

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

NON-OFFERING PROSPECTUS

Dated December 16, 2011

DEPLOY TECHNOLOGIES INC.

Subordinated Voting Shares, \$0.0001 par value per share

Deploy Technologies Inc. (“we”, “us”, “our”, the “Company”) is not offering securities for distribution pursuant to this non-offering prospectus. We are filing this non-offering prospectus to become a reporting issuer under applicable securities laws and to enable us to develop an organized market for our Subordinated Voting Shares in Canada. We will not receive any proceeds from the sale of our securities pursuant to this non-offering prospectus and we will not pay any commissions or other compensation with respect thereto.

As of the date of this non-offering prospectus, we are included in the Reporting Issuers List published by the British Columbia Securities Commission and we file reports on SEDAR. Our Subordinated Voting Shares are traded in the over-the-counter market in the United States under the symbol “DPLY” and quotations are available at www.otcmarts.com (formerly www.pinksheets.com). The closing price for our Subordinated Voting Shares on December 2, 2011 was \$0.08.

Information about the risks of investing in our Subordinated Voting Shares is provided in the “Risk Factors” section, beginning on page 38.

We have applied to list our Subordinated Voting Shares on the Canadian National Stock Exchange (the “CNSX”). In order to obtain a listing, we must fulfill all of the requirements of the CNSX, including obtaining a receipt for this non-offering prospectus from the British Columbia Securities Commission, distributing our Subordinated Voting Shares to a minimum number of public shareholders and meeting certain financial and other requirements. The CNSX has conditionally approved the listing of our Subordinated Voting Shares, but there is no assurance that we will ultimately be granted a listing.

No underwriter has been involved in the preparation of this non-offering prospectus or performed any review or independent due diligence of the contents of this non-offering prospectus.

We are incorporated under the laws the State of Nevada, USA. Although we are registered as an extra provincial company in British Columbia and we have appointed Andre E. Thompson as our agent for service of process in British Columbia, it may not be possible for investors to enforce judgments obtained in Canada against us. Our registered office address in British Columbia and Mr. Thompson’s address for service of process is 20434 64th Avenue, Langley, BC V2Y 1N4.

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FORWARD LOOKING STATEMENTS

This non-offering prospectus contains forward-looking statements and forward-looking information within the meaning of applicable securities legislation. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “may”, “will”, “should”, “believe”, “intend”, “forecast”, “plans”, “guidance” and similar expressions is intended to identify forward-looking statements or information.

More particularly and without limitation, this non-offering prospectus contains forward-looking statements and information relating to the following:

- the performance characteristics of our technology;
- projections of industrial and transportation industries;
- supply and demand for transportation fleet data management and weigh systems;
- expectations regarding our ability to raise capital;
- future sales and funds from operations;
- debt levels;
- treatment under governmental regulatory regimes and tax laws; and
- capital expenditure programs.

The forward-looking statements and information contained in this non-offering prospectus are based on certain key expectations and assumptions made by us, including expectations and assumptions relating to prevailing commodity prices and exchange rates, applicable tax laws, the availability of capital to undertake planned expenditures and the availability and cost of labor and services.

Although we believe that the expectations reflected in the forward-looking statements and information in this non-offering prospectus are reasonable, we can give no assurance that such expectations will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks associated with the industrial transportation industry in general, such as operational risks in design and construction, delays or changes in plans with respect to development or capital expenditures, the uncertainty of estimates and projections relating to demand for weigh systems, other costs and expenses, competing energy price and exchange rate fluctuations, marketing and transportation, environmental risks, competition, the ability to access sufficient capital from internal and external sources and changes in tax, royalty and environmental legislation. Readers are cautioned that the foregoing list of factors and risks is not exhaustive.

The forward-looking statements and information contained in this non-offering prospectus are made as of the date hereof and, unless so required by applicable law, we undertake no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise. The forward-looking statements and information contained in this non-offering prospectus are expressly qualified by this cautionary statement.

Unless otherwise specified, all dollar amounts in this non-offering prospectus are expressed in United States dollars.

SUMMARY OF NON-OFFERING PROSPECTUS

The following is a summary of the principal features of this non-offering prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this non-offering prospectus.

DESCRIPTION OF BUSINESS – See page 5.

We are a development stage company and have not yet generated any revenue from our operations. Our focus is generating sales revenues from our recently completed system in which we have been investing time and incurring costs of development, including through our predecessor entity, since 2008.

We have developed a comprehensive suite of technology and products focused on fleet data management & weighing solutions. The core of our business is based on the monitoring, storage and processing of hydraulic pressures data streams which are then used to address a wide range of applications including weight and loading calculations and warning systems for safety assurance initiatives. Based on input from potential customers, we have added further functional enhancements to our technology including the ability to wirelessly track/manage assets and communicate data between mobile, remote and corporate locations. Our technology is hardware-based and is complimented by highly configurable and field-upgradeable firmware allowing us to rapidly respond to the evolving requirements of our client community.

We have recently completed Version 2.1 of our hardware design and prototype production which will provide the hardware platform for our product offering. We have integrated expansion capabilities into the hardware to ease any upgrades we may wish to make to any future developments.

USE OF PROCEEDS – See page 13.

We are not offering securities for distribution pursuant to this non-offering prospectus and we will therefore not receive any distribution proceeds. The "Use of Proceeds" section provides more information about our available funds and how we expect to use them.

RISK FACTORS – See page 38.

An investment in our Subordinated Voting Shares involves a high degree of risk, including risks related to an unproven technology and product, lack of sales, insufficient cash flow and liquidity, the ongoing need for financing, a volatile stock price, operational risks and costs, regulatory considerations and possible delays, management of growth (if any) and competition for and retention of key personnel. These categories of risk are not comprehensive and additional risks are disclosed elsewhere in this non-offering prospectus.

FINANCIAL INFORMATION – See page 42.

The following selected, summary financial information is subject to the detailed information contained in our financial statements and related notes thereto appearing elsewhere in this non-offering prospectus. This information is derived from our audited financial statements at and for the fiscal years ended July 31, 2011, 2010 and 2009.

	Year Ended July 31,		
	2011	2010	2009
Revenue	-	-	-
Net Income (Loss)	\$(424,174)	\$(163,716)	\$(105,000)
Earnings (Loss) per Subordinated Voting Shares,	\$(0.010)	\$(0.005)	\$(0.004)
Total Assets	\$145,847	\$56,405	\$31,152
Loans payable	\$58,497	\$52,076	\$10,141
Number of Subordinated Voting Shares	44,638,769	40,638,399	35,994,479
Total Liabilities	\$168,655	\$93,669	\$150,537

See also the "Management's Discussion and Analysis" section on page 15.

CORPORATE STRUCTURE

We were incorporated on September 15, 2010 under the laws of the in the State of Nevada, USA, under the name Deploy Acquisition Corp. On September 17, 2010, we completed a merger with Deploy Technologies Inc., our former parent company incorporated under the laws of the State of Delaware ("Deploy"), pursuant to which we were the surviving corporation and assumed all the assets, obligations and commitments of Deploy. Upon the completion of the merger we assumed the name Deploy Technologies Inc. and all of the issued and outstanding common stock of Deploy was automatically converted into and became our issued and outstanding common stock. On May 10, 2011, we registered as an extra provincial company in British Columbia, and on September 30, 2011, we filed a certificate of amendment with the Nevada Secretary of State to designate 2,900,000 shares of our authorized capital stock as Class A Preferred Shares. We do not have any subsidiaries.

Deploy was incorporated in 1998 under the laws of the State of Delaware, USA, under the name Concept Development Group Inc. It changed its name in 2004 to Vocalscape Inc., in 2005 to Nevstar Precious Metals, Inc. and in 2008 to Deploy Technologies Inc.

Our head office is located at 20434 64th Avenue, Langley, B.C. V2Y 1N4. Our telephone number is 1-888-213-3888 and our facsimile number is 1-888-777-8099. The address of our web site is www.deploy.ca.

DESCRIPTION OF OUR BUSINESS

Brief Overview

We are a development stage company engaged in designing and developing technologies and products for the management of truck fleets by companies in the freight haulage, waste haulage, mining, industrial operations and manufacturing, military and law enforcement industries.

We identify our proprietary technology and primary product by the name "Fleet Data Management & Weigh System". The principal and unique feature of our Fleet Data Management & Weigh System enables operators of heavy industrial hydraulic lifting equipment to weigh cargo "on-the-fly" during the process of loading carrier vehicles. The load weight of trucks is important information for several purposes, including billing, compliance with highway and safety regulations and loading within capacity specifications. We have designed and developed our Fleet Data Management & Weigh System to provide this information, as well as much more, on a real-time basis. Our Fleet Data Management & Weigh System is capable of providing such information for in-cab entry and can deliver the information by wireless communication to operations centers, billing departments and for archival purposes, in order to meet the needs of any fleet operator.

In the fourth quarter of our 2011 fiscal year, we also began offering fleet pressure washing services.

Glossary of Terms

Our "*Subordinated Voting Shares*" are common shares of our authorized capital stock.

We also use the following terms in the description of our Fleet Data Management & Weigh System:

"*API*" means application programming interface, which is a particular set of rules and specifications that software programs can follow to communicate with each other. It serves as an interface between different software programs and facilitates their interaction, similar to the way the user interface facilitates interaction between humans and computers;

"*burn-in*" means the process by which components of a system are exercised prior to being placed in service (and often, prior to the system being completely assembled from those components). The intention is to detect those particular components that would fail as a result of the initial, high-failure-rate portion of the bathtub curve of component reliability. If the burn-in period is made sufficiently long (and, perhaps, artificially stressful), the system can then be trusted to be mostly free of further early failures once the burn-in process is complete;

"*firmware*" means the fixed, usually rather small, programs and/or data structures that internally control various electronic

devices such as the components soldered on a circuit board;

"GPS" means global positioning system, a space-based global navigation satellite system that provides location and time information in all weather, anywhere on or near the Earth, where there is an unobstructed line of sight to four or more GPS satellites;

"LEED" means Leadership in Energy and Environmental Design, an internationally recognized green building certification system developed by the U.S. Green Building Council in March 2000. LEED provides building owners and operators with a framework for identifying and implementing practical and measurable green building design, construction, operations and maintenance solutions;

"hydraulic sensor" means a device used to send variable electrical current, based on the amount of pressure placed on a diaphragm inside a sensor, to a computer system for analysis;

"OBD II" means on-board diagnostics which, in an automotive context, is a generic term that refers to a vehicle's self-diagnostic and reporting capability. OBD systems give the vehicle owner or a repair technician access to state of health information for various vehicle sub-systems;

"RFID" means radio-frequency identification, which is a technology that uses radio waves to transfer data from an electronic tag, called an RFID tag or label, attached to an object, through a reader for the purpose of identifying and tracking the object;

"transceiver" means a device comprising both a transmitter and a receiver which are combined and share common circuitry or a single housing. When no circuitry is common between transmit and receive functions, the device is a transmitter-receiver; and

"transducer" means a device that converts one type of energy to another. Energy types include (but are not limited to) electrical, mechanical, electromagnetic (including light), chemical, acoustic or thermal energy. While the term commonly implies the use of a sensor/detector, any device which converts energy can be considered a transducer. Transducers are widely used in measuring instruments.

Developments during Fiscal 2011

Throughout our 2011 fiscal year, we achieved many milestones and completed the hardware development of the Version 2.1 prototype of our Fleet Data Management and Weigh System and our multiple expansion circuit board. During the third quarter of our 2011 fiscal year we completed the product development of our Fleet Data Management & Weigh System. Through our interactions with target clients, including successful product field tests, we identified many companies using heavy equipment lifts that have installed various technology platforms, none of which are standard and few of which interact or share data. We identified this lack of technology standardization as a means of marketing our system by adding features that allow our target clients to integrate all of their technological needs into a single product.

We plan to engage a market research analyst to help provide us with the insights we require into the market's potential, which will then enable us to define our core product line. Consequently, we have not yet finalized our marketing plan and we do not anticipate engaging in formal marketing campaigns in the immediate future, with the exception of developing our corporate website. We intend to market our system directly to potential clients, sell installations of custom applications and create a showcase of reliable firmware solutions to meet a variety of customer needs.

While each vehicle type requires independent testing and firmware to support its mechanical differences, we know that not having a full solution to demonstrate as a selling tool is a current limitation of our sales approach. We are therefore developing custom solutions for two clients who have indicated their desire to purchase our products once they are able to view the functioning system. We will continue to drive our sales efforts and build relationships with prospective clients in order to prepare for broader sales initiatives.

How We Acquired Our Technology

On November 10, 2008, our predecessor entity acquired the technology we rely on for our product from Trepped Enterprises Inc. ("Trepped"), a company jointly controlled by our President and Vice President of Operations, in exchange for the issuance of 30,000,000 of its common shares valued at \$30,000. Those shares were subsequently converted into 30,000,000 of our Subordinated Voting Shares upon the closing of our merger with Deploy.

Trepped had developed the technology over a two year period, and it now forms the basis of our Fleet Data Management & Weigh System. When our predecessor entity purchased the technology it was in the planning and design stage. On September 29, 2011 we approved the exchange of 27,000,000 of our Subordinated Voting Shares owned by Trepped for 2,700,000 of our Class A Preferred Shares.

What Our Technology Does

We are developing a fleet data management and weighing system to enable our target market to weigh cargo prior to loading it into their trucks and to manage the resulting recorded and real-time fleet vehicle data at any location globally. Knowing the weight of cargo is an important tool for reducing the risk of fines due to overweight trucks, the risks to drivers of overhead hazards, the amount of fuel consumption required unload the cargo, and increasing the prospect of LEED environmental certification for our clients, which could lead to grants and tax credits.

