NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR

IN RESPECT OF

**THE SPECIAL MEETING OF SHAREHOLDERS OF SCAVO RESOURCE CORP.
TO BE HELD ON JULY 15, 2015**

Dated as of June 19, 2015

Neither the Canadian Securities Exchange nor any securities commission has in any way passed upon the merits of the transaction described herein and any representation to the contrary is an offence.

TABLE OF CONTENTS

ADDENDA

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS OF

SCAVO RESOURCE CORP.

NOTICE IS HEREBY GIVEN that the Special Meeting of Shareholders of Scavo Resource Corp. (the "**Corporation**") will be held at the offices of Stikeman Elliott LLP at 1700 – 666 Burrard Street, Vancouver, British Columbia on July 15, 2015, at 9 a.m. (local time), for the following purposes:

1. to consider and, if deemed appropriate, adopt a resolution approving a change of business for the Corporation from mineral resource exploration to the technology industry, upon completion of the Corporation's acquisition of Brabeia Inc. ("**Brabeia**") by way of a share exchange, pursuant to which Brabeia will become a wholly-owned subsidiary of the Corporation (the "**Transaction**");

2. to consider and, if deemed appropriate, adopt a special resolution approving an amendment to the Corporation's articles of incorporation to change the name of the Corporation to "Brabeia Inc." upon completion of the Transaction; and

3. to transact such other business that may properly come before the meeting.

The enclosed information circular discloses additional information on the matters to be acted upon at the meeting.

June, 19, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(s) "*Giovanni Gasbarro*"

Giovanni Gasbarro

Since it is desirable that as many shares as possible be represented and voted at the Meeting, a shareholder who is unable to attend the Meeting in person is urged to complete and return the enclosed form of proxy following the instructions therein.

GLOSSARY OF TERMS

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

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.

"**Associate**" when used to indicate a relationship with a Person, means:

(a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Issuer;

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or

(d) in the case of a Person who is an individual:

   (i) that Person's spouse or child, or

   (ii) any relative of the Person or of his spouse who has the same residence as that Person.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Brabeia**" means Brabeia Inc., a company incorporated under the BCBCA.

"**Brabeia Shareholders**" means the holders of Brabeia Shares.

"**Brabeia Shares**" means the issued and outstanding common shares in the capital of Brabeia.

"**Change of Business**" means the proposed change of business of the Corporation from mineral resource exploration to the technology industry upon completion of the Transaction, which constitutes a "fundamental change" pursuant to CSE Policies and is subject to approval by a majority of the votes cast by shareholders of the Corporation at the Meeting and CSE Approval.

"**Circular**" means this management information circular of the Corporation, including the schedules hereto.

"**Common Shares**" means the issued and outstanding common shares in the capital of the Corporation.

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

"**Consideration Shares**" means the aggregate 25,800,000 Resulting Issuer Shares to be issued or contingently issuable by the Corporation to holders of Brabeia Shares pursuant to the terms of the Transaction Agreement.

"**Corporation**" means Scavo Resource Corp., a company incorporated under the BCBCA.

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

"**CSE Approval**" means the final approval of the CSE in respect of the continued listing of the Corporation's common shares on the CSE following completion of the Transaction, as evidenced by the issuance of the final approval bulletin of the CSE in respect thereof.

"**CSE Policies**" means the rules and policies of the CSE in effect as of the date hereof.

"**Dissenting Shareholder**" means a Brabeia Shareholder who avails itself of its dissent rights pursuant to the provisions of Section 190 of the BCBCA.

"**Effective Date**" means the date of this Circular, being June 19, 2015.

"**Escrow Agent**" means Computershare Investor Services Inc.

"**Escrow Agreement**" means the escrow agreement to be entered into by the Resulting Issuer, the Escrow Agent and certain principals of the Resulting Issuer in compliance with the requirements of the CSE, with the securities subject to such Escrow Agreement to be released as determined by the CSE.

"**Initial CSE Listing Statement**" means the initial CSE Form 2A listing statement of the Corporation, dated as at and filed with the CSE on December 11, 2009.

"**Meeting**" means the special meeting of the Scavo Shareholders to be held on July 15, 2015 for the purposes described in this Circular.

"**Name Change**" means the proposed change of the Corporation's name to "Brabeia Inc.", or such other name as may be determined by the board of directors of the Corporation upon completion of the Transaction.

"**Notice of Meeting**" means the notice of the Meeting delivered to the shareholders of the Corporation together with this Circular.

"**Offering**" means the proposed non-brokered private placement of the Corporation of 1,800,000 units at a price of $0.30 per unit to be completed on or before the closing of the Transaction for gross proceeds of $540,000. Each unit will consist of one Common Share and one half of a Warrant, with each Warrant entitling the holder thereof to acquire an additional Common Share for a price of $0.60 until the date that is two years from the closing of the Transaction.

"**Option Plan**" means the incentive stock option plan of the Corporation.

"**Options**" means incentive stock options granted by the Corporation pursuant to the Option Plan.

"**Person**" means an individual or Company.

"**Resulting Issuer**" means the Corporation upon completion of the Transaction following receipt of CSE Approval.

"**Resulting Issuer Board**" means the board of directors of the Resulting Issuer.

"**Resulting Issuer Options**" means the outstanding options of the Corporation upon completion of the Transaction.

"**Resulting Issuer Shares**" means the outstanding common shares of the Corporation upon completion of the Transaction.

"**Resulting Issuer Warrants**" means the outstanding common share purchase warrants of the Corporation upon completion of the Transaction.

"**Scavo**" means Scavo Resource Corp., a company incorporated under the BCBCA.

"**Target**" means Brabeia Inc., a company incorporated under the BCBCA.

"**Transaction**" means the proposed transaction between Scavo, Brabeia and all of the shareholders of Brabeia, whereby Scavo will purchase all of the issued and outstanding securities of Brabeia, and unless otherwise stated, includes the Offering.

"**Transaction Agreement**" means the agreement entered into between Scavo, Brabeia and all of the shareholders of Brabeia in respect of the Transaction, dated May 28, 2015.

"**Transaction Effective Date**" means the effective date of the Transaction.

"**Units**" mean the outstanding units of Corporation, each consisting of one Common Share and one half of a Warrant, with each Warrant entitling the holder thereof to acquire an additional

Common Share at an exercise price of $0.60 per share until the date that is two years from the closing of the Transaction.

"**Warrants**" mean the outstanding common share purchase warrants of the Corporation.

SUMMARY

The following is a summary of certain information contained elsewhere in this Circular, including the Schedules attached hereto and the documents incorporated by reference herein relating to the Corporation, Brabeia and the Resulting Issuer, and should be read together with the more detailed information and financial data and statements contained or referred to elsewhere in this Circular, the Schedules attached hereto and the documents incorporated by reference herein.

All information contained in this Circular with respect to the Corporation was supplied by the Corporation for inclusion herein.

All information contained in this Circular with respect to Brabeia was supplied by Brabeia for inclusion herein.

The Meeting

The Meeting will be held on July 15, 2015 at 9:00 a.m. (local time) at the offices of Stikeman Elliott LLP at 1700 – 666 Burrard Street, Vancouver, British Columbia, V6C 2X8. The Meeting will be held for the purposes mentioned in the Notice of Meeting. The matters to be considered at the Meeting include, among others, the Change of Business and the Name Change.

The Companies

The Corporation

The Corporation is a company incorporated under the BCBCA and is listed on the CSE under the symbol "SCV". As of the date of this Circular, the issued and outstanding capital of the Corporation consists of 16,727,236 common shares (each, a "**Common Share**"). See "Part IV - Information Concerning the Corporation - General Development of the Business".

Brabeia

Brabeia is a privately owned company incorporated under the BCBCA that is the developer and distributor of a social media marketing tool with back end database that collects and stores real time contest data from the platform and mobile devices with an API that uses analytics to provide aggregated contest data to businesses to customize digital marketing strategies to specific demographics. As of the date of this Circular, the issued and outstanding capital of Brabeia consists of 2,114,798.99 common shares (each, a "**Brabeia Share**"). See "Part V - Information Concerning Brabeia - General Development of the Business".

Resulting Issuer

It is anticipated that upon completion of the Transaction, the principal business of the Resulting Issuer will be the marketing and selling of social media marketing products and services. Brabeia, which will be a wholly-owned subsidiary of the Resulting Issuer, will conduct the principal business of the Resulting Issuer. See "Part VI - Information Concerning the Resulting Issuer".

The Transaction

The Corporation has entered into the Transaction Agreement with Brabeia and all of the shareholders of Brabeia. Upon closing of the Transaction, Scavo will own all of the issued and outstanding securities of Brabeia.

Summary of the Terms of the Transaction Agreement

The Transaction Agreement contemplates that Scavo will acquire all of the issued and outstanding shares of Brabeia in exchange for an aggregate of up to 25,800,000 common shares of Scavo (the "**Consideration Shares**"), which shall be issued or contingently issuable to the Brabeia Shareholders pro rata in accordance with their respective holdings of Brabeia shares and upon Brabeia meeting certain performance milestones.

The Transaction is structured so that upon closing the Transaction an aggregate of 2,580,000 of the Consideration Shares will be issued to the Brabeia Shareholders and the balance of 23,220,000 Consideration Shares will be issued to the Brabeia Shareholders upon Brabeia achieving the following milestones (each, a "**Milestone**") within three years of the closing of the Transaction:

(a) 5,805,000 Consideration Shares upon Brabeia earning a total of $1,000,000 in gross revenue;

(b) 5,805,000 Consideration Shares upon Brabeia earning a total of $3,000,000 in gross revenue;

(c) 5,805,000 Consideration Shares upon Brabeia earning a total of $4,500,000 in gross revenue; and

(d) 5,805,000 Consideration Shares upon Brabeia earning a total of $6,000,000 in gross revenue.

With the exception of the initial 2,580,000 Consideration Shares, because the issuance of all of the forgoing Consideration Shares is contingent upon achievement of the Milestones, if Brabeia does not achieve a Milestone within three years of the closing date of the Transaction, then the related Consideration Shares will not be issued.

The Transaction Agreement contains representation and warranties made by each of the Corporation and Brabeia in respect of their respective assets, liabilities, financial position, business and operations. Each of Brabeia and the Corporation also provide covenants in favour of the other which govern their respective conduct of their operations and affairs prior to completion of the Transaction.

The Transaction Agreement contains certain conditions to the obligations of the Corporation and Brabeia to complete the Transaction. Unless all of such conditions are satisfied or waived by the party or parties for whose benefit such conditions exist, the Transaction will not be completed. The following is a summary of the significant conditions contained in the Transaction Agreement:

(a) no material adverse change shall have occurred in the condition of either Brabeia or the Corporation;

(b) the CSE shall have accepted the Change of Business and approved the listing of the Resulting Issuer Shares to be issued to Brabeia Shareholders pursuant to the Transaction, subject only to such conditions as are acceptable to the Corporation and Brabeia, acting reasonably; and

(c) the Transaction shall have been approved by the Corporation's shareholders and the Brabeia Shareholders.

Recent Financings

The Corporation

During the year ended May 31, 2014, the Corporation issued a total of 3,035,001 Common Shares on the exercise of 3,035,001 Warrants at $0.10 per share for gross proceeds of $303,500.

Brabeia

Brabeia initiated a seed A round of funding in July 2013 at a $1.00 per share to friends, family and close business associates. As of the date of this Circular, a total of 2,114,798.99 Brabeia Shares have been issued for an aggregate of $994,009.99. The founders of Brabeia hold 970,200 Brabeia Shares (45.88%) and the remaining Brabeia Shareholders hold 1,144,598.99 Brabeia Shares (54.12%).

Interests of Insiders

Except as disclosed herein, no Insider, Promoter or Control Person of the Corporation or Brabeia and no Associate or Affiliate of the same, has any interest in the Change of Business and the Transaction other than that which arises from their holding Common Shares or Brabeia Shares.

Board of Directors

The board of directors of the Resulting Issuer will consist of Tracy R. Wattie, Kim Garst and Guy Champagne as new members and Giovanni Gasbarro and Bruno Gasbarro, current directors of the Corporation.

Estimated Funds of the Resulting Issuer

The pro forma working capital position of the Corporation as at February 28, 2015 (the most recent quarter-end prior to the date of this Circular), giving effect to the Transaction as if it had been completed on that date, was $593,159. The principal purposes of those funds will be to fund the costs of completing the acquisition of Brabeia and the requalification on the CSE, and for general and administrative expenses. See "Part VI – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes."

Selected Pro Forma Financial Information of the Resulting Issuer

The following table sets forth selected financial information for the Resulting Issuer as at February 28, 2015 (the most recent quarter-end prior to the date of this Circular). Such information is derived from the financial statements of the Corporation and should be read in conjunction with such financial statements. See "Schedule F – Pro Forma Financial Statements of the Resulting Issuer."

Balance Sheet Data	Corporation February 28, 2015 (Unaudited) ($)	Brabeia March 31, 2015 (Audited) ($)	Pro-Forma Adjustments (Unaudited) ($)	Resulting Issuer Pro-Forma (Unaudited) ($)
Current Assets	200,452	165,640	502,650	868,762
Total Assets	200,452	172,871	8,251,950	8,625,273
Current Liabilities	50,762	324,821	(100,000)	275,583
Total Liabilities	50,762	324,821	(100,000)	275,583
Shareholders' Equity	149,650	(151,950)	8,351,950	8,349,690

Listing and Share Price on the Exchange

The Common Shares are currently listed on the CSE under the trading symbol "SCV". The closing trading price of the Common Shares on the CSE on March 23, 2015 (the date of the request of the Corporation to halt trading of the Common Shares in light of the proposed Transaction) was $0.36. There is no public market for the Brabeia Shares. See "Part IV - Information Concerning the Corporation - Stock Exchange Price."

CSE Approval

As of the date of this Circular, the CSE has not yet approved the Transaction or the listing of the Resulting Issuer Shares on the CSE upon completion of the Transaction; however, the Corporation believes that approval will be obtained from the CSE in due course. Any approval issued by the CSE will be subject to the Corporation fulfilling all of the requirements of the CSE.

Risk Factors

An investment in the Common Shares or the Resulting Issuer Shares before or after completion of the Transaction, as applicable, should be considered highly speculative due to the nature of the business of the Corporation and Brabeia. The business of the Resulting Issuer following completion of the Transaction will be subject to a number of risks encountered in the technology industry including the limited operating history of Brabeia, competition with companies with greater resources, risks inherent in a technology business, the difficulty of forecasting product demand, dependence on suppliers and skilled labour, reliance on key inputs, and product liability and recalls. For a more detailed description of these risks and others, see "Part VI – Information Concerning the Resulting Issuer - Risk Factors of the Resulting Issuer."

NEITHER THE CSE NOR ANY SECURITIES REGULATORY AUTHORITY HAS IN ANY WAY PASSED UPON THE MERITS OF THE PROPOSED TRANSACTION DESCRIBED HEREIN.

MANAGEMENT INFORMATION CIRCULAR FOR THE SPECIAL MEETING OF SHAREHOLDERS OF SCAVO RESOURCE CORP. TO BE HELD ON JULY 15, 2015

No person has been authorized to give any information or to make any representation with respect to the matters to be considered at the Meeting other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized. This Circular does not constitute an offer to sell, or a solicitation of an offer to acquire, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or proxy solicitation.

All capitalized terms used in this Circular but not otherwise defined herein have the meanings set forth under "Glossary of Terms". Information contained in this Circular is given as of the Effective Date, unless otherwise specifically stated.

All information contained in this Circular with respect to Scavo Resource Corp. was provided by Scavo Resource Corp. for inclusion herein, and with respect to such information, Brabeia Inc. and its directors and officers have relied on Scavo Resource Corp. All information contained in this Circular with respect to Brabeia Inc. was provided by Brabeia Inc. for inclusion herein, and with respect to such information, Scavo Resource Corp. and its board of directors and officers have relied on Brabeia Inc.

CURRENCY

All currency amounts expressed herein, unless otherwise indicated, are in Canadian dollars.

FINANCIAL STATEMENT INFORMATION

The financial statements of the Corporation and Brabeia (including the pro forma financial statements) contained in this Circular have been prepared in accordance with Canadian GAAP or IFRS, as indicated herein.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information provided in this Circular, including information incorporated by reference, may contain "forward-looking statements" about the Corporation. In addition, the Corporation 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 the Corporation that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Corporation that address activities, events or developments that the Corporation 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 the Corporation 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, risks associated with economic conditions, dependence on management and conflicts of interest; and

- other risks described in this Circular and described from time to time in documents filed by the Corporation with Canadian securities regulatory authorities.

The forward-looking statements contained herein are based on certain key expectations and assumptions, including: (a) expectations and assumptions concerning timing of receipt of required shareholder and regulatory approvals and any applicable third party consents, if any; and (b) expectations and assumptions concerning the success of the operation of the Corporation.

With respect to the forward-looking statements contained herein, although the Corporation believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: the availability of sources of income to generate cash flow and revenue; the volatility of the Corporation's stock price; risks relating to the trading price of the Common Shares relative to net asset value; the dependence on management and directors; risks relating to additional funding requirements; due diligence risks; exchange rate risks; risks relating to non-controlling interests; potential conflicts of interest; and potential transaction and legal risks, as more particularly described under the heading "Risk Factors" in this Circular.

Consequently, all forward-looking statements made in this Circular and other documents of the Corporation 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 the Corporation. 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 Corporation and/or persons acting on the Corporation's behalf may issue. The Corporation undertakes 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.

Market and Industry Data

This Circular includes market and industry data that has been obtained from third party sources, including industry publications. The Corporation 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, the Corporation has not independently verified any of the data from third party sources referred to in this Circular or ascertained the underlying economic assumptions relied upon by such sources.

PART I - GENERAL PROXY INFORMATION

Solicitation of proxies

The management of the Corporation solicits proxies to be used at the Meeting of the Corporation to be held at the time and place and for the purposes set forth in the attached notice of meeting and at any adjournment thereof. The cost of this solicitation will be borne by the Corporation. Accordingly, the management of the Corporation has drafted this Circular that it is sending to all the security holders entitled to receive a notice of meeting.

If you cannot attend the Meeting in person, complete and return the enclosed form of proxy following the instructions therein.

Quorum for the Transaction of Business

The Corporation's Articles provide that the quorum at a meeting of the shareholders of the Corporation shall be constituted by the attendance of two or more shareholders, present in person or represented by proxy, holding at least 5% of the votes attached to outstanding voting shares of the Corporation.

Rights of Revocation of Proxies and Appointment of Proxyholder

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder has the right to appoint as his or her proxy a person or company, who need not be a shareholder, other than the person whose name is printed on the accompanying form of proxy.** A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so by either inserting such other person's name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.

A shareholder may revoke a proxy at any time by sending an instrument in writing executed by him or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing, at the same address where the form of proxy was sent and within the delays mentioned therein or two business days preceding the date the Meeting resumes if it is adjourned, or remit to the chairman of such Meeting on the day of the Meeting or any adjournment thereof if applicable.

Exercise of discretion by proxies

The persons named in the enclosed form of proxy (the "**Named Proxyholders**") will vote (or withhold from voting) the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them.

In the absence of instructions, the Named Proxyholders will exercise the right to vote IN FAVOUR of each question defined on the form of proxy, in the notice of meeting or in the Circular.

Unless otherwise specified herein, all resolutions will be adopted by a simple majority of the votes represented at the Meeting.

Management does not know and cannot foresee at the present time any amendments or new points to be brought before the Meeting, or any adjournment thereof. If such amendments or new points were to be properly brought before the Meeting, or any adjournment thereof, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.

Authorized Capital, Voting Securities and Principal Holders Thereof

The authorized capital of the Corporation consists of an unlimited number of Common Shares without par value. Each Common Share entitles its holder to one vote. On the date hereof, there were 16,727,236 Common Shares issued and outstanding.

The board of directors of the Corporation (the "**Board**") fixed the close of business on June 12, 2015 as the record date (the "**Record Date**") for determining which shareholders shall be entitled to receive notice of the meeting and to vote in person or by proxy at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, the only persons who beneficially owned, directly or indirectly, or exercised control or direction over, common shares of the Corporation carrying more than 10% of the voting rights attached to all issued and outstanding Common Shares as of the date hereof are:

Name of Shareholder	Number of Common Shares Owned Prior to the Completion of the Transaction	Percentage of Common Shares Owned Prior to the Completion of the Transaction(1)	Number of Common Shares Owned Following to the Completion of the Transaction(2)	Percentage of Common Shares Owned Following the Completion of the Transaction(2)
Bruno Gasbarro	2,400,000	14.35%	2,400,000	5.4%
Giovanni Gasbarro	1,665,000	9.95%	1,665,000	3.8%

(1) Calculated on a fully-diluted basis.
(2) Assuming earn-in of all Consideration Shares and closing of the Offering.

Advice to Non-Registered Shareholders

The information set forth in this section should be reviewed carefully by the non-registered shareholders. Shareholders who do not hold their shares in their own name ("**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder's name. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

National Instrument 54-101 of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

The vast majority of brokers now delegate responsibility of obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**BFSI**") in Canada. BFSI typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BFSI, or otherwise communicate voting instructions to BFSI (by way of the Internet or telephone, for example). BFSI then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a BFSI voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction forms must be returned to BFSI (or instructions respecting the voting of shares must otherwise be communicated to BFSI) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact your broker or other intermediary for assistance.

This Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBO's**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBO's**"). Subject to the provision of NI 54-101 issuers may request and obtain a list of their NOBO's from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for delivering these materials to you and executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Corporation's OBO's can expect to be contacted by BFSI or their brokers or their broker's agents as set out above.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or his or her broker's agent), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the shares as proxyholder for the registered shareholder by entering his or her own name in the blank space on the proxy form provided to him or her by his or her broker (or his or her broker's agent) and return it to that broker (or that broker's agent) in accordance with the broker's instructions (or the agent's instructions).

All references to shareholders in this Circular, the enclosed form of proxy and the notice of meeting are to the registered shareholders unless specifically stated otherwise.

PART II – THE CHANGE OF BUSINESS AND THE TRANSACTION

In connection with the Transaction, shareholders will be asked at the Meeting to approve, among other things, the Change of Business, election of directors and Name Change. Details regarding the Transaction, including the background to, reasons for, details of, conditions to and effect of, the Transaction, are set forth in this Circular and the Schedules hereto. Shareholders are urged to carefully read the information in this Circular and the Schedules in order to make an informed decision.

General

The Corporation has entered into the Transaction Agreement with Brabeia and all of the shareholders of Brabeia. Upon closing of the Transaction, Scavo will own all of the issued and outstanding securities of Brabeia.

Background to the Change of Business and the Transaction

Since 2012, the Corporation has been engaged in the identification, acquisition, evaluation and exploration of mineral properties. In light of the ongoing challenges, risks, and uncertainties faced by the junior mining industry, the Corporation is seeking to diversify its business into the technology industry through the acquisition of Brabeia.

On March 24, 2015, the Corporation executed a letter of intent to acquire all of the issued and outstanding securities of Brabeia, an arm's length party to the Corporation. The letter of intent was superseded by the terms of the Transaction Agreement entered into between the Corporation, Brabeia, and the Brabeia Shareholders in respect of the proposed Transaction on May 28, 2015.

Securities Laws Matters

It is anticipated that the Consideration Shares issued or contingently issuable by the Corporation to Brabeia pursuant to the Transaction will be exempt from the prospectus and registration requirements of applicable securities laws and that the Consideration Shares so issued will generally be "freely tradable" (other than as a result of any "control person" restrictions which may arise by virtue of ownership thereof and subject to customary restrictions of general application) under applicable Canadian securities laws. However, it is expected that, if issued, all Consideration Shares issued to the principals of Brabeia, namely Tracy R. Wattie and Christopher Chalmers will be subject to escrow or pooling requirements in accordance with CSE policies and the terms and conditions of the Escrow Agreement. See "Part VI - Information Concerning the Resulting Issuer - Escrowed Securities".

Regulatory Approvals and Filings

Neither the Corporation nor Brabeia, as applicable, are aware of any material licenses or regulatory permits that it holds which might be adversely affected by the Transaction or which must be obtained or of any other approval by any federal, provincial, state or foreign government or administrative or regulatory agency that would be required to be obtained prior to the completion of the Transaction, other than CSE Approval.

Representations, Warranties and Covenants

The Transaction Agreement contains representations and warranties made by each of the Corporation and Brabeia in respect of their respective assets, liabilities, financial position, business and operations. Each of Brabeia and the Corporation also provided covenants in favour of the other which govern their respective conduct of their operations and affairs prior to completion of the Transaction.

Conditions to the Transaction

The Transaction Agreement contains certain conditions to the obligations of the Corporation and Brabeia to complete the Transaction. Unless all of such conditions are satisfied or waived by the party or parties for whose benefit such conditions exist, the Transaction will not be completed. The following is a summary of the significant conditions contained in the Transaction Agreement:

(a) no material adverse change shall have occurred in the condition of either Brabeia or the Corporation;

(b) the CSE shall have accepted the Change of Business and approved the listing of the Resulting Issuer Shares to be issued to Brabeia Shareholders pursuant to the Transaction, subject only to such conditions as are acceptable to the Corporation and Brabeia, acting reasonably; and

(c) the Transaction shall have been approved by the Corporation's shareholders and the Brabeia Shareholders.

