DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.

CSE FORM 2A
LISTING STATEMENT

February 21, 2019

Notice to Reader: On November 15, 2018 DigiCrypts Blockchain Solutions Inc. (the "Company") filed an application to become an Exempt Market Dealer in Ontario (the "EMD Registration"). Prior to such registration, the Company is not eligible to perform registered services including acting as a registered broker dealer, or acting as a registered selling agent for any funding that may be conducted by the Company's clients. Accordingly, the Company is limited to performing consulting services for its clients until such time as the application is approved.

Approximately three-quarters of the Company's projected revenue described herein, including the business plan and forecast for the forthcoming twelve (12) month period, is dependent upon the Company obtaining the EMD Registration. Although there is nothing to suggest that the Company will be unable to obtain the EMD Registration, there can be no assurance that it will be obtained or that it will be obtained in the time period and at the cost for which the Company anticipates. If the EMD Registration is not obtained, the Company will be unable to proceed with certain aspects of its business plan.

Page

1. TABLE OF CONTENTS

1.	GLOSSARY	4
2.	CORPORATE STRUCTURE	8
3.	GENERAL DEVELOPMENT OF THE BUSINESS	10
4.	NARRATIVE DESCRIPTION OF THE BUSINESS	11
5.	SELECTED CONSOLIDATED FINANCIAL INFORMATION	23
6.	MANAGEMENT'S DISCUSSION AND ANALYSIS	24
7.	MARKET FOR SECURITIES	24
8.	CONSOLIDATED CAPITALIZATION	25
9.	OPTIONS TO PURCHASE SECURITIES	25
10.	DESCRIPTION OF THE SECURITIES	25
11.	ESCROWED SECURITIES	26
12.	PRINCIPAL SHAREHOLDERS	27
13.	DIRECTORS AND OFFICERS	27
14.	CAPITALIZATION	34
15.	EXECUTIVE COMPENSATION	37
16.	INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	43
17.	RISK FACTORS	43
18.	PROMOTERS	53
19.	LEGAL PROCEEDINGS	53
20.	INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	53
21.	AUDITORS, TRANSFER AGENTS AND REGISTRARS	54
22.	MATERIAL CONTRACTS	54
23.	INTEREST OF EXPERTS	54
24.	OTHER MATERIAL FACTS	54
25.	FINANCIAL STATEMENTS	54

TABLE OF CONTENTS
(continued)

Schedule "A"	Financial Statements of DigiCrypts Blockchain Solutions Inc. • Auditor's consent of Wasserman Ramsay LLP • Audited Financial Statements for the years ended January 31, 2018 and 2017 • Unaudited Financial Statements for the three and nine months ended October 31, 2018
Schedule "B"	Financial Statements of 2618249 Ontario Corp. • Audited Interim Financial Statements for the stub period between the date of incorporation and April 20, 2018
Schedule "C"	Management's Discussion and Analysis of DigiCrypts Blockchain Solutions Inc. • Management's Discussion and Analysis of Financial Condition and Operating Results years ended years ended January 31, 2018 and 2017 and the three and nine months ended October 31, 2018

GLOSSARY

The following is a glossary of certain general terms used in this Listing Statement of DigiCrypts, including the summary hereof. Terms and abbreviations used in the financial statements included in, or appended to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Where the context requires, words importing the singular include the plural and vice versa and words importing any gender include both genders.

"**Affiliate**" means a Company that is affiliated with another Company as described below.

A Company is an "Affiliate" of another Company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person;

"**Board**" means the board of directors of DigiCrypts;

"**Change of Control**" means an event whereby any Person or group of persons acting jointly or in concert (within the meaning of such phrase in the *Securities Act* (Ontario)) shall beneficially own or control, directly or indirectly, equity interest in the capital of the Company which have or represent more than 50% of the votes that may be cast to elect the directors or other persons charged with the management and direction of the Company;

"**Company**" means unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

"**Control Person**" means any person or Company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer;

"**Consolidation**" means the consolidation of the Shares completed on December 27, 2018, at ratio of four (4) pre-consolidation Shares to one (1) post-consolidation Share;

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

"**CSE Policies**" means the policies and procedures of the CSE;

"**Debenture**" means the 10% secured convertible debentures of DigiCrypts issued in tranches on September 28, 2018 and February 8, 2019 in the aggregate principal amount of $1,034,500;

"**Debenture Financing**" means, together, the 10% secured convertible debenture financing completed by DigiCrypts (i) on September 28, 2018 for total proceeds of $484,500, and (ii) on February 8, 2019 for total proceeds of $550,000;

"**Debenture Warrants**" means 2,586,250 common share purchase warrants of DigiCrypts issued on February 8, 2019, each such warrant exercisable for a period of two (2) years from issuance into Shares at an exercise price per Share equal to the lowest of (i) $0.30, (ii) the product of the Conversion Price (as defined herein) multiplied by 1.5, and (iii) the exercise price of common share purchase warrants issued by the Company prior to the expiration of the Debenture Warrants for each Debenture Warrant exercised;

"**DigiCrypts**" or the "**Corporation**" means, DigiCrypts Blockchain Solutions Inc., an unlisted reporting issuer in the province of Ontario;

"**fiat currency**" means currency that a government has declared to be legal tender, but it is not backed by a physical commodity, such as the Canadian or United States dollar;

"**GAAP**" means generally accepted accounting principles approved by the Canadian Institute of Chartered Accountants or its successor, including IFRS, as applicable;

"**Governmental Entity**" means any government, parliament, legislature, regulatory authority, governmental department, agency, commission, board, tribunal, crown corporation, court or other law, rule or regulation-making entity having jurisdiction or exercising executive, legislative, judicial, regulatory or administrative powers on behalf of any federation or nation, or any province, territory, state or other subdivision thereof or any municipality, district or other subdivision thereof, including, for greater certainty and without limitation, any Securities Authorities;

"**Hash Rate**" means the speed at which a Miner, or group of Miners paired together, completes an operation in the blockchain code of a cryptocurrency;

"**Initial Listing Requirements**" means the minimum financial, distribution and other standards that must be met by an Issuer seeking a listing on the CSE;

"**Insider**" if used in relation to an Issuer, means:

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of the Company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer; or

(d) the Issuer itself if it holds any of its own securities;

"**Laws**" means all statutes, codes, ordinances, regulations, statutory rules, published policies, published guidelines and terms and conditions of any grant of approval, permission, authority or license of any Governmental Entity, and the term "applicable" with respect to such Laws, and in the context that refers to one or more Persons, means that such Laws apply to such Person or Persons or its or their business, undertaking, property or securities and emanate from a Governmental Entity having jurisdiction over the Person or Persons or its or their business, undertaking, property or securities (all references herein to a specific statute being deemed to include all applicable rules, regulations, rulings, orders and forms made or promulgated under such statute and the published policies and published guidelines of the Governmental Authorities administering such statute) and shall include the published rules and policies of the CSE;

"**Listing Statement**" means this listing statement, including the Schedules attached hereto, of DigiCrypts prepared in accordance with Form 2A of the CSE Policies;

"**Material Adverse Effect**" means, when used in connection with DigiCrypts, as applicable, any event, condition or change which individually or in the aggregate constitutes, or would reasonably be expected to have, a material adverse effect on their respective business assets, liabilities, condition (financial or otherwise) or results of operations on a consolidated basis; provided, however, that the determination of whether a Material Adverse Effect has occurred shall be made ignoring any event, change, fact or effect resulting from: (i) any change in GAAP or Laws or interpretation thereof; (ii) any generally applicable change or development in economic, regulatory, business or financial market conditions; or (iii) any acts of terrorism or war;

"**MD&A**" means the management discussions and analyses of DigiCrypts for:

(a) the financial year ended January 31, 2017; and

(b) the financial year ended January 31, 2018.

"**Named Executive Officers**" means the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (other than the chief executive officer and chief financial officer) as at the most recently completed financial year end whose total compensation for the most recently completed financial year was individually $150,000 or greater;

"**Non-Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person;

"**OBCA**" means the *Business Corporations Act* (Ontario);

“**Person**” means a Company or individual;

“**Promoter**” means (a) a person or company who, acting alone or in conjunction with one or more other persons, companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer; or (b) a person or company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, ten percent (10%) or more of any class of securities of the issuer or ten percent (10%) or more of the proceeds from the sale of any class of securities of a particular issue, but a person or company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this definition if such person or company does not otherwise take part in founding, organizing, or substantially reorganizing the business;

“**Reward**” means the new cryptocurrency coin that is awarded by the blockchain network to eligible cryptocurrency miners for each block they mine successfully;

“**RTO Warrants**” means 5,375,000 common share purchase warrants with each such RTO Warrants being exercisable into one (1) Share at an exercise price of $0.20 per Share (post-Consolidation) and expiring on the earlier of (i) March 29, 2020, or (ii) 30 days following the date that a notice is delivered from DigiCrypts to the holder of the warrant that the Shares have traded on a stock exchange for 10 consecutive days at a closing price in excess of $0.40.

“**Tax Act**” means the *Income Tax Act* (Canada); and

“**Warrants**” means the RTO Warrants and the Debenture Warrants.

Forward-Looking Statements

The information provided in this listing statement (the “**Listing Statement**”), including information incorporated by reference, may contain “forward-looking statements” about DigiCrypts. In addition, DigiCrypts may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of DigiCrypts that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by DigiCrypts that address activities, events or developments that DigiCrypts expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as “may”, “will”, “would”, “could”, “should”, “believes”, “estimates”, “projects”, “potential”, “expects”, “plans”, “intends”, “anticipates”, “targeted”, “continues”, “forecasts”, “designed”, “goal”, or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of DigiCrypts and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- the availability of financing opportunities, legal and regulatory risks inherent in the digital currency industry, risks associated with economic conditions, dependence on management and currency risk, anticipated business sectors of DigiCrypts to be subject to regulation; and

- other risks described in this Listing Statement and described from time to time in documents filed by DigiCrypts with Canadian securities regulatory authorities.

Consequently, all forward-looking statements made in this Listing Statement and other documents of DigiCrypts are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on DigiCrypts. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Issuer and/or persons acting on its behalf may issue. DigiCrypts undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation. See *Section 17 – Risk Factors*.

Currency

All References in this Listing Statement to “$” or “dollars” refer to Canadian dollars.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Issuer believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, DigiCrypts has not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

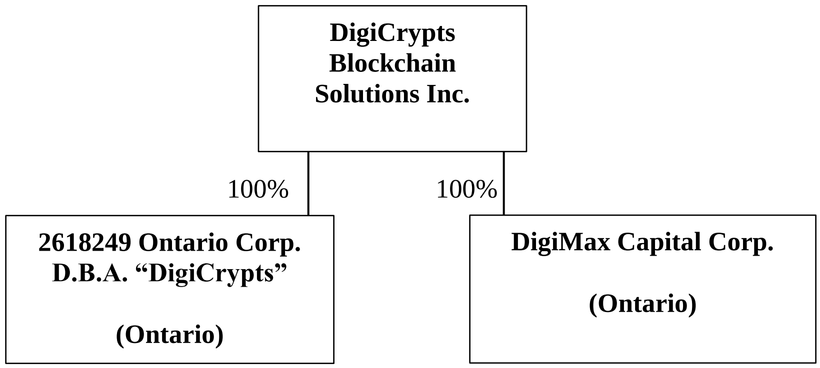
The Corporation’s corporate name is DigiCrypts Blockchain Solutions Inc., and its registered address is located at 31 Sunset Trail, Toronto, Ontario M9M 1J4. The Corporation was formerly named “TJR Coatings Inc.” and changed its name on May 25, 2018.

2.2 Jurisdiction of Incorporation – Issuer

DigiCrypts was incorporated on December 11, 1998 pursuant to the OBCA under corporation number 001329369.

2.3 Inter-corporate Relationships

DigiCrypts has two wholly-owned subsidiaries as indicated in the following chart:



2.4 – Fundamental Change

On March 29, 2018, DigiCrypts completed the reverse takeover (“**RTO**”) by 2618249 Ontario Corp. (DBA ‘DigiCrypts’) (“**2618249**”) pursuant to which, DigiCrypts issued 194,000,000 common shares (“**Shares**”) at a deemed price of $0.025 per Share in exchange for all of the issued and outstanding shares of 2618249. DigiCrypts also issued 21,500,000 common share purchase warrants (“**RTO Warrants**”) in exchange for warrants of the same terms and conditions of existing warrants issued by 2618249 Ontario Corp. Each Warrant is exercisable into one (1) Share at an exercise price of $0.05 per Share and expiring on the earlier of (i) March 29, 2020, or (ii) 30 days following the date that a notice is delivered from DigiCrypts to the holder of the warrant that the Shares have traded on a stock exchange for 10 consecutive days at a closing price in excess of $0.10.

As a result of the RTO, DigiCrypts had 216,363,636 Shares and 21,500,000 RTO Warrants outstanding. Concurrent with the closing of the RTO, DigiCrypts repaid $100,000 out of $366,885 in shareholder loans owed to Mr. Robert Salna in full and final settlement of such loans.

Consolidation

At the Annual General and Special Meeting of the shareholders of DigiCrypts conducted on May 21, 2018, the shareholders approved a resolution which enables the Board to consolidate the Shares at a ratio of their determination up to a maximum of ten (10) pre-consolidation Shares to one (1) post-consolidation Shares. The Board determined that a consolidation of the Shares at ratio of four (4) pre-consolidation Shares to one (1) post-consolidation Share (the “**Consolidation**”) was in the best interests of the Company and the Consolidation was completed on December 27, 2018.

On completion of the Consolidation, the Company had 54,090,909 Shares and 5,375,000 RTO Warrants outstanding. References to the Shares contained in this Listing Statement are on a post-Consolidation basis unless otherwise explicitly stated herein or as dictated by the implied context herein.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 – General Development of DigiCrypts's Business

The business of 2618249, the mining of crypto currencies, became the primary operating business of DigiCrypts upon closing of the RTO. Since that time, DigiCrypts, through its subsidiary DigiMax Capital Corp. ("**DigiMax**"), has developed and released a global ICO and ITO information application called DigiMax, which has become the principal business of DigiCrypts. DigiMax also provides consulting services to companies interested in issuing a Security Token Offering ("STO") by assisting them in developing a suitable business plan, and to help them make contact with the various registered service providers they need to work with to complete their STO.

General Description of DigiCrypts's Business

DigiCrypts Blockchain Solutions Inc. ("**DigiCrypts**") was incorporated on December 11, 1998 in the Province of Ontario. On March 31, 1999, DigiCrypts acquired 100% of the outstanding shares of Noble House Coatings Inc. ("**NHCI**"). NHCI was a manufacturer and distributor of specialized wood coating products. On November 1, 2001, NHCI discontinued all operations as a subsidiary of DigiCrypts. As such DigiCrypts had no active business left.

Prior to the completion of the RTO with 2618249, DigiCrypts had no business operations.

Debenture Financing

On September 28, 2018 DigiCrypts completed a non-brokered private placement offering of aggregate principal amount of $484,500 10% secured subordinated convertible debentures (the "**September 2018 Debentures**"). The September 2018 Debentures mature on September 28, 2021.

On February 8, 2019, DigiCrypts completed a non-brokered private placement offering of an aggregate principal amount of $550,000 10% secured convertible debentures (the "**February 2019 Debentures**", together with the September 2018 Debentures, the "**Debentures**"). Each Debenture bears interest at a rate of 10% per annum, which is payable in cash to the holders thereof on the last date of each calendar quarter for a period of three years from the date of issue or the date the Debenture is converted. The Debentures are convertible at the option of the holder into Shares, at a conversion price that is the lesser of (i) $0.20, or (ii) 75% of the lowest price offered in a private placement of the Company's Shares (the "**Conversion Price**") while such Debenture remains outstanding.

In addition, on February 8, 2019, the Company issued amended secured convertible debentures to the holders of the September 28 Debentures such that the terms of the September 2018 Debentures have been amended to mirror the terms of the February 2019 Debentures.

On closing of the offering of the February 2019 Debentures, the Company issued to the holders of the Debentures, 2,586,250 common share purchase warrants (each a "**Debenture Warrant**"). The Debenture Warrants are exercisable for a period of two (2) years from issuance into Shares at an exercise price per Share equal to the lowest of (i) $0.30, (ii) the product of the Conversion Price multiplied by 1.5, and (iii) the exercise price of common share purchase warrants issued by the

Corporation prior to the expiration of the Debenture Warrants for each Debenture Warrant exercised.

3.2 Significant acquisition

On March 29, 2018, 2618249 completed the RTO of DigiCrypts pursuant to which DigiCrypts issued 194,000,000 Shares at a deemed price of $0.025 per Share in exchange for all of the issued and outstanding shares of 2618249. See Section 2.4 – *Fundamental Change*.

3.3 Trend, commitments, events or uncertainties.

There are significant risks associated with the business of DigiCrypts, as described above and in *Section 17 – Risk Factors*. Readers are strongly encouraged to carefully read all of the risk factors contained in *Section 17 – Risk Factors.*

In particular, there are uncertainties surrounding DigiCrypts carrying on the DigiCrypts business including but are not limited to: regulatory risks, operating in a highly-regulated industry, its limited operating history and uncertainty of future revenues, competition, dependence on key executives, further funding requirements, insurance and uninsured risks, management of growth, proprietary protection, conflicts of interest, unfavourable publicity or consumer perception, share price volatility, its vulnerability to rising energy costs, reliance on key inputs, dependence on suppliers and skilled labour, difficulty to forecast, the need to attract and retain qualified personnel, litigation, dividends, and the limited market for its securities.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 – Narrative Description of DigiCrypts's Business

DigiCrypts is a development stage company. It is involved in three lines of business related to blockchains, crypto currencies, and securitized tokens, although all lines of business are considered one reportable segment in accordance with the Handbook**.**

I. **Syndication Consulting**. This can be described as acting as a global non-registered syndication consultant and, with a plan to become a registered firm (as such term is defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligation*) (the "**EMD Registration**"), acting as a broker-dealer and an advisor to companies seeking to issue an STO;

II. **DigiMax App**. Facilitating funding of STO's through an automated process of matching STO issuers to registered issuers and qualified investors though DigiCrypt's application currently named "DigiMax";

III. **Cryptocurrency Mining**.

Overview of Blockchain and Cryptocurrencies

As the name indicates, "Block-chain" refers to a series, or chain, of multiple blocks where the blocks themselves contain or are made up of data or information. The blockchain then, in most applications, is a decentralized ledger of all transactions typically used across a peer-to-peer network. Using this technology, participants can confirm transactions without a need for a central clearing authority. Potential applications include fund transfers, settling trades, voting and many other issues. Blockchain is, quite simply, a digital, decentralized ledger that keeps a record of all transactions that take place across a peer-to-peer network. The major innovation is that the technology allows market participants to transfer assets across the internet without the need for a centralized third party.

A cryptocurrency is a digital asset designed to work as a medium of exchange that uses strong cryptography to secure financial transactions, control the creation of additional units, and verify the transfer of assets. Cryptocurrencies use decentralized control as opposed to centralized digital currency and central banking systems. The decentralized control of each cryptocurrency works through distributed ledger technology, typically a blockchain, that serves as a public financial transaction database.

Business Objectives

DigiCrypts' has the following business objectives for the forthcoming 12-month period:

1. Enter into sixteen client contracts for syndication consulting (this does not require the EMD Registration);
2. Enter into four advisory agreements as a registered firm (this requires the EMD Registration);
3. Maintain current cryptocurrency mining operation for cryptocurrencies which generate a gross profit for DigiCrypts; and
4. Generate direct revenue from the DigiMax application (the "**App**"), or license the application to a third-party.

The following is a description of the work completed to-date for each of the above business objectives as well as the milestones required to complete the objectives as stated above.

1. Syndication Consulting Contracts

To date, DigiCrypts has established a Global Advisory Board consisting of 18 individuals who are prominent in the cryptocurrency, STO and / or blockchain industries. In addition, DigiCrypts has established a network of six joint venture agreements with individuals or corporations internationally who will, in the short term, work directly with registered firms in their respective countries to assist consulting clients to raise STO funding, and in the medium term (approximately next 24 months), to incorporate a formal separate entity to be majority-owned and controlled by DigiCrypts and that will apply to become a registered firm in such international jurisdictions. As of the date of this listing statement, DigiCrypts has entered into and signed one such consulting engagement.

In order to complete the objective of sixteen syndication consulting agreements, DigiCrypts intends to continue to leverage its Global Advisory Board and existing joint ventures to build its consulting client engagement. DigiCrypts uses the following criteria to identify appropriate consulting clients:

- Technology or IP has been demonstrated as operational;
- Revenue and repeat customers have been obtained
- Business is highly scalable nationally
- Business is highly scalable globally over time

This aspect of DigiCrypts' business is fully developed and is currently being executed by way of the Global Advisory Board and the joint ventures. As additional clients are engaged, DigiCrypts intends to expand and grow its staff. Capital markets industry experience is a key specialized skill required for this role.

At present, DigiCrypts has entered into 3 consulting engagements to assist clients in preparation of raising funds totalling USD $27 million during fiscal year 2019.

2. Advisory Contracts

DigiCrypts' application for EMD Registration, via DigiMax Capital Corp., was submitted on November 15, 2018. DigiCrypts has retained ARA Consulting as an advisor to the EMD Registration process to work with DigiCrypts to complete the application process and develop all necessary internal controls and processes applicable to a registered firm.

In order for DigiCrypts to meet its advisory contracts objective, it must first obtain its EMD Registration as well as the application parallel registration required in the jurisdictions of the joint ventures described above. The Global Advisory Board and existing client base will be leveraged for the sourcing of the clientele required to meet this objective.

Aside from obtaining the EMD Registration, the advisory aspect of DigiCrypts' business is fully developed. A key to becoming a registered firm includes a qualified Chief Compliance Officer which DigiCrypts intends to be Chris Carl, who has successfully written required exams in the past and intends to update his required accreditation in the current fiscal quarter.

3. Cryptocurrency Mining

DigiCrypts began its cryptocurrency mining operation by putting 100 mining machines into service in April 2018 at cost of $360,000. At this time, no new capital expenditures are required to continue the operation as it is managed by a third party on a month-to-month contract and may be suspended if not profitable.

The gross profit of this operation is defined as revenue from cryptocurrency coins mined, less power and direct labour costs. Provided there remains a gross profit, DigiCrypts will continue operating this aspect of the business while it waits for the cryptocurrency markets to improve. If cryptocurrency coin prices appear that they will increase, DigiCrypts can consider purchasing additional mining machines but at present this is not planned.