Our technology uses hydraulic sensors and onboard computers as customized control and administrative software. This combination will allow our clients to gather and analyze data in order to save money and allow for specific weight billing. It will also allow our clients to export data directly to their accounting software as well as use the data for more efficient truck deployment.

We are designing our Fleet Data Management & Weigh System to assist operators of truck fleets to become more safe, efficient, productive and profitable in the deployment of their fleet assets. Our Fleet Data Management & Weigh System provides the following data, all of which is available through our on-board vehicle terminals and can be communicated in real time to a fleet operations center and billing department to meet the fleet operator's needs:

- Empty weight, loaded weight and weight of load
- OBD II Data – Speed, mileage, hours, pressures, error codes, other standard vehicle data
- Load accepted or refused based on contents
- Pickup and delivery logistics including completion and approvals
- Approach route to asset through GPS mapping
- Asset locations
- Vehicle location through tracking by GPS

This data can also be exported from our Fleet Data Management & Weigh System to other software programs to meet the fleet operator's reporting and research requirements.

Based on our conversations and site visits with several fleet operators, we have determined that many of operators have only implemented partial technological solutions in their fleet environments. Our Fleet Data Management & Weigh System differs from these solutions because it includes all of the features described above. All other on-the-fly weigh solutions of which we are aware are based on load cell technology that is often inaccurate, does not provide complete data and is much more expensive to purchase and maintain, as compared to our Fleet Data Management & Weigh System. Our system, unlike other systems, can be integrated with or replace other solutions for fleet management, providing one overall solution as fleet operators increase their reliance on technology to improve safety, efficiency and profitability.

We expect our Fleet Data Management & Weigh System will save time, fuel and wear and tear on fleet assets by eliminating the need to divert a load en route to a scale house for weighing and the need to create, deliver, process and store paper records. We believe our Fleet Data Management & Weigh System can effectively increase driver and fleet utilization. When pricing is weight dependent, we expect the real-time availability of load weight data will enable immediate and, depending on the level of automation of the fleet operator's billing system, automatic invoicing of customers upon delivery of the cargo.

If we are successful in achieving recognition and acceptance of our Fleet Data Management & Weigh System by highway and transportation regulatory authorities across Canada and the USA, we believe relevant components of collected data, especially weight data, can be transmitted to highway inspection stations as part of the "PrePass" and similar systems which enable drivers to bypass governmental weigh and inspection stations. Such acceptance of our Fleet Data Management & Weigh System could eliminate the requirement to stop for weighing and inspections, reducing transit times and increasing fuel efficiencies.

The Need for Our Technology

We believe all truck fleet operators seek ways to maximize efficiency of asset utilization and decrease operating costs. Systems marketed by others, which only include some of the features of our Fleet Data Management & Weigh System, have achieved broad market acceptance. See, "Competition". None of these competing systems include an "on-the-fly weigh system" like our Fleet Data Management & Weigh System. Virtually all truck fleet operators have concern about load weight, whether for customer billing, tipping fees, highway load limits and possible fines, or damage to roads, work yards and equipment. Many truck fleet operators charge customers partially or entirely based on load weight and mileage. Quick, real time availability of weight and mileage information will therefore enable operators to implement faster billing procedures, while the collection of electronic data will eliminate paper records, and therefore decrease operators' costs, by reducing the risk of loss and the time required to handle, transfer to electronic media and archive information.

How Our Technology Functions

Our complete Fleet Data Management & Weigh System includes the following components – hydraulic sensors, sensor readout capability (via a proprietary computer with firmware and software) with a printer, data terminal (a proprietary computer with firmware and software) with a monitor and keyboard, GPS receiver, wireless data communication transceiver and proprietary software for an operations center computer. We will package our Fleet Data Management & Weigh System based on the needs of our clients. A package for a particular customer may also include handheld hardware.

A key component of our Fleet Data Management & Weigh System involves metering the difference in hydraulic pressure between the unloaded and loaded weight of the loading equipment (for example, a fork lift or front loader) to determine the weight of the cargo. Differential data accumulated in the proprietary computer located on the loading equipment can be printed when the loading of a truck or trailer is complete, and can be given to the driver who then enters the total weight and other desirable information into the in-cab computer, which also collects location and operating information about the truck and trailer for wireless transmission to the operations center and billing department. Our Fleet Data Management & Weigh System will function on any equipment using a hydraulic system to lift its cargo; and, in cases where weighing is not required and only data management is required, our system functions without the weigh system being activated.

We have designed our Fleet Data Management & Weigh System for connectivity with third party devices, including modems, radios, RFID transceivers, OBD II vehicle data jacks and other connections. Third party devices utilize their own hardware and software. Even though our technology is designed for connectivity to any other device or system a fleet operator may use, we will need to provide a system specific API to communicate between our system and the other devices and to customize software to run on our system to suit the custom requirements of the client. We believe the ability to easily integrate other technological solutions into our Fleet Data Management & Weigh System gives us many advantages to help bring our technology to the market and reduce any potential barriers.

Currently we have two models of our Fleet Data Management & Weigh System, a mobile terminal and a portable terminal.

Mobile Data Terminal

Our mobile data terminal is designed to be mounted in the cab of a vehicle so the operator can interact with the device to view and update information while on the job.



Deploy Technologies Inc., Mobile Data Terminal

The mobile data terminal has the capability to connect to almost all third party devices including communication devices, printers, OBD II vehicle data jacks, and any other device through built in USB and serial connections. This unit allows a vehicle operator to view and manipulate route data as well as mapping for approach routes using a built-in LCD screen.

Portable Data Terminal

Our portable data terminal is designed to be used in the field and is housed in a durable waterproof Pelican® Case or similar case. This unit is designed to be transported more often than the mobile data terminal and used in different environments both indoors and outdoors.

"Pelican", when combined with the word "case", is a registered trademark of Pelican, Inc.

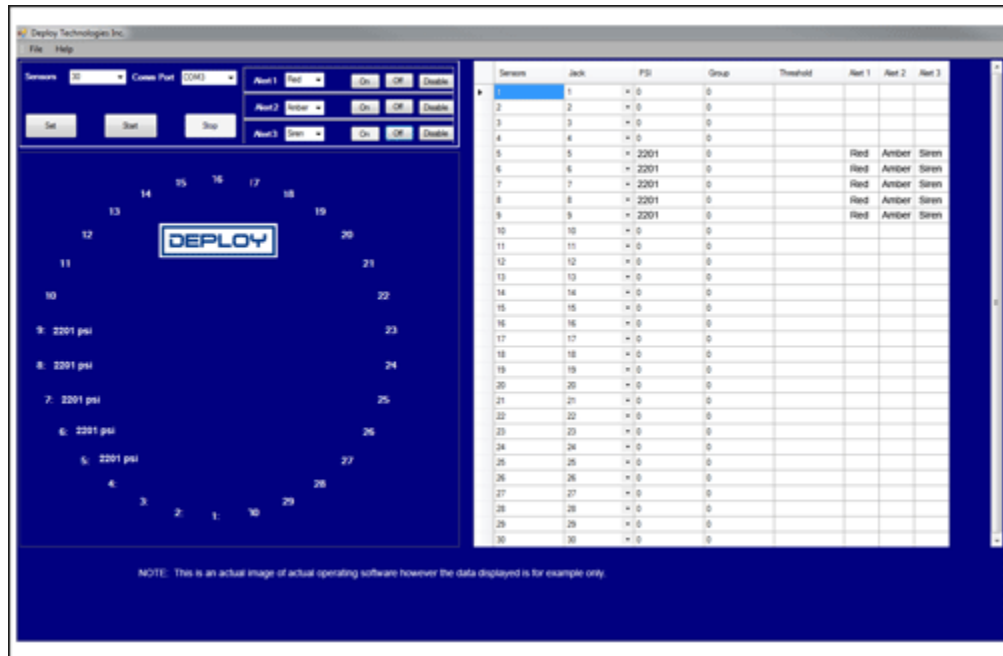


Deploy Technologies Inc., Portable Data Terminal

The portable data terminal also has the capability to connect to almost all third party devices including communication devices, printers, OBD II vehicle data jacks, and any other device through built in USB and serial connections. However, the terminal does not have a built in LCD screen and is designed to connect to a laptop or other computer to view the data using our Hydraulic Monitor and Alert Software. In one case, we have designed a software application which is optimized for lifting using multiple hydraulic jacks. The portable data terminal uses our Version 2.1 circuit board with our multiple input expansion board. These two boards are mated together with an expansion header on each.

Hydraulic Monitor and Alert Software

Our Hydraulic Monitor and Alert Software is Windows-based and designed to be used with our portable data terminal.

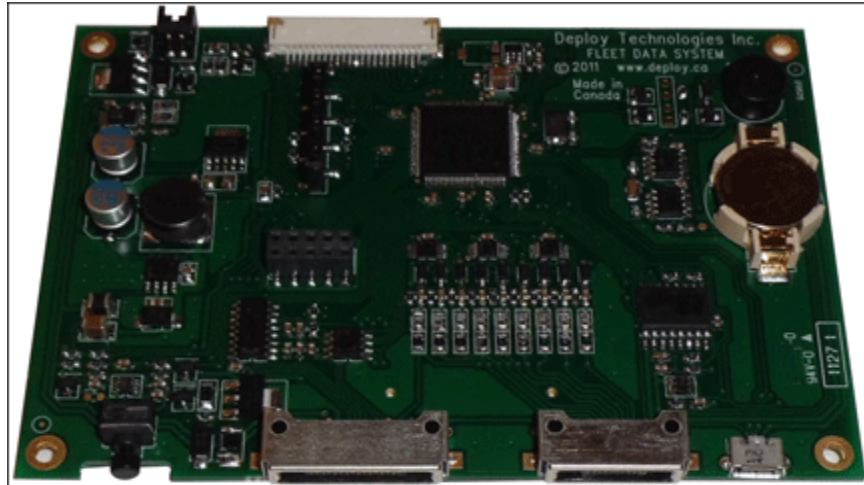


Deploy Technologies Inc., Hydraulic Monitor and Alert Software

This software monitors up to thirty hydraulic jack inputs, can be used in situations where large equipment or buildings are being lifted and has the built-in capability to monitor and record data collected from sensors connected to each jack. The software also monitors or triggers alerts based on predetermined pattern identifiers that a user can program into the software. For example, if the pressure drops on one jack more than 25 psi within a given period of time, a user can program a siren to sound, a green light to turn off and a red strobe light to turn on. This software can be customized to meet any client's needs and is not limited to monitoring hydraulics but instead any sensor that is connected to the portable data terminal. The recorded data can be used for research and analysis.

Fleet Data Management & Weigh System Circuit Board – Version 2.1

Version 2.1 of our proprietary Fleet Data Management & Weigh System circuit board has many capabilities of a highly technical nature that are not mentioned in this non-offering prospectus. We have designed this board to be capable of supporting our current system and our future market development, including possibilities for expansion. We have also included an expansion slot for adding new features to the board without requiring a redesign, which could be very costly.

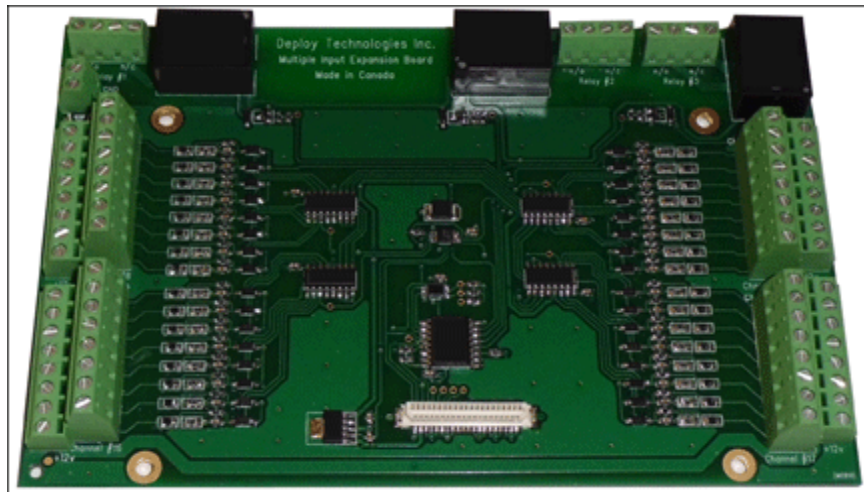


Deploy Technologies Inc., Fleet Data Management & Weigh System – Version 2.1

Our Version 2.1 circuit board can be mated to any expansion board we design and develop. The primary board shown above can be mated to the multiple input expansion board shown below simply by mating the primary board onto the expansion board. This expansion will allow us to increase the nine sensor input capability of the primary board to forty-one inputs when mated with the expansion board, which alone has thirty-two inputs.

Multiple Input Expansion Board

This expansion board is capable of triggering of alerts such as lights, sirens and messaging. It is the first expansion board we developed in-house and is an example of the type of development we have undertaken. The primary Version 2.1 circuit board mated with this expansion board is installed in our portable data terminal.



Deploy Technologies Inc., Multiple Input Expansion Board

Development of Our Technology over the Last Three Years

Following the 2008 acquisition by Deploy, our predecessor entity, of the on-the-fly weigh system technology from Trepped, Deploy devoted much of its time to engineering; circuit board design and testing; firmware and software development and testing; adding components and features; hardware selection; and improving, testing and packaging the Fleet Data Management & Weigh System. Upon the completion of our merger with Deploy, we acquired the rights to both the technology and products that comprise the system by virtue of being the surviving corporation.

We have developed a first and second prototype of the products that comprise our Fleet Data Management & Weigh System. We have tested both prototype packages on various types of vehicles, although we have experienced delays in testing due to the needs of operators to keep their vehicles in service. We are satisfied with the results of our testing and are planning further testing as we secure more time and access to vehicles and add to, change and adjust the components, design and functionality of our Fleet Data Management & Weigh System.