Consents and Approvals

Management of the Corporation and Brabeia believe that all material consents, rulings, approvals and assurances required for the completion of the Transaction will be obtained prior to the Transaction Effective Date; however, there can be no assurance that all of the conditions to the completion of the Transaction will be fulfilled prior to the anticipated Transaction Effective Date of July 31, 2015 or at all.

Recommendations of the Board

The Board has unanimously determined that the Change of Business and the Transaction are fair to shareholders, and are in the best interests of the Corporation and the shareholders and has authorized the submission of the Change of Business to shareholders for approval. Accordingly, the Board unanimously recommends that the shareholders vote FOR the resolution approving the Change of Business and all other matters to be considered at the Meeting.

The members of the Board and the officers of the Corporation held or controlled an aggregate of 5,183,000 Common Shares representing 31% of the outstanding Common Shares (on a non-diluted basis) as at the Record Date. See "Part III - Matters to be Acted on at the Meeting - Interest of Certain Persons in Matters to be Acted Upon." Each of the members of the Board and the officers of the Corporation have indicated that they intend to vote all of their Common Shares in favour of the Change of Business and all other matters to be considered at the Meeting.

Risk Factors

The Resulting Issuer will principally carry on the business of Brabeia, namely the development and distribution of its social media marketing tool and services. The business currently conducted by Brabeia and to be conducted by the Resulting Issuer, upon completion of the Transaction, is subject to a number of risks as outlined below. In evaluating the Change of Business and the Transaction, Shareholders should carefully consider, in addition to the other information contained in this Circular, the risks and uncertainties described below before deciding to vote in favour of the Change of Business. While this Circular has described the risks and uncertainties that management of the Corporation and Brabeia believe to be material to the Resulting Issuer's business, it is possible that other risks and uncertainties affecting the Resulting Issuer's business will arise or become material in the future.

If the Resulting Issuer is unable to effectively address these and other potential risks and uncertainties following the completion of the Transaction, its business, financial condition or results of operations could be materially and adversely affected. In this event, the value of the Resulting Issuer Shares could decline and you could lose all or part of your investment.

A description of the risk factors associated with the Corporation's business prior to the Transaction is included in the Corporation's Initial CSE Listing Statement and is available under the Corporation's profile on the CSE website at www.cnsx.ca.

No assurance that the Transaction will be completed

Completion of the acquisition of Brabeia pursuant to the Transaction remains subject to a number of conditions, including, but not limited to, approval by special resolution of the shareholders of Brabeia, approval by ordinary resolution of the shareholders of the Corporation, satisfaction of standard closing conditions for transactions of this nature, and CSE Approval. There can be no assurance that the Transaction will be completed as proposed or at all.

Limited Operating History

Brabeia was recently incorporated and began carrying on business on May 8, 2013 and is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues.

There is no assurance that Brabeia will be successful in securing additional investment or achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Competition

There are a number of companies offering social media marketing services and tools and other companies using social media platforms, such as Facebook, Pinterest, Instagram, YouTube and Twitter to host contests for businesses and users. Some companies, such as Strutta, Heyo and Woobox, offer methods of marketing and driving customers to businesses by having the business offer sweepstakes to customers and providing an application for contestants to enter the sweepstake or an application to allow the business to create its own sweepstake. Other companies, such as Contest Canada, feature third party contests that relate directly to online advertising by particular businesses. There is no assurance that competition may not develop a similar product and service offering to Brabeia.

Problems Resulting from Rapid Growth

The Resulting Issuer will be pursuing, from the outset, a plan to market its platform throughout Canada, the United States and abroad and will require capital in order to meet these growth plans and there can be no assurances that the Resulting Issuer's working capital will enable the Resulting Issuer to meet these growth needs. The plan will place significant demands upon the Resulting Issuer, management, and resources. Besides attracting and maintaining qualified personnel, employees or contractors, the Resulting Issuer expects to require working capital and other financial resources to meet the needs of its planned growth. No assurance exists that the plans will be successful or that these items will be satisfactorily handled, and this may have material adverse consequence on the business of the Resulting Issuer.

Additional Financing May be Required

The Resulting Issuer may need additional financing to continue its operations. Financing may not be available to the Resulting Issuer on commercially reasonable terms, if at all, when needed. There is no assurance that the Resulting Issuer will be successful in raising additional capital or that the proceeds of any future financings will be sufficient to meet its future capital needs. If the Resulting Issuer issues more securities in future financings, it would result in substantial dilution to shareholders.

Information Technology, Network and Data Security Risks

The business of the Resulting Issuer faces security risks. Any failure to adequately address these risks could have an adverse effect on the business and reputation of the Resulting Issuer. Computer viruses, break-ins, or other security problems could lead to misappropriation of proprietary information and interruptions, delays, or cessation in service to clients.

Reliance on Third Parties

Brabeia relies on certain technology services provided to it by third parties, and there can be no assurance that these third party service providers will be available to the Resulting Issuer in the future on acceptable commercial terms or at all. If the Resulting Issuer were to lose one or more of these service providers, it may not be able to replace them in a cost effective manner, or at all. This could harm the business and results of operations of the Resulting Issuer.

Investment in Technological Innovation

If the Resulting Issuer fails to invest sufficiently in research and product development, its products could become less attractive to potential clients, which could have a material adverse effect on the results of operations and financial condition of the Resulting Issuer.

New laws or regulations

A number of laws and regulations may be adopted with respect to user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Adoption of any such laws or regulations might impact the ability of the Resulting Issuer to deliver increasing levels of technological innovation and will likely add to the cost of making its products, which would adversely affect its results of operations.

Retention or Maintenance of Key Personnel

There is no assurance that the Resulting Issuer can continuously retain or maintain key personnel in a timely manner if the need arises, even though qualified replacements are believed by management to exist. Failure to have adequate personnel may materially harm the ability of the Resulting Issuer to operate.

Conflicts of Interest

The Resulting Issuer may contract with affiliated parties or other companies or members of management of the Resulting Issuer or companies whose members of management own, or control. These persons may obtain compensation and other benefits in transactions relating to the Resulting Issuer. Certain members of management of the Resulting Issuer will have other minor business activities other than the business of the Resulting Issuer, but each member of management intends to devote substantially all of their working hours to the Resulting Issuer. Although management intends to act fairly, there can be no assurance that the Resulting Issuer will not possibly enter into arrangements under terms one could argue are less favorable than what could have been obtained had the Resulting Issuer or any other Company had been dealing with unrelated persons.

Proprietary Rights Could Be Subject to Suits or Claims

No assurance exists that the Resulting Issuer or any Company with which it transacts business, can or will be successful in pursuing protection of proprietary rights such as business names, logos, marks, ideas, inventions, and technology which may be acquired over time. In many cases, governmental registrations may not be available or advisable, considering legalities and expense, and even if registrations are obtained, adverse claims or litigation could occur.

Lack of Control in Transactions

Management of the Resulting Issuer intends to retain other Companies to perform various services, but may not be in a position to control or direct the activities of the parties with whom it transacts business. Success of the Resulting Issuer may be subject to, among other things, the success of such other parties, with each being subject to their own risks.

No Guarantee of Success

The Resulting Issuer, as well as those Companies with which it intends to transact business, have significant business purchases, advertising, and operational plans pending and is/are, therefore, subject to various risks and uncertainties as to the outcome of these plans. No guarantee exists that the Resulting Issuer, or any Company with which it transacts business, will be successful.

Possibility of Significant Fluctuations in Operating Results

The Resulting Issuer's revenues and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including, but not limited to: access to funds for working capital and market acceptance of its services.

Revenues and operating results may also fluctuate based upon the number and extent of potential financing activities in the future. Thus, there can be no assurance that the Resulting Issuer will be able to reach profitability on a quarterly or annual basis.

Neither of Brabeia or the Resulting Issuer has arranged for any independent market studies to validate the business plan and no outside party has made available results of market research with respect to the extent to which clients are likely to utilize its service or the probable market demand for its services. Plans of the Resulting Issuer for implementing its business strategy and achieving profitability are based upon the experience, judgment and assumptions of our key management personnel, and upon available information concerning the communications and technology industries. Management does not have experience in the anti-virus industry. If management's assumptions prove to be incorrect, the Resulting Issuer will not be successful in establishing its technology business.

Doing Business Outside of Canada and the United States

The Resulting Issuer may be subject to additional unknown risks associated with doing business outside of Canada and the United States.

Protection of Brabeia's Intellectual Property

Brabeia's products utilize a variety of proprietary rights that are important to its competitive position and success. Brabeia has been protecting its intellectual property through trade secret and copyrights, but to-date not through patenting. Because the intellectual property associated with the Brabeia's technology is evolving and rapidly changing, current intellectual property rights may not adequately protect the Resulting Issuer. The Resulting Issuer may not be successful in securing or maintaining proprietary or future patent protection for the technology used in its systems or services, and protection that is secured may be challenged and possibly lost. Brabeia generally enters into confidentiality or license agreements, or has confidentiality provisions in agreements with Brabeia's employees, consultants, strategic partners and clients and controls access to and distribution of its technology, documentation and other proprietary information. The Resulting Issuer's inability to protect its intellectual property adequately for these and other reasons could result in weakened demand for its systems and services, which would result in a decline of its revenues and profitability.

Third Party Intellectual Property Rights

The Resulting Issuer could become subject to litigation regarding intellectual property rights that could significantly harm its business. The Resulting Issuer's commercial success will also depend in part on its ability to make and sell its systems and services without infringing on the patents or proprietary rights of third parties. Competitors, many of whom have substantially greater resources than the Resulting Issuer and have made significant investments in competing technologies or products, may seek to apply for and obtain patents that will prevent, limit or interfere with Brabeia's ability to make or sell Brabeia's systems or provide Brabeia's services.

Regulatory Approvals

The Corporation may not obtain the necessary regulatory approvals nor satisfy the conditions precedent to complete the Transaction as specified in this Circular. There is no assurance that the proposed Transaction will receive regulatory and CSE approval, that all other conditions precedent will be satisfied or waived, or that the proposed Transaction will be completed.

The Corporation's Share Price Fluctuations and Speculative Nature of Securities

The price of the Corporation's securities could fluctuate substantially and should be considered speculative securities. The price of the Corporation's securities may decline, and the price that prevails in the market may be higher or lower than the price investors pay depending on many factors, some of which are beyond the Resulting Issuer's control. In addition, the equity markets in general, and the CSE in particular, have experienced extreme price and volume fluctuations historically that have often been unrelated or disproportionate to the operating performance of those companies. These broad market factors may affect the market price of the Corporation's securities adversely, regardless of its operating performance.

Volatility in the price of the Corporation's Shares

The market for the Corporation's securities may be characterized by significant price volatility when compared to seasoned issuers, and management expects that the share price will be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. The Resulting Issuer may in the future be a target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention from day-to-day operations and consume resources, such as cash.

Operating results may fluctuate as a result of a number of factors, many of which are outside of the control of the Resulting Issuer. The following factors may affect operating results: ability to compete; ability to attract clients; ability to attract revenue from advertisers and sponsors; amount and timing of operating costs and capital expenditures related to the maintenance and expansion of the business, operations and infrastructure; general economic conditions and those economic conditions specific to the internet and internet advertising; ability to keep websites operational at a reasonable cost and without service interruptions; the success of product expansion; and ability to attract, motivate and retain top-quality employees.

Dividends

Management intends to retain any future earnings to support the development of the business of the Resulting Issuer and does not anticipate paying cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the board of directors of the Resulting Issuer after taking into account various factors, including but not limited to the financial condition, operating results, cash needs, growth plans and the terms of any credit agreements that the Resulting Issuer may be a party to at the time. Accordingly, investors must rely on sales of their securities in the Corporation after price appreciation, which may never occur, as the only way to realize a return on their investment. Investors seeking cash dividends should not purchase the Corporation's securities.

PART III - MATTERS TO BE ACTED ON AT THE MEETING

Approval of the Change of Business

The Corporation is currently listed on the CSE as mining issuer in the business of mineral resource exploration. Upon completion of the Transaction, the business of the Resulting Issuer will be that of Brabeia, which is focused in the technology industry. Completion of the Transaction will involve the Change of Business which constitutes a "fundamental change" to Corporation under Policy 8 of the CSE and is therefore subject to approval by Shareholders and the CSE. The Corporation has submitted a listing statement (Form 2A) in respect of the proposed Change of Business to the CSE for review and completion of the Change of Business and the Transaction remains subject to receipt of CSE Approval.

For information on the Change of Business that will be carried out by way of the Transaction see "Part II – The Change of Business and the Transaction", "Part V - Information Concerning Brabeia", and "Part VI - Information Concerning the Resulting Issuer".

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve and authorize the following resolution in respect of the Change of Business (the "Change of Business Resolution"):

"BE IT RESOLVED THAT:

1. the Change of Business of the Corporation from mineral resource exploration to the technology industry, as more particularly described in the management information circular of the Corporation, be and is hereby approved;

2. any one (1) director or officer of the Corporation is hereby authorized and directed to do all things and to execute all instruments, documents as in their opinion may be necessary or desirable in order to give effect to this resolution including but without limitation making an necessary filings with the CSE and any other regulatory authorities; and

3. notwithstanding the approval of the shareholders of the Corporation as herein provided, the board of directors of the Corporation may, in their sole discretion, revoke this resolution before it is acted upon, without further approval of the shareholders of the Corporation."

The Board unanimously determined that the Change of Business is fair to shareholders, is in the best interests of the Corporation and the shareholders and authorized the submission of the Change of Business to shareholders for approval.

The Board has unanimously approved the Change of Business and recommends that Shareholders vote FOR the Change of Business Resolution. In order to be effective, the Change of Business Resolution requires approval of a majority of the votes cast in respect thereof in person or by proxy at the Meeting. The Named Proxyholders, if appointed as proxies, intend to vote FOR the Change of Business Resolution.

Election of Directors

Shareholders will be asked to consider and, if deemed advisable, elect Tracy R. Wattie, Kim Garst and Guy Champagne (the "**New Directors**") to serve as directors of the Resulting Issuer following completion of the Transaction. Giovanni Gasbarro and Bruno Gasbarro (the "**Existing Directors**") will continue to serve as directors of the Resulting Issuer. Information concerning the New Directors and the Existing Directors is below:

Name of Nominee, Current Position(s) and Province or State and Country of Residence	Occupation, Business or Employment	Period as a Director of the Corporation	Common Shares Beneficially Owned or Controlled	Percentage of Issued Common Shares(1)
Giovanni Gasbarro President, Chief Executive Officer, Director British Columbia, Canada	President and Chief Executive Officer of the Corporation since September, 2014; Investment advisor at PI Financial from 1992 to 2014. September 2014; Investment advisor, PI Financial.	September 26, 2014 – present	1,655,000	9.95%
Bruno Gasbarro Chief Financial Officer, Corporate Secretary and Director British Columbia, Canada	Chief Financial Officer of the Corporation since March 2010 and Corporate Secretary since February 2013; President and CEO of Ceiba Energy Inc. (formerly, Ravenstar Ventures Inc.) from September 2010 to October 2011 and a Director from September 2010 to January 2012; President and CEO of Metallis Resources Inc. (formerly, Coltstar Ventures Inc.), a former CPC, which completed its qualifying transaction on April 29, 2009, from June 2007 to July 2009, and the CFO and a Director from June 2007 to April 2010; and President and CEO of Waratah Coal Inc. (formerly, Eaglestar Ventures Inc.) from January 2006 to December 2006.	January 16, 2007 – present	2,400,000	14.35%
Tracy R. Wattie British Columbia, Canada	Chief Executive Officer of Brabeia since September 2013 and President of Brabeia since June 2014; Chair Brabeia Foundation 2013 to present; Managing Partner, DWLC, a law firm, from 2008 to 2013; President and Chief Executive Officer of Melody Manor Inc. from May 2002 to March 2006.	N/A	Nil	0.00%
Kim Garst British Columbia, Canada	Chief Executive Officer of Boom! Social Media Marketing since 2006.	N/A	Nil	0.00%
Guy Champagne British Columbia, Canada	Former Managing Partner and Senior Partner at BDC Consulting, a consulting services firm, from 2006 to 2013.	N/A	Nil	0.00%

(1) Calculated on a fully-diluted basis prior to the Transaction Effective Date.

Approval of Name Change

Shareholders will be asked to consider and, if deemed appropriate, approve and adopt a special resolution authorizing the Board to amend the articles of incorporation of the Corporation to effect the change of name of the Corporation to "Brabeia Inc." or any such other name as the Board and the CSE may approve.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve and authorize the following resolution in respect of the Name Change (the "Name Change Resolution"):

> WHEREAS, Scavo Resource Corp. (the "**Corporation**") proposes to change its name to "Brabeia Inc. " upon completion of transaction with Brabeia Inc. and all of the shareholders of Brabeia Inc. (the "**Transaction**"), or to such other name as the board of directors of the Corporation and applicable regulatory authorities may approve (the "**Name Change**");
>
> BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:
>
> 1. the Articles of the Corporation be amended by changing the name of the Corporation to "Brabeia Inc." or such other name as the board of directors, in their sole discretion may resolve, and the Canadian Securities Exchange may approve;
>
> 2. any one (1) director or officer of the Corporation is hereby authorized and directed to do all things and to execute all instruments, documents, articles of amendment or restated articles of incorporation as in their opinion may be necessary or desirable in order to give effect to the foregoing special resolution;
>
> 3. Stikeman Elliott LLP be appointed as the agent of the Corporation to electronically file the Notice of a Change of Name in respect of the Name Change; and
>
> 4. notwithstanding the approval of the shareholders of the Corporation as herein provided, the board of directors of the Corporation may, in their sole discretion, revoke this special resolution before it is acted upon, without further approval of the shareholders of the Corporation."

The Board has unanimously approved the Name Change and recommends that Shareholders vote FOR the Name Change Resolution. In order to be effective, the Name Change Resolution must be approved by at least 66 2/3% of the votes cast in respect thereof in person or by proxy at the Meeting. The Named Proxyholders, if appointed as proxies, intend to vote FOR the Name Change Resolution.

Other Matters to be Brought Before the Meeting

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting.

Interests of Certain Persons in Matters to be Acted Upon

The current directors and officers of the Corporation own beneficially, directly or indirectly, or exercise control or direction over, an aggregate of approximately 5,183,000 Common Shares (approximately 31% of the Common Shares outstanding as at the Record Date). The directors and officers of the Corporation have indicated that they will vote all 5,183,000 Common Shares beneficially owned by them in favour of the Change of Business and all other matters to be considered at the Meeting.

Except as disclosed below and elsewhere in this Circular, none of the Corporation's directors or senior officers, or their associates and affiliates, have any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

Other than in their capacity as shareholders or as described above or elsewhere in this Circular, no director or senior officer is expected to benefit from the Change of Business upon completion of the Transaction.

None of the principal holders of Common Shares or any director or officer of the Corporation or any Associate or any Affiliate of any of the foregoing persons, has or had any material interest in any transaction or any proposed transaction that materially affected, or will materially affect, the Corporation or any of its Affiliates except as disclosed above or elsewhere in this Circular or the Schedules hereto.

Registrar and Transfer Agent

Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 is the Corporation's registrar and transfer agent.

Additional Information

The Corporation is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario. As a result, the Corporation files annual and other information with the local securities commissions and regulatory authorities of each of the above named provinces. The Canadian securities regulatory authorities maintain a website named "SEDAR" that contains reports, proxy and other information regarding issuers that file with the securities regulatory authorities. The Corporation's filings can be found on the SEDAR website at www.sedar.com.

PART IV - INFORMATION CONCERNING THE CORPORATION

Corporate Structure

Name and Incorporation

The Corporation was incorporated under the BCBCA on January 16, 2007. The registered and head office of the Corporation is located at 909 Bowron Street, Coquitlam, BC, V3J 7W3. The Corporation is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

The Corporation's Subsidiaries

The Corporation does not have any subsidiaries.

General Development of the Business

The Corporation was incorporated under the BCBCA on January 16, 2007 and began trading on the TSX Venture Exchange ("**TSX-V**") as Patriotstar Ventures Inc. Prior to December 11, 2009, the Corporation was a Capital Pool Company as defined in the TSX-V Policy 2.4. Effective December 11, 2009, the Corporation completed its "Qualifying Transaction" whereby it acquired all of the issued and outstanding shares in TinyMassive Technologies Corp. ("**TMTC**"). As a result of completing the Qualifying Transaction, the Corporation was no longer a Capital Pool Company and control of the Corporation passed to the shareholders of TMTC. Accordingly, the Qualifying Transaction was a reverse takeover ("**RTO**") acquisition of the Corporation by TMTC and was treated as a capital transaction by TMTC. Effective February 24, 2011, the Corporation changed its name to Pure Living Media Inc. On August 16, 2012, the Corporation changed its name to Scavo Resource Corp. During the year ended May 31, 2012, the Corporation consolidated its share capital on the basis of 20 old shares for one new share.

Since 2012, the Corporation has been engaged in the identification, acquisition, evaluation and exploration of mineral properties. In light of the ongoing challenges, risks, and uncertainties faced by the junior mining industry, the Corporation intends to pursue the Change of Business into the technology industry through the acquisition of Brabeia.

On March 24, 2015 trading in the Common Shares was halted pursuant to CSE Policies as a result of the Corporation entering into the Transaction Agreement. The trading halt remains in place as of the date of this Circular. As of the date hereof, there are 16,727,236 Common Shares issued and outstanding which trade on the CSE under the symbol "SCV".

Selected Financial Information and Management Discussion and Analysis

Annual and Interim Information

The following table sets forth selected financial information for the Corporation for the nine month period ended February 28, 2015 and the financial years ended May 31, 2014 and 2013 and selected balance sheet data as at August 31, 2014 and as at November 30, 2013 and 2012. Such information is derived from the financial statements of the

Corporation and should be read in conjunction with such financial statements. See "Schedule A - Financial Statements of the Corporation."

Balance Sheet Data	February 28, 2015 (unaudited) ($)	May 31, 2014 (audited) ($)	May 31, 2013 (audited) ($)
Current Assets	200,452	251,452	40,969
Total Assets	200,452	504,039	270,513
Shareholders' Equity	149,690	503,818	255,266

Income Statement Data	February 28, 2015 (unaudited) ($)	May 31, 2014 (audited) ($)	May 31, 2013 (audited) ($)
Total Expenses	(302,316)	(54,948)	(148,722)
Net Loss and Total Comprehensive Loss	(302,316)	(54,948)	(142,871)

Management's Discussion and Analysis

The Corporation's Management's Discussion and Analysis for the year ended May 31, 2014 and for the nine-month period ended February 28, 2015 is attached hereto as "Schedule B – MD&A of the Corporation".

Description of Securities

Securities

The Corporation's authorized share capital consists of an unlimited number of Common Shares without par value. As at the date of this Circular, the outstanding capital of the Corporation consists of 16,727,236 Common Shares.

Holders of Common Shares are entitled to one vote per share at meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors of the Corporation and to receive pro rata the remaining property and assets of the Corporation upon its dissolution, liquidation or winding-up, subject to the rights of shares having priority over the Common Shares.

The Corporation intends to complete the Offering prior to the Transaction Effective Date, which would result in an additional 1,800,000 Common Shares being issued and outstanding, as well as 900,000 Warrants.

Option Plan

The Option Plan authorizes the Corporation to grant Options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding Common Shares. Under the Option Plan, the exercise price of each Option equals the market price of the Corporation's stock as calculated on the date of grant. The Options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors. The Corporation currently has no Options outstanding.

Prior Sales

Common Shares

There have been no share issuances since May 31, 2014. During the year ended May 31, 2014, the Corporation issued a total of 3,035,001 common shares on the exercise of 3,035,001 warrants at $0.10 per share for gross proceeds of $303,500.

Options

The Corporation has not granted any Options within the last 12 months.

Stock Exchange Price

The Common Shares have been listed and posted for trading on the CSE since December 14, 2009. Trading of the Common Shares was halted upon the announcement of the Transaction Agreement in accordance with CSE Policies on March 24, 2015 and remains halted as of the date hereof.

The following table sets out the price ranges and trading volume of the Corporation's Common Shares for the last twelve months:

Period	High ($)	Low ($)	Trading Volume
June 1 – June 30, 2014	0.25	0.24	55,900
July 1 – July 31, 2014	0.35	0.21	130,229
August 1 – August 31, 2014	0.30	0.21	84,254
September 1 – September 30, 2014	0.36	0.23	34,500
October 1 – October 31, 2014	0.50	0.36	80,050
November 1 – November 30, 2014	0.50	0.475	19,000
December 1 – December 31, 2014	0.54	0.45	127,006
January 1 – January 31, 2015	0.51	0.46	34,500
February 1 – February 28, 2015	0.495	0.39	61,750
March 1 – March 31, 2015	0.39	0.32	95,500
April 1 – April 30, 2015	0.36	0.36	Nil
May 1 – May 31, 2015	0.36	0.36	Nil
June 1 – June 19, 2015	0.36	0.36	Nil

Executive Compensation

In this section "Named Executive Officer" means the Chief Executive Officer and the Chief Financial Officer for any part of the most recently completed financial year, and each of the three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Corporation at the end of the most recently completed financial year.

Salvatore Giantomaso, the Corporation's former Chief Executive Officer, Giovanni Gasbarro, the Corporation's current Chief Executive Officer and Bruno Gasbarro, the Corporation's Chief Financial Officer, are each Named Executive Officers for the purposes of the following disclosure. Pursuant to Item 1.3(2) of Form 51-102F6, the Corporation has omitted certain tables and columns of tables that do not apply to this disclosure.

