Percentage of Class(2)
Common Shares	7,548,445(1)	12.6%

Notes:

(1) These shares are releasable on the basis of 10% on Closing, then 15% every six months for the next 36 months.

[(2) Assumes the closing of the maximum private placement, 18.3% in the case of the minimum private placement.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Corporation, no person, firm or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation other than the following:

Name	Number	Percentage	
		after minimum	after maximum
Meris Kott	7,548,445(1)	18.3	12.6

Notes:

(1) Includes 1,470,000 held by 1060606 BC Ltd., a private company of which Ms. Kott is an officer and director.

As at the date of this Listing Statement and assuming the closing of the maximum Private Placement and the Transaction, the directors and officers as a group owned beneficially, directly and indirectly, 7,548,445 Common Shares of the Corporation, representing approximately 12.6% (18.3% assuming minimum Private Placement) of the issued and outstanding Common Shares.

DIRECTORS AND OFFICERS

The following table sets forth the names and location of residence of the officers and directors of the Company, their positions and their principal occupations.

Name and Municipality of Residence	Position with the Company[1]	Number of Common Shares	Principal Occupation for the Past 5 Years
Jatinder ("Jack") Singh Bal[(1)(2)] Vancouver, BC	Director	Nil	Business Consultant
Eugene Hodgson[(1)(2)] Toronto, ON	Director	Nil	VP Origination, Western Canada for Corpfinance International Ltd.
Meris Kott[(1)(2)] Palm Beach County, Florida	Director & CEO	7,548,445	Business Consultant
Mark Ireton[(1)(2)] Vancouver, BC	Director	Nil	Banker, ATB Financial to 2015 President of Noram Ventures Inc. - Nov 10, 2015 to Present
Ryan Cheung[(3)] Vancouver, BC	Chief Financial Officer, Corporate Secretary	Nil	Founder and managing partner of MCPA Services Inc., Chartered Professional Accountants
Total			

Notes:

(1) Mr. Bal was appointed Chief Executive Officer and director on February 3, 2017. Mr. Hodgson was appointed director on September 8, 2017. Mr. Ireton was appointed on November 30, 2017. Ms. Kott was appointed on November 30, 2017. The term of office of each director expires at the next annual meeting of shareholders of the Company.

(2) Each director is a member of the Audit Committee, which is the only committee the Company currently has. All members are financially literate.

(3) Mr. Cheung was appointed Chief Financial Officer on September 1, 2017.

The following are brief profiles of the management of the Company, including a description of each individual's principal occupation within the past five years. Other than Ms Kott who will devote 90% of her time to the Corporation, all will devote approximately 5% of their time to their duties to the Corporation. None of the directors or officers have a non-disclosure or non-compete agreement with the Corporation.

Jatinder ("Jack") Singh Bal – Director (Age 52)

Mr. Bal obtained his Diploma in Computer Information Systems from Vancouver Community College in 1986. He has served on numerous public boards as CEO and Director. He is a consultant for numerous start-ups and mining companies.

Mark Ireton – Director (Age 60)

Mr. Ireton is a banker by profession with over 30 years of experience in all areas of commercial mid-market lending. He is versed in both public and private transactions and divestitures in a variety of sectors that include wholesale distribution, manufacturing, aviation, transportation, construction, excavation, post production and oil service. He is presently President & CEO and Director of Noram Ventures Inc.

Eugene Hodgson, Director (Age 61*)*

Mr. Hodgson has held a number of senior positions in the public sector for the Northwest Territories and British Columbia governments, as well as private industry as a financial and public policy/government affairs advisor over the past 35 years. In addition, he has consulted to various organizations including BC Hydro where he helped to establish their Aboriginal Affairs Group in 1990.