Due to the large number of different vehicles and vehicle models that contain variations in parts, our system must be tested on each variation of a vehicle before it can be sold to customers to ensure that it is properly calibrated for that specific vehicle. This significantly increases our testing and sales timelines.

Throughout our 2011 fiscal year, management achieved many milestones and completed the hardware development of the Version 2.1 prototype of the Fleet Data Management and Weigh System and our multiple input expansion board. During the third quarter of our 2011 fiscal year, we completed the product development of our Fleet Data Management & Weigh System. Through our interactions with target clients, including successful product field tests, we have identified many companies using heavy equipment lifts that have installed various technologies, none of which are standard and few of which interact or share data. We have identified this lack of technology standardization as a method for bringing our system to the market by adding features that allow our target clients to integrate all of their technological needs into a single product.

Marketing and Sales Plans

It is evident from the research we have conducted that the primary mandate for almost all of our target clients is safety. Safety is a primary consideration in purchasing technologies for most industrial environments, and we have therefore identified many safety benefits of our system and plan to highlight these benefits alongside the system's productivity features.

Companies involved in the waste haulage industry represent our initial target market, and they currently present a strong potential opportunity for us since they provide services to communities that have been deemed essential. Other large fleet-invested service providers such as law enforcement and the military are also primary contractors to governments, municipalities, corporations and civilians alike, and they represent our secondary target market. A primary consideration in our decision to focus on these markets and to offer our products and services to such service providers was the simple fact that generating small marginal revenues from such large firms could present solid opportunities for growth.

The current environment remains favorable for logistics and transportation services in Canada. Our product has been designed to be very versatile, can be implemented in many different environments and is able to achieve many different goals. It has been developed to address opportunities in multiple market segments outside our initial target markets. The dynamics and flexibility of our hardware and software designs enable multiple adaptations in almost all heavy equipment applications that use hydraulics to lift, and are all advantages that we intend to promote.

We plan to engage a market research analyst to help provide us with the insights we require into the market's potential, which will then enable us to define our core product line. Consequently, we have not yet finalized our marketing plan and we do not anticipate engaging in formal marketing campaigns in the immediate future, with the exception of developing our corporate website. We intend market our system directly to potential clients, sell installations of custom applications and create a showcase of reliable firmware solutions to meet a variety of customer needs.

While each vehicle type requires independent testing and software to support its mechanical differences, we know that not having a full solution to demonstrate as a selling tool is a current limitation of our sales approach. We are therefore developing custom solutions for two clients who have indicated their desire to purchase our products once they are able to view the functioning system. We will continue to drive our sales efforts and build relationships with prospective clients in order to prepare for broader sales initiatives.

Our Fleet Data Management & Weigh System has two components: the first of these is the hardware with firmware designed to run the hardware, and the second is the Windows software application used to analyze and manage the data that is collected from the use of the hardware. We anticipate that the hardware will be comprised of various components from which a client can select and the use of the software will be based on an annual fee to continue generating revenues after the sale of the hardware.

How we Plan to Manufacture Our Products and Source Materials

We currently intend to continue designing and manufacturing the products that comprise our Fleet Data Management & Weigh System in-house and in Canada. We plan to have our proprietary circuit boards manufactured by a certified manufacturing house in Burnaby, BC, and purchase hardware components, such as resistors, capacitors, microcontrollers and connectors, through various suppliers and assemble these components on our circuit boards. We will load and burn-in our proprietary firmware, load our proprietary software applications and test each unit prior to delivery. We will also design and have our enclosures for various applications manufactured by local machine shops and will purchase other components, such as cases and cabinets, GPS receivers, wireless communications transceivers, keyboards, monitors and printers, from available commercial sources. We expect hardware components to be readily available from a variety of commercial sources at competitive prices and do not expect to encounter shortages or limited supplies at any time.

Because each of our potential clients will require a certain level of customization, we do not expect at this point to mass produce or stock large quantities of inventory or third party integratable solutions until we are required to in order to support client sales.

Because we will outsource our circuit board manufacturing and plan to use in-house consultants on an as-needed basis for layout and assembly, we have reduced our staffing and equipment requirements in these areas.

Our Competition

We have been developing custom applications and have yet to define our marketable product line. Our Fleet Data Management & Weigh System has many different components which in combination are unlike the systems of our competitors of which we are aware. The products of our competitors generally have one circuit board for each solution, while our Fleet Data Management & Weigh System has one circuit board that is suitable for many solutions.

The combined solutions offered by our Fleet Data Management & Weigh System make it difficult to identify any companies providing individual solutions with whom we expect to compete; however, we have determined that some of our most likely competitors are currently using load cell technology for weighing purposes. Many of these companies have a longer operating history, more established market presence and greater financial resources than we do. We cannot provide any assurance that one or more of them, or new market entrants, will not develop an effective weigh system from existing or future technology.

Once we have secured initial customer contracts, implemented solutions specific to their needs, and built up a client base, we will be better able to define our target market based on establishing our final product offerings.

Protection of Our Intellectual Property

Although our technology development is ongoing, we have filed a provisional patent application in order to protect some of the intellectual property that comprises our Fleet Data Management & Weigh System.

We have been advised by legal counsel that we may be able to obtain the protection of Canadian and United States patents for certain features of our Fleet Data Management & Weigh System technology and products. We have recently filed a provisional patent application with the United States Patent and Trademark Office. We may file additional patent applications in the United States and plan to file patent applications in Canada before making the first deliveries of our products to customers. There is no assurance that another party may not be able to engineer around our patents, if issued, or develop an alternative means of achieving substantially or adequately similar results compared to our products, without infringing any patent that we may obtain. Should we need to file a claim for patent infringement, the prosecution of the claim would likely be expensive and consume substantial management time and attention which would be better devoted to developing our business. We believe that our technology does not infringe the patents of any other party; however, should an infringement claim be filed against us, our defense against such a claim would also likely be expensive and consume substantial management time and attention. Furthermore, there is no assurance we would prevail in any litigation brought by or against us.

Our Personnel

We have utilized the services of consultants on an as-needed basis in order to keep our long term liabilities to a minimum. Because we now plan to focus our efforts on sales and marketing we have entered into a six month agreement with one engineer who works full time at our office developing software. We currently use a number of technical consultants for hardware enclosure design and manufacturing as well as schematic layout for the production of our circuit boards. Messrs. Eppert and Thompson are actively operating the rest of our business. As of the date of this non-offering prospectus, in addition to our executive personnel, we employ one person in sales and three consulting engineers, one of whom is a full time employee and the other two who are part time employees. We will be able to better determine our future staffing requirements once we have exited the development stage and begun to generate sales revenue.

We have hired consultants for various technical tasks, including schematic design, circuit board design and manufacturing and circuitry assembly, in order to complete the development of our prototype in a timely and cost-effective manner. This has enabled us to develop our technology and products without the cost of maintaining full time staff; however, we have hired one full time engineer for a six month period to meet our short term objectives. We expect this position to be ongoing, but we are limiting the contract terms in order to ensure that we have the capital to support the cost.

Our Facilities

We currently rent 500 square meters of warehouse space in Delta, BC on a month-to-month basis at a rate of \$1,500 per month. We use this space for our research and development. We believe this facility will provide us with adequate room for growth over the next two years, including the implementation of our product assembly operations. The property owner has recently sold the building but retains possession of the units, one of which we rent. We may therefore be required to relocate if any of the arrangements change between the new and previous owners.

USE OF PROCEEDS

As at October 31, 2011, we had an adjusted working capital surplus of \$161,844. This amount consists of the following:

- a working capital surplus of \$9,160 as at October 31, 2011;
- the November 14, 2011 issuance of 2,130,563 of our Subordinated Voting Shares at a price of \$0.10 per share for cash proceeds of approximately \$213,056, \$107,556 of which we received prior to October 31, 2011 (for clarity, we received \$105,500 from the sale of 1,055,000 of our Subordinated Voting Shares between November 1 and November 14, 2011); and
- the November 14, 2011 issuance of 471,837 of our Subordinated Voting Shares to Messrs. Eppert and Thompson in consideration for the forgiveness of approximately \$47,184 in accrued cash compensation payable to those individuals through October 31, 2011, which had the effect of reducing our balance due to related parties by a corresponding amount.

Working capital is the difference between our current assets and our current liabilities, and it represents our operating liquidity or our ability to pay our debts and expenses and they become due. As of November 1, 2011, Messrs. Eppert and Thompson agreed with us to convert any management salaries due to them into our Subordinated Voting Shares until such time as we are able pay such salaries in cash on a timely basis and maintain a working capital surplus that exceeds our other operating requirements. This will have the effect of reducing our future working capital requirements in respect of the payment of executive compensation.

The following table details the principal purposes, with approximate amounts, for which we expect to require funds over the next 12 months. We believe that our current working capital, as described above, will be sufficient to meet our expected operating expenses over that period.

Principal Purpose of Funds	Approximate Amount (\$)
Professional fees	
Legal fees	22,000
Audit fees	6,000
Accounting fees	18,000
Security management fees	7,560
Compliance	
Regulatory filing fees	11,600
Salaries and fees	
Sales & marketing salaries	16,000
Executive compensation (1)	-
General and administrative expenses	
Rent	18,000
Other general and administrative expenses	24,000
Total	123,160

- (1) Messrs. Eppert and Thompson have agreed with us to convert their management salaries in the estimated amount of \$192,000 for the next 12 months into our Subordinated Voting Shares in the event we are unable to pay such salaries in cash on a timely basis.

We recently completed the initial research and development on our Fleet Data Management & Weigh System. Accordingly, our estimated costs during the next 12 months as expressed in the table above only include research and development expenses relating to improvements to our system, which we anticipate will be substantially less than the \$160,591 in research and development expenses we incurred during the year ended July 31, 2011. Furthermore, during the year ended July 31, 2011, we incurred non-recurring expenses of \$76,527 for the purchase of tools and equipment and paid accounting fees of \$5,925 incurred in our prior fiscal year. As a result of these and other changes in our operating expenses from period to period, we have reduced our estimated operating expenses for the next 12 months by approximately \$348,789 compared to the year ended July 31, 2011.

Other than cash and cash equivalents reflected in the above working capital calculation, we do not have any other internal source of funds available for use to achieve our principal purposes described in this non-offering prospectus. The only potential outside sources of financing which may be available to us are the sale of either (a) our capital stock or debt to private investors pursuant to prospectus exemptions or to the public through a prospectus offering, or (b) our products. Our existing stockholders have indicated a willingness to participate in any private placements we may conduct, but there is no assurance they will invest any additional funds. We recently received a loan commitment in the amount of \$100,000, which we have one year to accept, from PHL Capital Corp., a real estate finance company located in Surrey, BC, that is controlled by one of our stockholders.

We expect to use any funds that we have raised or may raise in the future for the purposes set out above; however, we reserve the right to reallocate any funds in such manner as our board of directors considers to be in our best interests. In the event that we are able to generate sales revenue from our technology and products during the next 12 months, any net profit and positive cash flow will improve our ability to meet our operating expenses as they are incurred.

Objectives and Milestones for Next 12 Months

Our principal objective during the 12 months following the date of this non-offering prospectus is to begin marketing and selling our Fleet Date Management & Weigh System, which we believe is ready for market. The following table presents the specific milestones which we hope to achieve during this period. There is no assurance we will be able to achieve these milestones by the dates presented or at all.

<u>Milestone</u>	<u>Date of Commencement</u>
Contact prospective users	Ongoing
Begin product demonstrations for users	December 2011
Complete first sale	March 2012

DIVIDENDS AND DISTRIBUTIONS

We have not paid dividends or made distributions on our Subordinated Voting Shares during the past three fiscal years and through the date of this non-offering prospectus. We have no present intention of paying dividends in the near future. We will pay dividends when, as and if declared by our board of directors. We expect to pay dividends only out of retained earnings in the event that we do not require our retained earnings for operations and reserves. There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends, but Nevada corporate law prohibits us from declaring and paying dividends if after doing so we would not be able to pay our debts as they become due in the usual course of business, or our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution. We have no shares with preferential dividend and distribution rights authorized or outstanding.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis considers our results of operations and our financial condition at and for the three year period ended July 31, 2011. Our financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and also comply, in all material aspects, with accounting principles generally accepted in the United States ("US GAAP"). This discussion should be read in conjunction with our financial statements and related notes appearing elsewhere in this non-offering prospectus. All currency amounts are expressed in US dollars, unless otherwise indicated. We use the Canadian dollar as our functional currency, although we must pay certain expenses in US dollars.

Overall Performance

We are a development stage company and we have not earned revenues and have incurred losses to date. Our expenses have been limited to routine general and administrative costs and the costs of research and development. We incurred a loss of \$424,174 for the fiscal year ended July 31, 2011 compared to a loss of \$163,716 for the fiscal year ended July 31, 2010. Our financial condition and ability to pay operating costs and research and development costs is dependent on our ability to obtain equity financing and the acceptance of our Subordinated Voting Shares by management as executive compensation in lieu of cash. The level of our operations from period to period depends on the amount of funds available. Our expenses and related losses have increased from period to period as a result of the greater levels of funding that have been made available to us. We believe this is attributable to an improvement in our ability to obtain financing based on advances in the research and development of our Fleet Data Management & Weigh System.

There exists a significant relationship between our financial condition and our level of expenditures, and although we have experienced a working capital surplus and cash flow surplus from time to time, typically these surpluses are a result of a disconnect between the period in which we receive funds and our expected use of those funds in the immediately following periods. Over time, our financial condition has been closely related to the funds we have raised and the expenses we have incurred, with cash inflows and outflows in general evenly balanced over periods.

Selected Annual Information

The following table sets forth selected annual financial information derived from our financial statements.