4. “DigiMax Drop” Application

The App is available for download on Apple and Google in their respective application marketplaces under the entity’s previous name of “ICO Max”. The company is currently undergoing a name change of the App to DigiMax Drop.

The App was developed in full for a cost of $264,000 paid to independently contracted developers. All phases and uses for the App are already developed but not in use by DigiCrypts as DigiCrypts intends to first complete their EMD Registration before directly operating the App. The App is currently licensed to ICO Bench on a non-exclusive basis. ICO Bench is one of the world’s leading ICO rating companies.

Given that all elements of the App have been programmed but only the initial phase has been beta tested, on-going beta testing will be completed in Q1 2019 and all services of the App will be made available following the successful EMD Registration. No revenue will be derived by DigiCrypts directly operating the App prior to becoming a registered firm.

The business of the App is to be rolled out in multiple stages including (1) Pre-EMD Registration – distribution of App is through non-exclusive licensing of its use to other businesses; (2) Post-EMD Registration – the App will be used by DigiCrypts to advertise its own clients; (3) Global Distribution – exposure for the App through flyers distributed at global conferences attended by DigiCrypts staff, Global Advisory Board members, or joint venture partners. The App itself will always be available through online application marketplaces (Apple App store and Google Marketplace).

The App collects all publicly available information about a company that is issuing an STO and posts this information to the App. The STO Issuer pays a fee to the App licensee (Pre-EMD Registration) or to DigiCrypts (Post-EMD Registration), and then the Issuer receives advertising of their STO directly on the App.

Third party programmers were used to develop and program the App. This was managed through DigiCrypts’ Chief Technology Officer and founding partner, Sergey Shilnov, all who have specialized programming skills.

Funds Available to DigiCrypts

The following analysis is broken into two parts:

1) The expected working capital requirements of the Corporation; and,
2) The incremental revenue and expenditures required to meet future capital requirements.

Assumptions, including the material factors used to develop forward-looking information, are listed below the applicable tables herein. This section contains forward looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include, but are not limited to: statements of intention with respect to the business and operations of the Company; expectations regarding the ability to raise capital and grow through customer acquisition and brand exposure; growth strategy, opportunities and the ability of the Company to launch new businesses; the ability of the Company to obtain the EMD Registration; market opportunities and the growth of the ICO industry; and expected sources and uses of capital.

No assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this presentation should not be unduly relied upon. These statements speak only as of the date of this Listing Statement. In addition, this Listing Statement may contain forward-looking statements attributed to third party industry sources. Accordingly, any such statements are qualified in their entirety by reference to, and are accompanied by, the information and factors discussed throughout this Listing Statement.

Additional factors that may impact forward-looking statements are noted in the Company’s public disclosure filings accessible on SEDAR at www.sedar.com. The Company anticipates that subsequent events and developments may cause their views to change and the Company specifically disclaims any obligation to update these forward-looking statements, except as required by applicable law.

The forward-looking information presented herein was approved by management of the Company on December 13, 2018 and is presented for the purpose of providing a full picture of the operations of the Company as described herein as such operations do not have historical results for which to otherwise base the description. This outlook may not be appropriate for other purposes. *See Notes to 12-month Forecast*.

Working Capital Requirements for 12 Months Ending February 8, 2019				
	Note	Revenue	Expenditure	Total
Cash Balance at Feb 8, 2019				$ -
DigiCrypts				$ 563,155.00
DigiMax Capital Corp				$ 62,009.00
Total Available at Oct 31, 2018				$ 625,164.00
Minimum G&A Expenditures over 12 Months				
Management Compensation			$ 300,000.00	
Admin Compensation			$ 60,000.00	
EMD Consultants			$ 48,000.00	
Legal and Audit			$ 75,000.00	
Rent			$ 60,000.00	
Travel			$ 40,000.00	
Total 12 Month G&A Expenditure	1			$ 583,000.00
New Capital Expenditures Required			$ -	$ -
12 Month Minimum Working Capital Surplus				**$ 42,164.00**
Forecast 12 Month Net Revenue (Expense)	3			$ 3,532,775.00
Working Capital After Consulting Revenue				**$ 3,574,939.00**

Notes to Base Working Capital Requirements (cross-referenced to chart above):

1) Total G&A required to both operate as a publicly listed company and to cover committed costs for existing employees and consultants totals $583,000. When deducted from current cash resources of $625,164, this leaves a 12-month working capital surplus of $42,164.

3) The forecast additional cash to be created from operations during the subsequent 12 months is $3,532,775. This is detailed in the following Exhibit.

Forecast 12 Month Net Revenue (Expense)				
Business Unit Budgets	**Note**	**Operating Expenditure**	**Capital Expenditure**	**Total**
Consulting				
New Capital Required			-	-
Revenue per Contact		$ 190,500		
Number of Contracts		15		
Gross Revenue				$ 2,857,500
Incremental Costs				
Personnel - 40%		$ 1,143,000		$ (1,143,000)
Other - 25%		$ 714,375		$ (714,375)
Net Cashflow from Consulting	4			$ 1,000,125
Advisory				
New Capital Required			-	-
Revenue per Contact		$ 952,500		
Number of Contracts		6		
Gross Revenue				$ 5,715,000
Incremental Costs				
Personnel - 30%		$ 1,714,500		$ (1,714,500)
Other - 15%		$ 857,250		$ (857,250)
Net Cashflow from Advisory	5			$ 3,143,250
Mining				
New Capital Required			-	-
Revenue per Machine		$ 1,500		
Number of Machines		100		
Gross Revenue				$ 150,000
Incremental Costs				
Power		$ 112,500		$ (112,500)
Operating Contract		$ 37,500		$ (37,500)
Net Cashflow from Mining	6			$ -
DigiMax App				
New Capital Required			$ 120,000.0	$ (120,000.0)
Revenue				
Licence Revenue				$ 88,900
Direct Revenue (post EMD)				$ 330,200
Incremental Costs				
Total Operating Costs		$ 266,700.0		$ (266,700)
Net Cashflow from DigiMax App	7			$ 32,400
Incremental G&A				
Management Compensation		$ 80,000		
Admin Compensation		$ 30,000		
Marketing and Promotion		$ 425,000		
Office & General		$ 28,000		
Rent		$ 30,000		
Travel		$ 50,000		
Total Incremental G&A	8			$ (643,000)
Net Revenue from Forecast Operations	3			$ 3,532,775

Notes to 12-Month Forecast

Capital Expenditures are complete for all business units with the exception of some final beta testing that will be required after completion of the EMD Registration. The 12 Month Forecast figures above detail each Business Unit revenues, and the incremental expenditures required over and above the minimum G&A expenses included in the Minimum Working Capital Analysis in the first exhibit.

1) As a result, all figures in this second exhibit are incremental to the first chart and the net cash flow resulting is included in the first exhibit.

Consulting activity has commenced and until the first project has been successfully funded with existing staff, no advance fees will be charged. After the first successful project has been funded by third-party registered service providers, DigiCrypts will charge 25% of its fees in advance.

Fees are set based on the assessment of the work involved for each project. Because the Company will only accept clients that have already demonstrated revenue and proof of application (unique technology or other unique IP), the Company estimates that the average working period would be no more than a few months. Accordingly, the Company's internal guideline for a fixed fee project is approximately 1% of the target amount to be raised by such project.

Total projected consulting revenue in the above forecast is $2.85 million, suggesting the Company anticipates completing consulting assignments for clients raising an aggregate amount of $285 million through the forthcoming 12 month period. As of the date of this Filing Statement, the Company has three signed engagement letters with clients seeking to raise an aggregate total of $55 million, or 19.5% of the Company's full year forecast, in the first month of the forecasted operation. 0% of the funding has occurred to date and that success will ultimately be determined by the registered brokers and dealers who attract investors to the Company's clients' offerings.

The net positive cash flow from consulting for the subsequent 12 months is forecast to be $1,000,125.

2) Advisory Services will only be provided subsequent to the EMD Registration. Subsequent to that time, DigiCrypts will be eligible to collect commission on funds directly on behalf of clients, but there will be substantial incremental staffing costs incurred.

For the purpose of this forecast, commissions are estimated to be an average of 5% of the funds raised by the Company's clients. Following the EMD Registration, the Company will be able to provide (i) the consulting services outlined above at a 1% fee; (ii) registered broker or dealer services including corporate due-diligence, know-your-client and anti-money laundering ("KYC/AML") functions for which a 1% service fee is normally charged; and, (iii) the Company has made the assumption that, acting as a registered broker or dealer, the Company will source half of the investors for each of its Client for which it would receive a 6% sales commission resulting in an average of 3% sales commission on the total financings, on a per transaction basis.

Total revenue in this forecast is $5.7 million which assumes total funding for these services, independent of consulting-only clients of $114 million. The average fee per client is assumed to be $375,000 which equates to an assumption of 15 successful client projects during the 12 month projection period.

The net positive cash flow from advisory services in the subsequent 12 months is forecast to be $3,143,250.

3) Mining revenues and expenses have been reduced to immaterial amounts. All machines are paid for and there had not been any forecast residual values for the machines. The machines are forecast to operate at a break-even cashflow in the subsequent 12 months and no new capital expenditures are anticipated. The net cashflow from mining in the subsequent 12 months is forecast to be $0 before depreciation costs.

4) The App will generate a small amount of revenue from licensing to third parties which the Company estimates at $89,000 for the subsequent 12 months. The App will only be put into direct service by DigiCrypts after the EMD Registration and is anticipated to total $330,000 in the subsequent 12 months. Developer costs of $120,000 are

forecast to complete beta testing and related final costs of putting all phases of the App into service. Revenue is expected to be generated through Flyer Drop, Sale Drop and through direct investment by App users who become members of the App.

Following EMD registration, the Company will offer services via its App to clients at a price of $10,000 per month of use by the client. The “Flyer” within the App has 4 clients listed at a given time. For the next 12 months, 12 clients are forecast at total revenue of $120,000.

Registered Brokers and Dealers and Registered Sellers who access Company clients for the purposes of providing funding will be charged 1/3 of the 6% commission such sellers receive for supplying qualified investors. The forecast includes $110,000 of revenue from this source based on $5.5 million of funding being provided through this source.

Users of the App who register as members by supplying, and having approved, all KYC/AML information, and if required, accredited investor information, will attract a 6% commission for the Company payable by the client upon successful funding. The 12 month forecast is to generate $100,000 of commission from this source based on a total of $1.67 million of funding from this source.

The net positive cash flow from the App in the subsequent 12 months is forecast to be $32,400 after the Developer costs have been deducted.

5) Substantial additional G&A costs will be incurred to support the forecast revenues but these costs will only be incurred as the revenue is incrementally derived. Accordingly, these incremental costs are deducted from the incremental net revenue of each business unit. The net negative cash flow from incremental G&A costs in the subsequent 12 months is forecast to be $643,000 if all revenue metrics are also achieved.

As of the date of this listing statement, 100% of 2018 revenues are derived from cryptocurrency mining, however the expectation of DigiCrypts is that cryptocurrency mining will make up only 10% of total revenues going forward. All of the forecasts contained herein are prepared in accordance with GAAP and with the current accounting practices of DigiCrypts. The Company intends to use the same practices to evaluate real results in the future.

Discussion of Industry

The business of DigiCrypts is neither cyclical nor seasonal – but it can fluctuate with the popularity or perceived usefulness of the cryptocurrencies and security tokens as a financing tool. Currently, utility tokens used and issued as a source of capital is a very small market due to such actions being in contravention of most security laws and regulations around the world. However, in its place, regulatory compliant security tokens are steadily gaining in popularity

STO’s are becoming more accepted as both regulators and investors accept that they are issued under the same laws and guidelines used for traditional securities such as common shares. An increasing number of security exchanges have, or are in the process of approving a listing and trading environment for STO specific exchanges including publicly announced studies by both Nasdaq and the Canadian Securities Exchange.

Competitive Conditions

DigiCrypts has not identified any specific competitive conditions relating to its primary business focus, consulting and advisory services. Although traditional services relating to security financing are widely offered in the financial services industry, such services specifically for ICOs and STOs are in their relative infancy. There are however a number of websites offering various data aggregations and lists of ICOs and ITOs, including ICO Alert - https://www.icoalert.com, ICO Tracker - https://icotracker.net, and ICO Stats - https://icostats.com.

DigiCrypts currently competes with other users and/or companies that are mining cryptocurrencies. Many companies exist that offer cryptocurrency mining services, as well as companies, individuals and groups that run their own mining farms. Miners can range from individual enthusiasts to professional mining operations with dedicated data centers, however, the vast majority of mining is now undertaken by mining pools.

A mining pool is created when cryptocurrency Miners pool their processing power over a network and mine transactions together. Rewards are then distributed proportionately to each Miner in the pool based on the Hash Rate contributed by such Miner. A higher Hash Rate is better when mining as it increases the opportunity of finding, or mining, the next block and receiving the Reward. Mining pools allow miners to pool their resources so they can increase their Hash Rate, therefore enabling them to find, or mine, blocks quickly and receive Rewards on a more consistent basis instead of mining alone where Rewards may not be obtained for longer periods. DigiCrypts' mining operation allows it to pool its Miners together, with respect to each type of cryptocurrency that is mined, to increase Hash Rate and obtain Rewards more efficiently.

Other market participants in the cryptocurrency industry include investors and speculators, retail users transacting in cryptocurrencies, and service companies that provide a variety of services including buying, selling, payment processing and storing of cryptocurrencies.

The following table identifies examples of mining companies that exist today:

Competitor	Currency Mined	Location
Riot Blockchain Inc. (NASDAQ: RIOT)	Bitcoin	Not disclosed
Hive Blockchain Technologies Ltd. (TSXV: HIVE)	Ethereum	Iceland
MGT Capital	Bitcoin, Ethereum, Ethereum Classic	Washington, USA
Hut 8 Mining Corp.	Bitcoin	Vancouver, Canada
Cryptoglobal Inc.	Bitcoin, Ethereum, Dash, and Litecoin	Toronto, Canada
Hashchain Technology Inc.	Bitcoin	Vancouver, Canada

Environmental & Social Policies

The Company has not implemented any social or environmental policies as such policies are not fundamental to the Company's operations.

Employees

DigiCrypts currently has 5 Founding partners and 2 part-time administrative personnel.

Foreign Operational Risks

DigiCrypts has no capital assets domiciled outside of Canada. It is expected that investors from all over the globe may invest in STO's for which DigiCrypts has acted either as a non-resident consultant, or after EMD Registration, as a full service advisor, but DigiCrypts is not economically dependent on these investors. Therefore, DigiCrypts does not asses any material risk from foreign operations.

Key Contracts

At present DigiCrypts has four types of contracts that have been signed with the following attributes:

i. Global Advisor Agreements

The Global Advisors help DigiCrypts' clients reach registered service providers in many countries around the world and make DigiCrypts aware of potential clients from their region. Global Advisors provide continual updates on industry developments and trends.

ii. Country or Region Based Joint Ventures

Joint venture partners act as a liaison between DigiCrypts and existing registered firms in the country they are domiciled. Each joint venture partner will become the operating partner for corporations set up in their country that will, in turn, apply to become a registered firm in that country.

iii. App License

The App license is a non-exclusive global license for ICO Bench to advertise clients for which it has provided ratings, to be advertised in regions where ICO Bench conducts business. ICO Bench uses the technology developed by DigiMax but DigiCrypts has no influence on how ICO Bench uses the technology.

iv. Consulting Agreement

DigiCrypts consults its client and assists with: final business plan, forecast modeling, terms of STO and facilitates introduction to registered firms for the client to fund their STO.

Global Advisory Board

The purpose of the Global Advisory Board (the " **GA Board**") was formed to provide a two-way form of communication and collaboration for both DigiCrypts, and the individual GA Board members to maximize DigiCrypts revenues while performing their services on behalf of clients in a 100% regulatory compliant manner around the globe.

Each GA Board Member has agreed to attend a quarterly update conference call to meet several objectives:

- DigiCrypts can update the GA Board on its development and revenue activities;
- The issues facing the industry presently and foreseeable future can be discussed;
- The immediate needs and opportunities of the industry, and clients, can be identified along with solutions that DigiCrypts and the businesses of each GA Board member can address;
- Determining how the entire team can collaborate to maximize growth and profitability for the industry as a whole.

The GA Board Members were invited to the Board because each has demonstrated high achievement in the relatively young industry of ICO's and because each has transformed their businesses into becoming 100% regulatory compliant businesses. Each of the members has also been involved in the industry on a global basis.

Global Advisory Board

Hugh Austin	New York
Early Boykins	San Francisco
Mario Alberto Casiraghi	London & Italy
Casey Chen	Hong Kong
Joshua Galloway	Hong Kong
Minho Kang	Seoul
Vladimir Karishev	Ukraine
Per Lind	Bangkok
Ismail Malik	London
Dennis O'Neill	Chicago
Rafael Soultanov	San Francisco
Greg Thain	Monaco
Artem Tokariev	San Francisco & Moscow
Gideon Van Kessel	Miami & Netherlands
David Vas	Malta
Enzo Villani	Los Angeles & Italy
Brad Yasar	Los Angeles

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 – Selected Financial Information

The following table provides a brief summary of DigiCrypts's financial operations for the each of the three most recently completed financial years. Refer to Schedule "A" for complete copies of DigiCrypts's audited financial statements for the years ended January 31, 2017 and 2018 and unaudited financial statements for the three months ended April 30, 2018.

Selected Information

Description	Year Ended January 31, 2016 (audited)	Year Ended January 31, 2017 (audited)	Year Ended January 31, 2018 (audited)	Three Months Ended October 31, 2018 (unaudited)
Total Revenue	Nil	Nil	Nil	$10,000
Income from Continuing Operations (total)	Nil	Nil	Nil	$10,000
Income from Continuing Operations (per share)	Nil	Nil	Nil	< .01
Net income (loss)	$(42,757)	$(40,872)	$(46,913)	$(951,299)
Net loss per share (basic and diluted)	$ -	$ -	$ -	$(0.01)
Total Assets	$ -	$ -	70	$1,116,908
Total Long-Term Financial Liabilities	$277,682	$318,686	$366,885	Nil
Cash Dividends declared per share	Nil	Nil	Nil	Nil

5.3 – Quarterly Information

The following table provides a brief summary of DigiCrypts's financial operations for each of the eight most recently completed quarters ending at the end of the most recently completed financial year.

Selected Information

Description	Three-month period ended April 30, 2016	Three-month period ended July 31, 2016	Three-month period ended October 31, 2016	Three-month period ended January 31, 2017	Three-month period ended April 30, 2017	Three-month period ended July 31, 2017	Three-month period ended October 31, 2017	Three-month period ended January 31, 2018
Total Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Income from Continuing Operations (total)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Income from Continuing Operations (per share)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	($7,755)	(10,144)	(8,411)	(14,562)	(8,681)	(11,597)	(11,600)	(15,035)
Net loss per share (basic and diluted)	<0.01	<0.01	<0.01	<0.01	<0.01	<0.01	<0.01	<0.01

5.3 – Dividends

DigiCrypts has not paid dividends in the past and have no present intention of paying dividends. Future dividends, if any, will be determined by the directors on the basis of earnings, financial requirements and other conditions existing at the time.

5.4 – Foreign GAAP

The financial statements of DigiCrypts are prepared in accordance with International Financial Reporting Standards ("IFRS").

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

DigiCrypts's annual MD&A for the most recent three fiscal years ended January 31 are attached to this Listing Statement as Schedule "B".

7. MARKET FOR SECURITIES

7.1 – Listing

DigiCrypts has applied to list the Shares on the CSE. Listing is subject to DigiCrypts fulfilling all of the requirements of the CSE as well as CSE review and approval. Neither the Shares nor any other securities DigiCrypts are currently listed or quoted for trade on any securities exchange.

8. CONSOLIDATED CAPITALIZATION

8.1 - Consolidated Capitalization

The following table sets forth the capitalization of DigiCrypts. For a description of DigiCrypt's Debentures, See Section 3.1 - *Debenture Financing*.

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Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as of Jan 31, 2018	Amount Outstanding as of February 21, 2019
Common Shares	Unlimited	22,363,636	54,090,909 (i)
Stock Options	21,500,000	Nil	Nil
Warrants	Unlimited	Nil	7,961,250
Convertible Debentures	$1,050,000	Nil	$1,034,500 aggregate principal amount outstanding(i)

(i) DigiMax consolidated its total number of shares outstanding on a 1:4 basis (one new common share for four old common shares) resulting in a reduction of the outstanding shares from 216,363,636 to 54,090,909 effective December 27, 2018.

(ii) 5,172,500 Shares issuable on conversion of the Debentures, assuming a Conversion Price of $0.20 at the time the Debentures are converted. See Section 3.1, Debenture Financing.

9. OPTIONS TO PURCHASE SECURITIES

9.1 – Stock Option Plan

At the Annual General and Special Meeting of the shareholders of DigiCrypts conducted on May 21, 2018, an amendment to the Stock Option Plan was approved increasing the maximum number of options issuable pursuant to the Stock Option Plan from 2,000,000 to 21,500,000. As of the date of this Listing Statement, no options have been issued. Pursuant to the Consolidation, the maximum number of options issuable pursuant to the Stock Option Plan is now 5,375,000.

10. DESCRIPTION OF THE SECURITIES

10.1 – Description of the Issuer's Securities

DigiCrypts is authorized to issue an unlimited number of common shares. All of DigiCrypts Shares are of the same class and, once issued, rank equally as to entitlement to dividends, voting powers (one vote per share) and participation in assets upon dissolution or winding up. No Shares have been issued subject to call or assessment.

There are no pre-emptive rights, no conversion or exchange rights, no redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

As at the date of this Listing Statement and after giving effect to the Transaction, there are a total of 54,090,909 post-Consolidation Shares outstanding.

DigiCrypts also has an aggregate principal amount of $1,034,500 Debentures outstanding, convertible at the option of the holders thereof into 5,172,500 Shares, assuming a Conversion Price of $0.20 at the time the Debentures are converted, subject to certain adjustments in accordance with its terms. See Section 3.1 - *Debenture Financing.*

10.2 – 10.6 – Miscellaneous Securities Provisions

None of the matters set out in sections 10.2 to 10.6 of CSE - Form 2A are applicable to DigiCrypts Shares.

10.7 – Prior Sales of Shares

In 12 months preceding the date of this Listing Statement, DigiCrypts did not sell or distribute any securities other than as disclosed in Section 3.1 above.

10.8 – Stock Exchange Price

Shares of DigiCrypts have not been listed for trading on any securities exchange in any of the preceding seven fiscal quarters.