Currently, Mr. Hodgson serves as VP Origination, Western Canada for Corpfinance International Ltd., a Toronto based boutique investment bank with over $1 billion in assets under management and as a director for Maxtech Ventures Inc. and Rover Metals Corp., both CSE listed companies. He has served on the Board of Directors of various companies including Grandfield Pacific Corporation, Arimex Resources

Inc., Equitable Real Estate Investment Corp., Sea Breeze Power Corp. Silvermex Resources Inc., Chair of Pacific Cascade Minerals and Director of Timmins Gold Corp. a TSE and NYSE listed company.

Mr. Hodgson is a graduate of the University of Calgary and holds a Bachelor of Arts Degree in Political Science. He is a recipient of the Queen's Silver Jubilee Medal.

Meris Kott, Director and CEO (Age 58)

Ms. Kott has been in international Investment Banking & Financial Consultancy with a focus on targeting companies for investment and acquisition purposes for large multinational corporations. Ms. Kott has provided bridges for public companies for 25 years. In 1990, she founded Polaris Partners that financed in excess of 500 Million USD. She has been involved in cannabis since Amendment 64 launched in Colorado. Ms. Kott has an economics degree from McGill University. She is a consultant to the Corporation.

Ryan Cheung, Chief Financial Officer (Age* 35*)

Mr. Cheung, CPA, CA, is the founder and managing partner of MCPA Services Inc., Chartered Professional Accountants, in Vancouver, B.C. Leveraging his experience as a former auditor of junior venture and resource companies, Ryan serves as a director and/or officer or consultant for public and private companies providing financial reporting, taxation and strategic guidance. He has been an active member of the Chartered Professional Accountants of British Columbia (formerly Institute of Chartered Accountants of British Columbia) since January 2008. Mr. Cheung holds a Diploma in Accounting from the University of British Columbia and a Bachelor of Commerce in International Business from the University of Victoria.

Penalties or Sanctions

No director or officer of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority. Nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director or officer of the Company has, within the ten years prior to the date of this Listing Statement, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days. On October 30, 2009 a cease trade order was issued against Jack Bal until he brought certain required insider trading reports up to date.

Except as disclosed below, no director or officer of the Company has, within the ten years prior to the date of this Listing Statement, been a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Conflicts of Interest

Certain officers and directors of the Company are also officers and/or directors of other entities engaged in the natural resources or the pharmaceutical and biomedical device businesses generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Company. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

CAPITALIZATION

Issued Capital

	Number of Common Shares (non-diluted)	**Number of Common Shares (fully diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total Outstanding (A)	41,196,116[(1)]	81,689,973	100	100
Held by Related Persons or employees of the Issuer or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	7,548,445 [(1)]	7,548,445	18.3	9.2
Total Public Float [(A)-(B)]	33,647,671	74,141,528	81.7	90.8
Freely-Tradeable Float				
Number of outstanding common shares subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders	18,215,112	24,910,879	44.2	30.5
Total Tradeable Float	22,981,004	56,779,094	55.8	69.5

Notes:
[(1) As of the date hereof after taking into account the Transaction and the initial Private Placement closing of $2,008,730.

Public Securityholders (Registered) (Pre Forward Split)

Size of Holding	Number of Holders	Total Number of Common Shares
1 - 499 Common Shares	62	3,237
500 - 999 Common Shares	93	63,864
1,000 -1,999 Common Shares	16	37,811
2,000 - 2,999 Common Shares	9	36,278
3,000 - 3,999 Common Shares	4	22,611
4,000 - 4,999 Common Shares	8	55,987
5,000 or more Common Shares	30	32,328,275

Public Securityholders (Beneficial) (Pre Forward Split)

Size of Holding	Number of Holders	Total Number of Common Shares
1 - 499 Common Shares	62	3,237
500 - 999 Common Shares	93	63,864
1,000 -1,999 Common Shares	16	37,811
2,000 - 2,999 Common Shares	9	36,278
3,000 - 3,999 Common Shares	4	22,611
4,000 - 4,999 Common Shares	8	55,987
5,000 or more Common Shares	28	30,017,163

Non-Public Security holders (Registered) (Pre Forward Split)