Compensation Discussion and Analysis

There are currently no formal agreements, objectives, criteria, or analyses in place regarding compensation of the Corporation's executive officers. The Corporation's Board relies on Board discussion to set executive compensation. The Corporation may pay remuneration to its directors and officers if the Board feels the Corporation is able to do so. At present, the Corporation is in the development stage and has not generated any significant operational revenue; therefore, the Corporation, with the agreement of its Named Executive Officers, chose not to pay any compensation of any kind to the Corporation's Named Executive Officers for the year ended May 31, 2014.

Any granting of share-based or option-based awards to executive officers will also be determined by Board discussion.

Named Executive Officers and directors are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities of the Corporation.

Neither the Board, nor a committee of the Board, has considered the implications of the risks associated with the Corporation's compensation policies and practices.

Summary Compensation Table

The following summary compensation table discloses the compensation paid to the Named Executive Officers during the Corporation's three most recently completed financial years:

Name and Principal Position	Year Ended May 31	Option-based awards ($)	All other compensation ($)	Total compensation ($)
Salvatore Giantomaso, Former President and CEO	Feb-May 2013	Nil	Nil	Nil
Arndt Roehlig, Former CEO	June-January 2012/13	Nil	$15,000	$15,000
Bruno Gasbarro, CFO and Corporate Secretary	2013	Nil	$15,000	$15,000
Giovanni Gasbarro CEO	2015	Nil	$50,000	$50,000

Narrative Discussion

In the Summary Compensation Table (above), the amounts paid or accrued under "All other compensation" pertain to management fees paid during the applicable year ended May 31. The Corporation paid or accrued management fees of $15,000 to Brugas Holdings Inc., a company controlled by the Chief Financial Officer and director of the Corporation. The Corporation paid or accrued management fees of $15,000 to Raincoast Capital Inc., a company controlled by Arndt Roehlig, the former President and director of the Corporation. The Corporation paid or accrued management fees of $50,000 to Giovanni Gasbarro.

Outstanding Share-Based Awards and Option-Based Awards

The Corporation currently has no Options outstanding.

Value Vested or Earned During the Most Recently Completed Financial Year

Name	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 ($)
Salvatore Giantomaso, Former President and Chief Executive Officer	Nil	N/A	N/A
Bruno Gasbarro, Chief Financial Officer and Corporate Secretary	Nil	N/A	N/A

(1) Determined by calculating the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.

Pension Plan Benefits

The Corporation does not have a defined benefits pension plan or a defined contribution pension plan.

Termination and Change of Control Benefits

During the most recently completed financial year there were no employment contracts, agreements, plans, or arrangements for payments to a NEO, at, following or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Corporation, or a change in a NEO's responsibilities.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Corporation for the most recently completed financial year:

Name	Fees earned ($)	Option-based awards ($)	Total ($)
Jurgen Wolf	Nil	Nil	Nil
Arndt Roelig	Nil	Nil	Nil

Indebtedness of Directors and Executive Officers

As at the date of this Circular, no individual who is an executive officer, director, employee or former executive officer, director or employee of the Corporation is indebted to the Corporation pursuant to the purchase of securities or otherwise.

No individual who is, or at any time during the financial year ended May 31, 2014 was, a director or executive officer of the Corporation, a proposed management nominee for election as a director of the Corporation, or an associate of any such director, executive officer or proposed nominee, was indebted to the Corporation during the financial year ended May 31, 2014 or as at the date of this Circular in connection with security purchase programs or other programs.

Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and the Audit Committee.

Interests of Informed Persons in Material Transactions

Except as other disclosed in this Circular, no "informed person" (as such term is defined in NI 51-102) or proposed nominee for election as a director of the Corporation or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction in which the Corporation has participated since May 31, 2014 or in any proposed transaction which has materially affected or will materially affect the Corporation.

Non-Arm's Length Party Transactions/Arm's Length Transactions

Non-Arm's Length Party Transactions

Within 24 months from the Effective Date, the Corporation has not acquired any assets or been provided any services in any transaction, or in any proposed transaction, from any director, officer or Insider of the Corporation, the proposed nominees for election as directors of the Resulting Issuer, the proposed officers or Insiders of the Resulting Issuer or their Associates or Affiliates.

Legal Proceedings

Management knows of no legal proceedings, contemplated or actual, involving the Corporation or which could materially affect the Corporation.

Management Contracts

There are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

The Audit Committee's Charter

The Audit Committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the Audit Committee shall be independent in order to serve on this committee.

2. At least one of the members of the Audit Committee shall be financially literate.

3. Review the Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.

4. The Audit Committee shall meet at least four times per year, and each time the Corporation proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the management or others to attend the meetings and provide pertinent information as necessary.

5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the committee.

6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).

7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board of Directors any proposed discharge of the independent auditors.

8. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.

9. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.

10. Inquire of the management and the independent auditors about significant risks or exposures facing the Corporation; assess the steps the management has taken or proposes to take to minimize such risks to the Corporation; and periodically review compliance with such steps.

11. Review with the independent auditors, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

12. Inquire regarding the "quality of earnings" of the Corporation from a subjective as well as an objective standpoint.

13. Review with the independent accountants: (a) the adequacy of the Corporation's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the management's responses thereto.

14. Review with the management and the independent auditors the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.

15. Review with the management, the independent auditors, the interim and annual financial report before they are filed with the regulatory authorities.

16. Review with the independent auditors that perform an audit: (a) all critical accounting policies and practices used by the Corporation; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management, the ramifications of each alternative and the treatment preferred by the Corporation.

17. Review all material written communications between the independent auditors and the management.

18. Review with the management and the independent auditors: (a) the Corporation's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditors' judgments about the quality, not just the acceptability, of the Corporation's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the management encountered during the audit.

19. Periodically review the Corporation's code of conduct to ensure that it is adequate and up-to-date.

20. Review the procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.

21. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.

22. The Audit Committee will perform such other functions as assigned by law, the Corporation's articles, or the Board of Directors.

Composition of the Audit Committee

The current members of the Audit Committee are:

- Salvatore Giantomaso, a non-independent member, who is financially literate;
- Arndt Roehlig, a non-independent member, who is financially literate; and
- Jurgen Wolf, an independent member, who is financially literate.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

The Audit Committee of the Resulting Issuer will be selected and constituted upon the closing of the Transaction.

Relevant Education and Experience

Each member of the Audit Committee has served as an officer and/or a director of numerous public companies. In the Board's opinion, this involvement has provided each member with the relevant experience required to serve on the Audit Committee.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia) not adopted by the Board.

Reliance on Certain Exemptions

During the most recently completed financial year, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Corporation did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia to the Company to ensure auditor independence. Fees incurred with Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia for audit and non-audit services in the last two fiscal years are outlined in the following table:

Nature of Service	Fees Paid to Auditor in Year ended May 31, 2014	Fees Paid to Auditor in the prior Fiscal Year
Audit Fee(1)	$9,639.00	$16,065.00
Audit-Related Fees(2)	Nil	Nil
Tax Fees(3)	$1,575.00	$1,942.50
All Other Fees(4)	Nil	Nil
Total	$**11,214.00**	**$18,007.50**

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of the Audit Committee and in respect of its reporting obligations under NI 52-110.

Auditor, Transfer Agents and Registrars

Auditor

The auditor of the Corporation is Davidson & Company LLP, Chartered Accountants at 1200 – 626 Granville Street, Vancouver, BC, V7Y 1G6.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1.

Material Contracts

The Corporation has not entered into any material contracts and will not enter into any material contracts prior to completion of the Transaction other than the Transaction Agreement.

Copies of these agreements will be available for inspection at the head office of the Corporation at 909 Bowron Street, Coquitlam, BC, V3J 7W3 during ordinary business hours on any business day prior to the Transaction Effective Date and for a period of 30 days thereafter.

PART V - INFORMATION CONCERNING BRABEIA

Corporate Structure

Name and Incorporation

Brabeia was incorporated under the BCBCA on May 8, 2013 under the name Prizebox Entertainment Inc., and changed its name to Brabeia Inc. on November 25, 2013. Brabeia's registered and records office is located at #2 – 15621 Marine Drive, White Rock, B.C., V4B 1E1 and its head office is located at 1174 Fir Street White Rock, B.C., V4B 4A9.

General Development of the Business

General Development of the Business

Since inception, Brabeia has been engaged in the development and marketing of its innovative social media marketing tools and services. In July 2013, Brabeia engaged three developers to build its initial contest management system ("**CMS**") and mobile application to be deployed through the internet and on iOS mobile devices.

Brabeia launched its first beta version of the CMS and mobile application through the first version of Brabeia.com in November 2013 and Brabeia initiated its first client contests on Brabeia.com contest platform in December 2013 using its CMS and mobile application.

In January 2014, Brabeia also began to offer additional social media marketing services to assist clients to develop their web presence and brand to capture the power of its social media marketing tools

From December 2013 to present, Brabeia has created, launched and deployed contests for clients on Brabeia.com and continued the development of its CMS as the foundation of its social media marketing tool with increased functionality for the creating, launching and deploying of contests and trivia.

Using the feedback from client contests launched on Brabeia.com, Brabeia released the second version of its social media marketing tool with additional social marketing media functionality in June 2014 including polling, chat capability and pushing such social marketing content through social media channels.

In December 2014, Brabeia released the first version of its licensed dashboard for deployment on a client's own website to allow them to utilize Brabeia's social media marketing tool to create, launch and host their own social media marketing activity.

Brabeia's social media marketing tool:

- Generates and hosts customized contests and polling for contest sponsors for the local and global market with one click deployment to multiple social media channels;

- CMS can be deployed through licensed dashboard to client's own online platform to generate and host customized contests and polling;

- Allows contestants to enter multiple contests at any time and any place with mobile devices;

- Allows any business or organization to advertise as part of any customized contest or on a platform;

- Provides real time contest data, geographic, temporal, geo-temporal data, to business to use and target their marketing strategies to specified demographics; and

- Creates a dynamic environment, with trivia and chat capability, for contestants to track available contests based on time and geography and allows contestants to control how they share their contest experience.

From January 2015 to present, Brabeia has focused on continuing to create, launch and host contests through deployment on Brabeia.com and on expanding the licensing of its social media marketing tool through building and managing user relationships with clients, resellers, marketing companies, world social media influencers, exploring white label licensing opportunities to offer its social media marketing tools and services to clients locally, nationally and internationally.

Brabeia's Subsidiaries

Brabeia does not have any subsidiaries.

Recent Financings

Brabeia initiated a round of seed A round of funding in July 2013 at a $1.00 per share to friends, family and close business associates and to date a total of 2,114,798.99 Brabeia Shares have issued and $994,009.99 of investment. The founders of Brabeia hold 970,200 Brabeia Shares (45.88%) and the other shareholders hold 1,144,598.99 Brabeia Shares (54.12%).

Selected Financial Information and Management's Discussion and Analysis

Annual Information

The following table sets forth selected financial information for Brabeia for the year ended June 30, 2014. Such information is derived from the financial statements of Brabeia and should be read in conjunction with such financial statements. See Schedule C – Financial Statements of Brabeia.

	Financial Year from June 30, 2013 to June 30, 2014 (Audited) ($)
Total Revenues (Interest Income)	93,608
Income from Continuing Operations	(518,060)
Total Profit (Loss)	(518,060)
Basic and Diluted Profit (Loss) per share	(0.38)
Total Assets	48,599
Total Long-Term Financial Liabilities	Nil
Cash Dividends per Share	Nil

Management's Discussion and Analysis

The Corporation's Management's Discussion and Analysis for the year ended June 30, 2014 and for the 9-month period ended March 31, 2015 is attached hereto as "Schedule D – MD&A of Brabeia".

Description of Securities

The authorized share capital of Brabeia consists of an unlimited number of Brabeia Class A Common, Class B Common and Class C Common Shares (collectively, the "**Common Shares**"). As of the date of this Circular, the issued and outstanding capital of Brabeia consists of 2,114,798.99 Common shares.

Brabeia Common Shares

Holders of Brabeia Class A Common Voting Shares are entitled to one vote per share at meetings of shareholders of Brabeia, Holders of Brabeia Class B Common and Class C Common Non-Voting Shares are entitled to one vote per share at class meetings of Class B Common and Class C Common shareholders of Brabeia. Holders of Brabeia Voting Shares and Non-Voting Shares ("**Brabeia Shares**") are entitled to receive dividends if, as and when declared by the directors of Brabeia and to receive pro rata the remaining property and assets of Brabeia upon its dissolution, liquidation or winding-up, on a pro-rata basis of Common shares held.

Capitalization of Brabeia

The following table sets forth the capitalization of Brabeia as at March 31, 2015, being the date of the most recent balance sheet contained in this Circular, and as at the date of this Circular:

Designation of Security	Amount Authorized	Amount Outstanding as at March 31, 2015 (audited)	Amount Outstanding as at the date of this Circular
Common Shares	Unlimited	1,676,298.99	2,114,798.99

Dividend Policy

To date, Brabeia has not paid any dividends on any of the outstanding Brabeia Shares. The future payment of dividends will be dependent upon the financial requirements of Brabeia to fund further growth, the financial condition of Brabeia and other factors which the Brabeia Board may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future if at all.

Prior Sales

The following tables set forth the issuances of securities of Brabeia since Brabeia was incorporated on May 8, 2013.

Date Issued	Number of Securities	Nature of Consideration	Issue Price per Security ($)	Aggregate Issue Price ($)
June 14, 2013	10,000	Cash	$1.00	$10,000
June 14, 2013	10,000	Services Rendered	$1.00	$10,000
June 14, 2013	10,000	Cash	$1.00	$10,000
June 14, 2013	10,000	Services Rendered	$1.00	$10,000
June 14, 2013	10,000	Services Rendered	$1.00	$10,000
June 26, 2013	5,000	Cash	$1.00	$5,000
July 5, 2013	5,000	Cash	$1.00	$5,000
July 23, 2013	10,000	Cash	$1.00	$10,000
July 23, 2013	10,000	Cash	$1.00	$10,000
July 23, 2013	10,000	Cash	$1.00	$10,000

Date Issued	Number of Securities	Nature of Consideration	Issue Price per Security ($)	Aggregate Issue Price ($)
July 23, 2013	20,000	Services Rendered	$1.00	$20,000
August 6, 2013	7,500	Cash	$1.00	$7,500
August 6, 2013	2,500	Services Rendered	$1.00	$2,500
August 12, 2013	10,000	Cash	$1.00	$10,000
August 20, 2013	20,000	Cash	$1.00	$20,000
August 29, 2013	10,000	Cash	$1.00	$10,000
Sept. 4, 2013	1,000	Cash	$1.00	$1,000
Sept. 4, 2013	4,000	Cash	$1.00	$4,000
Sept. 4, 2013	24,000	Cash	$1.00	$24,000
Sept. 11, 2013	30,000	Cash	$1.00	$30,000
Sept. 27, 2013	25,000	Cash	$1.00	$25,000
Nov. 4, 2013	8,750	Cash	$1.00	$8,750
Nov. 4, 2013	1,250	Services Rendered	$1.00	$1,250
Nov. 4, 2013	10,000	Cash	$1.00	$10,000
Nov. 14, 2013	175,000	Services Rendered	$0.01	$175
Nov. 14, 2013	75,000	Services Rendered	$0.01	$75
Nov. 14, 2013	100	Cash	$0.01	$1.00
Nov. 14, 2013	100	Cash	$0.01	$1.00
Nov. 16, 2013	10,000	Cash	$1.00	$10,000
Nov. 28, 2013	10,000	Cash	$1.00	$10,000
Jan. 2, 2014	25,000	Cash	$1.00	$25,000
Jan. 9, 2014	10,000	Cash	$1.00	$10,000
Jan. 14, 2014	10,000	Cash	$1.00	$10,000
Jan. 23, 2014	10,000	Cash	$1.00	$10,000
Feb. 25, 2014	5,000	Cash	$1.00	$5,000
Feb.27, 2014	10,000	Cash	$1.00	$10,000
April 5, 2014	30,000	Cash	$1.00	$30,000
April 5, 2014	5,000	Cash	$1.00	$5,000
April 5, 2014	5,000	Cash	$1.00	$5,000
April 13, 2014	15,000	Cash	$1.00	$10,000
April 16, 2014	10,000	Cash	$1.00	$10,000
April 23, 2014	4,099	Cash	$1.00	$4,099
April 25, 2014	2,000	Cash	$1.00	$2,000
April 25, 2014	5,000	Cash	$1.00	$5,000
May 7, 2014	15,000	Services Rendered	$1.00	$15,000
May 7, 2014	5,000	Cash	$1.00	$5,000
May 7, 2014	2,000	Cash	$1.00	$2,000
May 13, 2014	5,000	Cash	$1.00	$5,000
May 21, 2014	3,000	Cash	$1.00	$3,000
May 21, 2014	100,000	Services Rendered	$1.00	$100,000
May 21, 2014	50,000	Services Rendered	$1.00	$50,000
May 21, 2014	25,000	Services Rendered	$1.00	$25,000
June 1, 2014	5,000	Cash	$1.00	$5,000
June 1, 2014	25,000	Services Rendered	$1.00	$25,000
June 20, 2014	2,500	Cash	$1.00	$2,500
Oct. 6, 2014	5,000	Cash	$1.00	$5,000
Oct. 6, 2014	2,000	Cash	$1.00	$2,000
Oct. 6, 2014	1,500	Cash	$1.00	$1,500

Date Issued	Number of Securities	Nature of Consideration	Issue Price per Security ($)	Aggregate Issue Price ($)
Oct. 6, 2014	1,500	Cash	$1.00	$1,500
Oct. 6, 2014	1,000	Cash	$1.00	$1,000
Oct. 6, 2014	1,500	Cash	$1.00	$1,500
Oct. 6, 2014	1,500	Cash	$1.00	$1,500
Oct. 6, 2014	10,000	Cash	$1.00	$10,000
Nov. 15, 2014	2,000	Cash	$1.00	$2,000
Dec. 1, 2014	1,333.33	Cash	$1.00	$1,333.33
Dec. 1, 2014	1,333.33	Cash	$1.00	$1,333.33
Dec. 1, 2014	1,333.33	Cash	$1.00	$1,333.33
Dec. 6, 2014	50,000	Cash	$1.00	$50,000
Dec. 8, 2014	29,000	Cash	$1.00	$29,000
Jan. 6, 2015	10,000	Cash	$1.00	$10,000
Jan. 6, 2015	10,000	Cash	$1.00	$10,000
Jan. 6, 2015	10,000	Cash	$1.00	$10,000
Jan. 30, 2015	6,500	Cash	$1.00	$6,500
Feb. 3, 2015	10,000	Cash	$1.00	$10,000
Feb. 3, 2015	15,000	Cash	$1.00	$15,000
Feb. 3, 2015	8,000	Cash	$1.00	$8,000
Feb. 3, 2015	2,000	Cash	$1.00	$2,000
Feb. 3, 2015	5,000	Cash	$1.00	$5,000
Feb. 3, 2015	10,000	Cash	$1.00	$10,000
Feb. 3, 2015	10,000	Cash	$1.00	$10,000
Feb. 3, 2015	10,000	Cash	$1.00	$10,000
Feb. 3, 2015	10,000	Cash	$1.00	$10,000
March 4, 2015	5,000	Cash	$1.00	$5,000
March 5, 2015	3,000	Cash	$1.00	$3,000
March 5, 2015	40,000	Cash	$1.00	$40,000
March 7, 2015	5,000	Cash	$1.00	$5,000
March 18, 2015	7,000	Services Rendered	$1.00	$7,000
March 18, 2015	3,500	Services Rendered	$1.00	$3,500
March 18, 2015	25,000	Services Rendered	$1.00	$25,000
March 18, 2015	5,000	Cash	$1.00	$5,000
March 18, 2015	5,000	Cash	$1.00	$5,000
March 20, 2015	20,000	Cash	$1.00	$20,000
March 20, 2015	3,000	Cash	$1.00	$3,000
March 20, 2015	1,000	Services Rendered	$1.00	$1,000
March 20, 2015	500	Cash	$1.00	$500
March 20, 2015	10,000	Cash	$1.00	$10,000
March 23, 2015	300,000	Cash	$0.01	$3,000
April 6, 2015	3,000	Cash	$1.00	$3,000
April 9, 2015	5,000	Cash	$1.00	$5,000
April 9, 2015	10,000	Cash	$1.00	$10,000
April 9, 2015	50,000	Cash	$0.01	$500
April 9, 2015	50,000	Cash	$0.01	$500
April 9, 2015	37,500	Cash	$1.00	$37,500
April 9, 2015	37,500	Cash	$1.00	$37,500
April 10, 2015	10,000	Cash	$1.00	$10,000
April 10, 2015	10,000	Cash	$1.00	$10,000

Date Issued	Number of Securities	Nature of Consideration	Issue Price per Security ($)	Aggregate Issue Price ($)
April 10, 2015	500	Cash	$1.00	$500
April 15, 2015	110,000	Cash	$0.01	$1,100
April 15, 2015	20,000	Cash	$0.01	$200
April 20, 2015	30,000	Cash	$1.00	$30,000
April 20, 2015	1,000	Cash	$1.00	$1,000
April 20, 2015	5,000	Cash	$1.00	$5,000
April 27, 2015	1,000	Cash	$1.00	$1,000
April 28, 2015	8,000	Cash	$1.00	$8,000
April 28, 2015	5,000	Cash	$1.00	$5,000
May 7, 2015	5,000	Cash	$1.00	$5,000
May 19, 2015	5,000	Cash	$0.01	$650
May 19, 2015	65,000	Cash	$0.01	$650
May 25, 2015	75,000	Cash	$1.00	$75,000

Stock Exchange Share Price

None of the securities of Brabeia are, or have been, posted for trading on any stock exchange.

Principal Shareholders

To the knowledge of the directors and executive officers of Brabeia, as at the date of this Circular, no persons beneficially own, or control or direct, directly or indirectly, voting securities of Brabeia carrying 10% or more of the voting rights attached to the Brabeia Shares other than as follows:

Name and Municipality of Residence of Shareholder	Number of Brabeia Shares Owned Prior to Completion of the Transaction	Percentage of Brabeia Shares Owned Prior to Completion of the Transaction	Number of Resulting Issuer Shares Owned Following Completion of the Transaction(2)	Number of Resulting Issuer Shares Owned Following Completion of the Transaction(1)(2)
Tracy R. Wattie White Rock, B.C.	535,100	25.30%	6,528,081.42	14.73%
Christopher Chalmers Surrey, B.C.	370,100	17.50%	4,515,124.15	10.00%

(1) Calculated on a fully-diluted basis.
(2) Assuming earn-in of all Consideration Shares and closing of the Offering.

Executive and Director Compensation of Brabeia

Executive Compensation

In this section "Named Executive Officer" means the Chief Executive Officer for any part of the most recently completed financial year.

Tracy R. Wattie, Brabeia's Chief Executive Officer is the only Named Executive Officer for the purposes of the following disclosure. Pursuant to Item 1.3(2) of Form 51-102F6, Brabeia has omitted certain tables and columns of tables that do not apply to this disclosure.

The Chief Executive Officer of Brabeia has a management agreement (the "**Management Agreement**") wherein she is paid $13,500 per month and a ten percent (10%) commission on sales.

Director Compensation

Brabeia's directors do not receive any compensation.

Indebtedness of Directors and Executive Officers

As at the date of this Circular, no individual who is an executive officer, director, employee or former executive officer, director or employee of Brabeia is indebted to Brabeia pursuant to the purchase of securities or otherwise.

As at the date of this Circular, no individual who is, or at any time during the financial year ended June 30, 2014 was, a director or executive officer of Brabeia, a proposed management nominee for election as a director of Brabeia, or an associate of any such director, executive officer or proposed nominee, was indebted to Brabeia during the financial year ended June 30, 2014 or as at the date of this Circular in connection with security purchase programs or other programs.

Board Committees

Brabeia has no board committees.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board.

Interests of Informed Persons in Material Transactions

Except as other disclosed in this Circular, no "informed person" (as such term is defined in NI 51-102) or proposed nominee for election as a director of Brabeia or any associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction in which Brabeia has participated since June 30, 2014 or in any proposed transaction which has materially affected or will materially affect the Corporation.

Non-Arm's Length Party Transactions/Arm's Length Transactions

Non-Arm's Length Party Transactions

Within 24 months from the Effective Date, Brabeia has not acquired any assets or been provided any services in any transaction, or in any proposed transaction, from any director, officer or Insider of Brabeia, the proposed nominees for election as directors of the Resulting Issuer, the proposed officers or Insiders of the Resulting Issuer or their Associates or Affiliates.

Legal Proceedings

Management knows of no legal proceedings, contemplated or actual, involving Brabeia or which could materially affect Brabeia.

Management Contracts

There are no management functions of Brabeia which are to any substantial degree performed by a person or company other than the directors or executive officers of Brabeia.

Legal Proceedings

To the knowledge of the management of Brabeia, there are no actual or contemplated material legal proceedings to which Brabeia is a party.

Material Contracts

Since incorporation, other than contracts entered into in the ordinary course of business, Brabeia has not entered into any contracts material to Brabeia except:

- the Transaction Agreement; and
- the Management Agreement.

The material contracts described above may be inspected at the registered office of Brabeia at 2-15621 Marine Drive, White Rock, BC V4B 1E1 during ordinary business hours until the Transaction Effective Date and for a period of 30 days thereafter.