	Year Ended July 31,		
	2011	2010	2009
	(\$)	(\$)	(\$)
Total revenue	-	-	-
Net loss	(424,174)	(163,716)	(105,000)
Foreign currency translation adjustment	(41,967)	(10,443)	(953)
Comprehensive loss	(466,141)	(174,159)	(105,953)
Basic and fully diluted loss per share	(0.010)	(0.005)	(0.004)
Cash & cash equivalents	38,484	1,991	912
Total assets	145,847	56,405	31,152
Total non-current liabilities	58,497	-	-

As noted in the "Overall Performance" section, above, our financial condition and ability to pay operating costs and research and development costs is dependent on our ability to obtain equity financing and the acceptance of our Subordinated Voting Shares by management as executive compensation in lieu of cash. See the "Description of Capital Structure" section for information about the number of Subordinated Voting Shares and Class A Preferred Shares we have issued and outstanding.

Discussion of Operations

We have provided some discussion of our operations in the "Overall Performance" section, above. We also have provided a thorough description of our plans and the status of our product development in the "Description of Our Business" section, above. The following table presents information about our expense line items that comprise our losses in each identified period.

	Year Ended July 31,		
	2011 (\$)	2010 (\$)	2009 (\$)
Accounting fees	49,918	30,213	1,426
Consulting fees	218,253	22,279	27,640
Depreciation and amortization	13,745	2,666	-
Dues and subscriptions	15,811	5,197	345
Filing fees	10,720	4,502	-
Management fees	73,054	66,838	64,921
Rent	13,086	1,393	-
Tools and materials	34,371	6,071	2,877
Other general and administrative expenses	42,991	24,557	7,791
Total operating expenses	471,949	163,716	105,000

There is no assurance that our Fleet Data Management & Weigh System will be accepted by potential customers, or that we will be able to deliver our products at prices potential customers will be willing to pay. We expect our accounting and legal costs to increase in future periods related to our compliance with requirements applicable to publically traded companies. We will incur these costs irrespective of our level of operations.

Our ability to demonstrate continuing progress in the research, development and commercialization of our Fleet Data Management & Weigh System will depend almost entirely on the future financing we are able to obtain to fund our operations. We estimate that we will require approximately \$123,160 during the next 12 months to carry out our development and marketing plans. There is no assurance that we will be able to obtain sufficient funding in the future. Our financial performance reflects our focused efforts and significant progress towards achieving our key short term objectives, as follows:

- advance the development of our Fleet Data Management & Weigh System
- file a patent application in the USA for our Fleet Data Management & Weigh System
- continue meeting accounting reform conversion requirements
- continue to advance and meet regulatory reporting requirements with the British Columbia Securities Commission and OTC Markets
- obtain a listing on the CNSX
- raise private equity to finance meeting our goals

Junior Issuer Disclosure

The following table provides information about our research and development costs, general and administrative expenses and other material costs.

	Year Ended July 31,		
	2011 (\$)	2010 (\$)	2009 (\$)
Expensed R&D costs	194,962	6,071	2,877
Deferred R&D costs			
Fleet management technology	30,000	30,000	30,000
General and administrative expenses	471,949	163,716	105,000
Other material costs	-	-	-

Our 2011 R&D costs included \$88,116 in consulting fees and \$72,475 in management fees paid for the design and manufacturing of our Fleet Data Management & Weigh System prototypes, as well as \$34,371 for tools and other materials. We do not expect to incur such substantial costs during our current fiscal year.

We began marketing our products in August 2011, following the filing of a US patent for national property and protection. Therefore we have already incurred substantially all of our pre-marketing costs. As stated above, we estimate that our operating costs for the next 12 months will total \$123,160. This figure includes \$65,160 for professional fees and meeting our regulatory obligations, \$42,000 to cover rent and general and administrative expenses and \$16,000 for sales and marketing. In addition, we expect to accrue management compensation totaling \$192,000 over the next 12 months, all of which will be converted into our Subordinated Voting Shares by Messrs. Eppert and Thompson in the event we are unable to pay their salaries in cash on a timely basis. Throughout our development, management has demonstrated a proven track record of being able to raise sufficient funds through the private sale of our Subordinated Voting Shares to meet our financial requirements, and we do not anticipate that this will change should we require additional financing in our current fiscal year.

Summary of Quarterly Results

The following is a summary of our quarterly results for each of the eight most recently completed fiscal quarters.

	Three Months Ended							
	July 31, 2011 (\$)	April 30, 2011 (\$)	January 31, 2011 (\$)	October 31, 2010 (\$)	July 31, 2010 (\$)	April 30, 2010 (\$)	January 31, 2010 (\$)	October 31, 2009 (\$)
Total Revenue	-	-	-	-	-	-	-	-
Net Loss	(240,373)	(100,987)	(60,607)	(22,207)	(43,435)	(57,321)	(28,731)	(34,229)
Foreign Currency Translation Adjustment	(52,874)	10,268	1,315	(676)	(4,759)	(10,927)	2,097	3,146
Comprehensive Loss	(293,247)	(90,719)	(59,292)	(22,883)	(48,194)	(68,248)	(26,634)	(31,083)
Basic and Fully Diluted Loss per Share	(0.007)	(0.002)	(0.001)	(0.001)	(0.002)	(0.001)	(0.001)	(0.001)

Beginning in 2010, we began incurring auditing fees and legal fees for compliance with British Columbia and United States securities laws. We expect these expenses to continue and increase regardless of our operating performance.

We incurred significant expenditure increases in 2011 over 2010, especially in the third and fourth quarters, relative to our product development, accounting conversion requirements, regulatory filings, patent applications and sales initiatives. We used funds for the following operating activities during our most recent fiscal year: sales, general and administrative expenses, accounting fees, consulting fees for accounting conversion requirements and sales and marketing efforts, depreciation (non-cash expense), rent, dues and subscriptions, and filing fees for regulatory filings and our US patent application.

Our most significant area of expense in the fourth quarter of 2011 was consulting fees. These fees were incurred in the areas of business and corporate development, sales and marketing and product development.

We generated significant funds during the year ended July 31, 2011 through private equity placements in the amount of \$263,000, and raised an additional \$80,560 during the fourth quarter of 2011 for which the shares were issued in

September 2011. These funds were used to continue the development of our Fleet Date Management & Weigh System, settle accounting fees and pay dues and subscriptions, as well as cover other general and administrative expenses.

Year End MD&A

RESULTS OF OPERATIONS

Revenue

We generated no sales revenue during the years ended July 31, 2011 and 2010. Other income of \$2,854 (2010 – \$Nil) was generated from the provision of services utilizing our tools and equipment.

Operating Expenses

Our operating expenses totaled \$471,949 for the year ended July 31, 2011, compared to \$163,716 for the same period in our prior fiscal year. This significant change in our operating expenses is related to a number of factors, including new expenses that we did not incur during our prior fiscal year such as accounting fees, audit fees and differences in exchange rates. We also incurred consulting fees in association with corporate development during the third and fourth quarters of 2011, and additional filing fees with the British Columbia and Ontario Securities Commissions.

The following table illustrates our comparative operating expenses for the fiscal years ended July 31, 2011, 2010 and 2009:

	Year Ended July 31,		
	2011	2010	2009
	(\$)	(\$)	(\$)
General and Administrative Expenses			
Accounting fees	49,918	30,213	1,426
Automobile expenses	11,519	5,660	568
Bank charges and interest expense	4,066	2,124	540
Consulting fees	218,253	22,279	27,640
Depreciation and amortization	13,745	2,666	-
Dues and subscriptions	15,811	5,197	345
Insurance	-	708	162
Filing fees	10,720	4,502	-
Management fees	73,054	66,838	64,921
Legal fees	2,500	5,000	-
Meals and entertainment	3,998	1,312	497
Office and miscellaneous	8,684	2,571	953
Rent	13,086	1,393	-
Telecommunications	645	778	-
Transfer agent fees	8,051	5,077	4,465
Travel	3,528	1,327	-
Tools and materials	34,371	6,071	2,877
Total Operating Expenses	471,949	163,716	105,000

Our general and administrative expenses for the year ended July 31, 2011 included related party management fees of \$90,594 (2010 – \$66,838) and related party consulting fees of \$105,696 (2010 - \$22,279). During fiscal 2011, we recovered management fees due to related parties of \$17,540. Management does not consider that these amounts, which were due to our former director, are payable. The consulting fees recorded during the third and fourth quarters of 2011 relate to consulting activities associated with our corporate development.

In general, our other general and administrative expenses remained relatively similar between the years ended July 31, 2011 and 2010, except for the costs associated with new expenses such as depreciation or the items discussed above.

Net Loss

Our net loss for the year ended July, 2011 totaled \$424,174, compared with \$163,716 for the year ended July 31, 2010. Our net loss increased primarily due to the additional expenses we incurred, such as consulting fees, during the third and fourth quarters of 2011 as discussed above. Also impacting our net loss was the fact that we undertook more activity during fiscal 2011 than we did in fiscal 2010.

Other Comprehensive Loss

	Year ended July 31,		
	2011	2010	2009
	(\$)	(\$)	(\$)
Foreign Currency Adjustments	(41,967)	(10,443)	(953)
Total Comprehensive Income/(Loss)	(41,967)	(10,443)	(953)

Our functional currency is the Canadian dollar and our reporting currency is the US dollar. At each balance sheet date, our assets and liabilities that are denominated in a currency other than US dollars are adjusted to reflect the current exchange rate which may give rise to a foreign currency translation adjustment accounted for as a separate component of stockholders' equity and included in other comprehensive income/(loss). We recorded translation adjustments of \$(41,967) and \$(10,443) for the years ended July 31, 2011 and 2010, respectively. These amounts are included in our statement of operations as other comprehensive loss for the respective periods.

Comprehensive Loss

Our comprehensive losses were \$466,141 and \$174,159 for the years ended July 31, 2011 and 2010, respectively. The increase in our comprehensive loss in fiscal 2011 compared to 2010 was due to the fact that we incurred additional costs such as depreciation and consulting fees for business development purposes.

Total Assets

Our total assets amounted to \$145,847 at July 31, 2011, compared to \$56,405 at July 31, 2010. The increase is attributable to our acquisition of www.deploy.ca with a market value of \$12,581, other additions to website development costs of \$1,162 and our purchase of property, plant and equipment valued at \$49,302.

Shareholders' Deficiency

Our shareholders' deficiency was \$22,808 at July 31, 2011, compared to \$37,264 at July 31, 2010. The change in our shareholders' deficiency was mainly due to the fact that we issued 4,000,370 Subordinated Voting Shares in the third quarter of 2011 and we received advance share subscriptions totaling \$80,560 at July 31, 2011, as offset by the increase in our net loss for the year ended July 31, 2011.

Liquidity and Capital Resources

We are a development stage company and accordingly, we have not yet generated revenue from our operations. We finance our activities by raising capital through the private sale of our Subordinated Voting Shares. There is no assurance that we will be able to sell our Subordinated Voting Shares to fund our future operations. We have received a loan commitment for \$100,000, which we have one year to accept, from PHL Capital Corp., a real estate finance company controlled by one of our stockholders. We do not know if or when we will begin to complete sales of our Fleet Data Management & Weigh System and generate revenue. If we are unable to generate revenue and achieve profitability, we will be unable to continue as a going concern, in which case our stockholders may lose their entire investment.

We have experienced working capital deficiencies in the past and anticipate that we may experience periods of working capital deficiency in the future. In general, we are able to adjust the obligations we incur to correspond to the cash we have on hand from the private sale of our Subordinated Voting Shares. We can make no such adjustments with respect to accounting and legal fees related to compliance with British Columbia and US securities laws, which we incur as required by the reporting cycles of SEDAR and OTC Markets. Also, we incur executive compensation which we intend to pay in cash, but have agreed with management to convert such accrued compensation into our Subordinated Voting Shares until such time as we are able to do so. If we begin to make sales, we may be required to maintain inventories, which we expect to require increasingly greater amounts of capital.

The following table sets forth our estimated working capital requirements for the next 12 months:

Professional fees and compliance	\$65,160
Sales and marketing salaries	16,000
Executive compensation (1)(2)	-
Rent	18,000
Other general and administrative expenses (2)	24,000
Total	\$123,160

- (1) Messrs. Eppert and Thompson have agreed with us to convert future management salaries in the estimated amount of \$192,000 for the next 12 months into our Subordinated Voting Shares in the event we are unable to pay such salaries in cash on a timely basis.
- (2) We plan to attribute a portion of executive compensation to the sales and marketing activities of management and a portion of executive compensation and other general and administrative expenses to ongoing product development.

We estimate that our working capital requirements to meet our financial reporting and marketing goals over the next 12 months will be approximately \$123,160.

Our working capital deficit was \$67,513 as of July 31, 2011 and \$90,059 as of July 31, 2010. These deficits include amounts owing for related party payables of \$92,925 as of July 31, 2011 and \$19,367 as of July 31, 2010.

Our cash position was \$38,484 at July 31, 2011, compared to \$1,991 at July 31, 2010.

We generated significant funds in the year ended July 31, 2011 through private equity placements in the amount of \$343,560.

During the year ended July 31, 2011 we used \$202,055 in cash (2010 -- \$52,184) on operating activities. Accrued interest not yet paid, depreciation on fixed assets, shares issued for services, non-cash write-down of management fees previously owed to a prior director, foreign exchange and changes in non-cash working capital items make up the amounts that reconcile our net loss for the year ended July 31, 2011 to our cash flows from operating activities.

During the year ended July 31, 2011, we purchased property and equipment for \$49,302 in cash (2010 – \$25,461) and spent additional cash of \$13,743 on the development of our website.

Our investment policy is to keep cash on deposit in an interest bearing Canadian chartered bank account. We do not hold any asset-backed commercial paper.