Size of Holding	Number of Holders	Total Number of Common Shares
1 - 99 Common Shares	nil	nil
100 - 499 Common Shares	nil	nil
500 - 999 Common Shares	nil	nil
1,000 -1,999 Common Shares	nil	nil
2,000 - 2,999 Common Shares	nil	nil
3,000 - 3,999 Common Shares	nil	nil
4,000 - 4,999 Common Shares	nil	nil
5,000 - or more Common Shares	2	2,311,112

Convertible and Exchangeable Securities (Pre Forward Split)

Description of Security (Including conversion/exercise/terms. including exercise/conversion price)	Number of convertible/exchangeable securities outstanding	Number of listed securities issuable upon conversion/exercise
Warrants ($0.42)(1)	3,555,555	3,555,555
Warrants ($0.42)(2)	3,555,555	3,555,555

Notes:

(1) Each Warrant is exercisable for one Common Share for a 5 year term from the date of issuance until the expiry date (January 8, 2018).

(2) Each Warrant is exercisable for one Common Share for a 5 year term from the date of issuance until the expiry date (August 16, 2021).

(3) Post Forward Split these warrants will be adjusted to 11,377,776 Warrants exercisable at $0.2625 each.

EXECUTIVE COMPENSATION

The disclosure required by Form 51-102F6 - *Statement of Executive Compensation* under National Instrument 51-102 *Continuous Disclosure Obligations* is provided in the Fundamental Change Circular incorporated by reference into this Listing Statement. The Company has no intention of making any material changes to the compensation structure described in such document.

Assessment of Expected Compensation for 2018

Basic compensation of the named executive officers (the "**Named Executive Officers**") through the payment of the base salary will be targeted to be competitive against similarly sized companies within the industry, and will take into account the current and future financial condition of the Company. Although the Company expects to be in a position compensate the Named Executive Officer's within industry expectations, the Board believes that the base salary may have to be reviewed over the course of the 2017 fiscal year depending on the results of operations.

The anticipated initial base salary for the proposed Named Executive Officers of the Company for the next twelve months is as set out below. Other elements of compensation, and the total compensation payable to the proposed Named Executive Officers of the Company for the months following the date of this Listing Agreement will be provided in the management information circular sent to shareholders for the annual meeting of shareholder for the year ended July 31, 2017. For details of the options held by the officers and directors of the Company as at the date of this Listing Agreement see "**Options to Purchase Securities**" above.

Name and Proposed Principal Position	Fiscal Year Ending September 30	Salary per month ($)
Meris Kott Chief Executive Officer	N/A	$10,000[(1)]
Ryan Cheung Chief Financial Officer	2017	$2,500[(2)]

Notes:

(1) Ms. Kott began with the Company in November, 2017 and her services are provided pursuant to a management agreement with 1060606 BC Ltd., of which she is a director and significant shareholder

(2) Represents the proposed initial monthly base salary for fiscal 2018 and will be reviewed by the Board prior to the next annual meeting of shareholders.

Pension Plan Benefits

It is not anticipated that the Company will establish a pension plan, a defined benefit plan or any retirement savings programs for the Named Executive Officers or other employees of the Company within the next twelve months.

Deferred Compensation Plans

It is not anticipated that the Company will establish a deferred compensation plan for the Named Executive Officers or other employees of the Company within the next twelve months.

Termination and Change of Control Benefits

Arrangements with the Named Executive Officers that provide for payments to such individuals in connection with any termination, resignation, retirement or change in control may be negotiated in the future.

Compensation of Directors

Compensation is not anticipated to be paid to directors who are not executive officers for their services as directors under the same terms and conditions as provided for currently by the Company. Directors may also be eligible to receive grants of stock options from time to time.

No base salary is contemplated for non-employee Directors of the Company for the next twelve months.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Company was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company. None of the proposed nominees for election as a director of the Company, or any associate or affiliate of any director, executive officer or proposed nominee, was indebted to the Company as at the date hereof or at any time during the most recently completed financial year.