PART VI - INFORMATION CONCERNING THE RESULTING ISSUER

Corporate Structure

Name and Incorporation

Upon Shareholder approval of the Change of Business and completion of the Transaction, the Resulting Issuer will continue to be a BCBCA corporation. Subject to Shareholder approval of the Name Change, the Resulting Issuer will change its name to "Brabeia Inc.", or such other name as may be determined in the sole discretion of the Resulting Issuer's board of directors.

The Resulting Issuer's head and registered office will be located at 1174 Fir Street, White Rock, BC, V4B 4A9.

Intercorporate Relationships

Brabeia will be a wholly-owned subsidiary of the Resulting Issuer upon completion of the Transaction.

Narrative Description of the Business

The Resulting Issuer will be engaged in the expanding Brabeia's business of developing, marketing and distributing social media technology and services to businesses worldwide where its objective is to be the only social media marketing tools for populating a business or organization's social media strategy. Focused on client engagement, Brabeia's social media tool and services offers contest concept and design to drive the incentive strategy; a platform (CMS) that facilitates incentive delivery; social media strategy that is the outreach that drives customers to the client; customized branding and website design that establishes a recognizable face for the client's business; Brabeia.com that provides additional advertising opportunities and the Brabeia chatroom that provides a mechanism for community engagement.

The Resulting Issuer will be able to promote itself as an industry leader of its social media tool that generates and hosts customized contests and polling for contest sponsors for the local and global market with one click deployment to multiple social media channels through the provisioning of scheduling tools for social media; offers a CMS that can be deployed through licensed dashboard to client's own online platform to generate and host customized contests and polling; a tool that allows contestants to enter multiple contests at any time and any place with mobile devices and allows any business or organization to advertise as part of any customized contest or on a platform; provides real time contest data, geographic, temporal, geo-temporal data, to business to use and target their marketing strategies to specified demographics; and creates a dynamic environment, with trivia and chat capability, for contestants to track available contests based on time and geography and allows contestants to control how they share their contest experience.

As the owner and developer for the current Brabeia social media marketing tool and services, the Resulting Issuer will to enter into licensing and distribution agreements with clients locally, regionally, nationally and internationally to create, launch and deploy contests, polling and social media marketing through their own internet channels and all social media channel and mobile applications.

Stated Business Objectives and Milestones

Upon completion of the Transaction, the principal business intended to be carried on by the Resulting Issuer is the development, marketing and distribution of social media technology and services to clients worldwide. The business objective is to be an industry leader of innovative contest, polling and social media capability.

In the 12 months following completion of the acquisition of Brabeia, the Corporation intends to use the proceeds from the Offering to:

- Expand the sales reach to the global market for its social media marketing tool and services by building and managing user relationships with clients, resellers, marketing companies, world social media influencers, white label licensees and scale up the global business strategy;

- Build the Brabeia brand and awareness through its own social media marketing strategy through relationships with resellers, marketing companies and world social media influencer and expanding Brabeia's presence on the global stage at social media conventions, tradeshows, expos and through e-books and other publications; and

- Continue with technology development to scale up its social media marketing tool for clients globally and add innovative features and capability.

Description of Securities

The share structure and the rights associated with common shares of the Resulting Issuer will remain the same after the Transaction. See "Part IV - Information Concerning the Corporation - Description of Securities."

Upon completion of the Transaction and assuming the conversion of all Consideration Shares, the outstanding capital of the Resulting Issuer will consist of:

(i) 42,527,236 Resulting Issuer Shares; and

(ii) 900,000 Warrants.

Holders of Resulting Issuer Shares will be entitled to one vote per share at meetings of shareholders of the Resulting Issuer, to receive dividends if, as and when declared by the directors of the Resulting Issuer and to receive pro rata the remaining property and assets of the Resulting Issuer upon its dissolution, liquidation or winding-up, subject to the rights of shares having priority over the Resulting Issuer Shares.

Pro Forma Consolidated Capitalization

The following table sets forth the capitalization of the Resulting Issuer after giving effect to the Transaction including, without limitation, as described in the pro forma financial statements attached hereto as Schedule E.

Designation of Security	Amount Authorized	Amount Outstanding After Giving Effect to the Transaction[(1)]
Resulting Issuer Shares	Unlimited	44,327,236
Long term debt	Nil	Nil
Resulting Issuer Options under the Option Plan	4,432,724	Nil

Designation of Security	Amount Authorized	Amount Outstanding After Giving Effect to the Transaction(1)
Options granted other than under the Stock Option Plan	Nil	Nil
Resulting Issuer Warrants	900,000	900,000

(1) Assuming the earn-in of all Consideration Shares and closing of the Offering.

Fully Diluted Share Capital

The following table sets out the diluted share capital of the Resulting Issuer after giving effect to the Transaction, the earn-in of all Consideration Shares and closing of the Offering:

Designation of Security	After Giving Effect to the Transaction(1)	
	Number of Securities	Percentage of Securities
Shares issued and outstanding as at the date of the Circular	16,727,236	35%
Shares to be issued or contingently issuable pursuant to the Transaction Agreement	25,800,000	54%
Shares reserved for issuance upon exercise of Resulting Issuer Options granted pursuant to the Option Plan	4,432,724	9%
Shares reserved for issuance upon exercise of outstanding Resulting Issuer Warrants	900,000	1.9%
Total Number of Fully-Diluted Securities	47,859,960	N/A

(1) Assuming the earn-in of all Consideration Shares and closing of the Offering.

Available Funds and Principal Purposes

As at February 28, 2015 (the end of the Corporation's most recently completed interim financial period prior to the date of this Circular), the Corporation had working capital of $149,690. The Corporation has historically relied upon equity financings to satisfy its capital requirements and will continue to depend upon equity capital to finance its activities until its current revenues will finance all operations.

The Corporation intends to complete a non-brokered private placement of 1,800,000 units (the "**Units**"), at a price of $0.30 per Unit, for gross proceeds of $540,000 (the "**Offering**"). Each Unit consisted of one Common Share and one half of one Warrant, with each Warrant entitling the holder thereof to acquire one additional Common Share at a price of $0.60 until the date that is two years from the closing of the Transaction. Proceeds from the Offering will be used for the anticipated transaction costs, filing and professional fees to complete the Transaction and for general working capital of the Resulting Issuer.

Use of Proceeds	Funds to be Expended
Costs of completing the acquisition of Brabeia and the requalification on the CSE	$80,000
General and Administrative Expenses	$460,000
TOTAL	$540,000

The consolidated *pro forma* balance sheet of the Resulting Issuer, which gives effect to the Transaction as if it had been completed on February 28, 2015, is attached hereto as Schedule E.

The *pro forma* working capital position of the Resulting Issuer as at February 28, 2015 (the most recent quarter-end prior to the date of this Circular), giving effect to the Transaction as if it had been completed on that date, was $593,159.

The Corporation intends to spend the funds available to it for the principal purposes indicated above. Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Corporation to achieve its objectives. The Corporation will require additional funds in order to fulfill all of its expenditure requirements to meet its new business objectives and expects to either issue additional securities or incur indebtedness. There can be no assurance that additional funding required by the Corporation will be available if required. However, it is anticipated that the available funds will be sufficient to satisfy the Corporation's objectives over the next 12 months.

Dividends

There are no restrictions that could prevent the Resulting Issuer from paying dividends. Any decision to pay dividends on its shares will be made by the Resulting Issuer's board of directors on the basis of the Resulting Issuer's earnings, financial requirements and other conditions existing at such future time. It is not contemplated that any dividends will be paid in the immediate or foreseeable future following completion of the Transaction.

Principal Securityholders of the Resulting Issuer

To the knowledge of the directors and officers of each of the Corporation and Brabeia as of the date hereof, the following Persons will beneficially own, directly or indirectly, or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Resulting Issuer after completion of the Transaction.

Name and Municipality of Residence of Shareholder	Type of Ownership	Number and Percentage of Resulting Issuer Shares Owned After Completion of the Transaction(1)
Giovanni Gasbarro, Coquitlam, B.C.	Common	2,400,000 (5.41%)
Bruno Gasbarro, Coquitlam, B.C.	Common	1,665,000 (3.80%)
Tracy R. Wattie, White Rock, B.C.	Common	6,528,081 (14.73%)
Christopher Chalmers, Surrey, B.C.	Common	4,515,124 (10.00%)

(1) Assuming the earn-in of all Consideration Shares and closing of the Offering.

Directors, Officers and Promoters of the Resulting Issuer

Name, Address, Occupation and Security Holdings

The following table lists the names, municipalities of residence of the proposed directors and officers of the Resulting Issuer, their proposed positions and offices to be held with the Resulting Issuer, and their principal occupations during the past five years and the number of securities of the Resulting Issuer which will be beneficially owned, directly or indirectly, or over which control or direction will be exercised by each upon completion of the Transaction.

Name and Municipality of Residence	Principal Occupation Held During the Last Five Years	Proposed Position with Resulting Issuer	Number of Resulting Shares (4)	Percentage of Resulting Issuer Shares(4)
Giovanni Gasbarro British Columbia, Canada	Businessman; President and CEO, Director	Director	1,665,000	3.80%
Bruno Gasbarro British Columbia, Canada	Businessman, CFO, Director	Director	2,400,000	5.41%
Tracy R. Wattie British Columbia, Canada	Businesswoman, President and CEO, Director	President and CEO, Director	6,528,081	14.73%
Kim Garst British Columbia, Canada	Businesswoman, Chief Executive Officer	Director	0%	0%
Guy Champagne British Columbia, Canada	Businessman, Managing Partner and Senior Partner, BDC Consulting	Director	0%	0%

(1) Securities beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Effective Date, based upon information furnished to the Corporation and Brabeia by the above individuals.
(2) Assuming completion of the Transaction, earn-in of all Consideration Shares and closing of the Offering, all proposed officers and directors of the Resulting Issuer will hold an aggregate of 10,593,081of the Resulting Issuer Shares (approximately 24%).
(3) Committees of the Resulting Issuer will established following the closing of the Transaction.
(4) Assuming earn-in of all Consideration Shares and closing of the Offering.

Management

Other than the appointment of Tracy R. Wattie as President and CEO of the Resulting Issuer, remaining management will be appointed on or before the Transaction Effective Date. However, it is currently contemplated that Bill Horsman will be appointed as Chief Technical Officer and Todd Hanas will be appointed in a role related to Investor Relations.

Corporate Cease Trade Orders or Bankruptcies; Penalties or Sanctions; Personal Bankruptcies

Other than as disclosed below, during the past ten years, none of the proposed directors, officers or promoters of the Resulting Issuer or any security holder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, was a director, officer or promoter of any other person or company that was, while that person was acting in that capacity: (a) the subject of a cease trade order or similar order or an order that denied the other issuer access to any exemptions under applicable securities law for a period of more than 30 consecutive days, or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the proposed directors, officers or promoters of the Resulting Issuer, or a security holder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has: (a) 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 (b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable security holder making a decision about the Transaction.

During the past ten years, none of the proposed directors, officers or promoters of the Resulting Issuer, or a security holder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons has, has 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 director, officer or promoter.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Corporation also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Corporation 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 Corporation will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided under BCBCA.

Corporate Governance

The Corporation's Board of Directors considers good corporate governance to be an important factor in the efficient and effective operation of the Corporation. The Board of Directors is of the view that the Corporation's system of corporate governance meets the majority of guidelines and requirements contained in National Policy 58-201 - *Corporate Governance Guidelines* ("**NP 58-201**") and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**") of the Canadian Securities Administrators.

In accordance with NI 58-101, the Corporation is required to disclose, on an annual basis, its approach to corporate governance. In addition, the Corporation is subject to National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), which prescribes certain requirements in relation to audit committees and defines the meaning of independence with respect to Directors. These reflect current regulatory guidelines of the Canadian Securities Administrators. The following is a description of the Corporation's approach to corporate governance.

The Corporation is establishing its own corporate governance practices in light of these guidelines, as set forth below. In certain cases, the Corporation's practices will comply with the guidelines; however, the Board of Directors considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. The Corporation is at an early stage of development, with a five person board of directors and limited financial resources. As a result, the Corporation's corporate governance practices have not been extensively developed. The Board of Directors will continue to review with management the corporate governance practices of the Corporation to ensure that they are sound practices for effective and efficient decision making.

Board of Directors

NP 58-201 suggests that the board of directors of a public Corporation should be constituted with a majority of individuals who qualify as "independent" Directors. An "independent" Director is a Director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the Director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. Of the proposed nominees for Directors of the Corporation, Giovanni Gasbarro, Bruno Gasbarro, Kim Garst and Guy Chanpagne are considered by the Board of Directors to be "independent" in accordance with the definition of "independence" set out in NI 52-110 as it applies to the Board of Directors. Tracy R. Wattie is an executive officer of the Corporation and accordingly is not considered to be "independent". Accordingly, a majority of the Directors of the Corporation are "independent".

The independent Directors will not hold regularly scheduled meetings. However, the independent Directors have the opportunity to hold ad hoc meetings that are not attended by non-independent Directors and they will avail themselves of this opportunity at their entire discretion, whenever they deem necessary. In 2014, no such meetings were held. The independent Directors that make up the Audit Committee may also attend *in camera* meetings, at least annually, with the Corporation's auditors to enable discussion of matters without the presence of management or non-independent Directors.

Meetings of the Board of Directors

The Board of Directors meets at least once each calendar quarter to review, among other things, the performance of the Corporation. Results will be compared and measured against a previously established plan and performance of prior fiscal years. The Board of Directors will also hold a meeting each year to review and assess the Corporation's financial budget and business plan for the ensuing year and its overall strategic objectives. This process will establish, among other things, benchmarks against which the Board of Directors may measure the performance of management. Other meetings of the Board of Directors will be called to deal with special matters, as circumstances require.

During the Corporation's fiscal year ended May 31, 2014, the Board of Directors met four times. With the exception of two Director who were absent from one meeting each and one director who was absent from two meetings, all of the Directors attended all of the meetings of the Board of Directors.

Board Mandate

The mandate of the Board of Directors is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board of Directors oversees the management of the Corporation's affairs directly and through the Audit Committee. In fulfilling its mandate, the Board of Directors, among other matters, is responsible for:

- reviewing and approving the Corporation's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast and reviewing and approving significant capital investments outside the approved budget;
- reviewing major strategic initiatives to ensure that the Corporation's proposed actions accord with shareholder objectives;
- reviewing succession planning;
- assessing management's performance against approved business plans and industry standards;
- reviewing and approving the reports and other disclosure issued to shareholders;
- ensuring the effective operation of the Board of Directors; and
- safeguarding shareholders' equity interests through the optimum utilization of the Corporation's capital resources.

Position Descriptions

At present, the Board of Directors has delegated the day-to-day management of the business and affairs of the Corporation to the executive officers of the Corporation. Generally, operations in the ordinary course or operations that are not in the ordinary course and do not exceed material levels of expenditures or commitment on the part of the Corporation have been delegated to management. Decisions relating to matters that are not in the ordinary course and that involve material expenditures or commitments on the part of the Corporation require prior approval of the Board of Directors. Any responsibility which is not delegated to management or a Board of Directors committee remains with the Board of Directors. The President and Chief Executive Officer review corporate objectives with the Board of Directors on a quarterly basis. In this manner, the Board of Directors approves or develops the corporate objectives that the President and Chief Executive Officer is responsible for meeting.

Orientation and Continuing Education

The Board of Directors, in conjunction with the Chairman of the Board and the President and Chief Executive Officer of the Corporation, is responsible for ensuring that new Directors are provided with an orientation and education program which includes written information about the business and operations of the Corporation, documents from recent Board of Directors meetings, and opportunities for meetings and discussion with senior management and other Directors. New Directors are also given the opportunity to meet with the legal counsel to the Corporation to better understand their legal obligations as Directors of the Corporation.

In addition, management of the Corporation takes steps to ensure that its Directors and officers are continually updated as to the latest corporate and securities policies that may affect the Directors, officers and committee members of the Corporation as a whole. The Corporation continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Corporation's Directors either by way of Director or committee meetings or circulated in a memorandum.

Ethical Business Conduct

The Board of Directors must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) and the Corporation's Articles, as well as the relevant securities regulatory instruments, in order to ensure that Directors exercise independent judgment in considering transactions and agreements in respect of which a Director or officer has a material interest. Any interested Director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of Directors which evoke any such conflict.

Nomination of Directors

In order to identify new candidates for nomination to the Board of Directors, the Board of Directors considers:

- the appropriate size of the Board of Directors, the necessary competencies and skills of the Board of Directors as a whole and the competencies and skills of each Director individually; and

- the identification and recommendation of new individuals qualified to become a new member of the Board of Directors.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and willingness to serve.

Assessments

The Board of Directors has no formal procedures for regularly assessing the effectiveness and contribution of the Board, its committees or individual Directors. The Board of Directors will work together to evaluate its effectiveness, its committees and individual Directors on an ad hoc basis.

Other Reporting Issuer Experience

The following proposed directors, officers or promoters of the Resulting Issuer are, or within the past five years have been, directors, officers or promoters of the following reporting issuers (other than the Corporation):

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Bruno Gasbarro	Ceiba Energy Inc.	TSX-V	President, CEO and Director	September 2010 – January 2012

Promoter

No person or company will be a promoter of the Resulting Issuer, or has been within the two years immediately preceding the date of this Circular a promoter of the Corporation, Brabeia, or a subsidiary of the Corporation.

Proposed Executive and Director Compensation of the Resulting Issuer

For the fiscal year ending May 31, 2014, the Board of Directors was responsible for ensuring an appropriate plan for executive compensation was in place and for making recommendations to the Board with respect to the compensation of the Corporation's executive officers. The Board ensures that total compensation paid to all Named Executive Officers is fair and reasonable and is consistent with the Corporation's compensation philosophy. This compensation philosophy is intended to ensure that executive compensation is reflective of prevailing market rates and is designed to create incentives to executive performance to achieve the Corporation's strategic objectives and increase the value to shareholders.

The Board of Directors periodically reviews the compensation paid to the Corporation's Directors and executive officers and ensures that the total compensation paid to all of the Named Executive Officers is fair, reasonable and competitive with the industry and is consistent with the Corporation's compensation philosophy and are aligned with the Corporation's overall business objectives and with shareholders' interests.

The Board of Directors is responsible for the review and assessment of compensation arrangements for the Corporation's executive officers and is authorized to approve terms of employment, salaries, bonuses, option grants and other incentive arrangements for the Corporation's executive officers, and, where appropriate, any severance arrangements. The Board of Directors works in conjunction with the Corporation's President and CEO on the review and assessment of our executive officers in accordance with the Corporation's compensation policies and practices.

In addition to informal industry comparables from publicly available information, the Board of Directors considers a variety of factors when determining both compensation policies and programs, and individual compensation levels. These factors include the long-range interests of the Corporation and its shareholders, overall financial and operating performance of the Corporation and the Board of Director's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The Corporation's Board of Directors consider annually the risks associated with the Corporation's compensation policies and practices including such risks as the retention of qualified executive staff during an economic downturn in the market. The CEO meets with the Board of Directors annually to review the risks and provide oversight of the Corporation's compensation policies and practices, discusses any additional practices that the Corporation may use to identify and mitigate compensation policies and practices that could encourage an NEO or individual at a principle business unit or division to take inappropriate or excessive risks. The Corporation also maintains its current practice of having each NEO and employees annually review and sign off the Corporation's corporate policies and procedures. As part of this annual review, the President and CEO discusses with the Board of Directors any risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Due to the size of the Corporation and the current level of the Corporation's activity, the Board of Directors is able to closely monitor and consider any risks which may be associated with the Corporation's compensation policy and practices. Risks, if any, may be identified and mitigated through regular Board meetings, during which financial and other information pertaining to the Corporation is reviewed, including executive compensation. No risks have been identified arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

No NEO or Director is permitted by the Corporation to purchase financial instruments, including, but not limited to, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of the Corporation's equity securities granted as compensation or held, directly or indirectly, by the NEO or Director.

The Board of Directors periodically reviews the management development and succession program and the organizational structure for management of our operations. Giovanni Gasbarro and Bruno Gasbarro have direct experience in their past executive and board positions that are relevant and which enables them to assist the Board of Directors to make decisions on the suitability of the Corporation's compensation policies and practices. Both Directors have had significant executive and non-executive roles and significant experience to make competent judgments about compensation.

Executive Compensation Principles

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Corporation's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options as a significant component of executive compensation. This approach is based on the opinion of the Corporation and the Board of Directors that the performance of the Corporation's share price over the long term is an important indicator of the Corporation's long term performance and the performance of its executive officers.

The Corporation's compensation philosophy is based on the following fundamental principles:

- *Alignment with shareholder interests* – the Corporation believes that the goals of its executives should be aligned with the maximization of long-term shareholder value;

- *Performance sensitivity* – compensation paid to executive officers should be linked to the operating and market performance of the Corporation and fluctuate with such performance; and

- *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain, motivate and reward existing employees who are performing according to their objectives and should also serve to attract new individuals of the highest calibre.

The objectives of the compensation program in compensating all Named Executive Officers were developed based on the above-mentioned compensation philosophy and are as follows:

(1) to attract and retain highly qualified executive officers;

(2) to encourage and reward outstanding performance by those people who are in the best position to enhance the Corporation's near-term results and long-term prospects;

(3) to align the interests of executive officers with shareholders' interests and with the execution of the Corporation's business strategy;

(4) to evaluate executive performance on the basis of key measurements of technology management and business plan implementation that correlate to long-term shareholder value; and

(5) to tie compensation directly to those measurements based on achieving and exceeding predetermined Competitive Compensation.

Aggregate compensation for each Named Executive Officer is designed to be competitive with the market. The Board of Directors reviews compensation practices of similarly situated companies in determining appropriate compensation. Although the Board of Directors reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the Named Executive Officer's role within the Corporation, it is primarily focused on remaining competitive in the market with respect to total compensation.

The Board of Directors reviews data related to compensation levels and programs of various companies that are similar in size to the Corporation and operate within the mining exploration and development industry, prior to making its decisions. Examples of these companies are Strutta, Woobox and Heyo. These companies are used as the Corporation's primary peer group because they have similar business characteristics or because they compete with the Corporation for employees and investors.

Under the Corporation's existing executive compensation program, base salaries for each calendar year are determined in the fourth quarter of the fiscal year and any incentive awards, which are based on a financial year, are also determined in the fourth quarter of each year. In the event that a decision is made by the Board of Directors to consider an increase in the compensation of any Named Executive Officer, the Board of Directors will conduct a review of the compensation programs of the peer group companies described above, in order to:

- understand the competitiveness of the Corporation's current pay levels for each executive position relative to companies with similar revenues and business characteristics;

- identify and understand any gaps that may exist between the Corporation's actual compensation levels and market compensation levels; and

- establish a basis for developing salary adjustments and short-term and long-term incentive awards for Board approval.

Aligning the Interests of the Named Executive Officers with the Interests of Corporation's Shareholders

The Corporation believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the Named Executive Officers. The Corporation's objective is to establish benchmarks and targets for its Named Executive Officers which, if achieved, will enhance shareholder value. These benchmarks relate to achievement of revenue targets, opening new markets for the Corporation's technology and further development of innovative technology on the basis of pre-established budgets and market success, as well as completion of any equity financings on terms beneficial to the Corporation. In addition, the compensation strategy takes into consideration the Corporation's current state of development and performance, the individual's performance and the Corporation's overall financial status.

The Board of Directors annually reviews key corporate performance indicators such as finance and project advancement but does not set specific performance goals for each NEO. The Corporation is an early stage technology Corporation and has is in early stage of marketing and generating revenues from operations. As a result, the use of traditional performance standards, such as corporate profitability and earnings per share, will only be taken into consideration in future evaluation of NEO performance. Initially, therefore, the Board of Directors takes into account the stage of development of the Corporation and available capital, as well as the particular officer's level of responsibility, duties, amount of time dedicated to the affairs of the Corporation and contribution to the Corporation's long term success. No specific formulas have been developed to assign a specific weighting to each of these components. Instead the Board of Directors considers the Corporation's performance and determines compensation based on the total assessment.

A combination of fixed and variable compensation is used to motivate the Corporation's executives to achieve overall corporate goals. For the 2015 financial year, the three basic components of the Corporation's executive compensation program were:

- fixed salary and benefits;
- annual short-term incentive plan (cash bonus); and
- long-term incentive awards (option-based compensation).

Fixed salary and benefits comprises a portion of the total cash-based compensation; however, annual incentives and option-based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance targets; and (ii) success in financing the Corporation and market performance of the Corporation's Shares. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board of Directors considers each performance target and the Corporation's performance and assigns compensation based on this assessment.

Each element of the total targeted compensation is reviewed on an annual basis by the Board of Directors for each Named Executive Officer, to ensure that the incentives are designed and implemented to align compensation with short-term and long-term key corporate objectives and performance by the relevant Named Executive Officer.

The Corporation has no plans for any significant changes to its compensation policies and practices for 2015.

Annual Incentive Plan

The Corporation's annual incentive plan is intended to provide incentives to enhance the growth and development of the Corporation's employees and motivate such employees to maintain high standards of individual performance with the objective of achieving the goals of the Corporation.