During the year ended July 31, 2011 we spent cash on the following capital expenditures or investing activities: consulting and deferred management fees for critical product development, design and testing; the purchase of equipment and tools for product development; and the development of a web site for marketing purposes. We do not expect that we will expend significant funds on similar activities in fiscal 2012 and we do not currently have commitments for any additional capital expenditures. When we begin manufacturing, warehousing and selling our technology and products, we anticipate that we will need to lease facilities suitable for these purposes, as well as for a head office.

Contractual Obligations

The only contractual obligations we have are long-term loans due to an affiliate in the aggregate amount of \$58,497 at July 31, 2011 (2010 – \$52,076). During the year ended July 31, 2011, we rescheduled the repayment dates for those loans to July 31, 2013. The loans are unsecured and bear interest at 5% per annum. We required the loan proceeds to pay our audit and legal fees and to comply with our regulatory obligations, and they include amounts totaling \$21,512 due to related parties.

Contractual Obligations	Total (\$)	Less than 1 Year (\$)	1 – 3 Years (\$)	4 – 5 Years (\$)	After 5 Years (\$)
Short-Term Debt	-	-	-	-	-
Long Term Debt	58,497	-	58,497	-	-
Finance Lease Obligations	-	-	-	-	-
Operating Leases	-	-	-	-	-
Purchase Obligations	-	-	-	-	-
Other Obligations	-	-	-	-	-
Total Contractual Obligations	58,497		58,497		

Capital Resources

We do not have any capital resources and are unable to predict as to when we may acquire or generated capital resources. We do not have commitments for capital expenditures. We are confident that, following capital expenditures of \$42,156 during the year ended July 31, 2011, we have available all necessary tools and equipment for use in the testing of the hardware and software in our Fleet Data Management & Weigh System for the 12 months following the time we begin to market our products. It is the intention of management to outsource the production of our system to an existing company with adequate capital resources, should we experience the sales growth we believe is possible.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet transactions, obligations under guaranty contracts for financing instruments, any obligations under derivative interests or any special purpose entity transactions.

Transactions with Related Parties

On November 14, 2011, we issued 353,878 Subordinated Voting Shares valued at \$35,388 to Mr. David Eppert, our Chairman, President, Chief Executive Officer and director, 117,959 Subordinated Voting Shares valued at \$11,796 to Mr. Andre Thompson, our Chief Financial Officer, Vice President of Operations and director, and 245,749 Subordinated Voting Shares valued at \$24,575 to Grewal & Co. Professional Services, a company owned by Mr. Harjit Grewal, our Vice President of Corporate Development and director, for management and consulting services rendered to us during the three month period ended October 31, 2011.

On September 29, 2011, we approved the exchange of 2,900,000 of our newly authorized Class A Preferred Shares for 29,000,000 of our Subordinated Voting Shares, as follows: 200,000 Class A Preferred Shares for 2,000,000 Subordinated Voting Shares owned by Force Options Inc., a private company owned by Mr. Eppert, and, 2,700,000 Class A Preferred Shares for 27,000,000 Subordinated Voting Shares owned by Trepped Enterprises Inc. ("Trepped"), a private company owned equally by Mr. Eppert and Mr. Thompson. The purpose of the exchange was to reduce the number of our Subordinated Voting Shares classified as "builder's shares" by the CNSX and the British Columbia Securities Commission.

During the year ended July 31, 2011, we paid/accrued a total of \$90,594 in management fees to Mr. Eppert.

During the year ended July 31, 2011, we paid/accrued consulting fees of \$30,201 to Mr. Thompson.

During the year ended July 31, 2011, we paid/accrued consulting fees of \$75,495 to Grewal & Co. Professional Services, a company owned by Mr. Grewal.

During the year ended July 31, 2011, we paid/accrued accounting fees of \$14,646 to BESA Global Consulting Inc., an accounting firm owned by Mr. Wisdom Ncube, our former Chief Financial Officer.

During the year ended July 31, 2011, we reversed the accrual of management fees of \$17,540 previously due to Laird Rice, our former director.

On April 20, 2011, we issued 470,370 Subordinated Voting Shares to Trepped for a total of approximately \$47,037 related to management and consulting services rendered to us during the year ended July 31, 2011.

On April 20, 2011, we issued 500,000 Subordinated Voting Shares to Grewal & Co. Professional Services for \$50,000 related to consulting services rendered to us during the year ended July 31, 2011.

During the year ended July 31, 2010, we paid/accrued management fees of \$66,838 to Mr. Eppert.

During the year ended July 31, 2010, we paid/accrued consulting fees of \$22,279 to Mr. Thompson.

During the year ended July 31 2010, we issued 4,041,613 Subordinated Voting Shares with a fair value of \$202,049 to Mr. Eppert and Mr. Thompson in exchange for the forgiveness of \$112,932 and \$89,117, respectively, in management and consulting fees due to them incurred in that year and our prior year.

During the year ended July 31, 2010, we issued 120,000 Subordinated Voting Shares with a fair value of \$6,000 to Ron McIntyre, our former director and officer, for management and consulting fees incurred in our prior year.

On July 11, 2010, we issued 139,089 Subordinated Voting Shares valued at \$13,909 to settle loans payable to business associates related to Mr. Thompson.

During the year ended July 31, 2009, we received loans from an investor, business associates related to Mr. Thompson and Pacific Everand Ventures Ltd., a company related to Mr. Thompson. The principal balance on these loans bears interest at a rate of 5% per annum and is unsecured. During the year ended July 31, 2011, we rescheduled the repayment dates of these loans to July 31, 2013. The balance as at July 31, 2011 consisted of principal and accrued interest of \$54,616 and \$3,881, respectively.

During the year ended July 31, 2009, we issued 5,382,666 Subordinated Voting Shares with a fair value of \$161,480 to Mr. Rice and Mr. McIntyre for management and consulting fees incurred in our prior year.

During the year ended July 31, 2009, we paid/accrued management fees of \$64,921 to Mr. Eppert.

During the year ended July 31, 2009, we paid/accrued consulting fees of \$21,640 to Mr. Thompson.

During the year ended July 31, 2009, we paid/accrued consulting fees of \$6,000 to Ron McIntyre, our former officer and director.

On November 10, 2008, we issued 30,000,000 Subordinated Voting Shares valued at \$30,000 in exchange for fleet management technology from Trepped.

Critical Accounting Estimates

The preparation of our financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions regarding accounting estimates for certain amounts contained within the financial statements. We believe that each assumption and estimate is appropriate to the circumstances and represents the most likely future outcome. However, because of the uncertainties inherent in making assumptions and estimates regarding unknown future outcomes, future events may result in significant differences between estimates and actual results.

Changes in Accounting Policies including Initial Adoption

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian publicly accountable enterprises will be required to adopt International Financial Reporting Standards ("IFRS") for financial periods beginning on and after January 1, 2011. The effective implementation date of the conversion from Canadian GAAP to IFRS is August 1, 2011, with an effective date of August 1, 2010 for financial statements prepared on a comparative basis. We are engaged in an assessment and conversion process which includes consultation with external consulting firms.

Our information technology, accounting and financial reporting systems are not expected to be significantly impacted. According to BCSC Staff Notice 52-326, the changeover to IFRS from Canadian GAAP is having the greatest impact on the following elements of financial reporting for companies not in mining, oil and gas and real estate businesses: Impairment of assets; Revenue recognition; and, Property, plant and equipment. These elements of financial reporting do not impact our current financial statements. Nevertheless, in subsequent years, IFRS could generate more impairment write-downs, if we incur impairment of assets, than Canadian GAAP since it uses a one-step test.

Under IFRS, impairment tests are generally carried out using the discounted future cash flows (one step test). Write-downs to net realizable values under an impairment test can be reversed if the conditions of impairment cease to exist. Under Canadian GAAP, impairment tests are generally done on the basis of undiscounted future cash flows and impairment loss is measured as the excess of the carrying value over the discounted cash flows (two step approach). Unlike IFRS, write-downs are permanent changes in the carrying value of assets and cannot be reversed.

The transition to IFRS requires us to apply IFRS 1, "First-Time Adoption of International Financial Reporting Standards" which details the requirement for preparing IFRS-compliant financial statements in the first reporting period after the date of transition. IFRS 1 provides entities adopting IFRS for the first time with a number of optional and mandatory exemptions in certain areas to the general requirement of full retrospective application of IFRS.

Based on management's analysis of the various, accounting policy choices available, IFRS 1 elections relevant to us relates to property, plant and equipment and cumulative translation differences.

- IFRS 1 allows us to elect to have fair value or revaluation amounts as the deemed cost of property, plant and equipment at the date of transition. In accordance with IFRS 1, we may elect to measure certain items of property, plant and equipment at their fair values at the date of transition. Any fair value adjustments and changes to the assessment of the related useful lives of the individual components of property, plant and equipment could impact the depreciation charges subsequent to the date of transition. We will not elect to utilize this transitional provision and will record property, plant and equipment at cost upon adoption of IFRS.
- In relation to cumulative translation differences, IAS 21, "The Effects of Changes in Foreign Exchange Rates" would require us to calculate currency translation differences retrospectively. IFRS 1 provides the option of resetting cumulative translations gains and losses to zero at the transition date. We elected to reset cumulative translations losses to zero resulting in a decrease of \$9,179 in accumulated other comprehensive loss and increase of \$9,179 in deficit at the transition date.

We are in the process of preparing our opening balance sheet at August 1, 2010, preparing comparative financial statements and notes under IFRS for each quarterly period of 2010, and implementing system, processes, internal controls and training necessary. We have determined that there are no differences between Canadian GAAP and IFRS, as they relate to us upon transition to IFRS, although certain differences may arise in the future as discussed above. The foregoing is based on management's estimates and decisions, and are currently being reviewed internally by the board of directors and our external auditors.

Financial Instruments and Other Instruments

We classify all financial instruments as either held for trading, held to maturity, loans and receivables, available-for-sale and other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. Held for trading instruments are measured at fair value with unrealized gains and losses recognized on the statement of loss and comprehensive loss.

We have designated cash as held for trading, which is measured at fair value. Amounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and loans payable are classified as other financial liabilities which are measured at amortized cost. We have classified investment in another private company as available-for-sale and therefore we carry it at fair market value, with the unrealized gain or loss recorded in shareholders' equity as a component of accumulated other comprehensive income. These amounts will be reclassified from shareholders' equity to net income when the investment is sold or when the investment is impaired and the impairment is considered less than temporary.

Other MD&A Requirements

You may find additional information about us, including our annual information form (AIF) on SEDAR at www.sedar.com.

Going Concern

Management cannot provide assurance that we will ultimately achieve profitability or become cash flow positive, or be able to raise additional debt and/or equity capital. However, based on its demonstrated ability to raise capital to date, management believes our capital resources along with our ability to raise further funding should be adequate to continue operating and maintain our business strategy during fiscal 2012. However, if we are unable to raise additional capital in the future, management expects we will need to curtail operations, liquidate assets, seek additional capital on less favorable

terms and/or pursue other remedial measures. Our financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classifications of liabilities that might be necessary should we be unable to continue as a going concern.

Controls and Procedures

Our management is responsible for establishing and maintaining a system of controls and procedures over our public disclosure of financial and non-financial information. Management is also responsible for the design and maintenance of effective internal control over financial reporting to provide reasonable assurance regarding the integrity and reliability of our financial information and the preparation of its financial statements in accordance with Canadian generally accepted accounting principles. Management maintains appropriate information systems, procedures and controls to ensure integrity of the financial statements and maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete and reliable.

DESCRIPTION OF CAPITAL STRUCTURE

We are not distributing any securities pursuant to this non-offering prospectus. We are providing the following description of our Subordinated Voting Shares solely for informational purposes.

Our articles of incorporation authorize us to issue two classes of equity securities. These classes are Subordinated Voting Shares and Class A Preferred Shares. Each of our Class A Preferred Shares is entitled to 10 votes per share, as compared to our Subordinated Voting Shares which have one vote per share. As a result, our Subordinated Voting Shares are deemed to be subordinated to our Class A Preferred Shares. The following description of our equity securities is qualified in its entirety by reference to our articles of incorporation, as amended, our bylaws and Nevada corporate law.

We are authorized to issue 100,000,000 Subordinated Voting Shares, \$0.0001 par value per share. As of the date of this non-offering prospectus, we have 21,021,709 Subordinated Voting Shares issued and outstanding. Holders of our Subordinated Voting Shares:

- have one vote per share on election of each director and other matters submitted to a vote of stockholders;
- do not have cumulative voting rights;
- have equal rights with all holders of issued and outstanding Subordinated Voting Shares to receive dividends from funds legally available therefore, if any, when, as and if declared from time to time by the board of directors;
- are entitled to share equally with all holders of issued and outstanding Subordinated Voting Shares in all of our assets remaining after payment of liabilities, upon liquidation, dissolution or winding up of our affairs;
- do not have preemptive, subscription or conversion rights;
- do not have conversion or exchange rights;
- are not subject to redemption, retraction, purchase for cancellation or surrender;
- are not subject to sinking fund or purchase provision; and
- are not subject to provisions requiring the contribution of additional capital.

We are authorized to issue 2,900,000 Class A Preferred Shares. As of the date of this non-offering prospectus, we have 2,900,000 Class A Preferred Shares issued and outstanding. Holders of our Class A Preferred Shares:

- have 10 votes per share *in pari passu* with our Subordinated Voting Shares on all matters presented to the holders of our equity securities for vote or approval;
- have a right to receive dividends when, as and if declared by the board of directors, *in pari passu* with each Subordinated Voting Share with the amount of such dividend determined by multiplying the dividend per Subordinated Voting Share by 10;
- have a right to receive distributions, whether or not in liquidation, *in pari passu* with each Subordinated Voting Share with the amount of such distribution determined by multiplying the distribution per Subordinated Voting Shares by 10;
- can convert into 10 Subordinated Voting Shares at our election of or of the holder any time after two years from the date of issuance.

Constraints

We are not aware of any constraints imposed on the ownership of our securities to ensure that we have any required level of Canadian ownership.