The Company has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Company's directors, executive officers, proposed nominees for election as a director, or associates or affiliates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Company

GENERAL RISK FACTORS

An investor should carefully consider the following risk factors in addition to the other information contained in this Listing Statement. The risks and uncertainties below are not the only ones related to the Company. There are additional risks and uncertainties that the Company does not presently know of or that the Company currently considers immaterial which may also impair the Company's business operations. If any of the following risks actually occur, the Company's business may be harmed and its financial condition and results of operations may suffer significantly. The risk factors presented below related exclusively to the Company's additional line of business. For risk factors relevant to the Company's mineral resources exploration and development business see the Annual MD&A, which is incorporated by reference into this Listing Statement.

The Company has a very limited operating history in an emerging area of business and had negative cash flows from operations in its most recently completed financial year.

The Company has a very limited history of operations, is in the early stage of development and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. The Company has no history of earnings. The purpose of the Offering is to raise funds to execute on the Company's business plan set out in this Listing Statement.

Because the Company has a limited operating history in emerging area of business, you should consider and evaluate its operating prospects in light of the risks and uncertainties frequently encountered by early-stage companies in rapidly evolving markets. These risks may include:

- risks that it may not have sufficient capital to achieve its growth strategy;
- risks that it may not develop its product and service offerings in a manner that enables it to be profitable and meet its customers' requirements;
- risks that its growth strategy may not be successful;
- risks that fluctuations in its operating results will be significant relative to its revenues; and
- risks relating to an evolving regulatory regime.

The Company's future growth will depend substantially on its ability to address these and the other risks described in this section. If it does not successfully address these risks, its business may be significantly harmed.

The medical cannabis industry and market are relatively new in Canada and the US, and this industry and market may not continue to exist or grow as anticipated

As a lender, The Company is operating its business in a relatively new cannabis industry and market. In addition to being subject to general business risks, a business involving an agricultural product and a regulated consumer product, the Company needs to continue to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance, and compliance with regulations. These activities may not promote the Company's brand and products as effectively as intended, or at all. Competitive conditions, consumer tastes, patient requirements and spending patterns in this new industry and market are relatively unknown and may have unique circumstances that differ from existing industries and markets.

Accordingly, there are no assurances that this industry and market will continue to exist or grow as currently estimated or anticipated, or function and evolve in a manner consistent with management's expectations and assumptions. Any event or circumstance that affects the cannabis industry and market could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company may compete for market share with other companies, which may have longer operating histories and more financial resources, manufacturing and marketing experience than the Company

The Company does and expects to continue to face intense competition from other lenders and companies, some of which can be expected to have longer operating histories and more financial resources, manufacturing and marketing experience than the Company. In addition, there is potential that the medical cannabis industry will undergo consolidation, creating larger companies with financial resources, manufacturing and marketing capabilities, and product offerings that are greater than those of the Company. As a result of this competition, the Company may be unable to maintain its operations or develop them as currently proposed on terms it considers acceptable or at all. Increased competition by larger, better-financed competitors with geographic advantages could materially and adversely affect the Company's business, financial condition and results of operations.

As well, the legal landscape for medical and recreational cannabis is changing internationally. More countries have passed laws that allow for the production and distribution of cannabis for medical purposes in some form or another. The Company has some international strategic alliances in place, which may be affected if more countries legalize medical cannabis. Increased international competition and limitations placed on the Company by Canadian regulations might lower the demand for the Company's products on a global scale.

The Company may seek to expand its business and operations into jurisdictions outside of Canada, and there are risks associated with doing so

The Company may in the future expand its operations and business into jurisdictions outside of Canada. There can be no assurance that any market for the Company's products will develop in any such foreign jurisdiction. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations and the effects of competition. These factors may limit the Company's capability to successfully expand its operations and may have a material adverse effect on the Company's business, financial condition and results of operations.