Long Term Incentive Awards

The Corporation's long term incentive awards consist of stock options granted pursuant to the Stock Option Plan in the last quarter of each year. The Board of Directors believes that granting stock options to executive officers aligns the interests of the executive officers with the Corporation's shareholders by linking a component of executive compensation to the longer term performance of the Corporation's Shares. The Corporation emphasizes stock options in executive compensation as they allow the NEOs to share in the Corporation's results in the a manner that is relatively cost effective despite the effects of treating stock options as a compensation expense.

When considering the grant of Stock options to the Corporation's executive officers, the Board of Directors takes into account the level of Stock options granted by comparable companies to executives with similar levels of responsibility and considers each executive officer based on reports received from management, its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value and the individual performance objectives set for the executive officer. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. In order to determine the number of options to grant to an executive officer, the Board of Directors will also consider a number of factors, including position and length of service, recommendations by senior executive officers and previous grants of options to the executive officer.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board of Directors also makes the following determinations:

- the executive officers and Directors who are entitled to participate in the stock option plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the market price on the date of grant;
- the date on which each option is granted;
- the vesting period for each stock option; and
- the other material terms and conditions of each stock option grant.

The Board of Directors makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. Generally, once each year, or more often as may be deemed appropriate, the Board of Directors will meet to consider and, if appropriate, approve a grant of options to those employees eligible for consideration for options under the terms of our overall compensation plan.

Summary Compensation Table

The table below sets forth the anticipated compensation to be paid or awarded to the following executive officers of the Resulting Issuer: (i) the Chief Executive Officer; and (ii) the Chief Financial Officer for the 12-month period after giving effect to the Transaction. Other than with respect to the awarding of options, the Resulting Issuer currently does not expect to compensate its directors.

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension Value ($)	All other compen-sation ($)	Total compen-sation ($)
					Annual incentive plans	Long-term incentive plans			
Tracy R. Wattie	2015	162,000	Nil	Nil	Nil	Nil	Nil	Nil	162,000

Indebtedness of Directors and Officers

At any time since the beginning of the most recently completed financial year of the Corporation or Brabeia, no director, executive officer or other senior officer of the

Corporation or Brabeia or person who acted in such capacity in the last financial year of the Corporation or Brabeia, or proposed director or officer of the Reporting Issuer, or any Associate of any such director or officer is, or has been, indebted to the Corporation or Brabeia nor has any such persons indebtedness to another entity been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or Brabeia or a subsidiary thereof.

Investor Relations Arrangements

The Resulting Issuer has entered into an agreement with Todd Hanas from Bluesky Corporate Communications Ltd. to undertake investor relations on behalf of the Corporation for a one year period at $7,500 per month.

Options to Purchase Securities

The Resulting Issuer intends to continue to use the Option Plan following closing of the Transaction. The Resulting Issuer will not have any options outstanding immediately following the completion of the Transaction; however, it is anticipated that the Resulting Issuer will grant options to purchase up to 9% of the Resulting Issuer Shares to existing management and directors.

Escrowed Securities

As required under the policies of the CSE, Principals of the Resulting Issuer will enter into an escrow agreement as if the Resulting Issuer was subject to the requirements of NP 46-201. Escrow releases will be scheduled at periods specified in NP 46-201 for emerging issuers, that is, 10% will be released on the date that the Consideration Shares commence trading on the CSE system following completion of the Transaction, followed by six subsequent releases of 15% each every six months thereafter. The form of the escrow agreement must be as provided in NP 46-201.

The table below includes the details of escrowed securities that will be held by current Principals of the Corporation and by the new Principals of the Resulting Issuer upon the completion of the Transaction.

Name and Municipality of Residence of Securityholder	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
	Number of Securities held in escrow	Percentage of Class	Number of Securities to be held in Escrow(1)	Percentage of Class(1)
Giovanni Gasbarro Coquitlam, B.C.	Nil	N/A	1,665,000	3.80%
Bruno Gasbarro Coquitlam, B.C.	Nil	N/A	2,400,00	8.41%
Tracy R. White White Rock, B.C.	Nil	N/A	6,528,081	14.73%

(1) Assuming earn-in of all Consolidation Shares and closing of the Offering.

Auditor, Transfer Agent and Registrars

Auditor

The auditors of the Resulting Issuer upon completion of the Transaction will be Davidson & Company LLP, Chartered Accountants. See "Part IV - Information Concerning the Corporation - Auditor, Transfer Agents and Registrars."

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation, Computershare Investor Services Inc., will remain the transfer agent and registrar of the Resulting Issuer. See "Part IV - Information Concerning the Corporation - Auditor, Transfer Agents and Registrars."

Risk Factors of the Resulting Issuer

An investment in the securities of the Resulting Issuer should be considered speculative due to the nature of the Resulting Issuer's business, the Resulting Issuer's early stage of development and certain other factors. A prospective security holder should consider carefully the factors set forth elsewhere in this Circular. See "Part II – The Change of Business and the Transaction - Risk Factors."

PART VII - GENERAL MATTERS

Other Material Facts

The Corporation is not aware of any other material facts relating to the Corporation, Brabeia or the Resulting Issuer or to the proposed Change of Business and Transaction that are not disclosed under the preceding items and are necessary in order for the Circular to contain full, true and plain disclosure of all material facts relating to the Corporation, Brabeia and the Resulting Issuer, assuming approval of the Change of Business and completion of the Transaction, other than those set forth herein.

Brabeia is not aware of any other material facts relating to the Corporation, Brabeia or the Resulting Issuer or to the proposed Change of Business and Transaction that are not disclosed under the preceding items and are necessary in order for the Circular to contain full, true and plain disclosure of all material facts relating to the Corporation, Brabeia and the Resulting Issuer, assuming approval of the Change of Business and completion of the Transaction, other than those set forth herein.

Information and Approval of the Board and Brabeia Board

The information contained or referred to in this Circular with respect to the Corporation has been furnished by the Corporation. Brabeia and its respective directors and officers have relied on the information relating to the Corporation provided by the Corporation and take no responsibility for any errors in such information or omissions therefrom.

The information contained or referred to in this Circular with respect to Brabeia has been furnished by Brabeia. The Corporation and its respective directors and officers have relied on the information relating to Brabeia provided by Brabeia and take no responsibility for any errors in such information or omissions therefrom.

The contents of this Circular and the Schedules included herein have been approved by the board of directors of the Corporation. The board of directors of the Corporation has also approved the delivery of this Circular to Shareholders.

Schedule A

FINANCIAL STATEMENTS OF THE CORPORATION

SCAVO RESOURCE CORP.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEAR ENDED MAY 31, 2014

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Scavo Resource Corp.

We have audited the accompanying financial statements of Scavo Resource Corp., which comprise the statements of financial position as at May 31, 2014 and 2013, and the statements of loss and comprehensive loss, changes in shareholders' 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 in our audits is sufficient and appropriate to provide a basis for our audit opinion.

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Telephone (604) 687-0947 Fax (604) 687-6172

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Scavo Resource Corp. as at May 31, 2014 and 2013, and its financial performance and its 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 describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Scavo Resource Corp.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada Chartered Accountants

July 18, 2014

SCAVO RESOURCE CORP.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	May 31, 2014	May 31, 2013
ASSETS		
Current		
Cash	$ 249,513	$ 25,718
Receivables	1,939	15,251
Current assets	251,452	40,969
Exploration and evaluation assets (Note 4)	252,587	229,544
Total assets	$ 504,039	$ 270,513
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 221	$ 247
Due to related parties (Note 8)	-	15,000
Current liabilities	221	15,247
Shareholders' equity		
Share capital (Note 6)	3,352,050	3,048,550
Reserves (Note 6)	1,691,304	1,691,304
Deficit	(4,539,536)	(4,484,588)
	503,818	255,266
Total liabilities and shareholders' equity	$ 504,039	$ 270,513

Nature and continuance of operations (Note 1)

Approved and authorized on behalf of the Board on July 18, 2014:

"Salvatore Giantomaso" Director *"Bruno Gasbarro"* Director

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

SCAVO RESOURCE CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Year Ended May 31, 2014	Year Ended May 31, 2013
OPERATING EXPENSES		
Administration fees (Note 8)	$ -	$ 12,250
Management fees (Note 8)	-	30,000
Office and miscellaneous	2,712	4,852
Professional fees	23,751	62,368
Rent (Note 8)	13,500	11,349
Transfer agent and filing fees	14,985	27,903
Loss from operating expenses	(54,948)	(148,722)
Gain on write-off of amount due to related party	-	5,851
Loss and comprehensive loss for the year	$ (54,948)	$ (142,871)
Basic and diluted loss per common share	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding	14,619,457	13,024,673

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

SCAVO RESOURCE CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year Ended May 31, 2014	Year Ended May 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (54,948)	$ (142,871)
Item not affecting cash:		
Gain on write-off of amount due to related party	-	(5,851)
Changes in non-cash working capital items:		
(Increase) decrease in receivables	13,312	(2,919)
Decrease in prepaids	-	5,000
Decrease in accounts payable and accrued liabilities	(26)	(2,757)
Decrease in due to related parties	(15,000)	(5,000)
Net cash used in operating activities	(56,662)	(154,398)
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures on exploration and evaluation assets	(23,043)	(84,544)
Net cash used in investing activities	(23,043)	(84,544)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan proceeds (Note 5)	20,000	-
Repayment of loan (Note 5)	(20,000)	-
Share capital issued	303,500	196,000
Net cash provided by financing activities	303,500	196,000
Change in cash for the year	223,795	(42,942)
Cash, beginning of year	25,718	68,660
Cash, end of year	$ 249,513	$ 25,718

Supplemental disclosure with respect to cash flows (Note 9)

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

SCAVO RESOURCE CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital Amount	Reserves	Deficit	Total
Balance, May 31, 2012	11,432,235	$ 2,777,550	$ 1,691,304	$ (4,341,717)	$ 127,137
Exercise of warrants	1,960,000	196,000	-	-	196,000
Shares issued for acquisition of exploration and evaluation asset	300,000	75,000	-	-	75,000
Loss for the year	-	-	-	(142,871)	(142,871)
Balance, May 31, 2013	13,692,235	3,048,550	1,691,304	(4,484,588)	255,266
Exercise of warrants	3,035,001	303,500	-	-	303,500
Loss for the year	-	-	-	(54,948)	(54,948)
Balance, May 31, 2014	16,727,236	$ 3,352,050	$ 1,691,304	$ (4,539,536)	$ 503,818

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Scavo Resource Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. The Company began trading on the TSX Venture Exchange ("TSX-V") as Patriotstar Ventures Inc. ("Patriotstar"). Prior to December 11, 2009 the Company was a Capital Pool Company as defined in the TSX-V Policy 2.4. Effective December 11, 2009, the Company completed its "Qualifying Transaction" whereby it acquired all of the issued and outstanding shares in TinyMassive Technologies Corp. ("TMTC"), a BC Limited Company. As a result of completing the Qualifying Transaction, the Company was no longer a CPC and control of the Company passed to the shareholders of TMTC. Accordingly, the Qualifying Transaction was a reverse takeover ("RTO") acquisition of the Company by TMTC and was treated as a capital transaction by TMTC.

The Company's head office, principal address and registered and records office is 909 Bowron Street, Coquitlam, British Columbia, Canada, V3J 7W3.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations rather than through a process of forced liquidation. The Company has incurred operating losses over the past several years and does not have a current source of revenue or sufficient financial resources to sustain operations in the long term.

During the year ended May 31, 2011, the Company discontinued its website development activities and all related assets were written off to operations. During the year ended May 31, 2012, the Company entered into an agreement to acquire the Purple Onion Claims (Note 4) . The Company is now engaged in mineral exploration. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

While management intends to pursue additional financings and the Company has been successful in obtaining its required financing in the past, there is no assurance that such financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Adverse financial market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds.

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION

Statement of compliance

These financial statements, including comparatives, have been prepared in accordance with International Accounting Standards using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of presentation

These financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for the cash flows. All dollar amounts are presented in the Company's functional currency, the Canadian dollar, unless otherwise specified.

Use of estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) The recoverability of receivables that are included in the statements of financial position based on the historical collection of receivables.
b) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on the planned exploration budgets and results of future exploration programs.
c) The valuations of shares issued in non-cash transactions using the quoted share price as the fair value based measurement on the date the shares are issued for the transaction or the value of the goods and services received.
d) The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

3. SIGNIFICANT ACCOUNTING POLICIES

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

Financial instruments

<u>Financial assets</u>

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss ("FVTPL") - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method.

The Company has classified its cash as fair value through profit or loss, its receivables as loans and receivables and its accounts payable and accrued liabilities as other financial liabilities.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:
- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit 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 through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Exploration and evaluation assets

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of mineral properties are capitalized by property. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the transferee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of loss and comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "'mines under construction."

Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of tangible and intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is evaluated at the cash generating unit ("CGU") level, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of the CGU is the greater of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

As at May 31, 2014 and 2013, the Company does not have any known rehabilitation obligations.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Share-based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. The fair value of the options is recognized as an expense with a corresponding increase in equity.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted, and is recognized over the vesting period on a graded basis. The share-based payments are recorded as an operating expense with an offset to equity reserves. When options are exercised the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as equity reserves are transferred to share capital. When an option is cancelled or expires, the initial recorded value is reversed and charged to deficit.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on 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 is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable losses, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Loss per share

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average number of common shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New and amended IFRS pronouncements

The Company has adopted the following new and revised standards, along with any consequential amendments, effective June 1, 2013. These changes were made in accordance with the applicable transitional provisions and did not have a material impact on the Company's financial statements:

IFRS 10 Consolidated Financial Statements ("IFRS 10") replaces the guidance on control and consolidation in IAS 27 Consolidated and Separate Financial Statements, and SIC-12, Consolidation - Special Purpose Entities. IFRS 10 requires consolidation of an investee only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns.

IFRS 11 Joint Arrangements ("IFRS 11") supersedes IAS 31 Interests in Joint Ventures and requires joint arrangements to be classified either as joint operations or joint ventures depending on the contractual rights and obligations of each investor that jointly controls the arrangement. For joint operations, a company recognizes its share of assets, liabilities, revenues and expenses of the joint operation. An investment in a joint venture is accounted for using the equity method as set out in IAS 28 Investments in Associates and Joint Ventures (amended in 2011) ("IAS 28").

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12") contains the disclosure requirements for entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structure entities. Interests are widely defined as contractual and non-contractual involvement that exposes an entity to variability of returns from the performance of the other entity. The required disclosures aim to provide information in order to enable users to evaluate that nature, and the risks associated with, an entity's interest in other entities, and the effects of those interests on the entity's financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement ("IFRS 13") provides a single framework for measuring fair value. The measurement of the fair value of an asset or liability is based on assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. The Company adopted IFRS 13 on January 1, 2013 on a prospective basis.

The Company has adopted the amendments to IAS 1 Presentation of Financial Statements ("IAS 1"). These amendments required the Company to group other comprehensive income items by those that will be reclassified subsequently to profit or loss and those that will not be reclassified.

New standards not yet adopted

The Company is currently assessing whether or not the adoption of the following standards will have a material effect on the Company's future financial statements:

IFRS 9, "Financial Instruments"

In November 2009, the IASB published IFRS 9, "Financial Instruments", which covers the classification and measurement of financial assets as part of its project to replace IAS 39, "Financial Instruments: Recognition and Measurement." In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to their own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is effective on January 1, 2018. Early adoption is permitted and the standard is required to be applied retrospectively.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New standards not yet adopted (cont'd…)

IAS 32, "Financial Instruments: Presentation"

The IASB amended IAS 32, "Financial Instruments: Presentation" to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of 'currently has a legally enforceable right of set-off';
- the application of simultaneous realization and settlement;
- the offsetting of collateral amounts; and
- the unit of account for applying the offsetting requirements.

The amended standard is effective for annual periods beginning on or after January 1, 2014.

4. EXPLORATION AND EVALUATION ASSETS – MINERAL PROPERTIES

	Purple Onion Claims
Balance, May 31, 2012	$ 70,000
Acquisition costs	75,000
Technical report	84,544
Balance, May 31, 2013	229,544
Government filing fees	22,536
Project management	507
Balance, May 31, 2014	**$ 252,587**

Title to mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral claims and, to the best of its knowledge, title to all of its claims is in good standing. During the year ended May 31, 2014, the Company allowed certain of the Purple Onion Claims to lapse without renewal in an effort to focus future exploration on the Claims that management feels to have more potential.

4. EXPLORATION AND EVALUATION ASSETS – MINERAL PROPERTIES (cont'd…)

Purple Onion Claims

During the year ended May 31, 2012, the Company acquired the Purple Onion Claims in the Northwest Territories, Canada. As consideration, the Company paid $70,000 and issued 300,000 common shares valued at $75,000. Pursuant to the agreement, the vendor will retain a net smelter royalty ("NSR") of 0.5%. The Company can purchase the NSR by expending $325,413 on exploration expenditures by September 19, 2013 and issuing an additional 100,000 common shares. The Company's former President is also the President and a director of the vendor, Metallis Resources Inc. (formerly Coltstar Ventures Inc.).

During the year ended May 31, 2013, the Company paid Aurora Geosciences Ltd. $84,544 to prepare a NI 43-101 compliant technical report on the property.

5. LOAN PAYABLE

During the year ended May 31, 2014, the Company received loan proceeds of $20,000. The loan bore interest at 5% per annum and was repayable on demand, upon the Company having sufficient resources, in cash or in shares at the option of the lender. The loan was repaid with cash, in full, during the current year.

6. SHARE CAPITAL AND RESERVES

Authorized

As at May 31, 2014 and 2013, the authorized share capital of the Company is an unlimited number of common shares without par value.

Issued

During the year ended May 31, 2014, the Company issued a total of 3,035,001 common shares on the exercise of 3,035,001 warrants at $0.10 per share for gross proceeds of $303,500.

During the year ended May 31, 2013, the Company issued a total of 1,960,000 common shares on the exercise of 1,960,000 warrants at $0.10 per share for gross proceeds of $196,000. The Company also issued an additional 300,000 common shares in association with the Purple Onion Claims option agreement (Note 4).

7. STOCK OPTIONS AND WARRANTS

Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

As at May 31, 2014, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

(Expressed in Canadian Dollars)

7. STOCK OPTIONS AND WARRANTS (cont'd…)

Number of Options	Exercise Price	Expiry Date
12,500	$ 5.20	January 18, 2015
12,500	2.40	May 20, 2015
25,000		

Stock option transactions are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance, May 31, 2012	25,000	$	3.80
Options cancelled/expired	-		-
Balance, May 31, 2013 and 2014	25,000	$	3.80
Number of options currently exercisable	25,000	$	3.80

Warrants

As at May 31, 2014, the Company had no outstanding share purchase warrants.

Warrant transactions are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
As at May 31, 2012	8,500,000	$	0.10
Exercised	(1,960,000)		0.10
As at May 31, 2013	6,540,000		0.10
Exercised	(3,035,001)		0.10
Expired	(3,504,999)		0.10
As at May 31, 2014	-	$	-

(Expressed in Canadian Dollars)

7. STOCK OPTIONS AND WARRANTS (cont'd…)

Share-based compensation

For the year ended May 31, 2014, the Company recorded $Nil (2013 - $Nil) as share-based compensation expense as no options were granted during the year.

8. RELATED PARTY TRANSACTIONS

During the year ended May 31, 2014, the Company entered into the following transactions with related parties:

(a) The Company paid or accrued management fees of $Nil (2013 - $15,000) and rent of $13,500 (2013 - $9,500) to Brugas Holdings Inc., a company controlled by the Chief Financial Officer and director of the Company.

(b) The Company paid or accrued management fees of $Nil (2013 - $15,000) and rent of $Nil (2013 - $1,849) to Raincoast Capital Inc., a company controlled by the former President and director of the Company.

(c) The Company paid or accrued administrative fees of $Nil (2013 - $12,250) to the Company's former corporate secretary.

During the year ended May 31, 2013, the Company acquired the Purple Onion Claims from a company with a common director (Note 4).

As at May 31, 2014, $Nil (2013 - $15,000) is owed to directors and companies controlled by directors of the Company.

Amounts due to related parties were due to companies controlled by directors and officers, were unsecured, were non-interest bearing and had no specific terms of repayment.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	2014	2013
Cash paid during the year for interest	$ -	$ -
Cash paid during the year for income taxes	$ -	$ -

There were no significant non-cash investing or financing transactions during the year ended May 31, 2014.

The significant non-cash investing and financing transaction during the year ended May 31, 2013 was the issuance of 300,000 common shares valued at $75,000 to acquire the Purple Onion Claims (Note 4).

10. FINANCIAL AND CAPITAL RISK MANAGEMENT

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities approximate their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2014, the Company had a cash balance of $249,513 (2013 - $25,718) and current liabilities of $221 (2013 - $15,247).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

10. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US$ on a cash call basis using US$ currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

11. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2014		2013
Loss for the year	$	(54,948)	$	(142,871)
Expected income tax (recovery)	$	(14,000)	$	(36,000)
Change in statutory, foreign tax, foreign exchange rates and other		(45,000)		-
Change in unrecognized deductible temporary differences		59,000		36,000
Total income tax expense (recovery)	$	-	$	-

(Expressed in Canadian Dollars)

11. INCOME TAXES (cont'd…)

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2014	2013
Deferred tax assets (liabilities):		
Share issue costs	$ 5,000	$ 18,000
Allowable capital losses	97,000	94,000
Non-capital losses available for future periods	934,000	871,000
	1,036,000	983,000
Unrecognized deferred tax assets	(1,036,000)	(983,000)
Net deferred tax assets	$ -	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

	2014	2013	Expiry Date Range
Temporary differences:			
Share issue costs	$ 21,000	$ 73,000	2035 - 2036
Allowable capital losses	$ 375,000	$ 375,000	No expiry date
Non-capital losses available for future periods	$ 3,600,000	$ 3,485,000	2027 - 2034

Tax attributes are subject to review, and potential adjustment, by tax authorities.

SCAVO RESOURCE CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED FEBRUARY 28, 2015

These unaudited condensed interim financial statements of Scavo Resource Corp. for the nine months ended February 28, 2015 have been prepared by management and approved by the Board of Directors.

SCAVO RESOURCE CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited)
(Expressed in Canadian Dollars)

	February 28, 2015	May 31, 2014
ASSETS		
Current		
Cash	$ 198,592	$ 249,513
Receivables	1,860	1,939
Total current assets	200,452	251,452
Exploration and evaluation assets (Note 4)	-	252,587
Total assets	$ 200,452	$ 504,039
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 762	$ 221
Due to related parties (Note 7)	50,000	-
Total liabilities	50,762	221
Shareholders' equity		
Share capital (Note 5)	3,352,050	3,352,050
Reserves (Note 5)	1,691,304	1,691,304
Deficit	(4,893,664)	(4,539,536)
	149,690	503,818
Total liabilities and shareholders' equity	$ 200,452	$ 504,039

Nature and continuance of operations (Note 1)
Events subsequent to the reporting period (Note 10)

Approved and authorized on behalf of the Board on March 27, 2015:

"Giovanni Gasbarro" Director *"Bruno Gasbarro"* Director

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

SCAVO RESOURCE CORP.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
(Expressed in Canadian Dollars)

	Three Months Ended February 28, 2015	Three Months Ended February 28, 2014	Nine Months Ended February 28, 2015	Nine Months Ended February 28, 2014
OPERATING EXPENSES				
Consulting fee	$ 10,000	$ -	$ 10,000	$ -
Impairment of exploration and evaluation assets (Note 4)	252,637	-	252,637	-
Management fee (Note 7)	30,000	-	50,000	-
Office and miscellaneous	6	743	1,799	2,272
Professional fees	600	1,065	14,584	22,947
Rent (Note 7)	3,750	3,500	11,250	9,750
Transfer agent and filing fees	5,323	4,356	13,858	12,313
Loss and comprehensive loss for the period	$ (302,316)	$ (9,664)	$ (354,128)	$ (47,282)
Basic and diluted loss per common share	$ (0.02)	$ (0.00)	$ (0.02)	$ (0.00)
Weighted average number of common shares outstanding	16,727,236	14,332,401	16,727,236	13,938,993

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

SCAVO RESOURCE CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in Canadian Dollars)

	Nine Months Ended February 28, 2015	Nine Months Ended February 28, 2014
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Loss for the period	$ (354,128)	$ (47,282)
Item not involving cash:		
Impairment of exploration and evaluation assets	252,637	13,487
Changes in non-cash working capital items:		
Decrease in receivables	79	13,487
Increase in accounts payable and accrued liabilities	541	87
Increase (Decrease) in due to related parties	50,000	(15,000)
Net cash used in operating activities	(50,871)	(48,708)
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES		
Exploration expenditures	(50)	(23,043)
Net cash used in investing activities	(50)	(23,043)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan proceeds	-	20,000
Share capital issued	-	260,410
Net cash provided by financing activities	-	280,410
Change in cash for the period	(50,921)	208,659
Cash, beginning of period	249,513	25,718
Cash, end of period	$ 198,592	$ 234,377

Supplemental disclosure with respect to cash flows (Note 8)

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

SCAVO RESOURCE CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital Amount	Reserves	Deficit	Total
Balance, May 31, 2013	13,692,235	$ 3,048,550	$ 1,691,304	$ (4,484,588)	$ 255,266
Exercise of warrants	2,604,101	260,410	-	-	260,410
Loss for the period	-	-	-	(47,282)	(47,282)
Balance, February 28, 2014	16,296,336	3,308,960	1,691,304	(4,531,870)	468,394
Exercise of warrants	430,900	43,090	-	-	43,090
Loss for the period	-	-	-	(7,666)	(7,666)
Balance, May 31, 2014	16,727,236	3,352,050	1,691,304	(4,539,536)	503,818
Loss for the period	-	-	-	(354,128)	(354,128)
Balance, February 28, 2015	16,727,236	$ 3,352,050	$ 1,691,304	$ (4,893,664)	$ 149,690

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Scavo Resource Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. The Company began trading on the TSX Venture Exchange ("TSX-V") as Patriotstar Ventures Inc. ("Patriotstar"). Prior to December 11, 2009 the Company was a Capital Pool Company as defined in the TSX-V Policy 2.4. Effective December 11, 2009, the Company completed its "Qualifying Transaction" whereby it acquired all of the issued and outstanding shares in TinyMassive Technologies Corp. ("TMTC"), a BC Limited Company. As a result of completing the Qualifying Transaction, the Company was no longer a CPC and control of the Company passed to the shareholders of TMTC. Accordingly, the Qualifying Transaction was a reverse takeover ("RTO") acquisition of the Company by TMTC and was treated as a capital transaction by TMTC.