Ratings

We have not asked for or received a stability rating and we are not aware that we have received any other kind of rating.

CONSOLIDATED CAPITALIZATION

From July 31, 2011 to the date of this non-offering prospectus, our share capital increased to \$2,633,972 from \$2,095,678, and is now comprised of 21,021,709 Subordinated Voting Shares valued at \$2,604,972 and 2,900,000 Class A Preferred Shares valued at \$29,000.

The change in our share capital from July 31, 2011 to the date of this non-offering prospectus is summarized as follows:

	Subordinated Voting Shares		Class A Preferred Shares	
	Number	Amount	Number	Amount
As at July 31, 2011	44,638,769	\$ 2,095,678	-	\$ -
Issued on September 6, 2011	2,534,791	253,479	-	-
Converted on September 29, 2011 (1)	(29,000,000)	(29,000)	2,900,000	29,000
Issued on November 14, 2011	2,848,149	284,815	-	-
As at December 16, 2011	21,021,709	\$ 2,604,972	2,900,000	\$ 29,000

- (1) On September 29, 2011, we approved the exchange a total of 29,000,000 Subordinated Voting Shares for 2,900,000 of our Class A Preferred Shares.

OPTIONS TO PURCHASE SECURITIES

We have not issued any options, warrants or other similar securities to any person since our inception.

PRIOR SALES OF OUR SECURITIES

Prior Sales

We are not offering securities for distribution pursuant to this non-offering prospectus. Nevertheless, within the 12 months preceding the date of this non-offering prospectus we completed the following sales of our Subordinated Voting Shares:

Price per Share (\$)	Number of Shares	Cash Proceeds (\$)	Date of Issuance (1)
0.10	995,000	99,500	February 22, 2011
0.10	1,635,000	163,500	April 20, 2011
0.10	970,370	(2)	April 20, 2011
0.10	400,000	(3)	April 20, 2011
0.10	2,534,791	253,479	September 6, 2011
0.10	353,878	(2)	November 14, 2011
0.10	117,959	(2)	November 14, 2011
0.10	245,749	(2)	November 14, 2011
0.10	2,130,563	213,056.30	November 14, 2011

- (1) Includes shares previously sold aggregated for the issuance of certificates on the dates indicated.
(2) Share based awards to management in payment of compensation. See "Executive Compensation".
(3) Share based awards to third parties for consulting fees.

Trading Price and Volume

Our Subordinated Voting Shares are traded in the over-the-counter securities market in the United States under the symbol "DPLY" and are quoted on www.otcmarkets.com (formerly www.pinksheets.com).

The following table sets forth the reported high and low prices and the trading volume as reported by otcmarkets.com for our Subordinated Voting Shares in the U.S. over-the-counter market in each month of the twelve month period prior to the date of this non-offering prospectus. These prices may not reflect commissions, discounts and markups and may not represent actual transactions.

Date	High (\$)	Low (\$)	Volume
December 2011	0.08	0.075	15,450
November 2011	0.46	0.075	10,000
October 2011	0.34	0.01	9,641
September 2011	0.45	0.20	27,042
August 2011	0.40	0.19	13,296
July 2011	0.19	0.05	31,744
June 2011	0.19	0.18	51,931
May 2011	0.19	0.10	5,253
April 2011	0.19	0.08	2,500
March 2011	0.2499	0.14	34,623
February 2011	0.23	0.23	450
January 2011	0.23	0.16	20,569
December 2010	0.20	0.15	16,550

ESCROWED SECURITIES AND OTHER SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Upon notification of a listing date by the CNSX, we plan to enter into an escrow agreement with our transfer agent and Messrs. Eppert and Thompson and the entities they control that own our shares. The certificates representing the affected Subordinated Voting Shares and Class A Preferred Shares held by our principal stockholders will be held by our transfer agent as the escrow agent. The purpose of the escrow agreement is to prevent the public sale of the affected shares until they are released from escrow in accordance with the following release schedule:

Subordinated Voting Shares Release Schedule	Amount to be Released
CNSX listing date	1/10 original number of escrow securities
6 months after the listing date	1/6 of remaining escrow securities
12 months after the listing date	1/5 of remaining escrow securities
18 months after the listing date	1/4 of remaining escrow securities
24 months after the listing date	1/3 of remaining escrow securities
30 months after the listing date	1/2 of remaining escrow securities
36 months after the listing date	remaining escrow securities

Class A Preferred Shares Release Schedule	Amount to be released
36 months after the listing date and upon providing the escrow agent with our audited financial statements demonstrating sales	100% of escrow securities

To our knowledge, there are no Subordinated Voting Shares or Class A Preferred Shares held in escrow as of the date of this non-offering prospectus. The following table includes securities that we expect will be held in escrow upon execution of the escrow agreement.

Designation of Class	Number of Securities to be Held in Escrow	Percentage of Class
Subordinated Voting Shares	6,215,211 (1)	29.57
Class A Preferred Shares (2)	2,900,000 (1)	100

- (1) These shares will be held in escrow by our transfer agent, Securities Transfer Corporation.
- (2) At no time while held in escrow can any Class A Preferred Shares be converted to Subordinated Voting Shares.

We are not seeking a listing or quotation for our Class A Preferred Shares on any exchange or quotation service.

All of our shares sold in private placements, including shares in held in escrow, are subject to the four month-and-a-day hold period from the date of issuance under applicable securities laws and therefore cannot be sold through the CNSX until after the hold period has expired. All of our shares sold in private placements are also subject to the restrictions imposed by Rule 144 under the United States Securities Act or Regulation S promulgated thereunder, as applicable, and cannot be sold through the OTC Markets quotation service until at least one year has elapsed from the date of issuance.

PRINCIPAL SHAREHOLDERS

The principal holders of our Subordinated Voting Shares are identified in the following table. None of our other directors or executive officers owns any of our Subordinated Voting Shares and we are not aware of any other stockholder who owns 10% or more of our Subordinated Voting Shares.

Name	Number of Shares	Percentage of Class
Terry Bower	50,000 (1)	(2)
Harold Dunnigan	36,000	(2)
David Eppert	2,854,266 (3)	13.58
Harjit Grewal	1,228,862 (4)	5.85
Kulbir Rehal	100,000	(2)
Andre Thompson	3,818,905 (5)	18.17
All directors and officers as a group	8,088,033	38.47

- (1) Legally owned by 579615 B.C. Ltd., a private company owned by Mr. Bower.
- (2) Less than 1%.
- (3) Includes 2,820,249 shares (or 50% of the total shares) legally owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson, and 34,017 shares owned by Mr. Eppert personally.
- (4) Includes 1,098,862 shares legally owned by Grewal & Co. Professional Services Ltd., a company owned by Mr. Grewal, 60,000 shares legally owned by Grewal Investments Ltd., 5,000 shares (or 25% of the total shares) legally owned by Quattro Investments Ltd., a company 25% owned by Mr. Grewal, 15,000 shares (or 33% of the total shares) legally owned by Quattro Capital Group Inc., a company 33% owned by Mr. Grewal, and 50,000 shares (or 50% of the total shares) legally owned by A.I.S. Management (Guildford) Inc., a company 50% owned by Mr. Grewal.
- (5) Includes 997,656 shares legally owned by Pacific Everand Ventures, Ltd., a company jointly owned by Mr. Thompson and his spouse, 2,820,249 shares (or 50% of the total shares) legally owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert, and 1,000 shares owned by Mr. Thompson personally.

The percentage calculations above are based on 21,021,709 of our issued and outstanding Subordinated Voting Shares as of the date of this non-offering prospectus.

On September 29, 2011, we approved the exchange of 27,000,000 of our Subordinated Voting Shares owned by Trepped Enterprises Inc. for 2,700,000 of our Class A Preferred Shares, and the exchange of 2,000,000 of our Subordinated Voting Shares owned by Force Options Inc. for 200,000 of our Class A Preferred Shares. The principal holders of our Class A Preferred Shares are identified in the following table. None of our other directors or executive officers owns any of our Class A Preferred Shares and no other stockholder owns any of our Class A Preferred Shares.

Name	Number of Shares	Number of Votes (1)	Percentage of Class
David Eppert	1,550,000 (2)	15,550,000	53.45
Andre Thompson	1,350,000 (3)	13,500,000	46.55
All directors and officers as a group	2,900,000	29,000,000	100

- (1) Our Class A Preferred Shares vote together with our Subordinated Voting Shares on all matters submitted to our stockholders for approval. Accordingly, the holders of our Class A Preferred Shares have the right to cast 57.98% of the total number of votes eligible to be cast on all matters submitted to our stockholders for approval.
- (2) Includes 200,000 shares legally owned by Force Options Inc., a company owned by Mr. Eppert, and 1,350,000 shares (or 50% of the total shares) legally owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson.
- (3) Includes 1,350,000 shares (or 50% of the total shares) legally owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert.

DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS

Information regarding our directors, executive officers and promoters is set forth in the following table.

Name and Jurisdiction of Residence	Position(s) and Committee Membership	Age	Date of Appointment as Director
Terry Bower British Columbia, Canada	Director, Audit Committee Chair	65	October 13, 2010
Harold Dunnigan California, USA	Director	80	October 23, 2009
David Eppert British Columbia, Canada	Chairman, President, Chief Executive Officer, Director, Promoter, Audit Committee Member	43	July 18, 2008
Harjit Grewal British Columbia, Canada	Vice President of Corporate Development, Director	36	February 28, 2011
Kulbir Rehal British Columbia, Canada	Director, Audit Committee Member	59	October 13, 2010
Andre Thompson British Columbia, Canada	Chief Financial Officer, Vice President of Operations, Secretary, Director, Promoter	67	February 2, 2009
Charles J. M. Ward Alberta, Canada	Treasurer, Director, Audit Committee Member	61	November 8, 2009

Each director is elected (i) by our stockholders at our annual meeting of stockholders or (ii) by our board of directors between our annual meeting of stockholders, and serves until our next annual meeting of stockholders and until his successor is elected and qualified. We plan to hold our annual meetings within 90 days of the end of each fiscal year. Our officers are appointed by our board of directors.

At the date of this non-offering prospectus, our directors, executive officers and promoters as a group hold directly or indirectly 8,088,033 of our Subordinated Voting Shares, or 38.47% of our issued and outstanding Subordinated Voting Shares, and 2,900,000 of our Class A Preferred Shares, or 100% of our Class A Preferred Shares.

Experience of Our Directors and Officers

The following is a brief description of the education and business experience during at least the past five years of each of our directors and executive officers. We do not have any employees or contractors whose experience is critical to our business.

David Eppert is our Chairman, President, Chief Executive Officer, director and promoter, and is also a member of our audit committee. He has been our officer and director since July 2008. In 2001, Mr. Eppert founded Think Security Corporation, a company that developed online banking security technology, and he served as its President until **February 2007**. Over the past 12 years, he has offered technical computer and network services to various clients on a consultant basis. Mr. Eppert devotes **100%** of his time to our affairs.

Andre Thompson is our Chief Financial Officer, Vice President of Operations, director and promoter. Mr. Thompson devotes approximately 50% of his time to our affairs. Since January 1989, he has been a partner and the general manager of Brenson Pacific Technologies Ltd., a company that provides computer and technology consulting services. He holds a Bachelor of Arts degree in mathematics and chemistry from Oakwood College in Huntsville, Alabama and pursued graduate studies in mathematics at Andrews University in Berrien Springs, Michigan.

Harjit Grewal (Bobby) is our Vice President of Corporate Development and one of our directors. In 2003, he was the founder of Grewal & Co. Professional Services Ltd., a company located in Surrey, British Columbia that has over 400 corporate and personal clients. Mr. Grewal remains the President of that company and is also a partner of Allied Insurance Services Inc., a company offering auto & general insurance services. He earned a Bachelor of Business Administration degree in 1999 from Simon Fraser University in Burnaby, British Columbia and is a Chartered Accountant. Mr. Grewal devotes approximately **10%** of his time to our affairs.

Terry Bower is one of our directors and the Chair of our audit committee. He is a Registered Public Accountant. From 1984 to the present, he has been a senior partner at the firm of Jenrob & Associates. He earned his Bachelor of Arts degree

from the University of Washington in 1980 and his Registered Public Accountant designation from the University of Alberta in 2003.

Harold Dunnigan is one of our directors. Mr. Dunnigan has been retired since January 2005, after completing 25 years of teaching and a military career. He earned a Bachelor of Arts degree in physical education with a minor in mathematics in 1960 from California State University in Los Angeles, California.

Kulbir Rehal is one of our directors and a member of our audit committee. From March 2006 to August 2010, Mr. Rehal has been a partner and business manager in Pacific Auto Group, a car dealership. He earned a Bachelor of Arts degree in economics and geography in 1974 from Guru Nanak University in Amritsar, Punjab, India.

Charles J.M. Ward is our Treasurer, one of our directors and a member of our audit committee. From January to June 2006, Mr. Ward organized the founding of LINCS, a logistics software development and consulting firm of which he has been the President since July 2006. From January 1996 to December 2005, Mr. Ward served as a Vice President with Air France Cargo. He holds a Bachelor of Commerce degree from Dalhousie University in Halifax, Nova Scotia.

None of our directors or executive officers has entered into a non-competition or non-disclosure agreement with us.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as stated below, none of our directors, executive officers or promoters was, within the 10 year period prior to the date of this non-offering prospectus, a director or officer of a company that has been subject to a cease trade order.