Unfavourable Publicity or Consumer Perception

The Company believes the marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of marijuana products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and cash flows of the Company. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for medical marijuana products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Company's products specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

The Company may not be able to accurately predict its future capital needs and it may not be able to secure additional financing

The Company may need to raise significant additional funds (other than through the Private Placement) in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms, or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

The Company may not be able to secure adequate or reliable sources of funding required to operate its business and meet consumer demand for its products

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company ceasing to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing.

Conflicts of interest may arise between The Company and its directors and officers as a result of other business activities undertaken by such individuals

The Company may be subject to various potential conflicts of interest because of the fact that some of its directors and executive officers may be engaged in a range of business activities. In addition, the Company's directors and executive officers may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Company and subject to any contractual restrictions restricting such activities. In some cases, the Company's executive officers and directors may have fiduciary obligations associated with business interests that interfere with their ability to devote time to the Company's business and affairs, which could adversely affect the Company's operations. These business interests could require significant time and attention of the Company's executive officers and directors.

Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws and policies of the Company. For example, a director who has a material interest in a matter before the Board or any committee on which he or she serves is required to disclose such interest as soon as the director becomes aware of it and absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. In accordance with applicable laws, the directors of the Company are required to act honestly and in good faith with a view to the best interests of the Company.

The Company may be subject to litigation in the ordinary course of its business

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the Common Shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of The Company's brand.

Holders of Common Shares may be subject to dilution resulting from future offerings of Common Shares by the Company

The Company may raise additional funds in the future by issuing equity securities. Holders of Common Shares will have no pre-emptive rights in connection with such further issues. The Board of Directors has the discretion to determine if an issuance of Common Shares is warranted, the price at which such issuance is effected and the other terms of issue of Common Shares. In addition, additional Common Shares may be issued by the Company in connection with the exercise of options granted following the completion of the IPO. Such additional equity issuances could, depending on the price

Reliance on Management

The success of the Company is currently dependent on the performance of its Chief Executive Officer and board of directors. The loss of the services of these persons would have a material adverse effect on the Company's business and prospects in the short term. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

The Company may be unable to attract or retain key personnel with sufficient experience in the medical cannabis industry, and may prove unable to attract, develop, and retain additional employees required for the Company's development and future success

The success of the Company is currently largely dependent on the performance of its management team (collectively, "Key Persons"). The Company's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and the Company may incur significant costs to attract and retain them. In addition, the Company's lean management structure may be strained as the Company pursues growth opportunities in the future. The loss of the services of a Key Person, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on the Company's ability to execute on its business plan and strategy, and the Company may be unable to find adequate replacements on a timely basis, or at all. The Company does not currently maintain key-person insurance on the lives of any of its Key Persons.

It is not anticipated that any dividend will be paid to holders of Common Shares for the foreseeable future

No dividends on the Common Shares have been paid to date. The Company anticipates that, for the foreseeable future, it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Board of Directors after taking into account many factors, including the Company's earnings, operating results, financial condition, current and anticipated cash needs, and restrictions in financing agreements.

Currency Exchange Rates

Exchange rate fluctuations may adversely affect the Company's financial position and results. It is anticipated that a significant portion of the Company's business will be conducted in the United States using U.S. dollars. The Company's financial results are reported in Canadian Dollars and costs are incurred primarily in U.S. dollars in its marijuana and CBD-Infused Products Segment. The depreciation of the Canadian Dollar against the U.S. Dollar could increase the actual capital and operating costs of the Company's U.S. operations and materially adversely affect the results presented in the Company's financial statements. Currency exchange fluctuations may also materially adversely affect the Company's future cash flow from operations, its results of operations, financial condition and prospects.

PROMOTERS

Meris Kott is considered to be a promoter of the Company as she initiated its change of business transaction. Prior to the Transaction, Ms Kott held 1,244,444 (6.2%) of the Common Shares, and 9,144,445 shares post transaction. See "Escrowed Securities".