11. ESCROWED SECURITIES

As of the date that the Shares are listed on the Exchange (the "**Listing Date**"), the following Related Persons will be subject to an escrow agreement:

Security Holder	Shares held in Escrow
1407535 Ontario Ltd.[1]	5,500,000
Chris Carl	5,500,000
Sergey Shilnov	5,125,000
Greg Liminov	5,125,000
Stan Milcareks	5,125,000

1. 1407535 Ontario Ltd. is a corporation wholly-owned by David Posner.

The Company is classified as an emerging issuer pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings*, and as such the securities listed above will be released from escrow in stages over a 36 month period from Listing Date, with 10% released on such date and an additional 15% of such escrowed shares to be released on the 6, 12, 18, 24, 30 and 36 month anniversaries of the Listing Date.

12. PRINCIPAL SHAREHOLDERS

12.1 and 12.2 – Principal Shareholders

The following table outlines the shareholders of DigiCrypts that own or control or exercise direction over 10% or more of the outstanding Shares.

Shareholder Name	Number of Shares owned	Owner of record, beneficially or both?	Percentage of the total Shares outstanding	Fully-Diluted
Chris Carl	5,500,000	Of record	10.2%	9.24%
1407535 Ontario Limited (controlled by David Posner)	5,500,000	Of record	10.2%	9.27%

12.3 – Voting Trusts

To the knowledge of the Issuer, no voting trust exists with respect to any DigiCrypts Shares.

13. DIRECTORS AND OFFICERS

13.1 – 13.3, 13.5, 13.11 – Directors and Officers

The following table sets forth the name of all current directors and officers of DigiCrypts, their municipalities of residence, their current positions with DigiCrypts, their principal occupations during the past five years and the number and percentage of DigiCrypts Shares beneficially owned, directly or indirectly, or over which control or direction is exercised as at the date of this Listing Statement:

Name, Address, Occupation and Security Holdings

Name, Municipality of Residence(1), Position(s) with DigiCrypts	Principal Occupation or Employment During the Past Five Years	Director/ Officer Since(4)	Number(2) and Percentage of DigiCrypts Shares Held (3)
Edward Murphy Mount Albert, ON Director	Business Consultant	June 11, 2011	Nil
David Posner Toronto, Ontario Corporate Secretary, Director	Public Company Executive	March 29, 2018	5,500,000 10.18%
Steven Glazer Toronto, Ontario Director	COO and Director of Pool Safe Inc. Capital Markets Advisor	December 17, 2018	Nil

David Bhumgara Toronto, Ontario Director	CFO, Xanthic Biopharma Inc. Chartered Public Accountant	March 29, 2018	100,000 0.2%
Chris Carl Toronto, Ontario Chief Executive Officer	Business Consultant and former Public Company Executive	March 29, 2018	5,500,000 10.18%
Kyle Appleby Toronto, Ontario Chief Financial Officer	Provider of Consulting and CFO services to publicly listed companies in Canada	December 17, 2018	Nil

As at the date of this Listing Statement, the directors and officers of DigiCrypts as a group beneficially own, directly or indirectly, an aggregate of 11,100,000 Shares, representing 20.52% of the issued and outstanding Shares on a non-diluted basis.

Management and Directors

The following are brief biographical descriptions of the management and directors of DigiCrypts's management and directors.

David Bhumgara – Director (Age 49)

Mr. Bhumgara is a director of the Company. Mr. Bhumgara dedicates 5 % of his time to the Company. Mr. Bhumgara has not entered into a non-competition or non-disclosure agreement with the Company.

He is also Chief Financial Officer of Xanthic Biopharma Inc., a CSE listed company. Mr. Bhumgara has over 20 years of finance experience across various industries and capacities. Prior to Xanthic, David Bhumgara was Chief Financial Officer of Dundee Energy Limited a TSX listed company from September 2009 to December 2016. Previous to that he was Financial Consultant from February 2009 to September 2009, a Corporate Controller for Strategic Resource Acquisition Corporation, as TSX listed mining company from August 2007 to February 2009. He is a Chartered Professional Accountant- CA, and holds a Bachelor of Commerce Honours degree in Accounting from the University of Ottawa.

David Posner – Director (Age 46)

Mr. Posner is the corporate secretary and a director of the Company. Mr. Posner dedicates 20 % of his time to the Company. Mr. Posner has not entered into a non-competition or non-disclosure agreement with the Company.

He also currently serves as the Chairman of the board of directors of the Nutritional High International Inc. ("**NHII**") and Capricorn Business Acquisitions Inc. and is a director of

Aura Health Corp. (a private company involved in the development and acquisition of marijuana health clinics in the US). Between July 2014 and July 2016, Mr. Posner was the President and Chief Executive Officer of the NHII, which was the first company in Canada to complete an IPO in the marijuana space. Between 2012 and 2014, Mr. Posner served as the Acquisitions Manager for Stonegate Properties Inc., where he managed real estate properties and brokered deals in Canada and Oklahoma. He was a Managing Director of Sales and Acquisitions for Maria Chiquita Development Company from 2005 to 2012 where he was involved in the acquisition, re-zoning and re-development of land holdings in Costa Rica and Panama. Mr. Posner holds a Bachelor of Arts degree from York University.

Steven Glazer – Director (Age 53)

Mr. Glazer is a director of the Company. Mr. Glazer dedicates 5 % of his time to the Company. Mr. Glazer has not entered into a non-competition or non-disclosure agreement with the Company.

Mr. Glazer is currently Chief Operating Officer and Director of Pool Safe Inc., a TSX Venture Exchange-listed company where he has been since April 2017. In the 9 years prior to that, he held officer positions in a variety of Toronto-based capital markets advisory companies including his own company, Euro-Pacific Canada, Brant Securities, and as a Managing Partner of Deacon and Company. Prior to those position, he was VP Corporate Affairs at Azure Dynamics for 7 years. Mr. Glazer holds an MBA form Wilfrid Laurier University in Waterloo, Ontario and a bachelor of Administrative Studies from York University.

Edward Murphy – Director (Age 54)

Mr. Murphy is a director of the Company. Mr. Murphy dedicates 5 % of his time to the Company. Mr. Murphy has not entered into a non-competition or non-disclosure agreement with the Company.
He has been an officer and director of various private and public corporations since 1986, primarily those involved in real estate and natural resources development. Most recently Mr. Murphy was CEO of TJR Coatings Inc. (now, DigiCrypts Blockchain Solutions Inc.) and was involved in the negotiating and consummation of the RTO with DigiCrypts. Prior to that Mr. Murphy worked to bring several small public companies from a shell stage to an advanced exploration stage in such areas as Voisey's Bay, Labrador and Kalimantan, Indonesia, as well as a petroleum exploration company from the exploration drilling stage to building an 18 mile natural gas pipeline in Colorado and Wyoming. In 2011, Mr. Murphy was actively involved in the negotiation and purchase of 11,000 acres of patented mining claims in the area around Nome, Alaska.

Chris Carl – Chief Executive Officer (Age 56)

Mr. Carl was appointed Chief Executive Officer of DigiCrypts on closing of the RTO. Mr. Carl oversees all operations, strategy and finance of the Company and is directly responsible to its board of directors. Mr. Carl dedicates 90% of his time to the Company and is engaged as an independent contractor. Mr. Carl has not entered into a non-competition or non-disclosure agreement with the Company.

Mr. Carl brings over 25 years' of public-company experience including 10 years as CEO of CanFibre Ltd. developing technology from a lab at UBC in Vancouver to building two $125 million manufacturing facilities in US. Mr. Carl then spent 9 years as CEO developing BioExx Specialty Proteins Ltd. which was listed on the Toronto Stock Exchange. Prior to that he spent including 8 years with Tenneco Inc., which was No. 11 on the Fortune 500 at that time. In addition to his public company experience, Mr. Carl spent 3 years running Foundation Investment Capital Corp., a boutique venture capital and advisory company helping small public and soon-to-be-public companies establish foundation required to become successful. Mr. Carl was also the Regional Director for The CFO Centre based in Toronto. Chris obtained his Honour's B. Comm, from Queen's University, in Kingston ON.

Kyle Appleby – Chief Financial Officer (Age 44)

Mr. Appleby was appointed Chief Financial Officer of DigiCrypts on December 17, 2018. Mr. Appleby oversees all aspects of the finance of the Company and reports directly to the Company's Chief Executive Officer. Mr. Appleby dedicates 20% of his time to the Company and is engaged as an independent contractor. Mr. Appleby has not entered into a non-competition or non-disclosure agreement with the Company.

Mr. Appleby spent the first ten (10) years of his career working in public accounting where he worked in both audit and advisory practices working with private companies and investment funds. In 2007 Mr. Appleby left the world of public accounting to focus on providing management and accounting services to public companies across a variety of industries including food production, agriculture, cannabis, technology, mining, crypto-currency and others. Mr. Appleby has been the Chief Financial Officer for numerous companies, listed in Canada, US and London and has extensive experience in financial reporting, providing strategic direction and leadership, IPOs, fund raising, and corporate governance. He holds a Bachelor of Economics is a member in good standing of the Chartered Professional Accountants of Ontario.

13.4 – Board Committees of the Issuer

The audit committee (the "**Audit Committee**") of the Board as of the date of this Listing Statement is composed of: Messrs. David Bhumgara, Steven Glazer and David Posner, all of whom are financially literate. Mr. David Bhumgara is Chairman of the Audit Committee.

Name of Audit Committee Member	**Independence(1)**	**Financial Literacy(1)**	**Relevant Experience**
David Bhumgara	Independent	Financially Literate	CPA, CA
Steven Glazer	Independent	Financially Literate	MBA
David Posner	Not Independent	Financially Literate	Mergers & Acquisitions

(1) As such term is defined in Multi-Lateral Instrument 52-110 – *Audit Commitees*

DigiCrypts has also formed a Compensation Committee consisting of Steven Glazer as Chairman and David Bhumgara and David Posner as members. Other committees of the board of directors may be instituted as DigiCrypts deems necessary or advisable.

13.6 – Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Issuer has, within the last ten years, been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, or within a period of one year thereafter, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold the assets of that person.

13.7, 13.8 – Penalties or Sanctions

No director, officer, or promoter of the Issuer, or any shareholder anticipated to hold a sufficient amount of securities of the Issuer to materially affect control of the Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulator body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

13.9 – Personal Bankruptcies

No director, officer or promoter of the Issuer, or a shareholder anticipated to hold a sufficient amount of securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons, has, within the 10 years preceding the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

13.10 – Conflicts of Interest

To the best knowledge of the Issuer, and other than as disclosed herein, there are no known existing or potential material conflicts of interest between the Issuer or a subsidiary of the Issuer and a director, officer or promoter of the Issuer except that certain of the directors, officers and promoters of the Issuer serve as directors, officers and promoters of other companies and therefore it is possible that a conflict may arise between their duties as a director, officer or promoter of the Issuer and their duties as a director, officer and promoter of such other companies. See *Section 17 – Risk Factors*.

The directors, officers and promoters of the Issuer are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Issuer will rely upon such laws in respect of any directors' and officers' conflict of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with applicable law and they will govern themselves in respect thereof to the best of their ability in accordance with the obligation imposed upon them by law.

14. CAPITALIZATION

14.1 – Issued Capital

As at the date of this Listing Statement, DigiCrypts has the following issued and outstanding securities according to the below table:

		Number of securities	Number of securities	% of total issued and outstanding	% of total issued and outstanding
		Non-diluted	**Fully diluted**	**Non-diluted**	**Fully diluted**
A	**Total Outstanding**	**54,090,909**	**67,224,659(3)**		
	Related Persons				
	- Related Persons (founders)	26,375,000	26,375,000		
	- Employees				
	- Beneficially own more than 5%	4,750,000	4,750,000		
B	Total Related Persons	30,125,000	30,125,000	57.5%	46.3%
	Total Float = ***A*** - ***B***	22.965,909	36,099,659	42.5%	53.7%
C	Restricted	Nil	Nil		
	Free Float = *A* - *C*	**54,090,909**	**67,224,659**	100%	100%

Notes:

(1) Related Persons or employees of the Issuer or Related Person 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).

(2) Includes restrictions imposed by escrow, pooling or other arrangements or in a shareholder agreement and securities held by control block holders.

(3) Includes 5,172,500 Shares issuable on conversion of the Debentures, assuming a Conversion Price of $0.20 at the time the Debentures are converted. See Section 3.1, *Debenture Financing*.

Non-Public Security holders (Registered)

Size of Holding securities	Number of holders	Total number of
1 – 99 securities	0	N/A
100 – 499 securities 500	1	
500 – 999 securities	72	17,425
1,000 – 10,000 securities	190	159,904
10,000 or more securities 53,913,455	77	
Total 54,090,909	340	

14.2 – Convertible Securities

DigiCrypts has the following convertible securities outstanding:

Description of Security	Number of convertible/ exchangeable securities outstanding	Number Issuer Shares issuable upon conversion/ exercise
Stock options granted to employees, directors, officers and consultants of DigiCrypts or its subsidiaries.	Nil	Nil
DigiCrypts Warrants entitling the holder to purchase one DigiCrypts Share at $0.05.	5,375,000	5,375,000
Debentures convertible at the option of DigiCrypts into Shares	$1,034,500	5,172,500[(1)]
DigiCrypts Warrants entitling the holder to purchase one DigiCrypts Share at $0.30.	2,586,250	2,586,250

(1) Shares issuable on conversion of the Debentures, assuming a Conversion Price of $0.20 at the time the Debentures are converted. See Section 3.1, *Debenture Financing*.

14.3 – Other Securities reserved for Issuance

Other than the foregoing or disclosed elsewhere in this Listing Statement, there are no other securities of DigiCrypts reserved for issuance.

15. EXECUTIVE COMPENSATION

15.1 (a) – DigiCrypts

Compensation Discussion and Analysis

Compensation for the Executives of the Company will consist of consulting payments (payable in cash and deferred cash payments), the issuance of Options, and if deemed appropriate by the Compensation Committee, annual bonus.

The Chief Executive Officer and Chief Financial Officer have signed consulting agreements with DigiCrypts.

Mr. Carl's agreement includes annual base compensation equal to $12,000 per month, with 50% of such base compensation accrued and not paid in cash until an additional $2 million in financing has been raised by DigiCrypts. Options and bonus are to be awarded at the discretion of the Board of Directors and the agreement provides for a maximum of 3 months severance payment in the event of a Change of Control or other termination without cause.

Mr. Appleby's agreement includes a base monthly fee of $3,000 per month and any Options and bonuses that may be awarded at the discretion of the Board of Directors.

Elements of Compensation

Compensation of Directors

In the first year of Operations, Directors will be compensated only by the issuance of Options. In subsequent years, it is intended that Directors will be compensated through a combination of cash and Options.

Compensation Governance & Risk

The Compensation Committee makes recommendations to the Board regarding executive compensation, long-term incentive plans as well as employment, severance, retirement, and change of control agreements. The Board then determines whether to adopt such recommendations as submitted or otherwise.

In the last three fiscal years ended January 31, 2018, 2017 and 2016, the Corporation did not pay compensation, in any form, to any of the executive officers, which was decided by the Board. Considerations included the lack of current operations and the lack of financial resources.

When determining the compensation arrangements for the executive officers, the Compensation Committee will consider the objectives of retaining an executive critical to the success of the corporation and the enhancement of Shareholder values, providing fair and competitive compensation and balancing the interests of management and Shareholders while rewarding performance.

1. *Summary Compensation Table – Named Executive Officers*

The following table sets forth the compensation paid or awarded to NEOs for the two most recently completed financial years ended January 31, 2018 (in thousands of dollars).

Name and principal position	**Year**	**Salary/ Fee**	**Share-based awards**	**Option-based awards**	**Non-equity incentive plan compensation**		**Pension value**	**All other compensation**	**Total compensation**
					Annual incentive plans	**Long-term incentive plans**			
		(US$)	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**
Edward Murphy, President and CEO	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

2. *Incentive Plan Awards – NEOs*

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all share-based and option-based awards outstanding for the NEOs as of January 31, 2018. There were no share-based awards outstanding as of January 31, 2018.

	Option-Based Awards			
Name	**Number of securities underlying unexercised options**	**Option exercise price**	**Option expiration date**	**Value of unexercised in-the-money options(1)**
	(#)	**(US$)**		**(US$)**
Edward Murphy	Nil	N/A	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of all incentive plan awards vested or earned for each NEO during the year ended January 31, 2018.

Name & Principal Positions	**Option-based awards – Value vested during the year(1)**	**Share-based awards – Value vested during the year**	**Non-equity incentive plan compensation – Value earned during the year**
	(US$)	**(US$)**	**(US$)**
Edward Murphy	Nil	Nil	Nil

3. Management Contracts – Termination and Change of Control Benefits

The Corporation does not have any management contracts or agreement that include provisions for termination or change of control benefits with any of its NEO's.

4. *Director Compensation*

No cash compensation was paid to the directors of the Corporation in their capacity as directors during the financial year ended January 31, 2018. The directors of the Corporation are eligible to receive options to purchase Common Shares pursuant to the terms of the DigiCrypts Stock Option Plan.

Director Compensation Table

The following table sets forth all amounts of compensation provided to the directors of the Corporation (other than directors who are also NEOs) during the financial year ended January 31, 2018 (in thousands of US dollars):

Name(1)	**Fees Earned**	**Share-based awards**	**Option-based awards**	**Non-equity incentive plan compensation**	**Pension value**	**All other compensation**	**Total**
	(US$)	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**	**(US$)**
Edward Murphy	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Inga Gretcheva	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert Salna	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all awards outstanding for each of the directors of the Corporation (other than directors who are also NEOs) as of January 31, 2018. There were no share-based awards outstanding as of January 31, 2018.

	Option-Based Awards			
Name(1)	**Number of securities underlying unexercised options**	**Option exercise price**	**Option expiration date**	**Value of unexercised in-the-money options(2)**
	(#)	**(US$)**		**(US$)**
Edward Murphy	Nil	N/A	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of all incentive plan awards vested or earned by each director of the Corporation (other than directors who are also NEOs) during the year ended January 31, 2018 (in thousands of US dollars).

Name[(1)]	Option-based awards – Value vested during the year[(2)]	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
	(US$)	(US$)	(US$)
Edward Murphy	Nil	Nil	Nil

15.1(a) – DigiCrypts

The following compensation discussion and analysis outlines the proposed elements of DigiCrypts's executive compensation for the 12-month period following closing of the RTO. In this discussion and analysis, the terms "Named Executive Officers" or "NEOs" refers to DigiCrypts's three executive officers, regardless of their proposed amount of compensation and follows the guidelines in the Form 51-102F6 – *Statement of Executive Compensation* of the Canadian Securities Administrators. The terms Named Executive Officers and NEOs are used interchangeably. The following individuals were appointed Named Executive Officers of DigiCrypts:

- **Chris Carl**, CEO; and
- **Kyle Appleby**, CFO.

Base Salaries and Consulting Fees

DigiCrypts's executive officers are proposed to be compensated by way of a base salary, bonus opportunity and incentive stock options. At this time only Mr. Carl has entered into a formal agreement with DigiCrypts, as described in Section 15.1(a) above.

Pension Plan Benefits

DigiCrypts will not have any pension plans for its directors, officers or employees.

Deferred Compensation Plans

DigiCrypts will not have any deferred compensation plans for its directors, officers or employees.

Stock Options

DigiCrypts intends to use stock options in order to retain and incentivize DigiCrypts's executives and to recruit executives to DigiCrypts. DigiCrypts Stock Option Plan will provide for awards to be made to directors, employees and consultants. The Stock Option Plan will be administered by DigiCrypts Board. This incentive arrangement is designed to motivate executives to achieve longer-term sustainable business results, align their interests with those of the shareholders and to attract and retain executives.

An award of stock options under the Stock Option Plan may not be granted if the result would be that the resulting aggregate number of outstanding options would exceed 10% of the issued and outstanding DigiCrypts Shares.

It is currently contemplated that directors of DigiCrypts will receive an aggregate of 1,000,000 options to purchase DigiCrypts Shares.

Summary Compensation Table

The following table sets forth the proposed total annual and long-term equity and non-equity compensation for each NEO, along with any other compensation awarded to each NEO, for services rendered in all capacities to DigiCrypts for the 12 month period after giving effect to the RTO. DigiCrypts will not have any pension plans, long-term non-equity incentive plans or deferred compensation plans. In addition, DigiCrypts does not currently have any plans or arrangements in place that provide for share-based awards, other than its stock option plan.

Name and Principal Position	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)(1)(2)(2)
				Annual incentive plans	Long-term incentive Plans			
Chris Carl *CEO*	$144,000	Nil	Nil	Nil	Nil	Nil	Nil	$144,000
Kyle Appleby *CFO*	$36,000	Nil	Nil	Nil	Nil	Nil	Nil	$36,000

In addition to the salary outlined above, the officers of DigiCrypts will be eligible for bonuses based on company performance and established annual targets. Such bonuses will be administered by the board of directors of DigiCrypts.

Director Compensation

DigiCrypts does not intend to compensate its directors in cash at this time.

Termination and Change of Control Benefits

David Posner and Chris Carl have each entered into agreements with DigiCrypts which include provisions that in the event of a change of control of DigiCrypts resulting in a termination of their agreements, or otherwise for termination without cause, they are entitled to three (3) months' salary in the form of a lump-sum severance payment.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as set out below, no director or officer of the Issuer or person who acted in such capacity in the last financial year of the Issuer, or any other individual who at any time during the most recently completed financial year of the Issuer was a director of the Issuer or any associate of the Issuer, is indebted to the Issuer, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer.

17. RISK FACTORS

17.1 – Description of Risk Factors

The following risk factors should be carefully considered in evaluating DigiCrypts and the Transaction. The risks presented below may not be all of the risks that DigiCrypts may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Other sections of this Listing Statement include additional factors that could have an effect on the business and financial performance of the business. The market in which DigiCrypts currently competes is very competitive and changes rapidly. Sometimes new risks emerge and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results. In addition to the risks described elsewhere in this Listing Statement, including in the notes to the financial statements attached hereto, each of, and the cumulative effect of all of, the following risks for DigiCrypts should be considered:

Limited Operating History and Uncertainty of Future Revenues

DigiCrypts' business today has a limited operating history and, accordingly, potential investors will have a limited basis on which to evaluate its ability to achieve its business objectives. The future success of DigiCrypts is dependent on management's ability to implement its strategy. Whilst management is optimistic about DigiCrypts's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that DigiCrypts will successfully establish a market for its product. DigiCrypts faces risks frequently encountered by early-stage companies. In particular, its future growth and prospects will depend on its ability to expand its operation and gain additional revenue streams whilst at the same time maintaining effective cost controls. Any failure to expand is likely to have a material adverse effect on DigiCrypts's business, financial condition and results.