- On July 3, 2009, the British Columbia Securities Commission issued a cease trade order against us for failure to file (i) interim financial statements for the periods ended October 31, 2008, January 31, 2009 and April 30, 2009, (ii) a Form 51-102F1 *Management's Discussion and Analysis* for the periods ended October 31, 2008, January 31, 2009 and April 30, 2009, and (iii) copies of our news releases dated November 6, 2008, February 2, 2009 and February 3, 2009, and related material change reports. This cease trade order was revoked on September 9, 2009 and Messrs. Eppert and Thompson were serving as our directors during the time this cease trade order was in effect.
- On December 7, 2009, the British Columbia Securities Commission issued a cease trade order against us for failure to file (i) comparative financial statements for the year ended July 31, 2009, (ii) a Form 51-102F1 *Management's Discussion and Analysis* for the year ended July 31, 2009, and (iii) a Form 51-102F2 *Annual Information Form* for the year ended July 31, 2009. This cease trade order was revoked on August 11, 2010 and Messrs. Dunnigan, Eppert, Thompson and Ward were serving as our directors during the time this cease trade order was in effect.

Other than stated below, none of our directors, executive officers, promoters or shareholders holding a sufficient number of our securities to affect materially control over us, is or has, within the 10 year period prior to the date of this non-offering prospectus, either personally or as a director or officer of a company been subject to a bankruptcy, 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.

- On December 5, 2005, Terry Bower filed for personal bankruptcy at the New Westminster Supreme Court of British Columbia, and was discharged from bankruptcy on September 25, 2006.

None of our directors, officers or shareholders holding a sufficient number of our securities to affect materially control over us has subject to any penalties or sanctions imposed by a court relating to securities legislation or by a court or regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Conflict of Interest

As of the date of this non-offering prospectus, we believe that none of our directors and officers has a conflict or potential conflict between our interests and any other interests which he may have.

EXECUTIVE COMPENSATION

The following summary compensation table sets forth the compensation we have paid to our Chief Executive Officer and our next highest paid officer in each of the last three fiscal years in all capacities which they serve us, including as consultants. The amounts in the table were recorded as management and consulting fees paid to entities owned by the respective officers. We do not have any other officer whose compensation exceeds \$150,000 per year.

Name and Principal Position	Year	Share-Based Awards (\$)	Total Compensation (\$)
David A. Eppert (1)	2011	90,594	90,594
<i>Chairman, President, Chief Executive Officer</i>	2010	66,838	66,838
	2009	64,921	64,921
Andre E. Thompson (2)	2011	30,201	30,201
<i>Chief Financial Officer, Vice President of Operations</i>	2010	22,279	22,279
	2009	21,640	21,640

We originally intended to pay all executive compensation in cash at on the dates such compensation was earned and accrued; however, because we have experienced insufficient cash flow and we use our available cash for other purposes, we have been unable to pay such compensation in cash in a timely manner. To date, Mr. Eppert and Mr. Thompson have accepted our Subordinated Voting Shares in lieu of cash compensation, thus reducing our liabilities by these amounts. The value of the share-based awards is equal to the accrued and unpaid cash compensation and the number of shares has been determined, in each case, by dividing the award value by the price of \$0.10 per share, which is the price at which we were privately selling shares on the respective dates of issue. The dates on which we issued our Subordinated Voting Shares to Mr. Eppert and Thompson in lieu of cash compensation do not necessarily correspond to the dates on which such cash compensation was earned and accrued, as set forth in the table above.

The price of our freely tradable shares in the US over-the-counter market has at times been greater than \$0.10 per share (See "Prior Sales of Our Securities" – "Trading Price and Volume"); however, we believe a discount from prevailing public market prices was justified in each case because the shares are "restricted securities" under U.S. securities laws and cannot be sold into the United States until after we have registered our shares under those laws. Furthermore, we determined that the number of shares Messrs. Eppert and Thompson accepted in lieu of cash compensation would require an extended period to liquidate, and there was no assurance of the prices at which they could be sold. Mr. Eppert and Mr. Thompson have assigned the stock awards to Trepped Enterprises Inc., a company they own equally. Although we continue to be optimistic that we will be able to pay Mr. Eppert's and Mr. Thompson's executive compensation in cash, there is no assurance regarding if or when we may do so, and once we begin we may nevertheless be compelled to again issue our shares to them in lieu of cash compensation.

Other than as set forth in the preceding table, we did not pay any cash or noncash bonuses, make any option awards, have any non-equity incentive plan, pay any nonqualified, deferred compensation or pay any other compensation to our executive officers named above during the periods in question.

Compensation Strategy

We have not established a strategy for setting executive salary levels, creating standards we apply in setting compensation levels or what factors we intend to encourage by establishing compensation levels. We have issued our Subordinated Voting Shares periodically to Messrs. Eppert and Thompson in lieu of cash compensation and reimbursement of expenses. When we begin to generate revenue from sales of our technology and products, we expect to compensate them at levels comparable to executive officers of companies within our industry at similar stages of growth.

Compensation of Directors

We do not provide compensation to our directors in their capacity as directors. Each of our directors understands that we are in the development stage and each is willing to wait until we are in a better financial position to receive reasonable compensation for their services. We expect to address director compensation following the successful filing of this non-offering prospectus and the listing of our shares on the CNSX.

Employment Agreements

We do not have employment agreements with any of our executive officers.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No current or former director, executive officer or employee is indebted to us for the purchase of shares or otherwise. We have not provided a guaranty, support agreement, letter of credit or other similar arrangement or understanding, to any other entity with respect to the indebtedness to such other entity of any current or former director, executive officer or employee.

AUDIT COMMITTEE

Our Audit Committee Charter

PURPOSE AND AUTHORITY

The purpose of the Audit Committee (the "Committee") is to oversee the accounting and financial reporting processes of the Company and the audits of its financial statements, and thereby assist the Board of Directors (the "Board") in monitoring (1) the integrity of the financial statements of the Company, (2) compliance by the Company with legal and regulatory requirements related to financial reporting, (3) the performance and independence of the Company's independent auditors, and (4) performance of the Company's internal controls and financial reporting process.

The Committee performs such functions as may be assigned by law, by the Company's articles or similar documents, or by the Board. The Committee has the power to conduct or authorize investigations into any matters within its scope of responsibilities, with full access to all books, records, facilities and personnel of the Company, its auditors and its legal advisors. In connection with such investigations or otherwise in the course of fulfilling its responsibilities under this charter, the Committee has the authority to independently retain special legal, accounting, or other consultants to advise it, and may request any officer or employee of the Company, its independent legal counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee has the power to create specific sub-committees with all of the power to conduct or authorize investigations into any matters within the scope of the charter of the sub-committee, with full access to all books, records, facilities and personnel of the Company, its auditors and its legal advisors. In particular, the Committee may delegate to one or more independent Committee members the authority to pre-approve non-audit services provided that the preapproval is presented to the Committee at the first scheduled meeting following such pre-approval.

The Company's independent auditor is ultimately accountable to the Board of Directors and to the Committee, who, as representatives of the Company's shareholders, have the ultimate authority and responsibility to evaluate the independent auditor, appoint and replace the independent auditor, and to determine appropriate compensation for the independent auditor. In the course of fulfilling its specific responsibilities hereunder, the Committee must maintain free and open communication between the Company's independent auditors, Board of Directors and Company management.

The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles.

MEMBERSHIP AND ORGANIZATION

Membership

1. The Committee shall consist of a minimum of three members of the Board, appointed annually, the majority of whom are affirmatively confirmed as independent by the Board, with such affirmation disclosed in the Company's annual public disclosures;

2. A member of the Committee may be replaced at any time by the Board and will cease to be a member upon ceasing to be a Director of the Company;
3. The Board will elect, by a majority vote, one member as chairperson of the Committee;
4. The Committee will appoint its own secretary who need not be a Director of the Company;
5. Each member of the Committee shall be able to read and understand financial statements, including balance sheets, income statements, and cash flow statements;
7. At least one member of the Committee will be an audit committee financial expert as defined by the applicable rules set out by the SEC or any other applicable regulatory authority;
8. No director who has participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years will be eligible for membership on the Committee;
9. Any member of the Committee who serves on more than three public company audit committees must inform the Chairman of the Board who will consider and assess that member's ability to be effective on the Committee; and
10. A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board of Directors, or any other Board committee, accept any consulting, advisory, or other compensatory fee from the Company, and may not be an affiliated person of the Company or any subsidiary thereof.

Committee Meetings

1. The Committee will meet at least quarterly or more often as may be deemed necessary or appropriate in its judgment, either in person or telephonically;
2. The Committee will meet with the independent auditor at least quarterly, either in person or telephonically;
3. Meetings may be requested by any member of the Committee, Chief Executive Officer (CEO), Chief Financial Officer (CFO) or the independent auditors;
4. The independent auditor will be notified of every Committee meeting and be permitted to appear and speak at those meetings;
5. The Committee will keep minutes of its meetings which will be provided to the Board;
6. The Committee will report its actions to the Board along with such recommendations as the Committee may deem appropriate; and
7. A majority of the members of the Committee shall constitute a quorum.

DUTIES & RESPONSIBILITIES

Independent Auditor

The independent auditor reports directly to the Committee and the Committee and the Board have the authority to replace the independent auditor. With respect to its oversight of the independent auditor, the Committee shall:

1. Annually appoint the independent auditor to be proposed for shareholder approval;
2. Approve the compensation of the independent auditor;
3. Review with the independent auditor, the audit scope and plan of the independent auditor;
4. Evaluate the performance of the independent auditor and, if so determined by the Committee, replace the independent auditor;
5. Approve permissible non-audit services of the independent auditor and establish policies and procedures for their engagement for such services and to ensure that the independent auditor is not engaged to perform any activities prohibited by any of the Canadian provincial securities commissions, or any securities exchange on which the Company's shares are traded, including:
 - a. Bookkeeping or other services related to accounting records or financial statements of the Company;
 - b. Financial information systems design and implementation consulting services;
 - c. Appraisal or valuation services, fairness opinions, or contributions-in-kind reports;
 - d. Actuarial services;
 - e. Internal audit outsourcing services;
 - f. Any management or human resources function;
 - g. Broker, dealer, investment advisor, or investment banking services;
 - h. Legal services;
 - i. Expert services unrelated to the auditing service; and
 - j. Any other service the Board determines is not permitted;

6. Ensure that no individual who is, or in the past 3 years has been, affiliated with or employed by a present or former auditor of the Company or an affiliate, is hired by the Company as a senior officer, including Corporate Director, Finance, until at least 3 years after the end of either the affiliation or the auditing relationship;
7. Take reasonable steps to confirm the independence of the independent auditor, which shall include:
 - a. Ensuring receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Company, consistent with the Independence Standards Board Standard No. 1 and related Canadian regulatory body standards;
 - b. Reviewing with the independent auditor any relationships or services provided to the Company, including non-audit services, that may impact the objectivity and independence of the independent auditor; and
 - c. As necessary, taking, or recommending that the Board take, other appropriate actions to oversee the independence of the independent auditor;
8. Ensure that the audit partner rotation requirements are met;
9. Confirm with management and the independent auditor that no restrictions are placed on the scope of the auditors' review and examination of the Company's accounts;
10. Discuss in private with the independent auditor matters affecting the conduct of their audit and other corporate matters; and
11. Review and discuss with management and the independent auditor at the completion of its examination, any serious difficulties or disputes with management encountered during the course of the audit or review.

Financial Information Review Process

In connection with the review of the annual audited financial statements, interim financial statements, Management Discussions and Analysis (MD&A), press releases or other financial disclosure, the Committee, as applicable, shall:

1. Review and discuss with management and the independent auditor at the completion of its annual audit and interim reviews:
 - a. The Company's audited annual or reviewed interim financial statements and related notes and the Company's accompanying MD&A;
 - b. The appropriateness of the presentation of any non-GAAP and IFRS related financial information;
 - c. The adequacy of the Company's internal accounting and financial controls that management and the Board have established and the effectiveness of those systems;
 - d. Financial statement effects of significant transactions and other complex accounting issues;
 - e. The accounting policies which may be viewed as critical, including all alternative treatments for financial information within generally accepted accounting principles that have been discussed with management, and review and discuss any significant changes in the accounting policies of the Company and industry accounting and regulatory financial reporting proposals that may have a significant impact on the Company's financial reports;
 - f. Any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies; and
 - g. The management letter delivered by the independent auditor in connection with the audit;
2. Approve and recommend to the Board that the audited annual financial statements and MD&A, be approved by the Board prior to public disclosure;
3. Approve the interim financial statements and MD&A, prior to public disclosure;
4. Review with the Company's General Counsel, litigation and other legal matters that may have a material impact on the financial statements, the Company's financial compliance policies and any material reports or inquiries received from regulators or governmental agencies related to financial matters;
5. Review financial press releases and earnings guidance;
6. Review and approve all financial disclosure contained in filings with the SEDAR and the Pink Sheets;
7. Review representation letters provided by management to the independent auditor;
8. Review minutes of all Disclosure Committee meetings of the Company; and
9. Review the process for certification of the interim and annual financial statements, internal controls, disclosure controls and absence of any material misstatements or omissions in the required filings by the CEO and the CFO and the certifications made by the CEO and CFO.

Accountability

1. At least annually, the Committee will review and evaluate the performance of the Committee and its members and report its findings to the Board;
2. The Committee will annually review and reassess the adequacy of the Committee's Charter and recommend any proposed changes to the Board for approval; and
3. The Committee shall review and approve any Audit Committee disclosures required by securities regulators contained in the Company's disclosure documents.

Other Duties & Responsibilities

The Committee shall:

1. Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers and directors, and review and approve all such transactions including those related party transactions that would be disclosed;
2. Review with management the Company's major financial risk exposures, review the Company's policies for risk assessment and risk management and assess the steps management has taken to monitor and control such risks;
3. Review the appointment of the Chief Financial Officer and any other senior financial executives involved in the financial reporting process;
4. Annually review and approve the Company's key financial policies;
5. Review and discuss with management treasury activities, and approve changes to, the Company's Corporate Treasury Policy; and
6. Annually review Board Member expenses.