The Company's head office, principal address and registered and records office is 909 Bowron Street, Coquitlam, British Columbia, Canada, V3J 7W3.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations rather than through a process of forced liquidation. The Company has incurred operating losses over the past several years and does not have a current source of revenue or sufficient financial resources to sustain operations in the long term.

During the year ended May 31, 2011, the Company discontinued its website development activities and all related assets were written off to operations. The Company's continuing operations as intended are now dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

While management intends to pursue additional financings and the Company has been successful in obtaining its required financing in the past, there is no assurance that such financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Adverse financial market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds.

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION

Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Accordingly, these condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). These financial statements should be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended May 31, 2014.

Basis of presentation

These financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified.

Use of estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) The recoverability of receivables that are included in the statements of financial position based on the historical collection of receivables.

b) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on the planned exploration budgets and results of future exploration programs.

c) The valuation of shares issued in non-cash transactions using the quoted share price as the fair value based measurement on the date the shares are issued for the transaction or the value of the goods and services received.

d) The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements have been prepared according to the same accounting policies and are subject to the same areas of judgement, measurement estimates and uncertainties as those disclosed in Note 3 of the Company's audited financial statements for the year ended May 31, 2014.

Future changes in accounting policies

Certain new accounting standards and interpretations have been published that are not mandatory for the February 28, 2015 reporting period. These standards will not have a significant impact on the Company's financial statements:

(a) IFRS 2, Share-based Payment

IFRS 2 is amended to clarify the definition of vesting conditions. This accounting policy applies to share-based payment transactions for which the grant date is on or after July 1, 2014.

(b) IFRS 3, Business Combinations

IFRS 3 is amended to provide clarification related to (i) contingent consideration in a business combination and (ii) scope exception for joint arrangements. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(c) IFRS 8, Operating Segments

IFRS 8 is amended to require (i) disclosure of judgments made by management in aggregating segments, and (ii) a reconciliation of segment assets to the entity's assets when segment assets are reported. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(d) IAS 24, Related Party Transactions

IAS 24 is amended to (i) revise definition of "related party" to include an entity that provides key management personnel services to the reporting entity or its parent, and (ii) clarify related disclosure requirements. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd…)*

Future changes in accounting policies *(cont'd…)*

(g) IFRS 9, Financial Instruments

The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. IFRS 9 can currently be adopted voluntarily, but is mandatory for years beginning on or after January 1, 2018.

4. EXPLORATION AND EVALUATION ASSETS – MINERAL PROPERTIES

	Purple Onion Claims
Balance, May 31, 2013	$ 229,544
Government filing fees	22,536
Project management	507
Balance, May 31, 2014	252,587
Government filing fees	50
Impairment of mineral properties	(252,637)
Balance, February 28, 2015	**$ -**

Purple Onion Claims

During the year ended May 31, 2012, the Company acquired the Purple Onion Claims in the Northwest Territories, Canada. As consideration, the Company paid $70,000 and issued 300,000 common shares valued at $75,000. Pursuant to the agreement, the vendor will retain a net smelter royalty ("NSR") of 0.5%. The Company can purchase the NSR by expending $325,413 on exploration expenditures by September 19, 2013 and issuing an additional 100,000 common shares. The Company's former President is also the President and a director of the vendor, Metallis Resources Inc. (formerly Coltstar Ventures Inc.).

In January 2015, the Company decided not to proceed with the further exploration of the Purple Onion Claims and has allowed the claims to expire. Accordingly, the Company wrote off the mineral properties as impairment during the nine month period ended February 28, 2015.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL AND RESERVES

Authorized

The authorized share capital of the Company is an unlimited number of common shares without par value.

Issued

As at February 28, 2015, the Company has 16,727,236 (May 31, 2014 – 16,727,236) common shares outstanding.

There were no share issuances during the nine months ended February 28, 2015.

During the year ended May 31, 2014, the Company issued a total of 3,035,001 common shares on the exercise of 3,035,001 warrants at $0.10 per share for gross proceeds of $303,500.

6. STOCK OPTIONS AND WARRANTS

Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, May 31, 2013 and 2014	25,000	$ 3.80
Expired	(12,500)	5.20
Balance, February 28, 2015	12,500	$ 2.40
Exercisable, at February 28, 2015	12,500	$ 2.40

As at February 28, 2015, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

Number of Options	Exercise Price	Expiry Date
12,500	$ 2.40	May 20, 2015

(Expressed in Canadian Dollars)

6. STOCK OPTIONS AND WARRANTS (cont'd…)

Warrants

As at February 28, 2015, the Company had no outstanding share purchase warrants.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
As at May 31, 2013	6,540,000	$ 0.10
Exercised	(3,035,001)	0.10
Expired	(3,504,999)	0.10
As at May 31, 2014 and February 28, 2015	-	$ -

7. RELATED PARTY TRANSACTIONS

During the nine months ended February 28, 2015, the Company entered into the following transactions with related parties:

(a) The Company paid rent of $11,250 (2014 - $9,750) to Brugas Holdings Inc., a company controlled by the Chief Financial Officer and director of the Company.

(b) The Company accrued management fees of $50,000 (2014 - $Nil) to the Chief Executive Officer ("CEO") of the Company. As at February 28, 2015, $50,000 (May 31, 2014 - $Nil) is owed to the CEO of the Company.

Amounts due to related parties were due to a company controlled by an officer, were unsecured, were non-interest bearing and had no specific terms of repayment.

8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no significant non-cash investing or financing transactions during the nine months ended February 28, 2015 and February 28, 2014.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities and due to related parties approximate their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 28, 2015, the Company had a cash balance of $198,592 (May 31, 2014 - $249,513) and current liabilities of $50,762 (May 31, 2014 - $221).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US$ on a cash call basis using US$ currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

9. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

10. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

On March 24, 2015, the Company entered into an agreement with Brabeia Inc. ("Brabeia"), a private British Columbia company which has developed a fully-interactive contest marketing platform, to acquire all of Brabeia's issued and outstanding common shares in exchange for 25,800,000 common shares of the Company (the "Transaction"). Upon closing of the Transaction, 2,580,000 common shares will be issued to the shareholders of Brabeia while the remaining 23,220,000 shares will be issued in four equal tranches upon Brabeia achieving certain revenue based performance milestones.

In conjunction with the Transaction, the Company intends to undertake a private placement to raise an estimated $1,000,000 (the "Placement"). The Placement will close in two tranches of $500,000, the first of which will close on or before the closing of the Transaction, and the second of which will close six months afterwards.

The Company also intends to make a $100,000 interest free demand loan to Brabeia for an audit of its financial statements, expenses related to attending certain conferences and expenses relating to the sales of Brabeia's product.

The Transaction is subject to a number of closing conditions, including satisfactory completion of due diligence by the Company, regulatory and shareholder approval, and receipt of approval from the Canadian Securities Exchange.

Schedule B

MD&A OF THE CORPORATION

SCAVO RESOURCE CORP.
Management Discussion and Analysis
For the Year Ended May 31, 2014

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at July 18, 2014 and should be read in conjunction with the audited financial statements for the years ended May 31, 2014 and 2013 of Scavo Resource Corp. (the "Company") with the related notes thereto. Those financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007 and began trading on the TSX Venture Exchange ("TSX-V") as Patriotstar Ventures Inc. ("Patriotstar"). Prior to December 11, 2009, the Company was a Capital Pool Company as defined in the TSX-V Policy 2.4. Effective December 11, 2009, the Company completed its "Qualifying Transaction" whereby it acquired all of the issued and outstanding shares in TinyMassive Technologies Corp. ("TMTC"), a BC Limited Company. As a result of completing the Qualifying Transaction, the Company was no longer a CPC and control of the Company passed to the shareholders of TMTC. Accordingly, the Qualifying Transaction was a reverse takeover ("RTO") acquisition of the Company by TMTC and was treated as a capital transaction by TMTC. Effective February 24, 2011, the Company changed its name to Pure Living Media Inc. On August 16, 2012, the Company changed its name to Scavo Resource Corp.

Overall Performance

During the year ended May 31, 2014, the Company issued 3,035,001 common shares pursuant to the exercise of warrants for total proceeds of $303,500.

During the year ended May 31, 2013, the Company completed the acquisition of the Purple Onion Claims in Northwest Territories, Canada. As consideration, the Company paid $70,000 and issued 300,000 common shares valued at $75,000. Pursuant to the agreement, the vendor will retain a net smelter royalty ("NSR") of 0.5%. The Company can purchase the NSR by expending $325,413 on exploration expenditures by September 19, 2013 and issuing an additional 100,000 common shares. The Company's former President is also the President and a director of the vendor, Coltstar Ventures Inc.

During the year ended May 31, 2013, the Company paid Aurora Geosciences Ltd. $84,544 to prepare a NI 43-101 compliant technical report on the property.

During the year ended May 31, 2013, the Company issued 1,960,000 common shares pursuant to the exercise of warrants for total proceeds of $196,000.

Future Plans and Outlook

Given current market conditions, the Company has significantly reduced overhead costs going forward. The Company is dependent on its ability to finance its operations through financing activities which may include issuances of additional debt or equity securities. These measures will enable the Company to maintain operations and, at the same time, maintain its management team.

During the year ended May 31, 2013, the Company acquired the Purple Onion Claims in Northwest Territories, Canada. The Company is now a junior exploration company.

Selected Annual Financial Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the consolidated financial statements.

	Year Ended May 31, 2014	Year Ended May 31, 2013	Year Ended May 31, 2012
Interest and other income	$ -	$ -	$ -
Loss for the year	(54,948)	(142,871)	(606,849)
Basic and diluted loss per common share	(0.00)	(0.01)	(0.13)
Total assets	504,039	270,513	155,992
Total long-term liabilities	-	-	-
Cash dividends	-	-	-

Basis of preparation

The financial information for the years ended May 31, 2014, 2013 and 2012 have been prepared using accounting policies consistent with IFRS as issued by the IASB and Interpretations issued by the IFRIC.

Results of Operations

The Company recorded a loss of $54,948 for the year ended May 31, 2014 compared to a loss of $142,871 during the comparative year ended May 31, 2013. The decrease in loss of $87,923 from the prior comparative year was due mainly to decreases in administration fees (2014 - $Nil; 2013 - $12,250), management fees (2014 - $Nil; 2013 - $30,000), and professional fees (2014 - $23,751; 2013 - $62,368) These expense reductions were the result of management's plan to reduce overhead costs.

The Company recorded a loss of $142,871 for the year ended May 31, 2013 compared to a loss of $606,849 during the comparative year ended May 31, 2012. The decrease in loss of $463,978 from the prior comparative year was due mainly to decreases in administration fees (2013 - $12,250; 2012 - $28,000), management fees (2013 - $30,000; 2012 - $120,000), and loss on the sale of TBwaP (2013 - $Nil; 2012 - $343,983) These expense reductions were the result of the winding down of the Company's former subsidiary's operations in prior years.

Quarterly Information

	Three months Ended May 31, 2014	Three months Ended Feb 28, 2014	Three months Ended Nov 30, 2013	Three months Ended Aug 31, 2013
Total Assets	$ 504,039	$ 488,728	$ 268,026	$ 259,174
Working Capital	251,231	215,807	3,104	14,320
Net Loss for the period	(7,666)	(9,664)	(26,216)	(11,402)
Net Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	Three months Ended May 31, 2013	Three months Ended Feb 28, 2013	Three months Ended Nov 30, 2012	Three months Ended Aug 31, 2012
Total Assets	$ 270,513	$ 278,624	$ 283,620	$ 273,160
Working Capital	25,722	32,879	8,756	15,408
Net Loss for the period	(7,157)	(10,877)	(69,108)	(55,729)
Net Loss per share	(0.00)	(0.00)	(0.01)	(0.01)

Quarterly comparisons

During the three months ended May 31, 2014, the Company recorded a loss of $7,666, which was comparable to the loss of $9,664 incurred during the prior quarter. There were no significant changes. During the three months ended February 28, 2014, the Company recorded a loss of $9,664, which was comparable to the loss of $26,216 incurred during the prior quarter. There were no significant changes. During the three months ended November 30, 2013, the Company recorded a loss of $26,216, which was comparable to the loss of $11,402 incurred during the prior quarter. There were no significant changes. During the three months ended August 31, 2013, the Company recorded a loss of $11,402, which was comparable to the loss of $7,157 incurred during the prior quarter. During the three months ended May 31, 2013, the Company recorded a loss of $7,157, which was comparable to the loss of $10,877 incurred during the prior quarter. There were no significant changes. During the three months ended February 28, 2013, the Company recorded a loss of $10,877, which was a decrease of $58,231 from the previous quarter. The decrease was due to a decline in professional fees incurred from $55,088 to $5,853. During the three months ended November 30, 2012, the Company recorded a loss of $69,108, which was an increase of $13,379 from the previous quarter. There were no major differences between the two quarters. A loss of $55,729 was recorded during the quarter ended August 31, 2012. This was a decrease of $389,874 from the loss of $445,603 recorded in the prior quarter. The decrease was mostly due to the loss on sale of TBwaP of $343,983 incurred during the prior quarter.

Liquidity and capital resources

The Company commenced fiscal 2014 with working capital of $25,722 and cash of $25,718. As at May 31, 2014, the Company had working capital of $251,231 and cash of $249,513. Operating expenditures incurred during the year ended May 31, 2014 were primarily funded from the cash on hand at May 31, 2013, and from the exercise of 3,035,001 warrants for total proceeds of $303,500.

The Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the 2015 fiscal year.

Related party transactions

During the year ended May 31, 2014, the Company entered into the following transactions with related parties:

(a) The Company paid or accrued management fees of $Nil (2013 - $15,000) and rent of $13,500 (2013 - $9,500) to Brugas Holdings Inc., a company controlled by the Chief Financial Officer and director of the Company.

(b) The Company paid or accrued management fees of $Nil (2013 - $15,000) and rent of $Nil (2013 - $1,849) to Raincoast Capital Inc., a company controlled by the former President and director of the Company.

(c) The Company paid or accrued administrative fees of $Nil (2013 - $12,250) to the Company's former corporate secretary.

During the year ended May 31, 2013, the Company acquired the Purple Onion Claims from a company with a common director.

As at May 31, 2014, $Nil (May 31, 2013 - $15,000) is owed to directors and companies controlled by directors of the Company.

Amounts due to related parties were due to officers and companies controlled by directors and officers, were unsecured, were non-interest bearing and had no specific terms of repayment.

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Investor Relations

The Company has no investor relations agreements.

Commitments

The Company has no commitments.

Financial and capital risk management

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, and accounts payable and accrued liabilities approximate their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit Risk

The Company’s credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2014, the Company had cash balances of $249,513 (2013 - $25,718) and current liabilities of $221 (2013 - $15,247).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US$ on a cash call basis using US$ currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Capital management

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders’ equity. The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company’s investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company’s approach to capital management.

New standards not yet adopted

The Company is currently assessing whether or not the adoption of the following standards will have a material effect on the Company's future financial statements:

IFRS 9, "Financial Instruments"

In November 2009, the IASB published IFRS 9, "Financial Instruments", which covers the classification and measurement of financial assets as part of its project to replace IAS 39, "Financial Instruments: Recognition and Measurement." In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to their own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is effective on January 1, 2018. Early adoption is permitted and the standard is required to be applied retrospectively.

IAS 32, "Financial Instruments: Presentation"

The IASB amended IAS 32, "Financial Instruments: Presentation" to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of 'currently has a legally enforceable right of set-off';
- the application of simultaneous realization and settlement;
- the offsetting of collateral amounts; and
- the unit of account for applying the offsetting requirements.

The amended standard is effective for annual periods beginning on or after January 1, 2014.

Events after the reporting period

None.

Outstanding Share Data

Securities issued during the year ended May 31, 2014: 3,035,001 common shares

As at July 18, 2014:

- Class	Common Shares
- Authorized	Unlimited, without par value
- Issued	16,727,236

Options and Warrants Outstanding:

As at July 18, 2014, the Company had outstanding stock options enabling the holders to acquire common shares as follows:

Number of Options	Exercise Price	Expiry Date
12,500	$ 5.20	January 18, 2015
12,500	2.40	May 20, 2015
25,000		

As at July 18, 2014, the Company had no outstanding share purchase warrants.

Total number of shares in Escrow/Pooled as at July 18, 2014: Nil

Corporate governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Directors and Officers: (as at July 18, 2014):

Salvatore Giantomaso: President and Director
Bruno Gasbarro: Chief Financial Officer and Director
Arndt Roehlig: Director
Jurgen Wolf: Director

Company contact:
Bruno Gasbarro @ 604-936-2701

On behalf of the Board of Directors

“”

Bruno Gasbarro – July 18, 2014

SCAVO RESOURCE CORP.
Management Discussion and Analysis
For the Nine Months Ended February 28, 2015

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at March 27, 2015 and should be read in conjunction with the unaudited condensed interim financial statements for the nine months ended February 28, 2015 and the audited financial statements for the year ended May 31, 2014 of Scavo Resource Corp. (the "Company") with the related notes thereto. The unaudited condensed interim financial statements for the nine months ended February 28, 2015, and comparative information presented therein, have been prepared in accordance with International Financial Reporting Standard ("IFRS") and with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB").

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007 and began trading on the TSX Venture Exchange ("TSX-V") as Patriotstar Ventures Inc. ("Patriotstar"). Prior to December 11, 2009, the Company was a Capital Pool Company as defined in the TSX-V Policy 2.4. Effective December 11, 2009, the Company completed its "Qualifying Transaction" whereby it acquired all of the issued and outstanding shares in TinyMassive Technologies Corp. ("TMTC"), a BC Limited Company. As a result of completing the Qualifying Transaction, the Company was no longer a CPC and control of the Company passed to the shareholders of TMTC. Accordingly, the Qualifying Transaction was a reverse takeover ("RTO") acquisition of the Company by TMTC and was treated as a capital transaction by TMTC. Effective February 24, 2011, the Company changed its name to Pure Living Media Inc. On August 16, 2012, the Company changed its name to Scavo Resource Corp.

Overall Performance

In March 2015, the Company entered into an agreement in relation with a proposed transaction. (See "Proposed Transaction" section)

In January 2015, the Company decided not to proceed with the further exploration of its Purple Onion Claims and has allowed the claims to expire. Accordingly, the Company wrote off the mineral properties as impairment during the quarter ended February 28, 2015. The Company completed the acquisition of the Purple Onion Claims in Northwest Territories during the year ended May 31, 2013. As consideration, the Company paid $70,000 and issued 300,000 common shares valued at $75,000. Pursuant to the agreement, the vendor will retain a net smelter royalty ("NSR") of 0.5%. The Company can purchase the NSR by expending $325,413 on exploration expenditures by September 19, 2013 and issuing an additional 100,000 common shares. The Company's former President is also the President and a director of the vendor, Coltstar Ventures Inc.

In September 2014, Mr. Giovanni Gasbarro was appointed as CEO, President and Director of the Company. Mr. Salvatore Giantomaso stepped down from the position of President/CEO of the Company, but remains as a director of the Company.

During the year ended May 31, 2014, the Company issued 3,035,001 common shares pursuant to the exercise of warrants for total proceeds of $303,500.

Future Plans and Outlook

In January 2015, the Company decided not to proceed with the further exploration of its Purple Onion Claims and has allowed the claims to expire. The Company is currently seeking new investment opportunities in various industries that will provide accretive value to its shareholders. In March 2015, the Company entered into an agreement in relation with a proposed transaction. (See "Proposed Transaction" section)

Given current market conditions, the Company has significantly reduced overhead costs going forward. The Company is dependent on its ability to finance its operations through financing activities which may include issuances of additional debt or equity securities. These measures will enable the Company to maintain operations and, at the same time, maintain its management team.

Proposed Transaction

On March 24, 2015, the Company entered into an agreement with Brabeia Inc. ("Brabeia"), a private British Columbia company which has developed a fully-interactive contest marketing platform, to acquire all of Brabeia's issued and outstanding common shares in exchange for 25,800,000 common shares (the "Consideration Shares") of the Company (the "Transaction").

Upon closing the Transaction (the "Closing"), an aggregate of 2,580,000 of the Consideration Shares will be issued to the shareholders of Brabeia. The balance of 23,220,000 Consideration Shares will be issued to the shareholders of Brabeia in four equal tranches upon Brabeia achieving the following milestones (each, a "Milestone") after the Closing:

(a) 5,805,000 Consideration Shares upon Brabeia earning a total of $1,000,000 in gross revenue;
(b) 5,805,000 Consideration Shares upon Brabeia earning a total of $3,000,000 in gross revenue;
(c) 5,805,000 Consideration Shares upon Brabeia earning a total of $4,500,000 in gross revenue; and
(d) 5,805,000 Consideration Shares upon Brabeia earning a total of $6,000,000 in gross revenue.

With the exception of the initial 2,580,000 Consideration Shares, all of the foregoing Consideration Shares will be placed in escrow upon their issuance, and if Brabeia does not achieve all of the Milestones within three years of Closing, the terms of the escrow agreement will provide that the escrowed Consideration Shares shall be returned to the Company for cancellation, and the Company shall have no further obligation to provide any other consideration to the shareholders of Brabeia.

The Company intends to undertake a private placement in connection with the Transaction to raise an estimated $1,000,000 (the "Placement"). The Placement will close in two tranches of $500,000, the first of which will close on or before the Closing, and the second of which will close on or before the date which is six months after the Closing.

The Company also intends to make a $100,000 interest free demand loan to Brabeia for an audit of its financial statements, expenses related to attending the Social Media World Conference in San Diego and expenses relating to the sales of Brabeia's product.

Effective upon Closing, the board of directors of the Company will be reconstituted to consist of five (5) directors, two (2) of which shall be nominees of the Company and three (3) of which shall be nominees of Brabeia, all of whom shall be subject to compliance with the policies of the CSE and corporate and securities legislation. The names of such directors shall be confirmed by the Company after the Closing.

Upon Closing, Brabeia will offer a one year employment agreement to Todd Hannas to act as Brabeia's VP Investor Relations at a salary of $7,500 per month on terms acceptable to the Company, acting reasonably.

It is intended that the acquisition of Brabeia will constitute "fundamental change", as such term is defined in Policy 8 of the CSE. The Transaction is subject to a number of closing conditions, including satisfactory completion of due diligence by the Company, regulatory and shareholder approval, and receipt of CSE approval.

Results of Operations

The Company recorded a loss of $354,128 for the nine months ended February 28, 2015 compared to a loss of $47,282 during the comparative nine months ended February 28, 2014. The increase in loss is mainly due to a record of impairment of $252,637 on Purple Onion Claims, an accrual of $50,000 of management fee to CEO of the Company, and a payment of $10,000 consulting fees for investor relations and market research. Other major expenses are comparative for both periods, which includes rent of $11,250 (2014 - $9,750), and registration, transfer agent and filing fees of $13,858 (2014 - $12,313).

The Company recorded a loss of $302,316 for the three months ended February 28, 2015 compared to a loss of $9,664 during the comparative three months ended February 28, 2014. The increase in loss is mainly due to a record of impairment of $252,637 on Purple Onion Claims, an accrual of $30,000 of management fee to CEO of the Company, and a payment of $10,000 consulting fee for investor relations and market research. Other major expenses are comparative for both periods, which includes rent of $3,750 (2014 - $3,500), and registration, transfer agent and filing fees of $5,323 (2014 - $4,356).

Quarterly Information

	Three months ended February 28, 2015 (2)	Three months ended November 30, 2014	Three months ended August 31, 2014	Three months ended May 31, 2014
Total Assets	$ 200,452	$ 474,172	$ 493,849	$ 504,039
Working Capital	149,690	199,369	228,739	251,231
Net Loss for the period	(302,316)	(29,370)	(22,442)	(7,666)
Net Loss per share	(0.02)	(0.00)	(0.00)	(0.00)

	Three months ended February 28, 2014	Three months ended November 30, 2013	Three months ended August 31, 2013	Three months ended May 31, 2013
Total Assets	$ 488,728	$ 268,026	$ 259,174	$ 270,513
Working Capital	215,807	3,104	14,320	25,722
Net Loss for the period	(9,664)	(26,216)	(11,402)	(7,157)
Net Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

(1) General and administrative expenses include costs for: rent, office supplies, accounting and legal services, transfer agent and listing and filing activities. Generally these expenses are consistent from quarter to quarter.
(2) The Company wrote off $252,637 of mineral properties as impairment during the quarter ended February 28, 2015.