EMD Registration

Approximately three-quarters of DigiCrypts' projected revenue, as described herein, including the business plan and forecast for the forthcoming twelve (12) month period, is dependent upon DigiCrypts obtaining the EMD Registration. Although there is nothing to suggest that DigiCrypts will be unable to obtain the EMD Registration, there can be no assurance that it will be obtained or that it will be obtained in the time period and at the cost for which DigiCrypts anticipates. If the EMD Registration is not obtained, DigiCrypts will be unable to proceed with certain aspects of its business plan.

Liquidity and additional financing

Additional funds by way of equity financings may need to be raised to finance DigiCrypts's future activities. No assurances can be given that DigiCrypts will be able to raise the additional capital that it may require for its anticipated future development, or that the terms of such financings will be favorable. The failure to obtain such additional financing could cause DigiCrypts to reduce or terminate its operations.

Regulatory requirements

DigiCrypts may be affected in varying degrees by government policies and regulations. As DigiCrypts works across various jurisdictions, there is no assurance for continuity in operations and a portion of DigiCrypts's business may be subject to more aggressive enforcement of laws and regulations. Changes in government, regulations and policies and practices, beyond the control of DigiCrypts, could have an adverse impact on DigiCrypts's future cash flows, earnings, results of operations and financial condition.

Volatilities in cryptocurrency prices

The markets for cryptocurrencies have experienced much larger fluctuations than other securities markets, and there can be no assurances that erratic swings in price will slow in the future. In the event that the price of cryptocurrency declines, the value of an investment in DigiCrypts will likely decline.

Several factors may affect the price and volatility of cryptocurrency including, but are not limited to: (i) global cryptocurrency demand, depending on the acceptance of cryptocurrency by retail merchants and commercial businesses; (ii) the perception that the use and holding of cryptocurrency is safe and secure and related lack of or inconsistency in regulatory restrictions, particularly across various jurisdictions; (iii) conversely, heightened regulatory measures restricting the use of cryptocurrency as a form of payment or the purchase of cryptocurrency; (iv) investor's expectations with respect to the rate of inflation; (v) interest rates; (vi) currency exchange rates, including exchange rates between cryptocurrency and fiat currency; (vii) fiat currency withdrawal and deposit policies on cryptocurrency exchanges and liquidity on such cryptocurrency exchanges; (viii) interruption of services or failures of major cryptocurrency exchanges; (ix) general governmental monetary policies, including trade restrictions, currency revaluations; (x) global or regional political, economic or financial events and situations, including increased threat or terrorist activities; and/or (xi) self-fulfilling expectations of changes in the cryptocurrency market.

As well, momentum pricing is typically associated with assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Momentum pricing of cryptocurrency may result in speculation regarding future appreciation in the value of cryptocurrency. As a result, changing investor confidence could adversely affect an investment in DigiCrypts

Legal and tax risk

Legal and tax and regulatory changes could occur which may adversely affect cryptocurrency businesses. For example, the tax environment for cryptocurrencies is evolving, and changes in the regulation or taxation of cryptocurrencies may adversely affect the value affect of an investment in DigiCrypts.

Permits and licenses

The operations of DigiCrypts may require licenses and permits from various governmental authorities. There can be no assurance that Corporation will be able to obtain all necessary licenses and permits that may be required.

Cryptocurrency, STO and ICO industries as a new industry

The further development and acceptance of the cryptocurrency, STO and ICO industries are subject to a variety of factors that are difficult to anticipate and evaluate. The use of cryptocurrency to buy and sell goods and services, among other things, is a new and rapidly evolving industry. Although it is widely predicted that cryptocurrency will become a leading means of digital payment, it cannot be assured that this will in fact occur. Any slowing or stopping of the development in the acceptance of cryptocurrency may adversely affect an investment in DigiCrypts. For a number of reasons, including for example, the lack of recognized security technologies, inefficient processing of payment transactions, problems in the handling of warranty claims, limited user-friendliness, inconsistent quality, and lack of clear universally applicable regulation as well as uncertainties regarding proprietary rights and other legal issues, cryptocurrency activities may in fact prove in the long run to be an unprofitable means for businesses. STO and ICO applications may prove limited and the adoption of such limited uses may not meet current expectations.

Factors affecting the further development of these industries include: (i) continued worldwide growth in the adoption and use of cryptocurrency, tokens and coins; (ii) government and quasi-government regulation of cryptocurrency, tokens, coins and their use, or restrictions on or regulation of access to and operation of their infrastructure and systems; (iii) changes in consumer demographics and public tastes and preferences; (iv) the availability and popularity of other forms or methods of buying and selling goods and services; (v) the availability and popularity of other forms of public financing available to companies seeking investors; and (vi) the regulatory environment and general economic conditions and the regulatory environment related to cryptocurrency, coins and tokens.

A decline in the popularity or acceptance of cryptocurrency, coins and tokens would harm the business and affairs of DigiCrypts.

Limited use of cryptocurrency

Cryptocurrency have not been widely adopted as a means of payment for goods and services by many major retail and commercial outlets. Conversely, a significant portion of cryptocurrency demand is generated by speculators and investors seeking to profit from holding of cryptocurrency.

The relative lack of acceptance of cryptocurrency in the retail and commercial marketplace limits the ability of end-users to pay for goods and services with cryptocurrency. A lack of expansion by cryptocurrency into retail and commercial markets, or a contraction of such use, may result in increased volatility which could adversely impact an investment in DigiCrypts.

Stability of cryptocurrency exchanges

Due to the nature of their business, public exchanges that establish the price of cryptocurrency have a limited operating history. In this time, even the largest cryptocurrency exchanges have been subject to operational interruption or even collapse. In many of these instances, the customers of such cryptocurrency exchanges were not compensated or made whole for the partial or complete losses of their account balances in such cryptocurrency exchanges. As cryptocurrency exchanges are relatively new, they may be exposed to fraud and failure, more than other more established currency and commodity exchanges. Any interruption and collapse of cryptocurrency exchanges may limit the liquidity of cryptocurrencies, resulting in; volatile prices, and a reduction in confidence in the cryptocurrency network and exchange market. The deposit or withdrawal of fiat currency into or from the cryptocurrency exchanges may also affect the price of the cryptocurrency. Operational limits regarding the settlement with fiat currencies may also reduce the demand to use cryptocurrency exchanges which would adversely affect an investment in DigiCrypts.

DigiCrypts's cryptocurrency inventory may be exposed to cybersecurity threats and hacks

As with any other computer code, flaws in the cryptocurrency codes have been exposed by certain malicious actors. Several errors and defects have been found and corrected, including those that disabled some functionality for users and exposed users' information. Discovery of flaws in or exploitations of the source code that allow malicious actors to take or create money have been relatively rare.

Insufficient miner incentives

Cryptocurrency miners may not have adequate incentive to continue mining and may cease their mining operations should the award of new cryptocurrencies for solving transaction blocks decline. cryptocurrency miners ceasing operations would reduce the collective processing power on the cryptocurrency network, adversely affecting the confirmation process for transactions by decreasing the speed at which transaction blocks are added to the blockchain until the next scheduled adjustment in difficulty for transaction for block solutions. Moreover, such slower adjustments would make the blockchain network more vulnerable to malicious actors or botnets obtaining control of the blockchain network processing power. As a result, any reduction in confidence in the confirmation process or processing power may adversely impact the business and affairs of DigiCrypts.

Intellectual property rights claims may adversely affect operations

Third parties may assert intellectual property claims relating to the holding and transfer of cryptocurrency and their source code. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the cryptocurrency network's long-term viability or the ability of end-users to hold and transfer cryptocurrency may adversely affect an investment in DigiCrypts. As a result, an intellectual property claim could adversely affect the business and affairs of DigiCrypts.

Cryptocurrency exchanges and digital wallets may be hacked

Cryptocurrency trading platforms or DigiCrypts's digital wallets may be hacked. Access to DigiCrypts's coins could also be restricted by cybercrime (such as a denial of service ("DoS") attack) against a service at which DigiCrypts maintains a hosted online wallet. Any of these events may adversely affect the operations of DigiCrypts and, consequently, its investments and profitability. The loss or destruction of a private key required to access DigiCrypts's digital wallets may be irreversible. DigiCrypts's loss of access to its private keys or its experience of a data loss relating to DigiCrypts's digital wallets could adversely affect its investments. To the extent such private keys are lost, destroyed or otherwise compromised, DigiCrypts will be unable to access its coins and such private keys will not be capable of being restored by network. Any loss of private keys relating to digital wallets used to store DigiCrypts's cryptocurrency could adversely affect its investments and profitability.

Misuse of cryptocurrencies and malicious actors

Since the existence of cryptocurrencies, there have been attempts to use them for speculation purposes and manipulations to use cryptocurrencies for malicious purposes. Although law makers increasingly regulate the use and applications of cryptocurrencies, and software is being developed to curtail speculative and malicious activities, there can be no assurances that those measures will sufficiently deter those and other illicit activities, in the future.

If a malicious actor or botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power dedicated to "mining" of DigiCrypts it may be able to alter the blockchain on which cryptocurrency transactions rely. In such circumstances, the malicious actor or botnet could control, exclude or modify the ordering of transactions, though it could not generate new cryptocurrency or transactions using such control. The malicious actor or botnet could double spend its own cryptocurrency and prevent the confirmation of other users' transactions for so long as it maintains control. Such changes could adversely affect an investment in DigiCrypts.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment

A number of companies that provide cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing cryptocurrency-related services. This could decrease the market prices of cryptocurrencies and adversely affect the value of DigiCrypts's cryptocurrency inventory.

Cryptocurrency is not covered by deposit insurance

Transactions using cryptocurrency are not covered by deposit insurance, unlike banks and credit unions that provide guarantees or safeguards.

Risk of fraud

There is a risk of fraud related to digital currencies, payment platforms and related businesses. If fraud occurs this could lead to a loss of any investment made in DigiCrypts.

Permits and licenses

The operations of DigiCrypts may require licenses and permits from various governmental authorities. There can be no assurance that DigiCrypts will be able to obtain all necessary licenses and permits that may be required. Furthermore, failure or delays in obtaining necessary approvals for licenses and permits, could have a materially adverse effect on DigiCrypts's financial condition and result of operations.

Cryptocurrency exchanges are unregulated

Cryptocurrency exchanges are largely unregulated. Over the past several years, several cryptocurrency exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such cryptocurrency exchanges were not compensated or made whole for the partial or complete losses of their account balances in such cryptocurrency exchanges. The closure or temporary shutdown of cryptocurrency exchanges due to fraud, business failure, hackers or malware, or government-mandated regulation may reduce confidence in cryptocurrency. These potential consequences could adversely affect an investment in DigiCrypts.

Cryptocurrency Market could experience Regulatory changes

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies with certain governments deeming them illegal while others have allowed their use and trade. On-going and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of DigiCrypts to continue to operate.

The effect of any future regulatory change on DigiCrypts or any cryptocurrency that DigiCrypts may mine is impossible to predict, but such change could be substantial and adverse to DigiCrypts. Investors are urged to consult their tax advisers regarding the substantial uncertainty regarding the tax consequences of an investment in Bitcoins or other cryptocurrencies.

Governments may, in the future, restrict or prohibit the acquisition, use or redemption of cryptocurrencies. Ownership of, holding or trading in cryptocurrencies may then be considered illegal and subject to sanction. Governments may also take regulatory action that may increase the cost and/or subject cryptocurrency mining companies to additional regulation. For example, on July 25, 2017 the United States Securities and Exchange Commission released an investigative report which indicates that the United States Securities and Exchange Commission would, in some circumstances, consider the offer and sale of Blockchain tokens pursuant to an initial coin offering subject to U.S. securities laws. Similarly, on August 24, 2017, the Canadian Securities Administrators published CSA Staff Notice 46-307 – *Cryptocurrency Offerings*, providing guidance on whether initial coin offerings, pursuant to which tokens are offered to investors, are subject to Canadian securities laws.

Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency. By extension, similar actions by other governments, may result in the restriction of the acquisition, ownership, holding, selling, use or trading in securities of DigiCrypts. Such a restriction could result in DigiCrypts liquidating its cryptocurrency inventory at unfavorable prices and may adversely affect DigiCrypts' shareholders.

Competition from other cryptocurrency companies

DigiCrypts will compete with other cryptocurrency and distributed ledger technology businesses and other potential financial vehicles, possibly including securities backed by or linked to cryptocurrencies through entities similar to DigiCrypts. Market and financial conditions, and other conditions beyond DigiCrypts's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly which could limit the market for DigiCrypts's shares and reduce their liquidity.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment

A number of companies that provide Bitcoin and/or other cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to Bitcoin and/or other cryptocurrency-related companies or companies that accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide Bitcoin and/or other cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing Bitcoin and/or other cryptocurrency-related services. This could decrease the market prices of cryptocurrencies and adversely affect the value of DigiCrypts' cryptocurrency inventory.

Impact of Geopolitical Events

Crises may motivate large-scale purchases of cryptocurrencies which could increase the price of cryptocurrencies rapidly. This may increase the likelihood of a subsequent price decrease as crisis-driven purchasing behavior wanes, adversely affecting the value of DigiCrypts' cryptocurrency inventory. The possibility of large-scale purchases of cryptocurrencies in times of crisis may have a short-term positive impact on the prices of Bitcoin. For example, in March 2013, a report of uncertainty in the economy of the Republic of Cyprus and the imposition of capital controls by Cypriot banks motivated individuals in Cyprus and other countries with similar economic situations to purchase Bitcoins. This resulted in a significant short-term positive impact on the price of Bitcoin. However, as the purchasing activity of individuals in this situation waned, speculative investors engaged in significant sales of Bitcoins, which significantly decreased the price of Bitcoins. Crises of this nature in the future may erode investors' confidence in the stability of cryptocurrencies and may impair their price performance which would, in turn, adversely affect the Resulting Issuer's Bitcoin inventory.

As an alternative to fiat currencies that are backed by central governments, cryptocurrencies such as Bitcoin, which are relatively new, are subject to supply and demand forces based upon the desirability of an alternative, decentralized means of buying and selling goods and services, and it is unclear how such supply and demand will be impacted by geopolitical events. Nevertheless, political or economic crises may motivate large-scale acquisitions or sales of Bitcoins either globally or locally. Large-scale sales of cryptocurrencies would result in a reduction in their market prices and adversely affect DigiCrypts' operations and profitability.

Further Development and Acceptance is difficult to evaluate

The use of cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing or stopping of the development or acceptance of developing protocols may adversely affect DigiCrypts' operations. The factors affecting the further development of the industry, include, but are not limited to:

- Continued worldwide growth in the adoption and use of cryptocurrencies;
- Governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems;
- Changes in consumer demographics and public tastes and preferences;
- The maintenance and development of the open-source software protocol of the network;
- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies;
- General economic conditions and the regulatory environment relating to digital assets; and
- Negative consumer sentiment and perception of Bitcoins specifically and cryptocurrencies generally.

Potential conflicts of interest may arise

Generally, DigiCrypts’s directors and management are not prohibited from engaging in other businesses or activities, including those that might be in direct competition with DigiCrypts.

Limited management experience

The management of DigiCrypts has limited history of past performance in managing a cryptocurrency company, and the past performances of management in other positions are no indication of their ability to successfully manage DigiCrypts. If the experience of management is inadequate or unsuitable to manage DigiCrypts the operations of DigiCrypts may be adversely affected.

Reliance on key personnel

DigiCrypts’s performance is substantially dependent on the performance and efforts of its board of directors, management and key employees. The loss of the services of any of these individuals could have a material adverse effect on its business, results of operations and financial condition. As well, the future success of DigiCrypts will depend, in large part upon its ability to attract and retain additional qualified operational personnel. DigiCrypts may not be able to enlist, train, retain, motivate and manage the required personnel. As such, the ability of DigiCrypts to manage its business and meet its objectives may be compromised.

Technological obsolescence and difficulty in obtaining hardware

To remain competitive, DigiCrypts will continue to invest in hardware and equipment at the datacenters required for maintaining DigiCrypts’s mining activities. Should competitors introduce new services/software embodying new technologies, DigiCrypts recognizes its hardware and equipment and its underlying technology may become obsolete and require substantial capital to replace such equipment. The increase in interest and demand for cryptocurrencies has led to a shortage of mining hardware as individuals purchase equipment for mining at home. Equipment in the datacenters will require replacement from time to time.

Limited Operating History and Uncertainty of Future Revenues

DigiCrypts has a limited operating history and, accordingly, potential investors will have a limited basis on which to evaluate its ability to achieve its business objectives. The future success of DigiCrypts is dependent on management's ability to implement its strategy. Whilst management is optimistic about DigiCrypts's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that DigiCrypts will successfully establish a market for its product. DigiCrypts faces risks frequently encountered by early-stage companies. In particular, its future growth and prospects will depend on its ability to expand its operation and gain additional revenue streams whilst at the same time maintaining effective cost controls. Any failure to expand is likely to have a material adverse effect on DigiCrypts's business, financial condition and results.

Dependence on Key Executives

The performance of DigiCrypts will depend heavily on its ability to retain the services of management and to recruit, motivate and retain further suitably skilled personnel. The loss of the services of key individuals may have an adverse effect on the business, operations, customer relationships and results.

Litigation

DigiCrypts 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 DigiCrypts becomes involved be determined against DigiCrypts such a decision could adversely affect DigiCrypts's ability to continue operating and the market price for DigiCrypts Shares and could use significant resources. Even if DigiCrypts is involved in litigation and wins, litigation can redirect significant resources.

Dividends

DigiCrypts has no earnings or dividend record, and does not anticipate paying any dividends on DigiCrypts Shares in the foreseeable future. Dividends paid by DigiCrypts would be subject to tax and, potentially, withholdings.

Limited Market for Securities

Upon Completion of the Transaction, DigiCrypts Shares will be listed on the Exchange, however, there can be no assurance that an active and liquid market for DigiCrypts Shares will develop or be maintained and an investor may find it difficult to resell any securities of DigiCrypts.

17.2 – Additional Security holder Risk

There is no risk that security holders of the Issuer may become liable to make an additional contribution beyond the price of the security.

17.3 – Other Risks

Subject to the risk factors set out under Section 17.1 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Issuer Shares.

18. PROMOTERS

18.1 – 18.2 – Promoter Consideration

Other than the directors and officers of DigiCrypts, there has been no person or company that may be considered a promoter of the DigiCrypts within two years immediately preceding this Listing Statement.

19. LEGAL PROCEEDINGS

19.1 – Legal Proceedings

As of the date of this Listing Statement, there are no legal proceedings material to DigiCrypts to which DigiCrypts is a party or of which any of their respective property is the subject matter.

19.2 – Regulatory Actions

As of the date of this Listing Statement, neither DigiCrypts nor any of its subsidiaries has been subject to any penalties or sanctions imposed by any court or regulatory authority relating to securities legislation or by a securities regulatory authority, nor has any party entered into a settlement agreement with a securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that are necessary to provide full, true and plain disclosure of all material facts relating to the Issuer's securities or would be likely to be considered important to a reasonable investor making an investment decision.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no material conflict of interest, either direct or indirect, is currently known to exist with respect to any proposed transaction, or any transaction consummated over the three years before the date of this Listing Statement, that has affected or will materially affect the Issuer.

Conflicts of interest may arise as a result of the directors and officers of DigiCrypts also holding positions as directors or officers of other companies. Some of those individuals have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Issuer will be in direct competition with DigiCrypts.

The directors and officers of DigiCrypts are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and DigiCrypts will rely upon such laws in respect of any directors' and officers' conflict of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts will be disclosed by such directors or officers in accordance with the *Business Corporations Act* (Ontario), as applicable, and they will govern themselves in respect thereof to the best of their ability in accordance with the obligation imposed upon them by law.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 – Auditors

The auditors of DigiCrypts are Davidson & Company LLP. On February 5, 2019 Wasserman Ramsay LLP, the former auditors of DigiCrypts resigned and were replaced by the current auditors. DigiCrypts' Notice of Change Of Auditor, dated February 5, 2019, is available on the company's SEDAR profile at www.sedar.com.

21.2 – Transfer Agent and Registrar

The Transfer Agent and Registrar for DigiCrypts Shares is Capital Transfer Agency Inc.

22. MATERIAL CONTRACTS

22.1 – Material Contracts of DigiCrypts

DigiCrypts has not entered into any material contracts within the two years before the date of this Listing Statement, other than the share exchange agreement entered into on March 21, 2019 relating to the RTO, a copy of which is available on the company's SEDAR profile at www.sedar.com.

22.2 – Special Agreements

The Issuer is not a party to any co-tenancy, shareholders' or limited partnership agreement.

23. INTEREST OF EXPERTS

23.1 – Interest of Experts

Certain legal matters in connection with this listing application will be passed upon on behalf of the Corporation by Chitiz Pathak LLP. As at the date hereof, the partners and associates of Chitiz Pathak LLP, as a group, beneficially own, directly and indirectly, in the aggregate, less than one percent of the Shares.

24. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Issuer and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

25. FINANCIAL STATEMENTS

25(a) Financial Statements – DigiCrypts

Schedule "A" contains the audited financial statements for DigiCrypts for the years ended January 31, 2017 and 2018 and the three and nine months ended October 31, 2018.

SCHEDULE "A"
FINANCIAL STATEMENTS OF DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.

TJR COATINGS INC.

FINANCIAL STATEMENTS

JANUARY 31, 2018 AND 2017

Wasserman Ramsay

Chartered Accountants

3601 Hwy 7 East, Suite 1008, Markham, Ontario L3R 0M3
Tel. 905-948-8637 Fax 905.948.8638
email: wram@wassermanramsay.ca

AUDITORS' REPORT

To the Shareholders of
TJR Coatings Inc.:

We have audited the accompanying financial statements of TJR Coatings Inc. which comprise the statements of financial position as at January 31, 2018 and 2017 and the statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of TJR Coatings Inc. as at January 31, 2018 and 2017 and the results of its operations, changes in equity and cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to note 1 in the financial statements, which indicates that the Company had a working capital deficit of $4,930 as at January 31, 2018 and currently has no cash and no active business. These conditions, along with other matters set forth in note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Wasserman Ramsay

Markham, Ontario
March 5, 2018

Chartered Accountants
Licensed Public Accountants

TJR COATINGS INC.