LEGAL PROCEEDINGS

There are no claims, actions, proceedings or investigations pending against the Company or, to the knowledge of the Company, threatened against the Company that, individually or in the aggregate, are material to the Company or would prevent or materially delay the Transaction or the Offering. Neither the Company nor its assets and properties is subject to any outstanding judgment, order, writ, injunction or decree that has had or would be reasonably expected to have a material adverse effect on the Company or that would prevent or materially delay the Transaction or the Offering.

INTEREST IN MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as previously described herein, management of the Company is not aware of a material interest, direct or indirect, of any director or officer of the Company, any director or officer of a body corporate that is itself an insider of the Company, any proposed nominee for election as a director of the Company, any principal shareholder, or any associate or affiliate of any such person, in any transaction for the 36 months preceding the date of this Listing Statement or in any proposed transaction which has materially affected or would materially affect the Company.

AUDITOR, TRANSFER AGENTS AND REGISTRARS

The auditor of the Company is Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, at its principal office in Vancouver, British Columbia. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants is the successor auditor to Ernst & Young LLP, Chartered Professional Accountants and was first appointed as auditor of the Company on January 14, 2011.

The Company's transfer agent and registrar is Computershare Trust Company of Canada at its principal offices in Vancouver, British Columbia.

MATERIAL CONTRACTS

Other than as set forth elsewhere in this Listing Statement, the Company has not entered into any contracts material to investors in the Common Shares.

INTEREST OF EXPERTS

No expert has prepared or certified a report or valuation described or included in this Listing Statement.

OTHER MATERIAL FACTS

There are no material facts not otherwise disclosed elsewhere in this Listing Statement.

CERTIFICATE OF REDFUND CAPITAL CORP.

Pursuant to a resolution duly passed by its Board of Directors, Redfund Capital Corp. hereby applies for the listing of the above mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to Redfund Capital Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

DATED at Calgary, Alberta, this 30th day of June, 2018.

"Meris Kott"	*"Ryan Cheung"*
Meris Kott Chief Executive Officer and Director	Ryan Cheung Chief Financial Officer

And on behalf of the Board of Directors by

"Mark Ireton"	*"Jack Bal"*
Mark Ireton Director	Jack Bal Director

Parana Copper Corporation

(formerly AAN Ventures Inc.)

Condensed Interim Consolidated Financial Statements

For the Six Months Ended March 31, 2018

NOTICE OF NO AUDITOR REVIEW OF
INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Parana Copper Corporation
(formerly AAN Ventures Inc.)
Condensed interim consolidated statements of financial position
(Expressed in Canadian dollars)

As at	Note	March 31, 2018	September 30, 2017
		$	$
ASSETS			
Current Assets			
Cash		**2,436**	88,954
Sales tax receivables		**2,632**	2,632
Prepaid and advances		**12,000**	-
TOTAL ASSETS		**17,068**	91,586
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	4	**31,314**	26,064
		31,314	26,064
Shareholders' equity			
Share capital	5	**23,509,240**	23,509,240
Reserves	5	**6,372,363**	6,372,363
Deficit		**(29,895,849)**	(29,816,081)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)		**(14,246)**	65,522
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**17,068**	91,586

Approved on behalf of the Board of Directors:

"Meris Kott"	*"Eugene Hodgson"*
Director	Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Parana Copper Corporation
(formerly AAN Ventures Inc.)
Condensed interim consolidated statements of net and comprehensive loss
(Expressed in Canadian dollars)

	Note	For the three months ended March 31, 2018	For the three months ended March 31, 2017	For the six months ended March 31, 2018	For the six months ended March 31, 2017
		$	$	**$**	**$**
EXPENSES					
Foreign exchange		-	130	-	(183)
Consulting fees	6	**5,250**	1,500	42,250	58,500
Office and administrative		**1,212**	2,183	5,294	6,811
Investor relations and marketing		**-**	-	7,875	-
Professional fees		**10,418**	878	3,675	1,878
Transfer agent and regulatory fees		**-**	5,476	20,674	7,794
Net loss for the period		**(16,880)**	(10,167)	**(79,768)**	(74,800)
Other Comprehensive loss					
Foreign exchange gain		**-**	-	-	-
Comprehensive loss for the period		**(16,880)**	(10,167)	**(79,768)**	(74,800)
Basic and diluted loss per share		**(0.00)**	(0.00)	**(0.00)**	(0.00)
Weighted average shares outstanding -basic and diluted		**12,611,789**	9,981,659	**12,611,789**	9,981,659