Liquidity and capital resources

The Company commenced fiscal 2014 with working capital of $251,231 and cash of $249,513. As at February 28, 2015, the Company had working capital of $149,690 and cash of $198,592. Operating expenditures incurred during the nine months ended February 28, 2015 were primarily funded from the cash on hand at May 31, 2014.

The Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the 2016 fiscal year.

Related party transactions

During the nine months ended February 28, 2015, the Company entered into the following transactions with related parties:

(a) The Company paid rent of $11,250 (2014 - $9,750) to Brugas Holdings Inc., a company controlled by the Chief Financial Officer and director of the Company.

(b) The Company accrued management fee of $50,000 (2014 - $Nil) to CEO of the Company. As at February 28, 2015, $50,000 (May 31, 2014 - $Nil) is owed to CEO of the Company.

Amounts due to related parties were due to companies controlled by directors and officers, were unsecured, were non-interest bearing and had no specific terms of repayment.

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Investor Relations

The Company has no investor relations agreements.

Commitments

The Company has no commitments.

Financial and capital risk management

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

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

The fair value of the Company's receivables, accounts payable and accrued liabilities approximate their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash is held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 28, 2015, the Company had a cash balance of $198,592 (May 31, 2014 - $249,513) and current liabilities of $50,762 (May 31, 2014 - $221).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US$ on a cash call basis using US$ currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Use of Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. 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 on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Notes 2 and 3 of its audited consolidated financial statements for the year ended May 31, 2014.

Future Accounting Standards and Interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the February 28, 2015 reporting period. The following new standards have been assessed, but are not expected to have any impact on the Company's financial statements:

(a) IFRS 2, Share-based Payment

IFRS 2 is amended to clarify the definition of vesting conditions. This accounting policy applies to share-based payment transactions for which the grant date is on or after July 1, 2014.

(b) IFRS 3, Business Combinations

IFRS 3 is amended to provide clarification related to (i) contingent consideration in a business combination and (ii) scope exception for joint arrangements. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(c) IFRS 8, Operating Segments

IFRS 8 is amended to require (i) disclosure of judgments made by management in aggregating segments, and (ii) a reconciliation of segment assets to the entity's assets when segment assets are reported. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(d) IFRS 16, Property, Plant and Equipment and IFRS 38, Intangible Assets

IFRS 16 is amended to classify how gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(e) IFRS 24, Related Party Transactions

IFRS 24 is amended to (i) revise definition of "related party" to include an entity that provides key management personnel services to the reporting entity or its parent, and (ii) clarify related disclosure requirements. These amendments are effective for fiscal years beginning on or after July 1, 2014.

(f) IFRS 15, Revenue from Contracts with Customers

IFRS 15 are new standards on revenue recognition that will supersede IAS 18, *Revenue*, IAS 11, *Construction Contracts* and related interpretations. These standards are effective for the fiscal period beginning on or after January 1, 2017.

(g) IFRS 9, Financial Instruments

The IASB intends to replace IAS 39 – "*Financial Instruments: Recognition and Measurement*" in its entirety with IFRS 9 in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. IFRS 9 requires that all financial assets be classified and subsequently measured at amortized cost or at fair value based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as at fair value through profit or loss, financial guarantees and certain other exceptions. IFRS 9 can currently be adopted voluntarily, but is mandatory for years beginning on or after January 1, 2018.

Events after the reporting period

On March 24, 2015, the Company entered into an agreement with Brabeia Inc. (“Brabeia”), a private British Columbia company which has developed a fully-interactive contest marketing platform, to acquire all of Brabeia’s issued and outstanding common shares in exchange for 25,800,000 common shares of the Company (the “Transaction”). Upon closing of the Transaction, 2,580,000 common shares will be issued to the shareholders of Brabeia while the remaining 23,220,000 shares will be issued in four equal tranches upon Brabeia achieving certain performance milestones.

In conjunction with the Transaction, the Company intends to undertake a private placement to raise an estimated $1,000,000 (the "Placement"). The Placement will close in two tranches of $500,000, the first of which will close on or before the closing of the Transaction, and the second of which will close six months afterwards.

The Company also intends to make a $100,000 interest free demand loan to Brabeia for an audit of its financial statements, expenses related to attending the Social Media World Conference in San Diego and expenses relating to the sales of Brabeia’s product.

The Transaction is subject to a number of closing conditions, including satisfactory completion of due diligence by the Company, regulatory and shareholder approval, and receipt of approval from Canadian Securities Exchange.

Outstanding Share Data

As of the date of this MD&A, the following securities were outstanding:

Common Shares:
- Authorized Unlimited, without par value
- Issued 16,727,236

Options:

Number of Options	Exercise Price	Expiry Date
12,500	$ 2.40	May 20, 2015

Corporate governance

The Company’s Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Directors and Officers: (as at the date of this MD&A):

Giovanni Gasbarro: Chief Executive Officer, President and Director
Bruno Gasbarro: Chief Financial Officer and Director
Salvatore Giantomaso: Director
Arndt Roehlig: Director
Jurgen Wolf: Director

Company contact:
Bruno Gasbarro @ 604-936-2701

On behalf of the Board of Directors

"Bruno Gasbarro"

Bruno Gasbarro – March 27, 2015

Schedule C

FINANCIAL STATEMENTS OF BRABEIA

Brabeia Inc.
Financial Statements
March 31, 2015

Management's Responsibility

To the Shareholders of Brabeia Inc.:

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards and ensuring that all information in the annual report is consistent with the statements. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP is appointed by the directors to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Board and management to discuss their audit findings.

May 29, 2015

Chief Executive Officer

Independent Auditors' Report

To the Shareholders of Brabeia Inc.:

We have audited the accompanying financial statements of Brabeia Inc., which comprise the statement of financial position as at March 31, 2015, June 30, 2014 and July 1, 2013, and the statements of loss and other comprehensive loss, changes in equity and cash flows for the period 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.

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 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 Brabeia Inc. as at March 31, 2015, June 30, 2014 and July 1, 2013 and its financial performance, the results of its operations and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in Note 1 concerning the Company's ability to continue as a going concern. In order to continue operations for the next 12 months the Company is dependent upon raising additional finance. This condition indicates the existence of a material uncertainty which may cast significant doubt as to the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

Abbotsford, British Columbia

May 29, 2015

MNP LLP
Chartered Accountants

Brabeia Inc.
Statement of Financial Position
As at March 31, 2015, June 30, 2014 and July 1, 2013

	March 31 **2015**	*June 30* *2014*	*July 1* *2013*
Assets			
Current			
Cash and cash equivalents	**82,123**	-	8,650
Marketable securities	**11,462**	11,462	-
Accounts receivable	**68,761**	23,887	12,759
Prepaid expenses	**3,294**	13,250	-
Receivable from shareholders	**-**	-	6,268
	165,640	48,599	27,677
Non-current			
Property and equipment *(Note 6)*	**7,231**	6,490	-
Total assets	**172,871**	55,089	27,677
Liabilities			
Current			
Cheques issued in excess of funds on deposit	**-**	10,590	-
Accounts payable and accrued liabilities *(Note 7)*	**67,131**	96,195	350
Payable to shareholders *(Note 8)*	**157,690**	60,186	-
Note payable *(Note 9)*	**100,000**	-	-
Total liabilities	**324,821**	166,971	350
Events after the reporting period *(Note 14)*			
Equity			
Share capital *(Note 10)*			
Common shares	**746,351**	427,851	49,000
Deficit	**(898,301)**	(539,733)	(21,673)
Total equity	**(151,950)**	(111,882)	27,327
Total liabilities and equity	**172,871**	55,089	27,677

Approved on behalf of the Board

J. Watt
Director

Kim Horst
Director

The accompanying notes are an integral part of these financial statements

Brabeia Inc.
Statement of Loss and Other Comprehensive Loss
For the periods ended March 31, 2015 and June 30, 2014

	9 Months Ended March 31 2015	12 Months Ended June 30 2014
Revenues	**82,425**	93,608
General and administrative expenses		
Advertising and promotion	**11,628**	8,424
Automotive	**127**	699
Bad debts	**4,500**	-
Business taxes and licences	**1,705**	6,208
Depreciation	**2,290**	1,527
Insurance	**-**	1,775
Interest and bank charges	**3,442**	2,439
Management fees *(Note 13)*	**97,138**	8,558
Meals and entertainment	**1,678**	8,545
Miscellaneous	**1,523**	188
Office	**19,666**	22,051
Professional fees	**1,200**	145,287
Rental	**59,281**	29,740
Repairs and maintenance	**6,601**	-
Salaries, wages and benefits	**51,538**	80,739
Sub-contracts	**13,475**	170,479
Telephone, fax and internet	**9,699**	2,597
Training and education	**1,698**	-
Travel	**11,845**	911
Utilities	**2,607**	1,464
Web design and development	**141,382**	120,037
	443,023	611,668
Operating loss	**(360,598)**	(518,060)
Other income		
Foreign exchange gain	**2,030**	-
Loss and comprehensive loss for the period	**(358,568)**	(518,060)

	Share capital	*Deficit*	*Total equity*
Balance June 30, 2013	**49,000**	**(21,673)**	**27,327**
Net loss for the year	**-**	**(518,060)**	**(518,060)**
Issuance of shares, net of issue costs	**378,851**	**-**	**378,851**
Balance June 30, 2014	**427,851**	**(539,733)**	**(111,882)**
Net loss for the period	**-**	**(358,568)**	**(358,568)**
Issuance of shares, net of issue costs	**318,500**	**-**	**318,500**
Balance March 31, 2015	**746,351**	**(898,301)**	**(151,950)**

Brabeia Inc.
Statement of Cash Flows
For the periods ended March 31, 2015 and June 30, 2014

	9 Months Ended March 31 2015	*12 Months Ended June 30 2014*
Cash provided by (used for) the following activities		
Operating activities		
Loss for the period	**(358,568)**	(518,060)
Depreciation	**2,290**	1,527
	(356,278)	(516,533)
Changes in working capital accounts		
Accounts receivable	**(44,871)**	(11,126)
Prepaid expenses	**9,955**	(13,250)
Accounts payable and accrued liabilities	**(29,066)**	95,845
	(420,260)	(445,064)
Financing activities		
Amounts advanced from shareholders	**97,504**	66,453
Proceeds from issuance of common shares, net of issue costs	**318,500**	378,851
Note payable	**100,000**	-
	516,004	445,304
Investing activities		
Purchase of marketable securities	**-**	(11,462)
Purchases of property and equipment	**(3,031)**	(8,018)
	(3,031)	(19,480)
Increase (decrease) in cash resources	**92,713**	(19,240)
Cash resources (deficiency), beginning of year	**(10,590)**	8,650
Cash resources (deficiency), end of year	**82,123**	(10,590)

The accompanying notes are an integral part of these financial statements

1. Reporting entity

Brabeia Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on May 8, 2013. The Company is domiciled in Canada.

The Company provides a fully interactive contest-marketing platform which offers a suite of tools that customers can use to create, launch, promote and manage contests and sweepstakes. The Company also offers social media marketing and web design services.

The address of the Company's registered office is 1174 Fir Street, White Rock, BC.

Going Concern

These financial statements have been prepared on a going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations and generate funds, and to continue to obtain borrowings from third parties sufficient to meet current and future obligations and/or restructure the existing debt and payables. These financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue its operations.

The fiscal 2015 period-end covers a period from July 1, 2014 to March 31, 2015. The amounts presented in the financial statements are not entirely comparable.

2. Basis of presentation

Basis of measurement

The financial statements have been prepared in the historical basis except for the revaluation of certain non-current assets and financial instruments. The principal accounting policies are set out in Note 5.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest dollar.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the disclosure of contingent liabilities, and the Company's ability to continue as a going concern, at the reporting date. However, uncertainties about these assumptions and estimates could result in outcomes that would require a material adjustment to the carrying amount of the asset or liability affected in the future.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date are discussed below.

2. Basis of presentation *(Continued from previous page)*

Useful lives of property and equipment

The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of property and equipment are based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment would increase the recorded expenses and decrease the non-current assets.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

3. Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standards Board ("IASB"). This is the first time the Company has prepared its financial statements in accordance with IFRS, having previously prepared its financial statements in accordance with Canadian Generally Accepted Accounting Policies ("GAAP"). IFRS 1 *First Time Adoption of International Financial Reporting Standards* ("IFRS 1") has been applied in preparing these financial statements.

The effects of the transition from GAAP to IFRS on the Company's reported financial position, financial performance and cash flows, are set out in Note 4.

4. Impact of adopting International Financial Reporting Standards

As stated in Note 3, these are the Company's first financial statements prepared in accordance with IFRS.

The accounting policies in Note 5 have been applied in preparing the financial statements for the period ended March 31, 2015, and for the period ended March 31, 2014, and the opening IFRS balance sheet as at July 1, 2013 (the Company's date of transition to IFRS).

The adoption of IFRS had no impact on the previously reported assets, liabilities and equity of the Company, and accordingly no adjustments have been recorded in the statement of financial position, statement of comprehensive loss and deficit, changes in equity and cash flows. Certain of the Company's disclosures included in these financial statements reflect the new disclosure requirements of IFRS.

5. Summary of significant accounting policies

The principle accounting policies adopted in the preparation of these financial statements are set out below.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and short-term highly liquid investments with original maturities of 90 days or less that are readily convertible into to known amounts of cash and which are subject to an insignificant risk of changes in value.

Marketable securities

Marketable securities are classified at fair value through profit (loss).

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items of property and equipment.

All assets having limited useful lives are depreciated over their estimated useful lives using the declining balance method per annum.

The depreciation rates applicable for each class of asset during the current and comparative period are as follows:

	Rate
Computer equipment	55 %
Furniture and equipment	20 %

The residual value, useful life and depreciation method applied to each class of assets are reassessed at each reporting date.

Intangible assets

Intangible assets acquired separately are reported at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Development costs are expensed as incurred unless they meet the criteria to be recognized as internally-generated intangible assets in accordance with the guidance in IAS 38 *Intangible Assets*.

Subsequent to initial recognition, internally-generated intangible assets are recognized at cost less accumulated amortization and accumulated impairment losses.

Other acquired intangible assets are stated at cost less accumulated amortization and accumulated impairment losses.

Intangible asset with indefinite useful lives are tested for impairment annually, or more frequently if events or changes in circumstances indicate that the asset may be impaired.

5. Summary of significant accounting policies *(Continued from previous page)*

Impairment of property and equipment & intangible assets

Property and equipment and intangible assets with finite lives are tested for recoverability whenever events or changes in circumstances indicate a possible impairment. Impairment is assessed and tested at the cash generating unit ("CGU") level, which is the smallest identifiable group of assets that generates independent cash inflows. An impairment of property and equipment and intangible assets with finite lives is recognized in earnings when the asset's carrying value exceeds it recoverable amount. The recoverable amount is the higher of the asset's fair value less costs of disposal and its value in use. Where fair value less costs of disposal is not reliably available, value in use is used as the recoverable amount.

An impairment charge may be reversed only if there is objective evidence that a change in the estimate used to determine the asset's recoverable amount since the last impairment was recognized is warranted. Where an impairment charge is subsequently reversed, the carrying amount of the asset (or CGU) is increased to the revised recoverable amount to the extent that it does not exceed the carrying amount that would have been determined had no impairment charge been recognized in previous periods. A reversal of an impairment charge is recognized immediately in earnings. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Revenue recognition

Revenue is recognized when it is probable that the economic benefits associated with a transaction will flow to the Company, and when the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding trade discounts, volume rebates, and amounts collected on behalf of third parties.

Contest marketing and social media service revenue is recognized by the stage of completion at the report date. Stage of completion is measured using the straightline basis each month over the life of the service contract. Software licensing revenue is recognized on a straightline basis over the term of the licensing contract.

The fixed portion of web design services revenue is recognized ratably over the contract period, while revenue for the variable portion of web design services is recognized as earned.

Income taxes

Tax expense is comprised of current and deferred tax. Tax expense is recognized in profit or loss except to the extent that the tax arises from a transaction or event which is recognized either in other comprehensive income or directly in equity.

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using rates enacted or substantially enacted at the year end, and includes any adjustments to tax payable in respect of previous years.

Deferred taxes

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Where an asset has no deductible or depreciable amount for income tax purposes, but has a deductible amount on sale or abandonment for capital gains purposes, the amount is included in the determination of temporary differences.

Deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets are reviewed at each statement of financial position and adjusted to the extent that it is no longer probable that the related tax benefit will be realized.

5. Summary of significant accounting policies *(Continued from previous page)*

Deferred tax assets and liabilities are offset when: (a) the Company has a legally enforceable right to set off; and (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either: (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Any changes in deferred tax assets or liabilities are recognized as part of tax expense or income in profit or loss, except where they relate to items that are recognized in other comprehensive income (loss) or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income (loss) or equity, respectively.

Financial instruments

Financial assets at fair value through profit or loss:

The Company has classified the following financial assets at fair value through profit (loss): cash and cash equivalents and marketable securities.

The Company has designated the above assets on initial recognition at fair value through profit (loss). The Company's financial assets at fair value through profit (loss) are initially recognized at their fair value. Fair value is determined by the instrument's initial cost in a transaction between unrelated parties. Transactions to purchase or sell these items are recorded on the settlement date.

Financial assets at fair value through profit (loss) are subsequently measured at their fair value. Net gains and losses arising from changes in fair value and are recognized immediately in profit (loss).

Loans and receivables:

The Company has classified the following financial assets as loans and receivables: accounts receivable. These assets are initially recognized at their fair value. Fair value is determined by reference to recent arm's length market transactions for the same instrument or approximated by the instrument's initial cost in a transaction between unrelated parties.

Loans and receivables are subsequently measured at their amortized cost, using the effective interest method. Under this method, estimated future cash receipts are exactly discounted over the asset's expected life, or other appropriate period, to its net carrying value. Amortized cost is the amount at which the financial asset is measured at initial recognition less principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, and less any reduction for impairment or uncollectability. Net gains and losses arising from changes in fair value are recognized in profit (loss) upon derecognition or impairment.

Financial liabilities measured at amortized cost:

The Company has classified the following financial liabilities measured at amortized cost: accounts payable and accrued liabilities, note payable and payable to shareholders. These liabilities are initially recognized at their fair value. Fair value is determined by reference to recent arm's length market transactions for the same instrument approximated by the instrument's initial cost in a transaction between unrelated parties. Transactions to purchase or sell these items are recorded on the settlement date.

Financial liabilities measured at amortized cost are subsequently measured at amortized cost using the effective interest method. Under this method, estimated future cash payments are exactly discounted over the liability's expected life, or other appropriate period, to its net carrying value. Amortized cost is the amount at which the financial liability is measured at initial recognition less principal repayments, and plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount. Net gains and losses arising from changes in fair value are recognized in profit (loss) upon derecognition.

5. Summary of significant accounting policies *(Continued from previous page)*

Fair value hierarchy

The Company uses a fair value hierarchy to categorize the inputs used in valuation techniques to measure fair value. The use of quoted market prices (Level 1), internal models using observable market information as inputs (Level 2) and internal models without observable market information as inputs (Level 3) in the valuation of financial instruments was as follows:

March 31, 2015	Level 1	Level 2	Level 3	Total
Financial assets:				
Cash and cash equivalents	$82,123	-	-	$82,123
Marketable securities	$11,462	-	-	$11,462

There were no transfers between the levels during the period.

June 30, 2014				
Financial assets:				
Cash and cash equivalents	$nil	-	-	$nil
Marketable securities	$11,462	-	-	$11,462

There were no transfers between the levels during the period.

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at March 31, 2015 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

IFRS 9 Financial instruments

IFRS 9 was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 *Financial instruments: recognition and measurement*. The standard requires classification of financial assets into two measurement categories based on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primarily unchanged from IAS 39. However, for financial liabilities measured at fair value, changes in the fair value attributable to changes in an entity’s “own credit risk” is now recognized in other comprehensive income instead of profit or loss. This new standard will also impact disclosures provided under IFRS 7 *Financial instruments: disclosures*. The Company is currently assessing the impact of this standard on its financial statements.

IFRS 15 Revenue from contracts with customers

IFRS 15, issued in May 2014, specifies how and when entities recognize revenue, as well as requires more detailed and relevant disclosures. IFRS 15 supersedes IAS 11 *Construction contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer loyalty programmes*, IFRIC 15 *Agreements for the construction of real estate*, IFRIC 18 *Transfers of assets from customers* and SIC-31 *Revenue – barter transactions involving advertising services*. The standard provides a single, principles based five-step model to be applied to all contracts with customers, with certain exceptions. The five steps are:

1. Identify the contract(s) with the customer.
2. Identify the performance obligation(s) in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to each performance obligation in the contract.
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

5. Summary of significant accounting policies *(Continued from previous page)*

IFRS 15 is effective for annual periods beginning on or after January 1, 2017. The Company has not yet determined the impact of this standard on its financial statements.

IAS 24 Related party disclosures

The amendments to IAS 24, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments only affect disclosure and are effective for annual periods beginning on or after July 1, 2014.

6. Property and equipment

	March 31 2015	*June 30 2014*	*July 1 2013*
Cost	**11,048**	8,017	-
Accumulated depreciation	**3,817**	1,527	-
	7,231	6,490	-
Computer equipment	**1,465**	3,004	-
Furniture and fixtures	**5,766**	3,486	-
	7,231	6,490	-

	Computer equipment	***Furniture and equipment***	***Total***
Cost			
Balance at the beginning of the period	**4,144**	**3,873**	**8,017**
Additions	**-**	**3,031**	**3,031**
Balance at the end of the period	**4,144**	**6,904**	**11,048**

	Computer equipment - accumulated amortization	***Office equipment - accumulated amortization***	***Total***
Depreciation			
Balance at the beginning of the period	**1,140**	**387**	**1,527**
Depreciation charge for the year	**1,539**	**751**	**2,290**
Balance at the end of the period	**2,679**	**1,138**	**3,817**

7. Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities are government remittances payable in the amount of $26,655 (2014 - $26,324).

8. Payable to shareholders

The amounts payable to shareholders are without interest or fixed terms of repayment and due on demand.

9. Note payable

Payable to Scavo Resource Corp., non-interest bearing, secured against all present and after-acquired personal property, due on demand.

10. Share capital

As at March 31, 2015, the authorized share capital comprised an unlimited number of Class A voting participating, Class B non-voting participating and Class C non-voting participating common shares. The common shares do not have a par value. All issued shares are fully paid.

During the periods, the Company had the following share transactions:

June 30, 2014

Issued 378,851 Class B common shares for gross proceeds of $378,851

Exchanged 100 Class A common shares with a paid-up capital of $10,000 for 1,000,000 Class C common shares

March 31, 2015

Issued 318,500 Class B common shares for gross proceeds of $318,500

The Company's capital consists of amounts payable to shareholders and share capital. The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern and to provide an adequate return to shareholders.

11. Financial instruments

The Company, as part of its operations, carries a number of financial instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments except as otherwise disclosed.

Fair value of all financial assets and liabilities approximate carrying amounts

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and note payable approximates their fair values due to their short term nature.

Credit risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations.

The carrying amount of the Company's financial instruments best represents the maximum exposure to credit risk.

The aging of trade accounts receivable as at March 31, 2015 was as follows (the aging days relates to balances past due):

	Total	Current and <60 days	60 + days
Trade accounts receivable	$47,514	$35,817	$11,697

A credit concentration exists relating to trade accounts receivable. As at March 31, 2015, three customers accounted for 89% of trade accounts receivable.

The aging of trade accounts receivable as at June 30, 2014 was as follows (the aging days relates to balances past due):

	Total	Current and <60 days	60 + days
Trade accounts receivable	$7,317	$5,327	$1,990

A credit concentration exists relating to trade accounts receivable. As at June 30, 2014, two customers accounted for 97% of trade accounts receivable.

12. Income tax

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets (liabilities) as at March 31, 2015, June 30, 2014 and July 1, 2013 are comprised of the following:

	March 31 2015	*June 30 2014*	*July 1 2013*
Property and equipment	**35,807**	16,411	-
Cumulative eligible capital	**372**	372	-
Non-capital loss carry forward	**84,163**	55,266	2,926
Deferred tax asset not recognized	**(120,342)**	(72,049)	(2,926)
Net deferred income taxes	**-**	-	-

The deferred tax assets have not been recognized because at this stage in the Company's development, it is not determinable that future taxable profit will be available against which the Company can utilize such deferred tax assets.

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of operations for the periods ended March 31, 2015, June 30, 2014 and July 1, 2013:

	March 31 2015	*June 30 2014*	*July 1 2013*
Loss and comprehensive loss before taxes	**(358,568)**	(518,060)	(21,673)
Income tax recovery calculated at the statutory rate - 13.5%	**(48,406)**	(69,938)	(2,926)
Non-deductible items	**113**	815	-
Change in deferred tax assets not recognized	**48,293**	69,123	2,926
Total income tax expense (recovery)	**-**	-	-

The Company has non-capital loss carryforwards of approximately $623,428 (2014- $409,374) which may be carried forward to apply against future years income for Canadian tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

2033	$21,673
2034	$387,700
2035	$214,055

13. Related party transactions

Key management compensation includes the Company's directors and members of the Executive. Compensation awarded to key management from continuing operations included:

	2015	2014
Salaries, management fees, expense reimbursements and short term benefits	$97,138	$8,558

14. Events after the reporting period

Subsequent to the reporting date, a certain shareholder exchanged $75,000 of shareholder loan payable for 75,000 Class B shares. A certain shareholder also surrendered 50,000 Class C shares for gross proceeds of $500.