STATEMENTS OF FINANCIAL POSITION

(Expressed in Cdn $)

	2018	2017
ASSETS		
Current:		
Cash	$ 70	$ -
	$ 70	$ -
LIABILITIES		
Current:		
Accounts payable and accrued liabilities	5,000	6,216
Non-current:		
Loan payable to director *(Note 5)*	366,885	318,686
SHAREHOLDERS' DEFICIENCY		
Capital stock *(Note 4)*	511,600	511,600
Deficit	(883,415)	(836,502)
	(371,815)	(324,902)
	$ 70	$ -

Description of business, status of operation and going concern - Note 1
Subsequent event - Note 9

Approved on behalf of the Board on March 5, 2018:

"Edward Murphy"
Edward Murphy, Director

"Inga Gratcheva"
Inga Gratcheva, Director

The accompanying notes form an integral part of these financial statements

TJR COATINGS INC.

STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

FOR THE YEARS ENDED JANUARY 31, 2018 AND 2017

	2018	2017
Expenses:		
General and administrative	12,693	11,006
Interest on loan payable to director *(Note 5)*	34,220	29,866
	46,913	40,872
Net loss and comprehensive loss	$ (46,913)	$ (40,872)
Basic and fully diluted loss per share	$-	$-
Weighted average number of shares outstanding - basic and diluted	22,363,636	22,583,836

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED JANUARY 31, 2018 AND 2017

	Number of Common shares	$ Amount	Deficit	Total Shareholder Deficiency
Balance - February 1, 2016	22,583,836	$ 511,600	$ (795,630)	$ (284,030)
Net loss for the year	-	-	(40,872)	(40,872)
Balance, January 31, 2017	22,583,836	511,600	(836,502)	(324,902)
Net loss for the year	-	-	(46,913)	(46,913)
Correction *(Note 4)*	(220,200)	-	-	-
Balance, January 31, 2018	22,363,636	$ 511,600	$ (883,415)	$ (371,815)

The accompanying notes form an integral part of these financial statements

TJR COATINGS INC.

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JANUARY 31, 2018 AND 2017

	2018	2017
Cash was provided by (used in) the following activities:		
Operations:		
Net loss for the year	$ (46,913)	$ (40,872)
Add: Item not involving an outlay of cash		
Net change in non-cash working capital item		
Accounts payable and accrued liabilities	(1,216)	(132)
	(48,129)	(41,004)
Financing:		
Loan advances from director	48,199	41,004
	48,199	41,004
Net change in cash	70	-
Cash, beginning of year	-	-
Cash, end of year	$ 70	$ -

The accompanying notes form an integral part of these financial statements

1. Description of business, status of operations and going concern:

TJR Coatings Inc. (the "Company") is incorporated under the laws of the Ontario. The registered office and principal place of business of the Company is 31 Sunset Trail, Toronto, Ontario.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The accompanying financial statements of the Company have been prepared by, and are the responsibility of, the Company's management.

These financial statements have been prepared under the assumption that the Company is a going concern. This assumption, among other things, contemplates that the Company will be able to realize on its assets and discharge its liabilities in the normal course of operations. At January 31, 2018 the Company has a working capital deficiency in the amount of $4,930 (2017 - $6,216) In addition, the Company has incurred a loss in the current year in the amount of $46,913 (2017 - $40,872), has generated a negative cash flow from operations in the amount of $48,129 (2017 - $41,004) and has no source of operating cash flows. The Company has been able to fund its operating losses through the receipt of interest bearing advances from a director. There can be no assurance that the Company will receive these advances in the future and therefore, there is doubt regarding the Company's ability to continue as a going concern, and accordingly, the use of accounting principles applicable to a going concern. If the going concern assumption were not appropriate for these financial statements, then adjustments to the carrying values of the assets and liabilities, the expenses and the statement of financial position classifications, which could be material, would be necessary.

These financial statements are presented in Canadian dollars, which is our presentation and functional currency. We have prepared these financial statements using the historical cost basis except for certain financial instruments that have been evaluated at fair value. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

2. Statement of Compliance and significant accounting policies:

The financial statements of the Company as at and for the years ended January 31, 2018 and 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS").

These financial statements have been prepared in accordance with International Accounting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in effect or available for early adoption as of January 31, 2018.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Presentation Currency

The Company's presentation currency and functional currency is the Canadian dollar ("$").

Significant Accounting Judgments and Estimates

The preparation of financial statements requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and notes. By their nature, these estimates, judgments and assumptions are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be material. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The more significant areas are as follows:

Critical accounting estimates and judgments

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values. Deferred income tax assets also result from unused loss carry-forwards and other deductions. The valuation of deferred income tax assets is adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's does not currently have an financial assets.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Other financial liabilities - This category includes accounts payables and accrued liabilities, all of which are recognized at amortized cost.

Fair value hierarchy:

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to the valuation technique used to measure fair value as per IFRS 7. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

> Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
>
> Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
>
> Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Share-based Payments

The Company may grant stock options to buy common shares of the Company to directors, officers and service providers. The board of directors grants such options for periods of up to five years, with vesting periods determined at its sole discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted.

The fair value of share purchase options granted is recognized as an expense with a corresponding increase in equity.

The fair value for share purchase options granted to those providing services is measured at the grant date and each tranche is recognized using the accelerated method basis over the period during which the share purchase options vest. The fair value of the share purchase options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the share purchase options were granted.

At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share purchase options that are expected to vest.

Related party transactions

Transactions with related parties which occur in the normal course of business are recorded at the exchange amount, being the amount of consideration established and agreed to by the related parties.

Income Taxes

Income tax on the profit or loss consists of current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit;
- goodwill not deductible for tax purposes; and
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance expense (“notional interest”).

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic benefits will be required, the provision is reversed. The Company presently does not have any amounts considered to be provisions.

Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. The Company does not currently have any options or warrants outstanding that could be considered dilutive.

3. New accounting pronouncement not yet adopted:

IFRS 9, Financial Instruments effective for annual periods beginning after January 31, 2018. The standard is the first part of a multi-phase project to replace IAS 39, Financial Instruments: Recognition and Measurement. The Company does not expect the adoption of this new standard to impact its financial statements.

4. Capital stock:

(a) Capital stock consists of the following:

	Number of Shares	Amount
Authorized : Unlimited common shares		
Issued:		
Balance, January 31, 2017	22,583,836	$ 511,600
Correction to agree balance with transfer agent	(220,200)	-
Balance, January 31, 2018	22,363,636	$ 511,600

During the current year the balance of common shares outstanding was corrected to agree with the number of shares outstanding according to the Company's transfer agent.

(b) Stock incentive plan:

The Company maintains a Stock Incentive Plan for designated officers, directors consultants and employees. Each stock option entitles the holder to one common share. The Company has no options outstanding at January 31, 2018 and 2017.

5. Related party transactions and balances:

Compensation of key Management and Directors

Key management compensation includes the Chief Executive Officer and Chief Financial Officer. Director fees and share-based payments include the Board of Directors:

	2018	2017
Salaries, fees and short term benefits	$ -	$ -
Share-based payments	-	-
	$ -	$ -

Loan Payable to director:

As disclosed in Note 1, the Company is dependent upon cash advances from a director in order to discharge its liabilities. At January 31, 2018 these advances totaled $366,885 (2017-$318,686) including accrued interest of $154,490 (2017 - $120,270). These advances, are interest bearing at a rate of 10% per annum, and unsecured. The balance is not due within the next twelve months. Interest charged on these loans in the current year totaled $34,220 (2017 - $29,866).

The fair value of the loan cannot be reliably determined as no active market exists for such related party instruments.

6. Income taxes:

The following reconciles the effective tax rate to the statutory tax rate on a percentage basis:

	2018	2017
Statutory tax rate	26.50 %	26.50 %
Losses not recognized	(26.50)	(26.50)%
Effective tax rate	- %	- %

The Company has non-capital losses carried forward of approximately $337,782 which will expire, if unused, as follows, the potential benefit of these losses has not been recorded in these financial statements:

2026	$ 1,500
2027	1,500
2028	1,500
2029	1,500
2030	1,500
2031	22,850
2032	57,775
2033	51,659
2034	35,660
2035	31,800
2036	42,750
2037	40,875
2038	46,913
	$ 337,782

The Company has the following temporary taxable or deductible differences:

	2018	2017
Income tax loss carry-forwards	$ 84,450	$ 72,700
Less: valuation allowance	(84,450)	(72,700)
	$ -	$ -

7. Financial instruments:

(a) Fair values

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these instruments. The loans payable are carried at amortized cost which approximates fair value.

(b) Liquidity rate risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Company's continued existence has been financed through the issuance of debt. One of management's primary goals is to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as the cash flows. The Company has a working capital deficiency of $4,930 at January 31, 2018 and has no internal source of cash. Therefore liquidity risk would be considered high.

8. Capital management:

The Company defines its capital as the advances from a director. Presently, the Company is managing capital in a manner to be able to survive until it either is able to raise additional capital or generate cash from a new business. This strategy remains unchanged from the prior year.

9. Subsequent events:

1) Subsequent to year end the Company signed a letter of intent to acquire all of the outstanding shares 2618249 Ontario Corp. ("DigiCrypts"). The Company will issue 191,000,000 common shares to acquire all of of the issued and outstanding shares of DigiCrypts. The transaction will result in a reverse takeover of the Company by DigiCrypts. Under the agreement the existing shareholder loan will be settled for $100,000 with the balance (including any unpaid interest) to be forgiven.

   Completion of the agreement is subject to approval of the board of directors of the Company and DigiCrypts, completion of due diligence by DigiCrypts, the negotiation, execution and delivery of a formal share exchange agreement, completion of the shareholder loan debt repayment and on the Company obtaining all regulatory approvals as required.

2) On February 13, 2018 a service providor for the Company filed a lawsuit in small claims court claiming they are owed $25,000 plus interest from August 31, 2015 at 12% per annum by the Company. Management of the Company does not believe this amount is outstanding and believes this lawsuit is without merit and intends to vigorously defend itself. No provision has been set up for this amount.

DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.

(formerly TJR COATINGS INC.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

AMENDED AND RESTATED

(UNAUDITED)

FOR THE NINE MONTHS ENDED OCTOBER 31, 2018 AND 2017

(EXPRESSED IN CANADIAN DOLLARS)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying Amended and Restated Unaudited Condensed Interim Consolidated Financial Statements ("**Financial Statements**") of DigiCrypts Blockchain Solutions Inc. (formerly TJR Coatings Inc.) are the responsibility of the management and Board of Directors of the Company.

The Financial Statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the Financial Statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the unaudited condensed interim statement of financial position date. In the opinion of management, the Financial Statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the Financial Statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the Financial Statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the Financial Statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

The auditor of the Company has not performed a review of these financial statements.

"Chris Carl"
Chris Carl
Chief Executive Officer

"David Posner"
David Posner
Chairman

DigiCrypts
BLOCKCHAIN SOLUTIONS

FORMERLY TJR COATINGS INC.
Unaudited Condensed Interim Consolidated Statements of Financial Position
Expressed in Canadian dollars

	Notes	**As at October 31, 2018 (Unaudited)**	As at January 31, 2018 (Audited)
ASSETS		**$**	$
Current			
Cash		**349,725**	70
HST and other receivables		**99,660**	-
Digital coins	17	**2,838**	-
		452,223	70
Fixed Assets			
Equipment		**337,700**	-
Developer Costs		**218,667**	-
Computer Software		**45,392**	-
Sub-Total		**601,759**	
Less: Accumulated Depreciation		**(52,737)**	-
Fixed Assets, net	6,7	**549,022**	-
Total Assets		**1,001,245**	70
LIABILITIES			
Current Liabilities			
Accounts Payable and Accrued Liabilities	9	**10,952**	5,000
Total Current Liabilities		**10,952**	5,000
Non-current Liabilities			
Derivative liability	12	**64,600**	
Loan Payable to Director		**-**	366,885
Convertible Debenture	12	**419,900**	
Total Liabilities		**495,452**	371,885
SHAREHOLDERS' EQUITY			
Share capital	10	**1,985,744**	511,600
Accumulated deficit		**(1,479,951)**	(883,415)
Total Shareholders' Equity		**505,793**	(371,815)
Total Liabilities and Shareholders' Deficiency		**1,001,245**	70

Nature of operations and going concern	1
Commitments	15
Subsequent event	18

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

FORMERLY TJR COATINGS INC.
Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the nine months ended October 31, 2018 and 2017
(Expressed in Canadian dollars)

	Notes	**Three months ended October 31, 2018**	**Nine months ended October 31, 2018**	Three months ended October 31, 2017	Nine months ended October 31, 2017
		$	**$**	$	$
Revenue		**16,247**	**56,866**	-	-
Cost of Sales		**(10,421)**	**(59,201)**		
Gross Profit		**5,826**	**(2,335)**		
Expenses					
Management, consulting fees	13	**-**	**215,000**	-	-
Professional fees		**93,220**	**340,115**	**2,769**	**6,731**
Office and general		**58,399**	**84,379**	**-**	**-**
Interest on Loan Payable		**3,584**	**3,584**	**8,831**	**25,147**
Travel		**37,139**	**110,299**	**-**	**-**
Depreciation	6,7	**25,536**	**52,737**		
Unrealized loss, digital currency	17	**119**	**7,481**		
Cost of public listing	4	**-**	**664,021**	**-**	**-**
Total Expenses		**217,997**	**1,477,616**	**11,600**	**31,878**
Net Loss and Comprehensive Loss		**(212,171)**	**(1,479,951)**	**(11,600)**	**(31,878)**
Weighted average shares outstanding					
- Basic and diluted		**216,363,636**	**175,709,224**	22,583,836	22,583,836
Loss per share					
- Basic and diluted		**(-)**	**($0.01)**	-	-

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

FORMERLY TJR COATINGS INC.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the nine months ended October 31, 2018 and 2017
(Expressed in Canadian Dollars)

	Notes	**Nine months ended October 31, 2018**	Nine months ended October 31, 2017
		$	$
Cash Flows from Operating Activities			
Net loss for the period		**(1,479,951)**	(31,878)
Non-cash items flows			
Shares issued for acquisition	4	**559,091**	-
Depreciation	6,7	**52,737**	-
Unrealized loss on digital currency	17	**7,481**	-
		(860,642)	(31,878)
Net change in non-cash working capital items:			
Digital currency		**(10,319)**	-
Accounts receivable		**(99,660)**	-
Accounts payable and accrued liabilities	9	**10,952**	(5,142)
Net change in non-cash working capital items		**(99,027)**	(5,142)
Cash flows (used in) operating activities		**(959,669)**	(37,020)
Cash Flows from Financing Activities			
Private Placements	10	**1,426,653**	-
Cash Flows from Financing Activities		**1,426,653**	-
Cash Flows from Investing Activities			
Loan payable		**-**	37,020
Convertible debenture	12	**484,500**	
Investment in Fixed Assets	6,7	**(601,759)**	-
Cash flows (used in) investing activities		**(117,259)**	37,020
Increase in cash		**349,725**	-
Cash, beginning of period		**-**	-
Cash, end of period		**349,725**	-

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

FORMERLY TJR COATINGS INC.
Unaudited Condensed Interim Consolidated Statements of Changes of Equity Flows
For the nine months ended October 31, 2018 and 2017
(Expressed in Canadian dollars)

	Notes	Common Shares #	Share Capital $	Deficit $	Total $
Opening balance		22,363,636	1,426,653		1,426,653
Issuance of Shares on RTO	4	194,000,000	559,091	-	559,091
Net loss for the period		-		(**1,479,951**)	(**1,479,951**)
Balance, October 31, 2018		216,363,636	1,985,744	(1,479,951)	505,793

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

1. NATURE OF OPERATIONS AND GOING CONCERN

DigiCrypts Blockchain Solutions Inc., formerly TJR Coatings Inc. (the "**Company**") was incorporated on January 31, 2018 by Articles of Incorporation under the laws of the Province of Ontario, Canada. The registered office and principal place of business of the Company is 31 Sunset Trail, Toronto, Ontario.

The Company's wholly-owned subsidiary, 2618249 Ontario Corp. ("**DigiCrypts**"), was formed to exploit "revenue and profit opportunities" on a global basis in all fields related to crypto currencies and the Initial Coin Offering marketplace. DigiCrypts is developing operations in three different areas of the crypto currency marketplace including crypto-mining, ICO communication and support, and the issuance of a consumer friendly digital crypto-currency.

On February 9, 2018, DigiCrypts entered into a binding Letter of Intent with TJR Coatings Inc. ("TJR") whereby TJR would acquire all of the 151,000,000 outstanding DigiCrypts shares, in exchange for issuing a total of 151,000,000 TJR common shares at a ratio of one TJR share for each one DigiCrypts share at a deemed price of $0.025 per TJR share, resulting in a reverse take-over of TJR by DigiCrypts. This transaction was completed on March 29, 2018.

As at October 31, 2018, the Company had working capital of $441,271, had not yet achieved profitable operations, had accumulated losses of $1,479,951, and currently expects to incur further losses in the development of its business. There is no assurance that the investments made by the Company and any future investments will be successful and profitable, and as such, there is an uncertainty with respect to the Company's ability to continue as a going concern.

The Company is dependent upon obtaining financing for its on-going and planned investment activities and to meet its ongoing cost of corporate overhead and discharge its liabilities as they come due. These unaudited Interim Consolidated Financial Statements ("Financial Statements") have been prepared on the basis that the Company will continue as a going concern and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These Financial Statements have been prepared in accordance with IAS 34, "Interim Financial Reporting of the International Financial Reporting Standards" ("IFRS") as issued by the International Accounting Standards Board ("IASB") and follow the same accounting policies and methods of application as the Company's January 31, 2018 Annual Audited Financial Statements. Accordingly, they should be read in conjunction with the Company's most recent annual statements.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its Financial Statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's Financial Statements are consistent with those applied and disclosed in the Company's Financial Statements for the year ended January 31, 2018. The Company's interim results are not necessarily indicative of its results for a full year.

The Company has a digital mining division that is in the business of the mining and sale of digital currencies, many aspects of which are not specifically addressed by current IFRS guidance. The Company is required to make judgments as to the application of IFRS and the selection of accounting policies. The Company has disclosed its presentation, recognition and de-recognition, and measurement of digital currencies, and the recognition of revenue as well as significant assumptions and judgments; however, if specific guidance is enacted by the IASB in the future, the impact may result in changes to the Company's earnings and financial position as presented.

Recognizing that the Company is responsible for both the integrity and objectivity of the Financial Statements, management is satisfied that these Financial Statements have been fairly presented. These amended Financial Statements were authorized by the Board of Directors of the Company on February 19, 2019.

(b) Basis of presentation

These Financial Statements are presented in Canadian dollars, which is the Company's functional currency. The Financial Statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

(c) Adoption of new and revised standards and interpretations

New standards and interpretations

At the date of authorization of these Financial Statements, the IASB and the IFRS Interpretations Committee have issued certain new and revised Standards and Interpretations which are not yet effective. Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below. The Company has not early adopted and is currently assessing what impact the application of these standards or amendments will have on the Financial Statements of the Company.

- Institutions. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.
- IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases ("IAS 17"). Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. If the lease was classified as a finance lease, a lease liability was included on the statement of financial position. IFRS 16 now requires lessees to recognize a right of use asset and lease liability reflecting future lease payments for virtually all lease contracts. The right of use asset is treated

similarly to other non-financial assets and depreciated accordingly. The lease liability accrues interest. The IASB has included an optional exemption for certain short term leases and leases of low value assets; however, this exemption can only be applied by lessees. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the identified asset's use and obtain substantially all the economic benefits from that use. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Share-based payments

Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions is recognized, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The consolidated statements of loss and comprehensive loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in operating expenses. No expense is recognized for awards that do not ultimately vest.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of recognition and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award and designated as replacement awards on the date of grant, the cancelled and new awards are treated as if they were a modification of the original awards, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

(b) Consolidation

These Financial Statements include the Financial Statements of the Company and its wholly owned subsidiaries, which are controlled by the Company.

Control is achieved when the parent company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has all of the following: (i) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect its returns.

The Financial Statements of subsidiaries are included in the consolidated Financial Statements from the date that control commences until the date that control ceases. All significant inter-company transactions, balances, income and expenses are eliminated on consolidation.

As of October 31, 2018, the Company had two wholly owned subsidiaries. 2618249 Ontario Corp. was incorporated by the founders on January 31, 2018 to incorporate the business operating activities of the Company as a private entity. The entity was acquired in the RTO transaction on March 29, 2018.

ICO Max Corp. was incorporated by the Company on May 17, 2018 to be used as the host company for the filing of an application to become a registered Exempt Market Dealer in Ontario. On October 18, 2018, ICO Max Corp. changed its name to Digimax Capital Corp.

(c) Classification of digital currencies as current assets

The Company's determination to classify its holding of digital currencies as current assets is based on management's assessment that its digital currencies held can be considered to be commodities, the availability of liquid markets to which the Company may sell a portion of its holdings and that the Company is actively selling its digital currencies in the near future to generate a profit from price fluctuations.

(d) Income from digital currency mining

The Company recognizes income from digital currency mining from the provision of transaction verification services and by transferring the coins mined into a secure wallet owned by the company. Income from digital currency mining is measured based on the fair value of the coins on the date the transfer to the wallet is made. The fair value is determined using the closing price of the coin on the date of receipt, as reported on www.coinmarketcap.com. The coins held by the company are recorded on the statement of financial position, as digital currencies, at their fair value and re-measured at each reporting date. Revaluation gains or losses, as well as gains or losses on the sale of coins in return for traditional (fiat) currencies are included in profit and loss in accordance with the Company's treatment of its digital currencies as a traded commodity.

(e) Compound instruments

The components of compound instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the contractual agreement. At the date of issue, the fair value of the liability component is estimated using the market interest rate then in effect for a similar non-convertible instrument. This amount is recorded as a liability, at amortized cost, using the effective interest rate method until its expiry at the time of conversion or maturity of the instrument. The equity component is determined by deducting the amount of the liability component of the total fair value of the compound instrument. This amount is recognized in equity, net of income tax effects, and is not subsequently remeasured. Transaction costs related to the issuance of the convertible debenture are allocated to the liability and equity components in proportion to their initial carrying amounts. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the life of the debenture using the effective interest method. Interest and accretion expense are recognized as a finance cost in the consolidated statements of loss and comprehensive loss.