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Parana Copper Corporation
(formerly AAN Ventures Inc.)
Condensed interim consolidated statement of changes in shareholders' deficiency
(Expressed in Canadian Dollars)

	Share Capital		Reserves			
	Number of shares	**Share capital**	**Stock Based reserve**	**Foreign exchange reserve**	**Deficit**	**TOTAL**
		$	$	$	$	$
Balance as at September 30, 2016	12,611,789	23,509,240	6,380,384	-	(29,629,239)	260,385
Net and Comprehensive loss for the year	-	-	-	-	(74,800)	(74,800)
Balance as at March 31, 2017	12,611,789	23,509,240	6,380,384	-	(29,704,039)	185,585
Balance as at September 30, 2017	**12,611,789**	**23,509,240**	**6,372,363**	**-**	**(29,816,081)**	**65,522**
Net and Comprehensive loss for the year	**-**	**-**	**-**	**-**	**(79,768)**	**(79,768)**
Balance as at March 31, 2018	**12,611,789**	**23,509,240**	**6,372,363**	**-**	**(29,895,849)**	**(14,246)**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Parana Copper Corporation
(formerly AAN Ventures Inc.)
Condensed interim consolidated statements of cash flows
(Expressed in Canadian Dollars)

	For the six months ended March 31, 2018	**For the six months ended March 31, 2017**
	$	$
Operating activities		
Net loss	(79,768)	(74,800)
Adjustment for non-cash items		
Foreign exchange gain	-	-
Changes in non-cash working capital items		
Prepaid expenses	(12,000)	-
Sales tax receivable	-	(116)
Accounts payable and accrued liabilities	5,250	9,000
Due to related parties	-	-
Net cash flows used in operating activities	**(86,518)**	**(83,916)**
Financing activities		
Cash share capital received	-	-
Net cash flows provided by financing activities	**-**	**-**
Change in cash during the year	(86,518)	(83,916)
Cash, beginning of year	88,954	269,261
Cash, ending of year	**2,436**	**185,345**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Parana Copper Corporation (formerly AAN Ventures Inc.) (the "Company") was incorporated under the Business Corporation Act of Alberta on August 31, 1998 and was continued to British Columbia on January 30, 2006. The Company changed its name from AAN Ventures Inc. to Parana Copper Corporation on May 25, 2017. The Company's shares are publicly traded on the Frankfurt Exchange and Canadian Stock Exchange (the "CSE") under the symbol "COPR".

The Company has been informed that following the CSE's review of the Company's application in respect to its previously announced name change to Redfund Capital Corp. ("Redfund") in conjunction with a change of business, the CSE has approved the Company's proposed change of business. A date for the resumption of trading will be determined upon confirmation of the completion of a private placement, as well as completion of the usual application documentation and fees pursuant to CSE policies.

Redfund will provide debt and equity funding in the mid to late stages of a target company's development, or in technologies that are developed and validated but may be in the early stage of commercialization

April 20, 2018, the Company amended the terms of their previously announced private placement of up to $35,000,000 by the repricing of units to $0.35 per unit (the "Private Placement") Each unit will now consist of one common share and one warrant entitling the holder to subscribe for one common share for $0.60 for 2 years, subject to Redfund having the right to accelerate the expiry date if the shares trade at $.90 for a period of 14 consecutive days which can include days where no shares trade.