Schedule D

MD&A OF BRABEIA

BRABEIA INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2014 AND THE NINE MONTHS ENDED MARCH 31, 2015

Table of Contents

1. Introduction

The following Management's Discussion and Analysis ("MD&A") of Brabeia Inc.(the "Company", "Brabeia", "we", "us" or "our") should be read in conjunction with the audited financial statements as at March 31, 2015 and June 30, 2014 and the related notes contained therein. All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

This MD&A is current as at May 29, 2015.

Corporate Structure

Brabeia Inc. was incorporated under the BCBCA on May 8, 2013 under the name Prizebox Entertainment Inc. and changed its name to "Brabeia Inc." on November 25, 2013. The registered and records office of the Company is located at 2-15621 Marine Drive, White Rock, BC V4B 1E1. The Company is a private reporting issuer in the Province of British Columbia.

Forward-Looking Statements

This MD&A contains forward-looking statements and information about the Company which reflect management's expectations regarding the Company's future growth, results of operations, performance (both operational and financial) and business prospect opportunities. In addition, the Company may make or approve certain statements or information in future filings with Canadian securities regulatory authorities, in news releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements or forward-looking information. All statements and information, other than statements or information of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements and information, including, but not limited to statements and information preceded by, followed by, or that include words such as "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intends", "plan", "forecast", "budget", "schedule", "project", "estimate", "outlook", or the negative of those words or other similar or comparable words.

Forward-looking statements and information involve significant risks, assumptions, uncertainties and other factors that may cause actual future performance, achievement or other realities to differ materially from those expressed or implied in any forward-looking statements or information and, accordingly, should not be read as guarantees of future performance, achievement or realities. Although the forward-looking statements and information contained in this MD&A reflect management's current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, the Company cannot be certain that actual results will be consistent with these forward-looking statements and information. The material factors or assumptions used to develop forward-looking information in this MD&A include prevailing and projected market prices, continued availability of capital and financing, and general economic, market or business conditions. A number of risks and factors could cause actual results, performance, or achievements to differ materially from the results expressed or implied in the forward-looking statements and information. Such risks and factors include, but are not limited to, the following; uncertainty in global market and economic conditions; the Company may not be able to generate revenues; dependence on key personnel; officers and directors of the Company own a significant number of Common Shares and can exercise significant influence; conflicts of interest; increased costs and compliance risks as a result of being a public company; For further details, see the section on Risks and Uncertainties in this MD&A.

Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements or information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Further, any forward-looking statements and information contained herein are made as of the date of this MD&A and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statement or information. Accordingly, readers should not place undue reliance on forward-looking statements and information contained in this MD&A and the documents incorporated by reference herein. All forward-looking statements and information disclosed in this MD&A are qualified by this cautionary statement.

2. Highlights as of March 31, 2015 and Subsequent Events

Corporate Developments

- On March 24, 2015, the Company entered into a binding Letter Agreement with Scavo Resources Inc. ("Scavo") for a transaction (the "**Transaction**") to acquire all of the issued and outstanding common shares of the Company in exchange for 25,800,000 common shares of Scavo. Following the closing of the Transaction, the Company will become a wholly-owned subsidiary of Scavo and the principal business of Scavo will be the marketing and selling of social media products and services.

- On May 28, 2015, the Company entered into a Share Exchange Agreement with Scavo (the "Definitive Agreement") whereby Scavo acquired all of the issued and outstanding common shares of the Company in exchange for 25,800,000 common shares of Scavo.

3. Outlook for 2015/2016

After completing regulatory approval of the Transaction, the Company's plan for the coming year is to focus on the following activities:

- Expand the sales reach to the global market for its social media marketing tool and services by building and managing user relationships with clients, resellers, marketing companies, world social media influencers, white label licensees and scale up the global business strategy;

- Build the Brabeia brand and awareness through its own social media marketing strategy through relationships with resellers, marketing companies and world social media influencer and expanding Brabeia's presence on the global stage at social media conventions, tradeshows, Expos and through e-books and other publications;

- Continue with technology development to scale up its social media marketing tool for clients globally and add innovative features and capability.

- Continue with adding talent to the Company's management structure and the strength of the Board.

The Company believes that these activities should result in the Company achieving and likely exceeding its revenue projections for 2015/2016 and to therefore not be reliant on further financing of operations from the market.

4. General Description of the Business and Overview of Performance

General Development of the Business

The Company's overall strategy has been to develop an innovative social media tool and services to position itself as an industry leader in the social media market with a tool that generates and hosts customized contests and polling for contest sponsors for the local and global market with one click deployment to multiple social media channels through the provisioning of scheduling tools for social media; offers a CMS that can be deployed through licensed dashboard to client's own online platform to generate and host customized contests and polling; a tool that allows contestants to enter multiple contests at any time and any place with mobile devices and allows any business or organization to advertise as part of any customized contest or on a platform; provides real time contest data, geographic, temporal, geo-temporal data, to business to use and target their marketing strategies to specified demographics; and creates a dynamic environment, with trivia and chat capability, for contestants to track available contests based on time and geography and allows contestants to control how they share their contest experience.

To that end, the Company's principal objectives are to:

- Continue to create, launch and host contests through deployment on Brabeia.com;
- Expand the licensing of its social media marketing tool through building and managing user relationships with clients, resellers, marketing companies, world social media influencers;
- Explore distribution and white labeling opportunities to offer its social media marketing tool and services to clients locally, nationally and internationally; and
- Attract talent at the management level to strengthen the Company's ability to bring projects to fruition and to increase the value of the Company for shareholders.

Overview of Performance

The Company has existing local and regional client base for its social media marketing tool and services which has generated revenues for the Company as set out in the audited Financial Statement of the Company as at March 31, 2015 and June 30, 2014 and is currently in negotiations with local and international distributors and or affiliates to offer its social media marketing tool to these distributors/affiliates who have large existing client bases.

More detailed information on the Company's social media marketing tool, including features and functionalities is available in the Management Information and Proxy Circular and Listing Statement of Scavo Resources Inc. available from Company profile on SEDAR.

Financing

As at March 31, 2015

Brabeia initiated a round of Seed A financing in July 2013 at a $1.00 per share to friends, family and close business associates and to March 31, 2015 a total of 1,676,298.99 commonshares have issued for proceeds of $746,351. The founders of the Company hold 970,200 shares (45.88% of the issued and outstanding common shares) and the other shareholders hold 1,144,598.99 (54.12% of the issued and outstanding common shares).

To May 29, 2015, a total of 2,114,798.99 shares have issued and $889,000.99 of investment has been raised.

Brabeia has used the proceeds from this Seed A financing to fund the development of its social media marketing tool and corporate operations.

The Company will use the proceeds from the financing that is to close concurrently with the closing of the Transaction to further its development and expand its sales locally, regionally, nationally and internationally.

Other than investment from friends, family and close business associates as further described in the Management Information and Proxy Circular, there have been no new financings during 2015.

5. Selected Financial Information

Financial Position		March 31, 2015		June 30, 2014
Cash and cash equivalents	$	82,123	$	–
Total assets		172,871		55,089
Total liabilities		324,821		166,971
Total equity (deficit)		(151,950)		(111,882)

Operations		Nine Months Ended March 31, 2015		Year Ended June 30, 2014
Revenues	$	82,425	$	93,608
Web design and development		141,382		120,037
Other general and administrative expenses		301,641		491,361
Loss and comprehensive loss for the period		358,568		518,060

6. Financial Review and Results of Operations

Project Costs Capitalized and Expensed

As of March 31, 2015, the Company has capitalized $nil in regards to the development costs of its social media marketing tools. For the nine months ended March 31, 2015 $141,382 of development expenditures have been incurred and for the year ended June 30, 2014, $120,037 of development expenditures have been incurred

The Company has expensed the following development costs:

- Website design
- Patent costs
- Software application design
- Content management system design;

Results of Operations

For the nine months ended March 31, 2015 the Company incurred a net loss of $358,568 compared to a net loss of $518,060 for the year ended June 30, 2014.

Although the Company had operating revenues, such operating revenues were insufficient to cover development and corporate operating costs and the company relied on current cash reserves and financing transactions to meet its current and budgeted development and operating activities. Funds raised have been used mainly for development costs for the social media marketing tool.

The net loss for the nine months ended March 31, 2015 compared to the year ended June 30, 2014 was due to continued development work on the social media marketing tool, offset by a reduction in professional fees related mostly to company structuring and patent and trademark applications.

The web design and development expenses have increased 57% on an annualized basis for the nine months ended March 31, 2015 compared to the prior year. The increase in development costs is mainly due to increased development activities.

General and administrative expenses, which are primarily made up of management fees, salaries, sub-contracts and office expenses have decreased 3% on an annualized basis for the nine months ended March 31, 2015 compared to the year ended June, 2014.

Professional fees have decreased 99% on an annualized basis as of March 31, 2015 compared to the year ended June 30, 2014.

The Company currently has no compensation for Board of Directors or other incentive programs.

Liquidity and Capital Resources

The Company's social media marketing business has provided the Company with income but still operating at a loss. However, given the nature of its business, the results of operations as reflected in net loss and loss per share do not provide meaningful interpretation of the Company's valuation.

At March 31, 2015 the Company had cash and cash equivalents of $82,123 compared to cheques issued in excess of funds on deposit of $10,590 at June 30, 2014.

The Company intends to finance its development and marketing and sales and other corporate activities through existing cash balances, future financing activities and revenues.

Investing Activities

Cash outflows from investing activities as at March 30, 2015 were $3,031. The cash outflows in 2015 were due to the purchase of property and equipment. The cash outflows in 2014 of $19,480 were due to the purchase of property and equipment and marketable securities. ..

Financing Activities

Although the Company is generating revenues, the Company will continue to depend on equity capital to finance its short term activities. There are no assurances that capital requirements will be met by this means of financing as inherent risks are attached therein including financial market conditions, and general economic factors.

Commitments and Contractual Obligations

The Company has no significant outstanding commitments or contractual obligations.

Share Capital and Outstanding Share Data

As at May 29, 2015 the Company has no outstanding options or warrants. The Company's fully diluted share position is equal to its existing issued and outstanding common shares.

Off Balance-Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Financial Instruments

The carrying values of cash and cash equivalents, accounts payable and accrued liabilities and note payable approximate their fair values. The Company is not exposed to currency risk on its cash and cash equivalents.

Related Party Transactions

Key management compensation includes the Company's directors and members of the Executive. Compensation awarded to key management from continuing operations included:

	2015	2014
Salaries, management fees, expense reimbursements and short term benefits	$97,138	$8,558

As at March 31, 2015, the Company had no amounts payable due to officers and directors of the Company for bonuses, management and legal fees. In addition, the Company had no amounts payable at March 31, 2015 to the officers of the Company as a reimbursement of expenses paid on behalf of the Company.

Critical Accounting Policies and Estimates

The Company's accounting policies are described in Note 2 and Note 5 of its audited financial statements as at March 31, 2015. Management considers the following policies to be the most critical in understanding the judgments that are involved in the preparation of the Company's financial statements and the uncertainties that could impact its results of operations, financial condition and cash flows:

- Significant accounting judgments, estimates and assumptions

Nature of operations and going concern

The ability of the Company to carry out its planned business objectives and continue as a going concern is dependent on its ability to raise adequate short term financing from the Transaction and/or generate operating profitability and positive cash flow from its social media marketing tool and services There can be no assurances that the Company will be able to obtain the additional short term financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations and development activities which may impact the Company's ability to maintain its proprietary intellectual property.

The financial statements do not include any adjustments relating to the recorded amounts and classification of assets and liabilities should the Company be unable to continue as a going concern.

7. Additional Information

Proposed Transactions

There are no proposed transactions that should be disclosed.

New Standards and Interpretations not yet adopted

A number of new standards, amendments to standards and interpretations, are not yet effective as of March 31, 2015, and have not been applied in preparing the Company's financial statements.

IFRS 9 *Financial instruments*, was issued in November 2009 and subsequently amended as part of an ongoing project to replace IAS 39 *Financial instruments: recognition and measurement*. The standard requires classification of financial assets into two measurement categories based on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. The categories are those measured at fair value and those measured at amortized cost. The classification and measurement of financial liabilities is primarily unchanged from IAS 39. However, for financial liabilities measured at fair value, changes in the fair value attributable to changes in an entity's "own credit risk" is now recognized in other comprehensive income instead of profit or loss. This new standard will also impact disclosures provided under IFRS 7 Financial instruments: disclosures. The Company is currently assessing the impact of this standard on its financial statements.

IFRS 15 *Revenue from contracts with customers*, issued in May 2014, specifies how and when entities recognize revenue, as well as requires more detailed and relevant disclosures. IFRS 15 supersedes IAS 11 *Construction contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer loyalty programmes*, IFRIC 15 *Agreements for the construction of real estate*, IFRIC 18 *Transfers of assets from customers* and SIC-31 *Revenue – barter transactions involving advertising services*. The standard provides a simple, principles based five-step model to be applied to all contracts with customers, with certain exceptions. The five steps are:

1. Identify the contract(s) with the customer.

2. Identify the performance obligation(s) in the contract.

3. Determine the transaction price.

4. Allocate the transaction price to each performance obligation in the contract.

5. Recognize revenue when (or as) the entity satisfies a performance obligation.

IFRS 15 is effective for annual periods beginning on or after January 1, 2017. The Company has not yet determined the impact of this standard on its financial statements.

The amendments to IAS 24 *Related party disclosures*, issued in December 2013, clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments only affect disclosure and are effective for annual periods beginning on or after July 1, 2014.

8. Risks and Uncertainties

For a more comprehensive discussion of the Company's risks and uncertainties, refer to the Risk Factors section of the Management Information and Proxy Circular, which can be found under the Scavo Resources Inc's profile on SEDAR at www.sedar.com.

The Company competes with other social media marketing companies, some of which have greater financial resources and technical facilities, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company's business plan calls for substantial investment and cost in connection with the ongoing development of social media marketing tool. There can be no assurance that the Company will have the funds required to make such expenditures or that those expenditures will prove profitable. The requirements are substantial. Obtaining additional financing would be subject to a number of factors, including market prices, investor acceptance of the Company's product and service offering. These factors may make the timing, amount, terms or conditions of additional financing unavailable to the Company. The most likely source of future funds presently available to the Company is through equity or debt financings. Any sale of share capital will result in dilution to existing shareholders.

Depending on future development plans, the Company may require additional financing which may not be available or, if available, may not be available on favourable terms.

Schedule E

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

SCAVO RESOURCE CORP.

PRO-FORMA CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

FEBRUARY 28, 2015

SCAVO RESOURCE CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(Unaudited)
(Expressed in Canadian dollars)
AS AT FEBRUARY 28, 2015

	Scavo Resource Corp. February 28, 2015	Brabeia Inc. March 31, 2015	Note	Pro-forma Adjustments	Pro-forma Consolidated
ASSETS					
Current					
Cash and cash equivalents	$ 198,592	$ 82,123	3e	$ (100,000)	$ 783,365
			3d	540,000	
			3f	142,650	
			3g	(80,000)	
Marketable securities	-	11,462		-	11,462
Receivables	1,860	68,761		-	70,621
Prepaid expenses	-	3,294		-	3,294
	200,452	165,640		502,650	868,742
Goodwill	-	-	3c	7,749,300	7,749,300
Property and equipment	-	7,231		-	7,231
Total assets	$ 200,452	$ 172,871		$ 8,251,950	$ 8,625,273
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)					
Current					
Accounts payable and accrued liabilities	$ 762	$ 67,131		$ -	$ 67,893
Due to related parties	50,000	157,690		-	207,690
Note payable	-	100,000	3e	(100,000)	-
	50,762	324,821		(100,000)	275,583
Shareholders' equity (deficiency)					
Share capital	3,352,050	746,351	3f,h	(889,001)	4,666,050
			3b	774,000	
			3d	540,000	
			3f	142,650	
Share capital – contingently issuable	-	-	3c	6,966,000	6,966,000
Reserves	1,691,304	-		-	1,691,304
Deficit	(4,893,664)	(898,301)	3h	898,301	(4,973,664)
			3g	(80,000)	
	149,690	(151,950)		8,351,950	8,349,690
Total liabilities and shareholders' equity (deficiency)	$ 200,452	$ 172,871		$ 8,251,950	$ 8,625,273

Basis of presentation (Note 1)

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

SCAVO RESOURCE CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
(Expressed in Canadian dollars)
NINE MONTHS ENDED FEBRUARY 28, 2015

	Scavo Resource Corp. for the 9 month period ended February 28, 2015	Brabeia Inc. For the 9 month period ended March 31, 2015	Note	Pro-forma Adjustments	Pro-forma Consolidated
REVENUE	$ -	$ 82,425		$ -	$ 82,425
EXPENSES					
General and administration expenses	49,679	440,993		-	490,672
Impairment of mineral properties	252,637	-		-	252,637
Transaction costs	-	-	3g	80,000	80,000
	(302,316)	(440,993)		(80,000)	(823,309)
Loss and comprehensive loss for the period	$ (302,316)	$ (358,568)		$ (80,000)	$ (740,884)
Basic and diluted loss per common share					$ (0.04)
Weighted average number of common shares outstanding					21,107,236

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

SCAVO RESOURCE CORP.
PRO-FORMA CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
(Expressed in Canadian dollars)
TWELVE MONTHS ENDED MAY 31, 2014

	Scavo Resource Corp. for the 12 month period ended May 31, 2014	Brabeia Inc. For the 12 month period ended June 30, 2014	Note	Pro-forma Adjustments	Pro-forma Consolidated
REVENUE	$ -	$ 93,608		$ -	$ 93,608
EXPENSES					
General and administration expenses	54,948	611,668		-	666,616
Transaction costs	-	-	3g	80,000	80,000
	(54,948)	(611,668)		(80,000)	(746,616)
Loss and comprehensive loss for the period	$ (54,948)	$ (518,060)		$ (80,000)	$ (653,008)
Basic and diluted loss per common share					$ (0.03)
Weighted average number of common shares outstanding					21,107,236

The accompanying notes are an integral part of these pro-forma consolidated financial statements.

1. BASIS OF PRESENTATION

The accompanying unaudited pro-forma consolidated financial statements of Scavo Resource Corp. ("the Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") from information derived from the financial statements of the Company and Brabeia Inc. ("Brabeia") together with other information available to the Company. The unaudited pro-forma consolidated financial statements have been prepared for inclusion in the Company's Information Circular dated June 19, 2015, in conjunction with the Company's acquisition of Brabeia via a Share Exchange Agreement ("the Agreement") dated May 28, 2015. The Agreement is subject to acceptance by the Company's shareholders and certain securities regulatory approvals. In the opinion of the Company's management, the unaudited pro-forma consolidated financial statements include all adjustments necessary for the fair presentation of the transactions as described below.

The unaudited pro-forma consolidated financial statements are not necessarily indicative of the financial position and the results of operations which would have resulted if the combination had actually occurred as set out in Notes 2 and 3.

The unaudited pro-forma consolidated financial statements should be read in conjunction with the historical financial statements and notes thereto of the Company and Brabeia.

The unaudited pro-forma consolidated financial statements of the Company have been compiled from and include:

a) the unaudited financial statements of the Company as at February 28, 2015 and for the nine month period then ended;

b) the audited financial statements of the Company as at May 31, 2014 and for the twelve month period then ended;

c) the audited financial statements of Brabeia as at March 31, 2015 and June 30, 2014, and for the nine month period and the twelve month period then ended; and

d) the additional information set out in Notes 2 and 3.

2. SUMMARY OF PROPOSED TRANSACTIONS

On May 28, 2015, the Company and Brabeia entered into the Agreement, pursuant to which the Company will acquire all of the issued and outstanding shares of Brabeia by issuing up to 25,800,000 common shares of the Company (the "Transaction") to Brabeia shareholders. Upon closing of the Transaction, an aggregate of 2,580,000 common shares will be issued with the balance of 23,220,000 common shares being contingently issuable in four equal tranches upon Brabeia achieving the following milestones within a period of three years from closing of the Agreement:

(i) 5,805,000 common shares upon Brabeia earning a total of $1,000,000 in gross revenue;
(ii) 5,805,000 common shares upon Brabeia earning a total of $3,000,000 in gross revenue;
(iii) 5,805,000 common shares upon Brabeia earning a total of $4,500,000 in gross revenue; and
(iv) 5,805,000 common shares upon Brabeia earning a total of $6,000,000 in gross revenue.

The contingently issuable common shares would be placed in escrow upon their issuance pursuant to Canadian Stock Exchange policies. All shares in escrow would have voting rights and would be released from escrow to Brabeia shareholders at the end of the three year period.

2. SUMMARY OF PROPOSED TRANSACTIONS (cont'd…)

Upon closing of the Agreement, Brabeia will become a wholly-owned subsidiary of the Company and the combined entity will operate under the name of Brabeia Inc.

This Transaction is accounted as a business combination in accordance with *IFRS 3 Business Combinations*, as the shareholders of the Company will maintain control of the combined entity. If Brabeia shareholders obtain voting control through achievement of the performance milestones and receipt of the contingently issuable common shares, Brabeia will obtain control of the combined entity and the Transaction will become a reverse takeover.

Business combinations are accounted for under the acquisition method. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Company at the date control is obtained. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than share issue costs, are expensed as incurred. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair value at the acquisition date.

The excess of the consideration transferred over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill.

IFRS 3 allows for some changes in the fair value of contingent consideration based on new information obtained during the measurement period, which is up to twelve months following the acquisition date, about facts and circumstances existing at the acquisition date. Any such changes will be accounted for as an adjustment to goodwill. Changes resulting from events after the acquisition date are not measurement period adjustments. Contingent consideration classified as equity is not remeasured and upon settlement, is accounted for within equity.

3. PRO-FORMA ASSUMPTIONS AND ADJUSTMENTS

The pro-forma consolidated financial statements ware prepared based on the following assumptions:

a) The unaudited pro-forma consolidated statement of financial position gives effect to the transaction as if it had occurred on February 28, 2015. The unaudited pro-forma consolidated statements of loss and comprehensive loss were prepared as though the Transaction had occurred on the first day presented.

b) The Company will issue 2,580,000 shares to Brabeia shareholders upon the closing of the Agreement. The fair value of the Company's common shares is $0.30 per share, being the price of the concurrent financing, for a total fair value of $774,000.

c) The Company may issue an additional 23,220,000 common shares to Brabeia shareholders if certain performance milestones are reached (Note 2). Management of the Company and Brabeia reviewed *IFRS 3 Business Combinations* in assessing the contingent consideration and both expect the milestones will be reached within the three year period. The fair value of the contingently issuable shares has been recorded at $0.30 per share with a total fair value of $6,966,000. The contingently issuable shares are not linked to Brabeia management providing post-combination services and therefore considered as part of the purchase price as opposed to a form of executive compensation. As a result, the total purchase price has been assessed at $7,740,000, being the fair value of 2,580,000 common shares issued at the closing of the Transaction (Note 3b) and the 23,220,000 contingently issuable shares.

(Expressed in Canadian dollars)

3. PRO-FORMA ASSUMPTIONS AND ADJUSTMENTS (cont'd…)

c) (cont'd…)

The purchase price has been allocated as follows:

Cash and cash equivalents	$ 124,773
Marketable securities	11,462
Receivables	68,761
Prepaid expenses	3,294
Property and equipment	7,231
Goodwill	7,749,300
Accounts payable and accrued liabilities	(67,131)
Payable to shareholders	(157,690)
	$ 7,740,000

d) The Company will complete a concurrent private placement of up to 1,800,000 units at $0.30 per unit for gross proceeds of $540,000. Each unit will consist of one common share and one half of one share purchase warrant, with each warrant entitling the holder thereof to acquire an additional common share for a price of $0.60 for a period of two years.

e) The Company made a $100,000 interest-free demand loan to Brabeia, which will be eliminated on consolidation.

f) Brabeia issued 438,500 shares with total proceeds of $142,650 in April and May 2015.

g) Total cash transaction costs are estimated at $80,000, including professional, consulting and filing fees.

h) The share capital and deficit of Brabeia will be eliminated on consolidation.

i) Income tax effects have not been considered in these pro-forma consolidated financial statements.

(Expressed in Canadian dollars)

4. SHARE CAPITAL AND RESERVES

Share capital in the unaudited pro-forma consolidated statement of financial position is comprised of the following:

	Number of Shares		Share Capital	Number of Shares – Contingently Issuable		Share Capital – Contingently Issuable		Reserves
Authorized:								
Unlimited common shares, without par value								
Issued:								
Share capital of the Company as at February 28, 2015	16,727,236	$	3,352,050	-	$	-	$	1,691,304
Shares issued and contingently issuable to acquire Brabeia (Notes 3b and 3c)	2,580,000		774,000	23,220,000		6,966,000		-
Shares issued pursuant to the concurrent private placement (Note 3d)	1,800,000		540,000	-		-		-
	21,107,236	$	4,666,050	23,220,000	$	6,966,000	$	1,691,304

Warrants

Number of Warrants		Exercise Price	Expiry Date
900,000	$	0.60	2 year following the transaction