(f) Taxation

Income tax expense represents the sum of tax currently payable and any deferred tax.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax

Deferred taxation is recognized using the liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, the deferred taxation is not recognized if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred taxation is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred taxation asset is realized or the deferred taxation liability is settled.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

(g) Loss per share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes conversion, exercise or contingent issuance of options, warrants and securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share.

(h) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with realized gains and losses recognized through profit or loss. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity are measured at amortized cost. The Company’s other receivables are classified as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for when there is objective evidence of impairment. As at October 31, 2018, the Company has not classified any financial assets as available for sale or held to maturity.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

(i) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The Company's accounts payable, accrued liabilities, and convertible debentures are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statements of loss and comprehensive loss.

In accordance with IFRIC 19, when debt is extinguished with equity, the difference between the carrying amount of the debt extinguished and the fair value of the equity is recognized in the consolidated statement of loss and comprehensive loss.

(j) Impairment of financial assets

The Company assesses at each financial reporting date whether a financial asset is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in net income or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in net income or loss.

(k) Cash

Cash in the consolidated statement of financial position comprises cash at banks and lawyer's trust accounts which is available on demand.

(l) Fixed Assets

The Company records the value of fixed assets at the lower of cost or market value. The Company evaluates each asset or cash generating unit every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as the relationship between mining rewards and the required computing power, digital currency prices, the periodic contribution margin of digital currency mining activities, changes in underlying costs, such as electricity, and technological changes.

Development costs related to Apps that are expected to generate revenue are capitalized at cost.

(m) Depreciation

Depreciation of computing equipment is an estimate of its expected life. In order to determine the useful life of computing equipment, assumptions are required about a range of computing industry market and economic factors, including required hashrates, technological changes, availability of hardware and other inputs, and production costs. Management has elected to use a depreciation policy consistent with its peers in the industry and thereby depreciate the computing equipment on a 30% per annum declining basis starting the month the equipment is placed into service.

Amortization of development costs is also calculated on a 30% per annum declining basis starting the month the App first earns revenue.

(n) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(o) Share issuance costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

(p) Share capital

In situations where the Company issues units, the value of units is bifurcated and the value of warrants is included as a separate reserve of the Company's equity.

(q) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

(r) Foreign currency translation

The functional currency of the Company is the Canadian dollar, which is the presentation currency of the Financial Statements..

Monetary assets and liabilities denominated in currencies other than Canadian dollars are translated into Canadian dollars at the rate of exchange in effect at the statement of financial position date. Non-monetary assets and liabilities are translated at the historical rates. Revenues and expenses are translated at the transaction exchange rate. Foreign currency gains and losses resulting from translation are reflected in net comprehensive loss for the period.

The assets and liabilities of entities with a functional currency that differs from the presentation currency are translated to the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the financial period end;
- Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case, income and expenses are translated at the rate on the dates of the transactions);
- Equity transactions are translated using the exchange rate at the date of the transaction; and
- All resulting exchange differences are recognized as a separate component of equity as reserve for foreign exchange.

When a foreign operation is disposed of, the relevant amount in the reserve for foreign exchange in other comprehensive income is transferred to profit or loss as part of the profit or loss on disposal.

On the partial disposal of a subsidiary that includes a foreign operation, the relevant proportion of such cumulative amount is reattributed to non-controlling interest. In any other partial disposal of a foreign operation, the relevant proportion is reclassified to profit or loss.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future, and which in substance, is considered to form part of the net investment in the foreign operation, are recognized in the reserve for foreign exchange.

(s) Joint arrangements

A joint arrangement represents an arrangement where two or more parties hold joint control. Joint control is deemed to exist under contractual agreement where decisions regarding relevant activities of the arrangement require the unanimous consent of those parties sharing control.

A joint venture is a joint arrangement and represents a company or other entity in which each venturer has an interest, holds joint control and holds rights to the net assets of the entity. Interests in joint ventures are accounted for using the equity method of accounting.

A joint operation is a joint arrangement and represents a company, partnership or other entity in which each venture has an interest, holds joint control and holds rights to the assets and obligations for the liabilities of the entity. Interests in joint operations are accounted for by recognizing the Company's share of the assets, liabilities, revenue and expenses.

(t) Significant accounting judgments and estimates

The preparation of these Financial Statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to the valuation of deferred income tax amounts, and valuation of warrants, options and shares issued during private placements and measurement of derivative liability.

The most significant judgments relate to recognition of deferred tax assets and liabilities, assessment of functional currency, determination of derivative liability of convertible debt and determination if the investment is a joint arrangement.

4. ACQUISITION OF 2618249 ONTARIO CORP.

On February 9, 2018, the Company entered into a definitive agreement with 2618249 Ontario Corp. doing business as DigiCrypts Blockchain Solutions ("DigiCrypts"). Pursuant to the definitive agreement, on March 29, 2018 the Company acquired all the issued and outstanding common shares of DigiCrypts (the "DigiCrypts Shares") on a 1-for-1-exchange basis from the DigiCrypts shareholders, which constituted a reverse takeover of the Company by DigiCrypts shareholders (the "RTO").

Pursuant to the RTO, TJR issued 194,000,000 common shares at a deemed price of $0.025 per common share in exchange for all of the issued and outstanding shares of DigiCrypts. TJR also issued 21,500,000 share purchase warrants under the same terms and conditions of the warrants issued by DigiCrypts.

The Company had 22,363,636 common shares outstanding prior to the completion of the RTO. On closing of the RTO the total shares outstanding in the Company subsequent to the RTO were 216,363,636. As a result, the original shareholders of the Company retained 10.3% and DigiCrypts shareholders obtained 89.70% of the Company.

Since the DigiCrytpts did not meet the definition of a business under IFRS 3 – Business Combinations, the acquisition was accounted for as a purchase of the DigiCrypts' assets. The consideration paid was determined as equity-settled share based payments under IFRS 2, at the fair value of the equity of DigiCrypts retained by the shareholders of the Company based on the fair value of the DigiCrypts common shares on the date of closing of the RTO, which was determined to be $0.025 per common share based on the most recent equity raise completed just prior to the RTO.

(Expressed in Canadian Dollars)

The terms of the Transaction including the following:

Prior to the closing of the RTO, DigiCrypts raised gross proceeds from the sale of common shares of $1,075,000 (including the Shares Not Yet Issued at the time of the RTO).

At the time of closing, $371,884 of debts owed to a related party of the Company were satisfied by the payment $100,000.

Warrants to purchase a total of 21,500,000 shares of DigiCrypts were exchanged for an equal number of Warrants in the Corporation. The Black-Scholes valuation of the warrants was deemed to be Nil.

No Stock Options had been issued by either company at the time of the RTO.

The Company incurred transaction costs of $26,792 related to this portion of the transaction.

The table below summarizes the fair value of the assets acquired and the liabilities assumed at the acquisition date, as well as the consideration paid:

Consideration:	
Common shares	$ 559,091
Stock options	-
Total Consideration	559,091
Liabilities Acquired:	
Liabilities & Accounts Payable	104,930
Total Liabilities Acquired	104,930
Expense of public listing	$ 664,021

In conjunction with the RTO transaction, on March 29, 2018, the Company issued 43,000,000 units for gross cash proceeds of $1,075,000 less legal and other costs of $6,487 and zero brokerage fees, resulting in net cash proceeds of $1,068,513. Each unit was comprised of one common share and one half of one common share purchase warrant. Each whole share warrant can be converted into one common share at an exercise price of $0.05 per Common Share until the earlier of two (2) years from the Closing Date, or thirty (30) days following notice from Corporation after the Common Shares have traded on a stock exchange for ten (10) consecutive days at a closing price in excess of $0.10.

5. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the

(Expressed in Canadian Dollars)

Company, in order to support the development of its planned business activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to carry out the planned business activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of share capital, equity portion of convertible debenture, and accumulated deficit, which as at October 31, 2018 totaled $505,793.

The Company's objective when managing capital is to obtain adequate levels of funding to support its business activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the development of its business. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements and issuance of convertible debentures. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

6. COMPUTING EQUIPMENT

	October 31, 2018		
	Additions	**Acc. Dep**	**NBV**
Computing equipment	**$ 337,700**	**$ 52,737**	**$284,963**

7. APP DEVELOPMENT COSTS AND COMPUTER SOFTWARE

	October 31, 2018		
	Additions	**Acc. Amort**	**NBV**
App Developments costs and Computer software	**$ 264,059**	**$ -**	**$ 264,059**

8. RISK FACTORS

Fair value

The carrying amount of cash, accounts payables and accrued liabilities approximate fair value due to the relative short maturity of these financial instruments. As at October 31, 2018 cash and cash equivalents are considered level 1. The carrying value of convertible debt approximates fair value as it bears interest at market rates.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The

(Expressed in Canadian Dollars)

Company's credit risk is primarily attributable to cash and other receivables. Cash is held with a reputable Canadian chartered bank. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company generates cash flow primarily from its financing activities. As at October 31, 2018, the Company had a cash balance of $349,725, and current liabilities of $10,952.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable of the Company are principally comprised of amounts outstanding for trade purchases relating to regular business activities and amounts payable for financing activities. The usual credit period taken for purchases is between 30 to 90 days.

The following is an aged analysis of the accounts payables and accrued liabilities:

	October 31, 2018
	$
Less than 90 days	10,952
Greater than 90 days	-
Total accounts payable and accrued liabilities	10,952

10. SHARE CAPITAL

The outstanding number of common shares consists of 216,363,636. The Company is authorized to issue an unlimited number of common shares without par value.

(i) On January 31, 2018, the Company issued 151,000,000 shares to the founders for gross and net proceeds of $358,500

(ii) On March 27, 2018, 42,600,000 shares were issued at $0.025 per share for gross proceeds of $1,065,000 shares, and net proceeds of $1,058,513.

(iii) On April 15, a subscriber document was located in which a subscriber had subscribed for 400,000 shares for gross and net proceeds of $10,000. The shares were issued in the second quarter.

The Company issued 194,000,000 common shares for $559,091 on the acquisition of 2618249 Ontario Corp. as more fully described in Note 4.

(Expressed in Canadian Dollars)

11. RESERVE FOR WARRANTS

Pursuant to the issuance of 43,000,000 shares (see Note 10 (ii) and (iii) combined), the Company issued 21,500,000 common share purchase warrants. The common share purchase warrants were fair valued at $Nil. The fair value of the common share purchase warrants and the broker warrants were estimated on the date of the closing using the Black-Scholes option pricing model with the following assumptions:

Market price	$.025
Expected dividend yield	0%
Expected volatility	100%
Risk-free interest rate	1.25%
Expected life	2 years

Share purchase warrant transactions for the period ended October 31, 2018 are summarized as follows:

	Warrants	Weighted Average Exercise Price	Fair Value
	#	$	$
Balance January 31, 2018	-	-	-
Warrants issued	21,500,000	0.05	-
Warrants issue costs	-	-	-
Balance October 31, 2018	21,500,000	0.05	-

12. CONVERTIBLE DEBENTURE

On September 29, 2018, the Company completed a Private Placement of a Convertible Debenture (the **"Debenture"**) in the amount of $484,500. The holders of the Debenture were granted a first-position General Security Arrangement over the assets of the Company and its subsidiaries. The Debentures carry a 10% simple interest coupon payable in cash at the end of each calendar quarter and the company may force the conversion of the Debentures to common equity if the company's shares are listed on a Canadian Stock Exchange and close above 20 cents per share for more than 20 consecutive trading days. The conversion price will be the lower of $0.075 per share, or 75% of the lowest price any common shares are issued by the company subsequent to the closing of this Private Placement. Upon conversion, the Debenture holders will also receive a warrant for ½ of one common share for each converted common share at a strike price equal to 1.5 times the conversion price and such warrants will have a Term of 2 years following the date of conversion.

(Expressed in Canadian Dollars)

The following is a summary of the convertible debenture liability:

	October 31, 2018	October 31, 2017
	$	$
Issuance	484,500	-
Derivative liability	64,600	-
Balance, October 31, 2018	419,900	-

The Debenture is classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debentures being less than the face value.

The conversion feature meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the “fixed-for-fixed” criteria outlined under IFRS. As a result, the conversion feature is required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period being charged or credited to income. On October 31, 2018, the value of the derivative liability was $64,600.

13. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management includes the Company’s directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

On January 31, 2018, the Company issued 151,000,000 shares to the founders for gross and net proceeds of $358,500.

Total key management compensation paid to the Chief Executive Officer and VP Operations amounts to $116,000 for the period ended October 31, 2018. The Company also incurred consulting fees to founders and to a director of $143,500.

14. SEGMENTED INFORMATION

At October 31, 2018, the Company’s operations were comprised of a single reporting operating segment engaged in the development of crypto currency businesses in Canada and internationally.

15. COMMITMENTS

The Company has no commitments as at October 31, 2018.

16. INCOME TAX

The Company has approximately $1,605,562 of Canadian net operating losses as at October 31, 2018 available to be carried forward against future taxable income. These non-capital losses will expire in 2038.

(Expressed in Canadian Dollars)

17. DIGITAL CURRENCIES

As at October 31, 2018, the Company's digital currencies consisted of the three digital currencies, detailed below, with a fair value of $2,838. Income from digital currency mining is measured based on the fair value of the coins on the date the transfer to the wallet is made. The fair value is determined using the closing price of the coin on the date of receipt, as reported on www.coinmarketcap.com.

The Company's holdings of Digital Currencies consists of the following:

	31-Oct-18	31-Jan-17
Bitcoin	$1,345	$-
Ethereum	1,493	-
Litecoin	-	-
	$2,838	$-

The Continuity of digital currencies is as follows:

	31-Oct-18	31-Jan-17
Opening Balance at Feb 1, 2018	$-	$-
Digital Currency Mined	56,866	-
Digital Currency Sold	(46,547)	-
Revaluation Adjustment	(7,481)	-
Ending Balance	$2,838	$-

18. SUBSEQUENT EVENTS

On December 21, 2018 the company received notice from the Canadian Securities Exchange ("CSE") that it had been approved for listing, conditional upon completion of their review of Personal Information Forms of the Directors and senior management, as well as the completion and filing of certain administrative and financial documents for which the information is readily available.

On December 27, 2018 the Company announced the resignation of a Director, Mr. Yoni Ashurov, and the appointment of Mr. Steven Glaser as a new Director.

The Company also announced that it has appointed Mr. Kyle Appleby as part-time Chief Financial Officer effective January 1, 2019.

On December 27, the company completed a 1:4 (one new share for four old shares) share consolidation resulting in a reduction of the issued and outstanding common shares from 216,363,636 to 54,090,909. Shareholders of the Company approved the share consolidation at the Annual and Special Meeting of the

Shareholders on May 21, 2018.

On February 8, 2019 the Company completed a secured convertible debentures (the "Convertible Debentures") private placement. Each Convertible Debenture bears interest at a rate of 10% per annum, which is payable in cash to the holders thereof on the last date of each calendar quarter for a period of three years from the date of issue or the date the Convertible Debenture is converted. The Convertible Debentures are convertible: (i) at the option of the holder into common shares (the "Common Shares"), at a conversion price that is the lesser of (i) $0.20, or (ii) 75% of the lowest price offered in a private placement of the Company's common shares (the "Conversion Price") while such Convertible Debenture remains outstanding.

In addition, the Company issued amended secured convertible debentures to the holders of the previously issued 10% secured convertible debentures in the aggregate principal amount of $484,500 (the "September 2018 Debentures") such that the terms of the September 2018 Debentures have been amended to mirror the terms of the Convertible Debentures.

On closing, the Company issued to the holders of the Convertible Debentures and the September 2018 Debentures 2,586,250 common share purchase warrants (each a "Warrant"). The Warrants are exercisable for a period of two (2) years from issuance into Common Shares at an exercise price equal to the lowest of (i) $0.30, (ii) the product of the Conversion Price multiplied by 1.5, and (iii) the exercise price of common share purchase warrants issued by the Corporation prior to the expiration of the Warrants for each Warrant exercised. The Convertible Debentures and Warrants issued pursuant to the Offering are subject to a statutory hold period of four months and one day from the closing date of the Offering.

SCHEDULE "B"

UNAUDITED INTERIM FINANCIAL STATEMENTS OF 2618249 ONTARIO CORP. FOR THE STUB PERIOD BETWEEN THE DATE OF INCORPORATION AND APRIL 20, 2018

2618249 ONTARIO CORP.

(dba “DigiCrypts Blockchain Solutions”)

FINANCIAL STATEMENTS

FOR THE PERIOD FROM JANUARY 31, 2018 (DATE OF INCORPORATION) TO

APRIL 20, 2018

(EXPRESSED IN CANADIAN DOLLARS)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of 2618249 ONTARIO CORP. are the responsibility of the management and Board of Directors of the Company.

The financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Chris Carl"
Chris Carl
Chief Executive Officer

"David Posner"
David Posner
Chairman

Wasserman Ramsay

Chartered Accountants

3601 Hwy 7 East, Suite 1008, Markham, Ontario L3R 0M3
Tel. 905-948-8637 Fax 905.948.8638
email: wram@wassermanramsay.ca

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
2618249 Ontario Corp.:

We have audited the accompanying financial statements of 2618249 Ontario Corp. which comprise the statement of financial position as at April 20, 2018 and the statement of loss and comprehensive loss, cash flows and changes in shareholders' equity for the period from incorporation (January 31, 2018) to April 20, 2018, aand a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of 2618249 Ontario Corp. as at April 20, 2018 and the results of its operations, cash flows and changes in shareholders' equity for the period from incorporation (January 31, 2018) to April 20, 2018 in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to note 1 in the financial statements that indicates that the Company had not yet acheived profitable operations and had an accumulated deficit as of April 20, 2018 in the amount of $284,604. These conditions along with other matters and conditions set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Wasserman Ramsay

Markham, Ontario
May 17, 2018

Chartered Accountants
Licensed Public Accountants

2618249 ONTARIO CORP.
Statement of Financial Position
(Expressed in Canadian Dollars)
As at April 20, 2018

	Notes	April 20, 2018 $
ASSETS		
Current		
Cash		**612,835**
Prepaid expenses	11	**26,255**
		639,090
Advance to TJR Coatings Inc.	11	**109,151**
Mobile Application Development costs	6	**79,167**
Computing Equipment	5	**388,271**
TOTAL ASSETS		**1,215,679**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	8, 13	**73,630**
TOTAL LIABILITIES		**73,630**
SHAREHOLDERS' EQUITY		
Share capital	9	**1,416,653**
Shares Subscribed, not yet Issued	9, 15	**10,000**
Accumulated deficit		**(284,604)**
Total shareholders' equity		**1,142,049**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**1.215,679**
Nature of operations and going concern	1	
Commitments	13	
Subsequent Event	15	

Approved by the Board of Directors:

"Chris Carl"	*"David Posner"*
Chris Carl	David Posner
Chief Executive Officer	Chairman

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

2618249 ONTARIO CORP.
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
For the period from January 31, 2018 (date of incorporation) to April 20, 2018

	Notes	For the period from incorporation to April 20, 2018 $
EXPENSES		
Management fees, consulting fees and salaries	11	**215,000**
Professional fees		**52,065**
Office and general		**3,055**
Travel		**14,484**
Total Expenses		**(284,604)**
NET LOSS AND COMPREHENSIVE LOSS		**(284,604)**
Weighted average shares outstanding		
- basic and diluted		**193,600,000**
Loss per share		
- basic and diluted		**(0.00)**

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

2618249 ONTARIO CORP.
Statement of Cash Flows
(Expressed in Canadian Dollars)
For the period from January 31, 2018 (date of incorporation) to April 20, 2018

	Notes	For the period from incorporation to April 20, 2018 $
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss before income taxes		**(284,604)**
Net change in non-cash working capital items:		
Accounts payable and accrued liabilities		**288,630**
Prepaid expenses		**(26,255)**
Net change in non-cash working capital items		**(262,375)**
Cash flows used in operating activities		**(22,229)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Founders shares for cash		**143,500**
Private placements for cash	9	**1,065,000**
Share issue costs		**(6,847)**
Funds received for shares to be issued	9, 15	**10,000**
Cash flows from financing activities		**1,211,653**
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in Computing Equipment	5	**(388,271)**
Mobile App Development costs	6	**(79,167)**
Amount due from parent corporation		**(109,151)**
Cash flows used in investing activities		**(576,589)**
Increase in cash, and cash end of period		**612,835**
NON-CASH FINANCING AND INVESTING ACTIVITIES		
Founders and Builders Common shares issued for services provided		**215,000**

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

2618249 ONTARIO CORP.
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
For the period from January 31, 2018 (date of incorporation) to April 20, 2018

	Note	Number of Shares (#)	Amount ($)	# of warrants (#)	Net loss for the year ($)	Total ($)
Balance at January 31, 2018						
Common Shares issued to Builders for services	9(i)	50,000,000	$ 5,000			$ 5,000
Common Shares issued to Founders for cash	9(ii)	41,000,000	143,500			143,500
Common shares issued to Founders for services	9(iii)	60,000,000	210,000			210,000
Private Placement	9(iv)	42,600,000	1,065,000	21,300,000		1,065,000
Shares subscribed but not issued	9(v)		10,000			10,000
Share issuance cost			(6,847)			(6,847)
Net operating loss for the period					(284,604)	(284,604)
Issued at April 20, 2018		193,600,000	1,426,653	21,300,000	(284,604)	1,142,049

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

1. NATURE OF OPERATIONS AND GOING CONCERN

2618249 ONTARIO CORP. (the "Company and or Digicrypts") has been formed to exploit "revenue and profit opportunities" on a global basis in all fields related to crypto currencies and the Initial Coin Offering marketplace. The Company is developing operations in three different areas of the crypto currency marketplace including crypto-mining, ICO communication and support, and the issuance of a consumer friendly digital crypto-currency.

The Company was incorporated on January 31, 2018 by Articles of Incorporation under the laws of the Province of Ontario, Canada. The address of the Company's registered office is 31 Sunset Trail, Toronto, Ontario M9M 1J4. As of April 20, 2018 the Company had not commenced operations.

On March 27, the Company completed a private placement for gross proceeds of $1,065,000 (see Note 9) through the issuance of 42,600,000 Units. Each Unit consists of 1 common share of the Company purchased at $0.025 per share and a half-warrant. Each full warrant entitles the holder to acquire 1 common share of the Company at $0.05 per share wherein each warrant must be exercised not later than the earlier of, (i) two years following the date commencement of trading of the Company's shares on a Canadian stock exchange, or (ii) within 30 days of the holder having received notice that the shares of the Company had traded above 10 cents per share on a Canadian stock exchange for more than 10 consecutive days.