The head office, principal address and records office of the Company are located at 702 – 595 Howe Street, Vancouver, B.C. V6C 2E5.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2018, the Company is not able to finance day to day activities through operations and incurs losses. The continuing operations of the Company are dependent upon its ability to identify a viable business opportunity and to attain profitable operations and generate funds there from. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and or private placement of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of May 24, 2018, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended September 30 2017, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending September 30, 2018 could result in restatement of these unaudited condensed consolidated interim financial statements.

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial statements are presented in Canadian dollars unless otherwise noted.

3. NEW ACCOUNTANT STANDARDS

New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

The Company intends to adopt the standards when they become effective. The Company has not yet determined the impact of these standards on its financial statements, but does not anticipate that the impact will be significant.

Other accounting standards and amendments to existing accounting standards that have been issued and have future effective dates are not applicable or are not expected to have a significant impact on the Company's

3. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value

Common share consolidation

Effective August 28, 2017, the Company consolidation its issued and outstanding common shares on a 1.5 to 1 basis, which resulted in 37,835,368 shares outstanding post-consolidation. Effective December 11, 2017, the Company further consolidated its issued and outstanding common shares on a 3 to 1 basis, which resulted in 12,611,789 shares outstanding post consolidation. All references to common shares, stock options and warrants in these consolidated financial statements have been adjusted to reflect this change.

Issued share capital

See Note 1 for proposed private placement.

Stock options

The Company has adopted a stock option plan whereby the Company may from time to grant to directors, officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

At March 31, 2018, there were no stock options outstanding.

Share Purchase Warrants

The continuity of the Company's outstanding warrants is as follows:

	March 31, 2018	September 30, 2017

(Expressed in Canadian Dollars)

		Weighted Average Exercise Price	**Number of Warrants**		Weighted Average Exercise Price	Number of Warrants
Outstanding at beginning of period	$	0.225	4,444,444	$	0.225	4,444,444
Issued		-	-		-	-
Expired		-	-		-	-
Outstanding at end of the period	**$**	**0.225**	**4,444,444**	$	**0.225**	**4,444,444**

Warrants outstanding as at March 31, 2018 are as follows:

Exercise price	**Issue date**	**Expiry date**	**Number of Warrants**
$ 0.225	January 8, 2016	January 8, 2021	2,222,222
$ 0.225	August 16, 2016	August 16, 2021	2,222,222
		TOTAL	4,444,444

On September 7, 2017, the Company extended the expiry date for the 2,222,222 warrants issued on January 8, 2016 from January 8, 2018 to January 8, 2021.

Stock based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Foreign currency translation reserve

The foreign currency translation reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

4. RELATED PARTY TRANSACTIONS

<u>Transactions with key management and directors</u>
The Company incurred the following transactions for the year ended, companies controlled by current and former directors and officers of the Company:

Key management personnel compensation

During the period ended March 31, 2018, $30,000 was paid to a private company controlled by a director of the Company.

During the period ended March 31, 2018, $8,925 was paid to a private company controlled by the Chief Financial Officer of the Company.

Related parties balance

As at March 31, 2018, the Company owes $12,000 (2017 - $12,000) for consulting fees to a company controlled by a director of the Company.

As at March 31, 2018, the Company owes $5,250 (2017 - $NIL) for consulting fees to a company controlled by the Chief Financial Officer of the Company.

Amounts due to related parties are non-interest bearing, unsecured, with no terms of repayment.

5. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

Financial risk *management*

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank account. All of its cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

Liquidity risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time.

Historically, the Company's main source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding**.**

Capital Management

Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital.

In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company is not subject to externally imposed capital requirements. The Company's management of capital did not change during the period ended March 31, 2018.

Fair Value

The fair value of the Company's financial assets and liabilities approximate the carrying amount wither due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quote prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 Inputs that are not based on observable market data.

The Company's financial instruments include cash, accounts payable and accrued liabilities. As at March 31, 2018 and 2017, the carrying value of cash is at fair value. Accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The Company has no financial instruments subject to Level 2 and Level 3 fair value measurements.