Prior to April 20, 2018 the Company received $10,000 for 400,000 units on the same terms as the units described above. These units were issued subsequent to April 20, 2018.

The proceeds from the private placement will be used to execute the business plan of the Company and for general working capital purposes.

On February 9, 2018, the Company entered into a binding Letter of Intent ("LOI") with TJR Coatings Inc. ("TJR") whereby TJR would acquire all of the outstanding DigiCrypts shares, in exchange for issuing TJR common shares at a ratio of one TJR share for each one DigiCrypts share at a deemed price of $0.025 per TJR share, resulting in a reverse take-over of TJR by DigiCrypts. This transaction was completed on March 29, 2018.

As at April 20, 2018, the Company had working capital of $565,460, had not yet achieved profitable operations, had accumulated losses of $284,604, and currently expects to incur further losses in the development of its business. There is no assurance that the investments made by the Company and any future investments will be successful and profitable, and as such, there is an uncertainty with respect to the Company's ability to continue as a going concern.

The Company is dependent upon obtaining financing for its on-going and planned investment activities and to meet its ongoing cost of corporate overhead and discharge its liabilities as they come due. These financial statements have been prepared on the basis that the Company will continue as a going concern and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of compliance

The financial statements of 2618249 ONTARIO CORP. have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and effective as of January 1, 2018.
These financial statements were authorized by the Board of Directors of the Company on May 17, 2018.

Basis of presentation

These financial statements are presented in Canadian dollars, which is the Company's functional currency. The financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

(b) Adoption of new and revised standards and interpretations

New standards and interpretations

At the date of authorization of these Financial Statements, the IASB and the IFRS Interpretations Committee have issued certain new and revised Standards and Interpretations which are not yet effective. Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below. The Company has not early adopted and is currently assessing what impact the application of these standards or amendments will have on the financial statements of the Company.

- IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases ("IAS 17"). Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. If the lease was classified as a finance lease, a lease liability was included on the statement of financial position. IFRS 16 now requires lessees to recognize a right of use asset and lease liability reflecting future lease payments for virtually all lease contracts. The right of use asset is treated similarly to other non-financial assets and depreciated accordingly. The lease liability accrues interest. The IASB has included an optional exemption for certain short term leases and leases of low value assets; however, this exemption can only be applied by lessees. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the identified asset's use and obtain substantially all the economic benefits from that use. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Share-based payments

Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions is recognized, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The consolidated statements of loss and comprehensive loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in operating expenses. No expense is recognized for awards that do not ultimately vest.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of recognition and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award and designated as replacement awards on the date of grant, the cancelled and new awards are treated as if they were a modification of the original awards, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

(b) Compound instruments

The components of compound instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the contractual agreement. At the date of issue, the fair value of the liability component is estimated using the market interest rate then in effect for a similar non-convertible instrument. This amount is recorded as a liability, at amortized cost, using the effective interest rate method until its expiry at the time of conversion or maturity of the instrument. The equity component is determined by deducting the amount of the liability component of the total fair value of the compound instrument. This amount is recognized in equity, net of income tax effects, and is not subsequently remeasured. Transaction costs related to the issuance of the convertible debenture are allocated to the liability and equity components in proportion to their initial carrying amounts. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the life of the debenture using the effective interest method. Interest and accretion expense are recognized as a finance cost in the consolidated statements of loss and comprehensive loss.

(c) Taxation

Income tax expense represents the sum of tax currently payable and any deferred tax.

Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax
Deferred taxation is recognized using the liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, the deferred taxation is not recognized if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred taxation is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred taxation asset is realized or the deferred taxation liability is settled.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

(d) Loss per share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes conversion, exercise or contingent issuance of options, warrants and securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share. For the period ended April 20, 2018, no potential shares are included in the computation as they are anti-dilutive.

(e) Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets classified as FVTPL are measured at fair value with realized gains and losses recognized through profit or loss. The Company’s cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity are measured at amortized cost. The Company’s other receivables are classified as loans and receivables.

Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for when there is objective evidence of impairment. As at April 20, 2018, the Company has not classified any financial assets as available for sale or held to maturity.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

(f) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The Company’s accounts payable and accrued liabilities, convertible debentures and long-term debt are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statements of loss and comprehensive loss.

In accordance with IFRIC 19, when debt is extinguished with equity, the difference between the carrying amount of the debt extinguished and the fair value of the equity is recognized in the consolidated statement of loss and comprehensive loss.

(g) Impairment of financial assets

The Company assesses at each financial reporting date whether a financial asset is impaired.

Assets carried at amortized cost
If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in net income or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in net income or loss.

(h) Cash

Cash in the consolidated statement of financial position comprises cash at banks and lawyer's trust accounts which is available on demand.

(i) Computing Equipment

The Company initially records the value of computing equipment at cost. The Company evaluates each asset or cash generating unit every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as the relationship between mining rewards and the required computing power, digital currency prices, the periodic contribution margin of digital currency mining activities, changes in underlying costs, such as electricity, and technological changes.

(j) Mobile App Development costs

Mobile App Development costs related to mobile applications ("Apps") that are expected to generate revenue are capitalized at cost.

(k) Depreciation and amortization

Depreciation of computing equipment is an estimate of its expected life. In order to determine the useful life of computing equipment, assumptions are required about a range of computing industry market and economic factors, including required hash rates, technological changes, availability of hardware and other inputs, and production costs. The computing equipment acquired to date will be depreciated on a straight-line basis over 24 months starting the month the machines are put into operation. As at April 20, 2018 the computing equipment of the Company had not been put into operation and therefore depreciation had not commenced.

Amortization of Mobile App Development costs is calculated on a 24-month straight-line basis starting the month the App is available for download.

(l) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(m) Share issuance costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

(n) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

(o) Foreign currency translation

The functional currency of the Company is the Canadian dollar, which is the presentation currency of the financial statements.

Monetary assets and liabilities denominated in currencies other than Canadian dollars are translated into Canadian dollars at the rate of exchange in effect at the statement of financial position date. Non-monetary assets and liabilities are translated at the historical rates. Revenues and expenses are translated at the transaction exchange rate. Foreign currency gains and losses resulting from translation are reflected in net comprehensive loss for the period.

The assets and liabilities of entities with a functional currency that differs from the presentation currency are translated to the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the financial period end;
- Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case, income and expenses are translated at the rate on the dates of the transactions);
- Equity transactions are translated using the exchange rate at the date of the transaction; and
- All resulting exchange differences are recognized as a separate component of equity as reserve for foreign exchange.

When a foreign operation is disposed of, the relevant amount in the reserve for foreign exchange in other comprehensive income is transferred to profit or loss as part of the profit or loss on disposal.

On the partial disposal of a subsidiary that includes a foreign operation, the relevant proportion of such cumulative amount is reattributed to non-controlling interest. In any other partial disposal of a foreign operation, the relevant proportion is reclassified to profit or loss.

(p) Foreign currency translation (continued)

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future, and which in substance, is considered to form part of the net investment in the foreign operation, are recognized in the reserve for foreign exchange.

(q) Revenue Recognition

As disclosed in Note 1 the Company has not yet begun operations but anticipates it will recognize revenue on its cryptocurrency business as follows; the Company recognizes revenue from the provision of transaction verification services within digital currency networks, commonly termed “cryptocurrency mining”. As consideration for these services, the Company receives digital currency from each specific network in which it participates (“coins”). Revenue is measured based on the fair value of the coins received. The fair value is determined using the spot price of the coin on the date of receipt, based on the hourly volume weighted average from www.cryptocompare.com. A coin is considered earned on the completion and addition of a block to the blockchain, at which time the economic benefit is received and can be reliably measured. The coins are recorded on the statement of financial position as digital currencies at their fair value and re-measured at each reporting date. Revaluation gains or losses, as well as gains or losses on the sale of coins for traditional (fiat) currencies are included in profit and loss.

There is currently no specific definitive guidance in IFRS or alternative accounting frameworks for the accounting for the production and mining of digital currencies and management has exercised significant judgement in determining appropriate accounting treatment for the recognition of revenue for mining of digital currencies. Management has examined various factors surrounding the substance of the Company’s operations and the guidance in IAS 18, Revenues IAS 2 Inventories and IAS 38 Intangible Assets, including the stage of completion being the completion and addition of a block to a blockchain and the reliability of the measurement of the digital currency received. In the event authoritative guidance is enacted by the IASB, the Company may be required to change its policies which could result in a change in the Company’s financial position and earnings.

The Company’s Apps will generate revenue from advertising and from subscriptions; revenue from advertising will be recognized as received and revenue from subscriptions will be recognized over the term the subscription covers.

(r) Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to the valuation of App development costs, deferred income tax amounts, and the valuation of warrants, options and shares issued during private placements.

The most significant judgments relate to recognition of capitalized development costs, deferred tax assets and liabilities, revenue recognition and assessment of functional currency.

(Expressed in Canadian Dollars)

4. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its planned business activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to carry out the planned business activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of share capital and accumulated deficit, which as at April 20, 2018 totaled $1,142,049.

The Company's objective when managing capital is to obtain adequate levels of funding to support its business activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the development of its business. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements, and issuance of convertible debentures. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

5. COMPUTING EQUIPMENT

	April 20, 2018		
	Additions	**Acc. Dep**	**NBV**
Computing equipment	**$ 388,271**	**$ -**	**$388,271**

6. APP DEVELOPMENT COSTS

	April 20, 2018		
	Additions	**Acc. Amort**	**NBV**
App Developments costs	**$ 79,167**	**$ -**	**$ 79,167**

7. RISK FACTORS

Fair value

The carrying amount of cash, accounts payables and accrued liabilities approximate fair value due to the relative short maturity of these financial instruments. As at April 20, 2018 cash and cash equivalents are measured at level 1.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and other receivables. Cash is held with a reputable Canadian chartered bank. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

(Expressed in Canadian Dollars)

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company generates cash flow primarily from its financing activities. As at April 20, 2018, the Company had a cash balance of $612,835, and current liabilities of $73,630.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable of the Company are principally comprised of amounts outstanding for trade purchases relating to regular business activities and amounts payable for financing activities. The usual credit period taken for purchases is between 30 to 90 days.

The following is an aged analysis of the accounts payables and accrued liabilities:

	April 20, 2018
	$
Less than 90 days	**73,630**
Greater than 90 days	**-**
Total accounts payable and accrued liabilities	**73,630**

9. SHARE CAPITAL

Share Issuances

The Company is authorized to issue an unlimited number of common shares without par value.

(i) On January 31, 2018, the Company issued 50,000,000 shares at $0.0001 per share for gross and net cash proceeds of $5,000 for services provided to the Company.

(ii) On January 31, 2018, the Company issued 41,000,000 shares at $0.0035 per share for gross and net cash proceeds of $143,500.

(iii) On January 31, 2018, the Company issued 60,000,000 shares at $0.0035 per share for gross and net proceeds of $210,000 This amount was issued for amounts due for services provided to the Company.

(iv) On March 27, 2018, 42,600,000 units were issued at $0.025 per unit for gross proceeds of $1,065,000 and net proceeds of $1,058,513. Each unit consists of one common share and one-half of one common share purchase warrant with each full warrant entitling the holder to acquire a further common share at an exercise price of $0.05 expiring March 27, 2020.

(v) Prior to April 20, 2018 the Company received $10,000 for 400,000 units on the same terms as the units described above. These units were issued subsequent to April 20, 2018.

On February 9, 2018, the Company entered into a binding Letter of Intent ("LOI") with TJR Coatings Inc. (“TJR”) whereby TJR would acquire all of the outstanding DigiCrypts shares and warrants, in exchange for issuing TJR common shares at a ratio of one TJR share and warrant for each one DigiCrypts share and warrant at a deemed price of $0.025 per TJR share, resulting in a reverse take-over of TJR by DigiCrypts. This transaction was completed on March 29, 2018.

(Expressed in Canadian Dollars)

10. RESERVE FOR WARRANTS

Pursuant to the issuance of 42,600,000 units (see Note 9 (iv)), the Company issued 21,500,000 common share purchase warrants (including the issuance of the units issued after April 20, 2018 – Note 9 (v)). The common share purchase warrants were given no value as the Company has no history of trading and therefore no basis to calculate volatility.

Share purchase warrant transactions for the period ended April 20, 2018 are summarized as follows:

	Warrants #	Weighted Average Exercise Price $	Fair Value $
Balance January 31, 2018	-	-	-
Warrants issued	21,300,000	0.05	-
Balance April 20, 2018	21,300,000	0.05	-

The warrants noted above expire, if unexercised, on March 27, 2020.

11. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

Total key management compensation paid to the Chief Executive Officer and VP Operations amounts to $86,000 for the period ended April 20, 2018. The Company also incurred consulting fees to founders of $129,000. As at April 20, 2018, $nil is included in accounts payable and accrued liabilities. These amounts are included on the statement of loss and comprehensive loss under Management fees, consulting fees and salary.

The amount due for these services of $215,000 was settled through the issuance of 50,000,000 Builders shares at $0.0001 per share ($5,000 in total) and 60,000,000 Founders common shares at $0.0035 per share ($210,000 in total).

Included in Prepaid Expenses was $10,516 due from the CEO for an advance made in respect of expenses to be incurred on behalf of the Company.

The amount due from TJR Coatings (the Company's parent corporation) in the amount of $109,151 is due on demand, non-interest bearing and is unsecured.

12. SEGMENTED INFORMATION

At April 20, 2018, the Company's operations were comprised of a single reporting operating segment engaged in the development of crypto currency businesses in Canada and internationally.

13. COMMITMENTS

The Company has no commitments as at April 20, 2018.

(Expressed in Canadian Dollars)

14. INCOME TAX

The provision for (recovery of) income taxes differs from the amount that would have resulted by applying Canadian federal and provincial statutory tax rates of 26.50%.

		April 20, 2018
Loss before taxes	$	(284,604)
Expected income tax expense (recovery) calculated using statutory rates		(75,400)
Valuation allowance on current taxes recoverable		75,400
Net income tax	$	-

The Company has approximately $285,000 of Canadian net operating losses as at April 20, 2018 available to be carried forward against future taxable income. The non-capital losses have not been reflected in these financial statements and will expire, if unused, in 2038.

15. SUBSEQUENT EVENT

Subsequent to April 20, 2018 400,000 units were issued at $0.025 per unit for gross and net proceeds of $10,000. Each unit consists of one common share and one-half of one common share purchase warrant with each full warrant entitling the holder to acquire a further common share at an exercise price of $0.05 two years from issuance. These units were issued for funds which had been received prior to April 20, 2018 as disclosed in Note 9 (v).

SCHEDULE “C”

MANAGEMENT'S DISCUSSION AND ANALYSIS OF DIGICRYPTS BLOCKCHAIN SOLUTIONS INC. FOR THE YEARS ENDED JANAURY 31, 2017 AND 2018 AND THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2018

TJR Coatings Inc.
Management discussion and analysis
For year ended January 31, 2018

Report as of March 12, 2018

Management Discussion and Analysis contains certain forward-looking statements and information relating to TJR Coatings Inc. ***("TJR" or the "Company")*** *which is based on the beliefs of Management as well as assumptions made by and information currently available to TJR. These statements, which can be identified by the use of forward-looking terminology such as "anticipates," "believes," "estimates," "expects," "may," "will," "should" or the negative thereof or other variations thereon and similar expressions, as they relate to TJR or its management, are intended to identify forward-looking statements.*

The forward-looking statements relate to, among other things, regulatory compliance and, the sufficiency of current working capital. Such statements reflect the current views of TJR's' management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of TJR to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

The Company disclaims any obligation to update or revise any forward-looking statements if circumstances or management's estimates or opinions should change, except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

The following discussion and analysis should be read in conjunction with the Company's audited financial statements ("**financial statements**") and related notes thereto for the year ended January 31, 2018. All comparisons of results for the year ended January 31, 2018 are against results for the year ended January 31, 2017. All dollar amounts refer to Canadian dollars except otherwise stated. Additional information relating to TJR Coatings Inc. is available on the SEDAR web site at www.sedar.com.

The financial statements of TJR Coatings Inc. were approved for issuance by the Board of Directors on March 12, 2018. The financial statements and comparables to the previous year were prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

Description of the business and overview

TJR was incorporated December 11, 1998 in the Province of Ontario. On March 31, 1999, TJR acquired 100% of the outstanding shares of Noble House Coatings Inc. ("NHCI"). NHCI was a manufacturer and distributor of specialized wood coating products. On November 1, 2001, NHCI discontinued all operations as a subsidiary of TJR. As such the company had no active business left. The Company has not been in operations since the discontinuance of NHCI.

Results of operations

General and Administrative expenses in the year totaled $12,693 (2017 - $11,006). These expenses consisted of accounting and audit, filing, and transfer agent fees. Interest accrued for the year was $34,220 (2017 - $29,866) (see *loan payable and related party)*.

Cdn$	**Year ended January 31, 2018**	**Year ended January 31, 2017**	**Year ended January 31, 2016**
Net Revenue	-	-	-
Operating Expenses	46,913	40,872	42,757
Net Income (loss) from continuing operations	(46,913)	(40,872)	(42,757)
Net income (loss) per share-basic and diluted	(0.00)	(0.00)	(0.00)
Total assets			-
Long-term debt	366,885	318,686	277,682

Summary of quarterly results

Cdn $	Jan 31 2018	Oct 31 2017	Jul 31 2017	Apr 30 2017	Jan 31 2017	Oct 31 2016	July 31 2016	Apr 30 2016
Revenue	-	-	-	-	-	-	-	-
Net income (loss)	(15,035)	(11,600)	(11,597)	(8,681)	(14,562)	(8,411)	(10,144)	(7,755)
Net income (loss) per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Total Assets	0	0	0	0	0	0	0	0

Loan payable and related party

The Company is dependent upon cash advances from Robert Salna, a director, to discharge its liabilities. At January 31, 2018 these advances totaled $212,395 (2017-198,416) including accrued interest of $154,490 (2017 - $120,270) amounted to $366,885 (2017 - $318,686). The advances were interest bearing at a rate of 10% per annum, unsecured and with no fixed repayment terms. There are no ongoing contractual or other commitments resulting from the loan. The purpose is to finance the administrative and accounting functions of the Company until a business acquisition is completed. The Company anticipates repayment of these advances through future share financings. The balance is not due within the next twelve months.

Liquidity, capital resources, risk and uncertainties

At January 31, 2018, the Company had working capital deficiency of $4,930 (2017 - $6,216). The Company's continued existence is dependent on the financial support of the related party noted in the paragraph above until the Company can acquire a viable business, and cash generated from operations or share financings.

The Company manages its capital to ensure that the Company will be able to continue as a going concern. The strategy remains unchanged from the previous fiscal year. The Company raises capital, as necessary, to meet its needs and therefore, does not have a numeric target for its capital structure.

At present, the Company is insolvent, and has no business. Should the support of the third party cease, it is unlikely that the Company will be able to continue in business. The Company will have to pursue, either through acquisition or start-up, a new business. There is no guarantee that the Company will be successful in this regard.

Subsequent Events

1. Subsequent to year end the Company signed a letter of intent to acquire all of the outstanding shares 2618249 Ontario Corp. ("DigiCrypts"). The Company will issue 191,000,000 common shares to acquire all of the issued and outstanding shares of DigiCrypts. The transaction will result in a reverse takeover of the Company by DigiCrypts. Under the agreement the existing shareholder loan will be settled for $100,000 with the balance (including any unpaid interest) to be forgiven.

   Completion of the agreement is subject to approval of the board of directors of the Company and DigiCrypts, completion of due diligence by DigiCrypts, the negotiation, execution and delivery of a formal share exchange agreement, completion of the shareholder loan debt repayment and on the Company obtaining all regulatory approvals as required.

2. On February 13, 2018 a service provider for the Company filed a lawsuit in small claims court claiming they are owed $25,000 plus interest from August 31, 2015 at 12% per annum by the Company.

Management of the Company does not believe this amount is outstanding and believes this lawsuit is without merit and intends to vigorously defend itself. No provision has been set up for this amount.

Fair value of financial instruments

The fair value of a financial instrument is the estimated amount that the Company would receive or pay to settle a financial asset or financial liability as at the reporting date. The fair values of cash, amounts receivable and accounts payable and accrued liabilities approximate their carrying values due to their nature or capacity for prompt liquidation. The fair values of the Company's financial instruments are estimated based on the amount at which these instruments could be exchanged in a transaction between knowledgeable and willing parties. As these estimates are subjective in nature, involving uncertainties and matter of judgment, they cannot be determined with precision. Changes in assumptions can affect estimated fair values.

Outstanding share data

The Company has authorized an unlimited number of common shares. During the current year, the balance of common shares outstanding was corrected to agree with the number of shares outstanding according to the Company's transfer agent. The balance outstanding as of January 31, 2017 was 22,583,836. The balance as of January 31, 2018 is 22,363,636.

For the year ended January 31, 2018 and as of the date of the MD&A, no options were granted, outstanding or exercised.

Accounting standards and critical accounting estimates

Please refer to Note 2 of our annual financial statements.

Outlook

Subsequent to year end the Company signed a letter of intent to acquire all of the outstanding shares 2618249 Ontario Corp. ("DigiCrypts"). The Company will issue 191,000,000 common shares to acquire all of the issued and outstanding shares of DigiCrypts. The transaction will result in a reverse takeover of the Company by DigiCrypts. Under the agreement the existing shareholder loan will be settled for $100,000 with the balance (including any unpaid interest) to be forgiven.

Completion of the agreement is subject to approval of the board of directors of the Company and DigiCrypts, completion of due diligence by DigiCrypts, the negotiation, execution and delivery of a formal share exchange agreement, completion of the shareholder loan debt repayment and on the Company obtaining all regulatory approvals as required.

Approval
The Board of Directors and the Audit Committee of the Company have approved the disclosure contained in this MD&A. A copy of this MD & A will be provided to anyone who requests it.

DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.

(formerly TJR COATINGS INC.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2018 AND 2017

(EXPRESSED IN CANADIAN DOLLARS)

AMENDED AND RESTATED

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") concerns the financial results of **DigiCrypts Blockchain Solutions Inc. (formerly TJR Coatings Inc.)** ("DigiCrypts" or the "Company") for the nine months ended October 31, 2018 and 2017 ("**Interim Statements**"). The information should be read in conjunction with the Company's unaudited financial statements for the nine months ended October 31, 2018 and 2017. These amended and restated unaudited Interim Statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on February 19, 2019.

The Interim Statements were amended to reflect the accounting treatment of a convertible debenture issued September 29, 2018. See Convertible Debenture.

This MD&A is dated February 19, 2019. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

The Company's registered office is 31 Sunset Trail, Toronto, Ontario, M9M 1J4

DESCRIPTION OF BUSINESS

The Company's wholly-owned subsidiary, 2618249 ONTARIO CORP. ("Target Company") was formed to exploit "revenue and profit opportunities" on a global basis in all fields related to crypto currencies and the Initial Coin Offering ("**ICO**") marketplace. The Target Company is developing operations in three different areas of the crypto currency marketplace including crypto-mining, ICO communication and support, and the issuance of a consumer friendly digital crypto-currency.

Target Company was incorporated on January 31, 2018 by Articles of Incorporation under the laws of the Province of Ontario, Canada.

GOING CONCERN

As at October 31, 2018, the Company had working capital of $441,271, had not yet achieved profitable operations, had accumulated losses of $1,479,951, and currently expects to incur further losses in the development of its business. There is no assurance that the investments made by the Company and any future investments will be successful and profitable, and as such, there is an uncertainty with respect to the Company's ability to continue as a going concern.

The Company is dependent upon obtaining financing for its on-going and planned investment activities and to meet its ongoing cost of corporate overhead and discharge its liabilities as they come due. These financial statements have been prepared on the basis that the Company will continue as a going concern and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

OVERALL PERFORMANCE

Business Developments

On February 9, 2018, Target Company entered into a binding Letter of Intent ("LOI") with TJR Coatings Inc. ("TJR") whereby TJR would acquire all of the 151,000,000 outstanding Target Company shares, in exchange for issuing a total of 151,000,000 TJR common shares at a ratio of one TJR share for each one DigiCrypts share at a deemed price of $0.025 per TJR share, resulting in a reverse take-over of TJR by DigiCrypts. This transaction was completed on March 29, 2018.

Financing Developments

On January 31, 2018, the Company issued 151,000,000 shares to the founders for gross and net proceeds of $358,500.

On March 27, 2018, Target Company completed a private placement in the amount of $1,075,000 through the issuance of 43,000,000 Units. Each Unit consists of 1 common share of the Company purchased at $0.025 cents per share and a half-warrant where each warrant entitles the holder to acquire 1 common share of the Company at $0.05 cents per share where such warrant must be exercised not later than the earlier of, (i) two years following the date commencement of trading of the Company's shares on a Canadian stock exchange, or (ii) within 30 days of the holder having received notice that the shares of the Company had traded above 10 cents per share on a Canadian stock exchange for more than 10 consecutive days.

On September 29, 2018, the Company completed a Private Placement of a Convertible Debenture in the amount of $484,500. See below, *Convertible Debenture*.

The proceeds from the private placement will be used to execute the business plan of the Company and for general working capital purposes.

OUTLOOK AND PLANS

The Company's business activities are built on three separate segments of the business:

I - Cryptocurrency Mining

The Company operates its cryptocurrency mining business segment out of a facility in Dorval Quebec, Canada.

As of the date hereof, 100 mining machines have been installed with an option to install an additional 4,900 mining machines to be installed in multiples of 1,000 approximately every 45 days starting July 1, 2018 Future installations are dependent upon positive results being proven from the first 100 machines, and on the future availability of financing. The agreement with Lead-Web includes installation and operation, on a month-to-month basis, of the mining machines and also includes the following key terms: (i) fee of 15% of capital and operating costs; (ii) Lead-Web provides all operating labour such that none of the Company employees are required; and (iii) the Company has 24/7 monitoring and 100% of decision making authority for operating adjustments.

II - Initial Coin Offering Services

The Company is in the development stage of its second business segment, consisting of a global ICO information application that will have an ability to list details of any initial public offering of Coins where the Issuer of such Coins wishes to advertise through the App. This process has not commenced as of the date hereof.

The application under development, called DigiMax (formerly, ICO Max) (the "App"), and subject to regulatory approval in each jurisdiction in which it operates, will provide communication to its users about ICO's offered through arm's length third parties.

III - Development of a Digital crypto-coin for Consumer Use

The Company is in the early development stage of a unique crypto currency (the "Consumer Crypto Units") to be used in place of existing currency for day-to-day consumer transactions, such as buying groceries and eating in restaurants.

The currency is unique in that it consists of two related but separate coins: the first (the "Consumer Coin") is to be "pegged" to an existing stable currency unit such as 1/1000th of the price of gold; while the second ("Value Coin") will absorb all of the combined coins unit fluctuation.

The Consumer Coin is to operate through simple device-to-device communications between personal hand-held phones already owned by vendors and consumers. This coin is expected to be launched late in 2019 or early 2020. The Consumer Coin will be used to transact business between vendors and consumers using their existing personal hand held smart phones.

Any issuance of Consumer Coins will be subject to prior approval by the regulatory authorities in any jurisdiction where the coin is made available.

RESULTS OF OPERATIONS

For the Nine Months Ended October 31, 2018 and 2017

For the nine months ended October 31, 2018 the Company commenced earning revenue from its currency mining machines on April 23, 2018 earning revenue up to October 31, 2018 of $56,866 and incurred costs of sales of $59,201.

The Company had also made investments into two of its three lines of business, crypto-mining and ICO communication and support.

On March 13, 2018 the company spent $337,700 to purchase 90 Antiminer and 10 GPU computing machines to mine bitcoin, litecoin and Ethereum. The machines were put into operation on April 23, 2018. The company intends to convert all coins mined to fiat currency approximately every 30 days.

For the period ending October 31, 2018 the Company paid $79,167 (compared to nil in 2017) in development costs for its ICO Information Dashboard App. The beta version of the App was completed on June 7, 2018 and is expected to commence potential revenue operations later in 2019.

Net loss for the period of $1,479,951 (2017 - net loss of $31,878) consists of costs of public Listing of $664,021 (2017 – nil) and management fees paid through the issuance of common shares of $215,000 (2017 – nil), professional fees of $340,115 paid to lawyers, accountants, professional service providers and executives. Travel, office and general were $110,299 and $84,379 respectively (2017 – nil). Interest expense was $3,584 and refers to the convertible debenture as compared to interest expense in the previous period of $25,147 for an unsecured loan that has since been settled (see RTO). Unrealized loss on digital currency, $7,481 and depreciation of computer equipment, $52,737 are non-cash expenses (2017 – nil). The loss on digital currency is a revaluation adjustment based on the price of the digital currency on October 31, 2018 in U.S. dollars and converted to Canadian currency. Depreciation of computer equipment is based on a 30% depreciation rate.

The table below summarizes the fair value of the assets acquired and the liabilities assumed at the acquisition date, as well as the consideration paid:

Consideration:		
Common shares	$	559,091
Stock options		-
Total Consideration		559,091
Liabilities Acquired:		
Liabilities & Accounts Payable		104,930
Total Liabilities Acquired		104,930
Expense of public listing	$	664,021

SELECTED QUARTERLY FINANCIAL INFORMATION

Below is a summary of the corporate financial performance for the nine months ended October 31, 2018 and 2017.

	Nine months ended October 31, 2018	Nine months ended October 31, 2017
	$	$
Revenue	**56,866**	-
Cost of Sales	**(59,201)**	
Gross Profit	**(2,335)**	
Total Expenses	**1,477,616**	31,878
Net Loss and Comprehensive Loss	**(1,479,951)**	(31,878)
Weighted average shares outstanding		
- Basic and diluted	**175,709,224**	22,583,836
Loss per share		
- Basic and diluted	**(0.01)**	-

A summary of the Balance Sheet information for the nine months ended October 31, 2018 and 2017 is shown below.

	As at October 31, 2018	As at January 31, 2017
Total Assets	**$ 1,001,245**	$ 70
Total Liabilities	**495,452**	371,885
SHAREHOLDERS' EQUITY		
Share capital	**1.985,744**	511,600
Accumulated deficit	**(1,479,951)**	(883,415)
Total Shareholders' Equity	**505,793**	(371,815)
Total Liabilities and Shareholders' Deficiency	**$ 1,001,245**	$ 70

At the time of closing of the RTO, $371,884 of debts owed to a related party of the Company were satisfied by the payment $100,000 by the Target Company, effectively eliminating the January 31, 2018 liabilities of the Company that existed prior to the RTO.

Accounts payable of the Company of $10,952 as at October 31, 2018 are principally comprised of amounts outstanding for trade purchases relating to regular business activities and accrued interest. The usual credit period taken for purchases is between 30 to 90 days.

Shareholders' Equity at October 31, 2017 was eliminated at the time of the RTO. Shareholder's Equity at October 31, 2018 is derived from the funding of the Target Company as described in the RTO Transaction section of the MD&A described herein.

CONVERTIBLE DEBENTURE

On September 29, 2018, the Company completed a Private Placement of a Convertible Debenture in the amount of $484,500. The holders of the debenture were granted a first-position General Security Arrangement over the assets of the Company and its subsidiaries. The debentures carry a 10% simple interest coupon payable in cash at the end of each calendar quarter and the company may force the conversion of the debentures to common equity if the company's shares are listed on a Canadian Stock Exchange and close above 20 cents per share for more than 20 consecutive trading days. The conversion price will be the lower of $0.075 per share, or 75% of the lowest price any common shares are issued by the company subsequent to the closing of this Private Placement. Upon conversion, the Debenture holders will also receive a warrant for ½ of one common share for each converted common share at a strike price equal to 1.5 times the conversion price and such warrants will have a Term of 2 years following the date of conversion.

The conversion feature meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the "fixed-for-fixed" criteria outlined under IFRS. As a result, the conversion feature is required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period being charged or credited to income. On October 31, 2018, the value of the derivative liability was $64,600.

The following is a summary of the convertible debenture liability:

	October 31, 2018	October 31, 2017
	$	$
Issuance	484,500	-
Amount Reclassified to Derivative Liability	(64,600)	-
Balance, October 31, 2018	419,900	-

RTO ACQUISITION OF 2618249 ONTARIO CORP. ("TARGET COMPANY")

On February 9, 2018, the Company entered into a definitive agreement with 2618249 ONTARIO CORP. ("Target Company"). Pursuant to the definitive agreement, on March 29, 2018 the Company acquired all the issued and outstanding common shares of Target Company (the "Target Company Shares") on a 1-for-1-exchange basis from the Target Company shareholders, which constituted a reverse takeover of the Company by Target Company shareholders (the "RTO").

Pursuant to the RTO, TJR issued 194,000,000 common shares at a deemed price of $0.025 per common share in exchange for all of the issued and outstanding shares of Target Company. TJR also issued 21,500,000 share purchase warrants under the same terms and conditions of the warrants issued by Target Company.

The Company had 22,363,636 common shares outstanding prior to the completion of the RTO. On closing of the RTO the total shares outstanding in the Company subsequent to the RTO were 216,363,636. As a result, the original shareholders of the Company retained 10.3% and Target Company shareholders obtained 89.70% of the Company.

Since the Target Company did not meet the definition of a business under IFRS 3 – Business Combinations, the acquisition was accounted for as a purchase of the Target Company' assets. The consideration paid was determined as equity-settled share based payments under IFRS 2, at the fair value of the equity of Target Company retained by the shareholders of the Company based on the fair value of the Target Company common shares on the date of closing of the RTO, which was determined to be $0.025 per common share based on the most recent equity raise completed just prior to the RTO.

The terms of the Transaction including the following:

Prior to the closing of the RTO, Target Company raised gross proceeds from the sale of common shares of $1,075,000 (including the Shares Not Yet Issued at the time of the RTO).

At the time of closing, $371,884 of debts owed to a related party of the Company were satisfied by the payment $100,000.

Warrants to purchase a total of 21,500,000 shares of Target Company were exchanged for an equal number of Warrants in the Corporation. The Black-Scholes valuation of the warrants was deemed to be Nil.

No Stock Options had been issued by either company at the time of the RTO.

The Company incurred transaction costs of $26,792 related to this portion of the transaction.

The table below summarizes the fair value of the assets acquired and the liabilities assumed at the acquisition date, as well as the consideration paid:

Consideration:	
Common shares	$ 559,091
Stock options	-
Total Consideration	559,091
Liabilities Acquired:	
Liabilities & Accounts Payable	104,930
Total Liabilities Acquired	104,930
Expense of public listing	$ 664,021

In conjunction with the RTO transaction, on March 28, 2018, the Company issued 43,000,000 units for gross cash proceeds of $1,075,000 less legal and other costs of $6,487 and zero brokerage fees, resulting in net cash proceeds of $1,068,513. Each unit was comprised of one common share and one half of one common share purchase warrant. Each whole share warrant can be converted into one common share at an exercise price of $0.05 per Common Share until the earlier of two (2) years from the Closing Date, or thirty (30) days following notice from Corporation after the Common Shares have traded on a stock exchange for ten (10) consecutive days at a closing price in excess of $0.10.

LIQUIDITY AND CAPITAL RESOURCES

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its planned business activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to carry out the planned business activities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of share capital, reserve for warrants, and accumulated deficit, which as at October 31, 2018 totaled $505,793 as well as the convertible debenture which as at October 31, 2018 was $419,900.

The Company's objective when managing capital is to obtain adequate levels of funding to support its business activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the development of its business. The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements and issuance of convertible debentures. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Other than information disclosed in this MD&A, the Company has no proposed transactions.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to the valuation of App development costs, deferred income tax amounts, and the valuation of warrants, options and shares issued during private placements.

The most significant judgments relate to recognition of capitalized development costs, deferred tax assets and liabilities, revenue recognition and assessment of functional currency.

There is currently no specific definitive guidance in IFRS or alternative accounting frameworks for the accounting for the production and mining of digital currencies and management has exercised significant judgement in determining appropriate accounting treatment for the recognition of revenue for mining of digital currencies. Management has examined various factors surrounding the substance of the Company's operations and the guidance in IAS 18, Revenues IAS 2 Inventories and IAS 38 Intangible Assets, including the stage of completion being the completion and addition of a block to a blockchain and the reliability of the measurement of the digital currency received. In the event authoritative guidance is enacted by the IASB, the Company may be required to change its policies which could result in a change in the Company's financial position and earnings.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

The Accounting Standards Board of Canada ("AcSB") requires that Canadian publicly accountable enterprises adopt International Financial Reporting Standards ("IFRS") effective January 1, 2011. The financial statements for the period January 31, 2018 (date of incorporation) to October 31, 2018 were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations from the International Financial Reporting Interpretations Committee ("IFRIC"). It also requires management to exercise judgement in applying the Company's accounting policies.

These financial statements are presented in Canadian dollars, which is the Company's functional currency. The financial statements have been prepared on the historical cost, going concern basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3 to the financial statements. Historical cost is generally based upon the fair value of the consideration given in exchange for assets.

ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

At the date of authorization of these Financial Statements, the IASB and the IFRS Interpretations Committee have issued certain new and revised Standards and Interpretations which are not yet effective. Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below. The Company has not early adopted and is currently assessing what impact the application of these standards or amendments will have on the financial statements of the Company.

IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases ("IAS 17"). Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. If the lease was classified as a finance lease, a lease liability was included on the statement of financial position. IFRS 16 now requires lessees to recognize a right of use asset and lease liability reflecting future lease payments for virtually all lease contracts. The right of use asset is treated similarly to other non-financial assets and depreciated accordingly. The lease liability accrues interest. The IASB has included an optional exemption for certain short term leases and leases of low value assets; however, this exemption can only be applied by lessees. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the identified asset's use and obtain substantially all the economic benefits from that use. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15, Revenue from Contracts with Customers, is also applied.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value.

(i) On January 31, 2018, the Company issued 151,000,000 shares for gross and net proceeds of $358,500.

(ii) On March 27, 2018, 42,600,000 shares were issued at $0.025 per share for gross proceeds of $1,065,000 shares, and net proceeds of $1,058,513.

(iii) On April 15, a subscriber document was located in which a subscriber had subscribed for 400,000 shares for gross and net proceeds of $10,000 for which no shares had been issued.

(iv) The Company issued 194,000,000 common shares for $559,091 on the acquisition of 2618249 Ontario Corp. as more fully described in Note 4.

Issued capital stock at October 31, 2018 consist of the following: 216,363,636 common shares. No options were granted, outstanding or exercised. Subsequent to October 31, 2108, the Company consolidated the outstanding shares on a one for four basis (1:4). See subsequent event.

RESERVE FOR WARRANTS

Pursuant to the issuance of 43,000,000 shares (see Note 8 (ii) and (iii) combined), the Company issued 21,500,000 common share purchase warrants. The common share purchase warrants were fair valued at $NIL The fair value of the common share purchase warrants and the broker warrants were estimated on the date of the closing using the Black-Scholes option pricing model with the following assumptions:

Market price	$.025
Expected dividend yield	0%
Expected volatility	100%
Risk-free interest rate	1.25%
Expected life	2 years

Share purchase warrant transactions for the year ended October 31, 2018 are summarized as follows:

	Warrants #	Weighted Average Exercise Price $	Fair Value $
Balance January 31, 2018	-	-	-
Warrants issued	21,500,000	0.05	-
Warrants issue costs	-	-	-
Balance October 31, 2018 and the date of this MD&A	21,500,000	0.05	-

Subsequent to October 31, 2018, the Company consolidated the outstanding shares on a one for four basis (1:4). See subsequent event.

RELATED PARTY TRANSACTIONS

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

On January 31, 2018, the Company issued 151,000,000 shares to the founders for gross and net proceeds of $358,500. Total key management compensation paid to the Chief Executive Officer and VP Operations amounts to $116,000 for the period ended October 31, 2018. The Company also incurred consulting fees to founders and to a director of $143,500.

COMMITMENTS AND CONTINGENCIES

The Company has no commitments as at October 31, 2018.

FINANCIAL RISK FACTORS

Fair value

The carrying amount of cash, accounts payables and accrued liabilities approximate fair value due to the relative short maturity of these financial instruments. As at October 31, 2018 cash and cash equivalents are measured at level 1.

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and other receivables. Cash is held with a reputable Canadian chartered bank. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company generates cash flow primarily from its financing activities. As at October 31, 2018, the Company had a cash balance of $349,725, and current liabilities of $10,952.

SUBSEQUENT EVENTS

On December 21, 2018 the company received notice from the Canadian Securities Exchange (“CSE”) that it had been approved for listing, conditional upon completion of their review of Personal Information Forms of the Directors and senior management, as well as the completion and filing of certain administrative and financial documents for which the information is readily available.

On December 27, 2018 the Company announced the resignation of Director Yoni Ashurov and the appointment of Steven Glaser as a new Director. The Company also announced that it has appointed Kyle Appleby as part-time CFO effective January 1, 2019.

On December 27, the company completed a 1:4 (one new share for four old shares) share consolidation resulting in a reduction of the issued and outstanding common shares from 216,363,636 to 54,090,909. Shareholders of the Company approved the share consolidation at the Annual and Special Meeting of the Shareholders on May 21, 2018.

On February 8, 2019 the Company completed a secured convertible debentures (the "Convertible Debentures") private placement. Each Convertible Debenture bears interest at a rate of 10% per annum, which is payable in cash to the holders thereof on the last date of each calendar quarter for a period of three years from the date of issue or the date the Convertible Debenture is converted. The Convertible Debentures are convertible: (i) at the option of the holder into common shares (the "Common Shares"), at a conversion price that is the lesser of (i) $0.20, or (ii) 75% of the lowest price offered in a private placement of the Company's common shares (the "Conversion Price") while such Convertible Debenture remains outstanding.

In addition, the Company issued amended secured convertible debentures to the holders of the previously issued 10% secured convertible debentures in the aggregate principal amount of $484,500 (the "September 2018 Debentures") such that the terms of the September 2018 Debentures have been amended to mirror the terms of the Convertible Debentures.

On closing, the Company issued to the holders of the Convertible Debentures and the September 2018 Debentures 2,586,250 common share purchase warrants (each a "Warrant"). The Warrants are exercisable for a period of two (2) years from issuance into Common Shares at an exercise price equal to the lowest of (i) $0.30, (ii) the product of the Conversion Price multiplied by 1.5, and (iii) the exercise price of common share purchase warrants issued by the Corporation prior to the expiration of the Warrants for each Warrant exercised. The Convertible Debentures and Warrants issued pursuant to the Offering are subject to a statutory hold period of four months and one day from the closing date of the Offering.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

During the nine months ended October 31, 2018 and 2017, there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's President and Chief Executive Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at October 31, 2018 and 2017 covered by this management's discussion and analysis, management of the Company, with the participation of the President and Chief Executive Officer evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the President and Chief Executive Officer as appropriate to allow timely decisions regarding required disclosure.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include, without limitation: the intention to complete the listing; the description of the Company that assumes completion of the listing of its Common Shares; the intention to grow the business and operations of the Company; the risk of foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve its business objectives, the uncertainty associated with commercial negotiations and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained herein are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

Management is responsible for all information contained in this report. These unaudited financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the unaudited financial statements for the nine months ended October 31, 2018 and 2017 in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the unaudited interim financial statements with management and approved of these financial statements on December 28, 2018. The Board of Directors has approved these financial statements on the recommendation of the Audit Committee.

February 19, 2019

Chris Carl	**David Posner**
Chief Executive Officer	**Chairman**

CORPORATE DATA - AS AT FEBRUARY 19, 2019

HEAD OFFICE
31 Sunset Trail
Toronto, Ontario
M9M 1J4

SOLICITOR
Chitiz Pathak LLP
320 Bay Street, Suite 1600
Toronto, Ontario M5H 4A6

DIRECTORS AND OFFICERS

David Posner	Chairman (i)
David Bhumgara	Director (ii) (v)
Steven Glaser	Director (iii)(iv)
Edward Murphy	Director

(i) Non-voting member of Audit Committee and Compensation Committee
(ii) Chair of Audit Committee
(iii) Member of Audit Committee
(iv) Chair of Compensation Committee
(v) Member of Compensation Committee

AUDITORS

Wasserman Ramsay, Chartered Accountants
3601 Hwy 7 East, Suite 1008
Markham, ON, L3R 0M3

CAPITALIZATION	FEBRUARY 19, 2019
Authorized:	Unlimited common shares
Issued:	54,090,909
Options:	none
Warrants:	7,961,250
Fully-diluted:	62,052,159

CERTIFICATE OF DIGICRYPTS BLOCKCHAIN SOLUTIONS INC.

Pursuant to a resolution duly passed by its Board of Directors, DigiCrypts 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 the Issuer. 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 Toronto, Ontario, the 21st day of February, 2019.

(signed) *"Chris Carl"*
Chris Carl
Chief Executive Officer

(signed) *"David Posner"*
David Posner
Director

(signed) "*Edward Murphy"*
Edward Murphy
Director