Audit Committee Composition, Relevant Education and Experience

For information about the members of our audit committee, their independence, financial literacy, relevant education and experience, see "Directors, Executive Officers and Promoters".

Audit Committee Oversight

Since the commencement of our most recently completed financial year, our board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance On Certain Exemptions

Since the commencement of our most recently completed financial year, we have 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 our external auditor, where the total amount of fees related to the non-audit services are not expected to exceed five percent of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits us 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

Our audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by our board of directors, and where applicable by the audit committee, on a case-by-case basis.

External Auditor Service Fees

The following table sets forth the various fees we have paid to our external auditor in the two most recently ended fiscal years. The terms used in the table have the following meanings:

- "Audit Fees" means, the aggregate fees billed by our external auditor for audit services;
- "Audit-Related Fees" means the aggregate fees billed for assurance and related services by our external auditor that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees";
- "Tax Fees" means the aggregate fees billed for professional services rendered by our external auditor for tax compliance, tax advice, and tax planning; and
- "All Other Fees" means the aggregate fees billed for products and services provided by our external auditor, other than the services reported under "Audit Fees", "Audit Related Fees" and "Tax Fees".

Year Ended July 31	Audit Fees (\$)	Audit Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
2010 (1)	10,515	-	-	1,198
2011	11,346	6,612	-	-

(1) Includes fees for the audit of our financial statements for the 2009 fiscal year.

CORPORATE GOVERNANCE

Our board of directors follows corporate governance policies for public companies to ensure transparency and accountability to shareholders.

A majority of our directors are independent. We use the definition of independence developed by the Financial Industry Regulatory Authority (FINRA) to determine which of our directors are independent and which are not. Our independent directors are Terry Bower Harold Dunnigan, Kulbir Rehal and Charles. J.M. Ward. We do not provide leadership for our independent directors. Our directors who are not independent are David Eppert, Harjit Grewal and Andre Thompson. Mr. Eppert is the Chairman of our board of directors.

None of our directors is a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction.

Our independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. We neither encourage nor discourage open and candid discussions among our independent directors.

Our board of directors has held five special discussions and three regular meetings, in person and by telephone, since the beginning of our most recently completed fiscal year and to the date of this non-offering prospectus. The attendance of our directors at these board meetings is set forth in the following table.

Name	Special Discussions	Meetings attended
Terry Bower	1	1
Harold Dunnigan	0	1
David Eppert	5	3
Harjit Grewal	4	3
Kulbir Rehal	5	3
Andre Thompson	5	3
Charles J. M. Ward	2	0

On October 28, 2011, we held our annual general meeting of stockholders for the election of directors. All of our directors were in attendance except Mr. Ward.

Board Mandate

Article V, Section 1 of our bylaws, which defines the duties and responsibilities of our directors, provides that:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as may otherwise be provided by the Articles of Incorporation, these Bylaws or applicable law. The Board of Directors shall

make appropriate delegations of authority to the officers and, to the extent permitted by law, by appropriate resolution, the Board of Directors may authorize one or more committees to act on its behalf when it is not in session.

Position Descriptions

The position descriptions of our officers, as contained in Article VIII, Section 2 of our bylaws, are as follows:

The officers of the Corporation shall have the following duties.

- (a) **President.** The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the stockholders and Board of Directors.
- (b) **Vice President.** In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there is more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- (c) **Secretary.** The Secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the stockholders and Board of Directors; send out all notices of meetings; and perform such other duties as may be prescribed by the Board of Directors or the President.
- (d) **Treasurer.** The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of stockholders and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Orientation and Continuing Education

Our board of directors briefs all new directors with respect to the policies of the board of directors and other relevant corporate and business information. The board of directors does not provide any continuing education.

Ethical Business Conduct

Our board of directors believes that the fiduciary duties placed on individual directors by common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the board in which the director has an interest have been sufficient to ensure that the board of directors operates independently of management and in the best interests of our company.

Nomination of Directors

Our board of directors is responsible for identifying individuals qualified to become new board members and recommending to the board of directors new director nominees for the next annual meeting of shareholders.

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

Compensation

We do not have a compensation committee. Our board of directors conducts reviews with regard to the compensation of our directors and executive officers once a year. To make its recommendations on such compensation, the board takes

into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Other Board Committees

We have an audit committee. See “Directors, Executive Officers and Promoters” and “Audit Committee”. We do not have a nominating committee. Our board of directors nominates directors to stand for election at our annual meetings of stockholders or elects directors between our annual meetings of stockholders. We do not have any other committees.

Assessments

Our board of directors facilitates its exercise of independent supervision over our management through meetings of the board and frequent communications with management.

PLAN OF DISTRIBUTION

We are not distributing any securities pursuant to this non-offering prospectus.

We have applied to list our Subordinated Voting Shares on the CNSX, and the CNSX has conditionally approved such listing. The conditional approval has no expiry date, but the listing is subject to us fulfilling all the requirements of the CNSX, including receiving a receipt for this non-offering prospectus from the British Columbia Securities Commission, distributing our Subordinated Voting Shares to a minimum number of public shareholders and meeting certain financial and other requirements. There is no assurance that the CNSX will grant us final approval for our listing.

RISK FACTORS

In addition to the forward-looking statements language included on page 3 and other comments regarding risks and uncertainties included in the description of our business and elsewhere in this non-offering prospectus, the following risk factors should be carefully considered when evaluating our business. Our prospects, financial condition or financial results could be materially and adversely affected by any of these risks. The following risk factors do not include factors or risks which may arise or result from general economic conditions that apply to all businesses in general or risks that could apply to any issuer or any offering.

Risks Associated with Our Business

If we are unable to generate revenue from the sale of our Fleet Data Management & Weigh System, which may not be market-ready or for which there may be no demand, we will not be able to continue as a going concern and our investors will lose their entire investment.

We have not begun to market our Fleet Data Management & Weigh System and there is no assurance that our system is market-ready or that significant changes in our system will not be desired or requested by possible customers before we complete any sales. If we are not able to achieve sufficient sales of our technology and products and generate profits, we will be unable to continue as a going concern. If we cease to operate due to lack of sales and profitability, investors in our Subordinated Voting Shares will lose their entire investment.

Our limited liquidity and financial resources threaten our ability to remain in the development stage and pursue our business plan.

Our liquidity and financial resources are limited. We have relied on debt and equity funding in the development of our technology and products, and we do not have sufficient capital to fully fund future the development, manufacturing and marketing of our products. The limited availability of future funding could be expected to slow our ability to continue developing our technology, limit the inventory we are able to have manufactured and limit our efforts to market our products. Questions and doubts about our financial viability may discourage potential customers who would otherwise purchase our products from doing so because of concerns about our ability to continue to operate and provide warranty coverage for or service and maintenance regarding our products. In the event we are not able to obtain future equity or

debt financing, we may cease operations, in which event investors in our Subordinated Voting Shares will lose their entire investment. The notes to our financial statements contain a “going-concern” qualification in which our auditor expresses substantial doubt about our ability to remain in business.

In the event we complete sales of our Fleet Data Management & Weigh System on credit and are unable to collect our accounts receivable, our ability to remain in business will be jeopardized.

In the event we begin to make sales of our technology and products on credit to customers, our accounts receivable may become concentrated in one or a few customers. If any such customers should default in the payment of our accounts, the reduction in cash flow and the expenses of collection would limit our financial resources and negatively impact our business.

Our limited operating history makes it difficult for potential investors to evaluate the merits of purchasing our Subordinated Voting Shares.

We are development-stage enterprise. We have not completed any sales of our technology or products or earned any revenues since our inception. We have incurred operating losses through the date of this non-offering prospectus and anticipate incurring additional losses from operating activities for the foreseeable future. Our limited operations do not provide a sufficient basis for potential investors to assess our business and prospects. Potential investors have no assurance we will be able to generate sufficient revenues from our business to reach a break-even level or to become profitable in future periods. Without sufficient revenues, we may be unable to create value in our Subordinated Voting Shares, to pay dividends and to continue as a going concern.

We are subject to the risks inherent in any new business with a new product in a highly competitive marketplace. Potential investors must consider the likelihood of our success in light of the problems, uncertainties, unexpected costs, difficulties, complications and delays frequently encountered in developing and expanding a new business and the competitive environment in which we operate. If we fail to successfully address these risks, our business, financial condition and results of operations will be materially harmed. Our Subordinated Voting Shares should be considered a high risk investment because of our unseasoned, early stage business which may likely encounter unforeseen costs, expenses, competition and other problems to which such businesses are often subject.

Our key personnel lack experience in industrial transportation product development, sourcing, marketing and sales, which could cause our business to suffer.

Our Chief Executive Officer and Vice President of Operations have no previous experience in the development of equipment for the trucking industry. To the extent they are not able to quickly adapt to the needs of our business or we are unable to hire personnel with experience in these areas, especially marketing and sales, our business may suffer adversely.

Loss of key personnel could have a material adverse effect on our operations.

We are particularly dependent upon our current management during the period before we achieve commercially sustainable operations, of which there can be no assurance. The termination of one or more members of our current management for any reason in the near future could be expected to have a materially adverse effect on us because we only have three members of management at the date of this non-offering prospectus and we believe we cannot employ replacements for them who would have their level of dedication to, vision for and financial interest in us. Furthermore, the salary and benefits required by replacements may exceed our financial resources for the foreseeable future. We do not have employment agreements with our current management and their departure could have a significant adverse effect on our ability to operate.

Voting control by management stockholders means it is unlikely investors in our Subordinated Voting Shares will be able to elect our directors or exert any influence over our management.

Management stockholders own, directly and indirectly, 8,088,033 of our Subordinated Voting Shares and 2,900,000 of our Class A Preferred Shares, with a combined right to cast 37,088,033 votes on all matters to come before our stockholders for approval, or 74.14% of the votes attached to our issued and outstanding equity securities. Each issued and outstanding

Subordinated Voting Share is entitled to one vote and each of our issued and outstanding Class A Preferred Shares is entitled to 10 votes per share in the election of our directors and on other matters presented to our stockholders for approval. Our articles of incorporation do not authorize cumulative voting for the election of directors, so any person or group who controls more than 50% of the votes cast for the election of each director, as David Eppert does now, will have the ability to elect our directors and other stockholders will not be able to elect any directors or exert any influence over management decisions. The removal of any of our directors for any reason requires a majority vote of our issued and outstanding Subordinated Voting Shares.

If we are unable to effectively manage our growth, our ability to implement our business strategy and our operating results will likely be materially adversely affected.

The proper implementation of our business plan will likely place a significant strain on management and our administrative, operating and financial infrastructures, which are limited to the extent they exist at all. To manage our business and planned growth effectively, we must successfully develop, implement, maintain and enhance our financial and accounting systems and controls; identify, hire and integrate new personnel; and manage expanded operations. Our failure to do so could either limit our growth or cause our business to fail.

The infringement or loss of our intellectual property protection, if we are able to obtain any, would materially impede our ability to become profitable.

We may not be able to obtain patent coverage for one or more aspects of our Fleet Data Management & Weigh System. In this event, any third party may be able to reverse engineer our technology and launch a competing brand into the market. If we obtain patent coverage, others could infringe our patents, which would require significant financial and personnel resources to prosecute. It is also possible that others may develop significantly similar products or technology without infringing any patent protection we may obtain, any of which could materially affect our profitability.

We intend to rely on independent manufacturers to supply our products. There is no assurance we will be able to identify and successfully contract with any manufacturers to supply our products, which could result in our failure to meet customer demand.

We do not plan to manufacture our own products. We intend to rely on others for all of our manufacturing needs. We have not begun to investigate available and suitable manufacturers, but we believe that there are a limited number of competent, high-quality manufacturers and assemblers of electronics that will be available to us. Our inability to identify and to enter into a satisfactory manufacturing agreement could limit our ability to implement our business plan or meet customer demand.

We could experience increased competition from conventional truck scale facilities, as well as from others who seek to develop and market technology similar to ours.

There are virtually no barriers to entry in the commercial and industrial weighing business sectors. As it is largely unregulated, we may face growing competition from any number of persons or firms who provide truck scale services. It is possible that one or more competitor could develop an "on-the-fly weigh" system to compete directly with us.

If we are unable to recruit or retain qualified personnel, it could have a material adverse effect on our operating results and stock price.

We will need to attract and retain highly skilled personnel, including technical personnel, to accommodate our technical development plans and to replace personnel who leave. Competition for qualified personnel can be intense, and there are a limited number of people with the requisite knowledge and experience. Under these conditions, we could be unable to recruit, train and retain employees. If we cannot attract and retain qualified personnel, it could have a material adverse impact on our operating results and stock price.

Other Risks

Since there is currently no public market in Canada for our shares, investors may have difficulty selling any shares they acquire.

There is currently no Canadian market for our Subordinated Voting Shares. Our shares will only be sold by the selling stockholders if a public market develops for our stock. There is no assurance, however, how active the public market for our Subordinated Voting Shares will become or remain. It is likely that the public market for our Subordinated Voting Shares will be volatile, in that it may be subject to wide and unpredictable price and volume swings.

Because we do not intend to pay any dividends on our capital stock, investors seeking dividend income or liquidity should not purchase our shares.

We have not declared or paid any dividends on our capital stock since inception, and do not anticipate paying any such dividends for the foreseeable future. Investors seeking dividend income or liquidity should not invest in our shares.

Because we can issue additional shares, purchasers of our shares may incur immediate dilution and may experience further dilution.

We are authorized to issue up to 100,000,000 Subordinated Voting Shares. Our board of directors has the authority to cause us to issue additional shares, and consequently, our stockholders may experience significant dilution to their ownership of our company in the future.

Trading on the OTC Markets may be volatile and sporadic, which could depress the market price of our Subordinated Voting Shares and make it difficult for our stockholders to resell their shares.

Our Subordinated Voting Shares are traded in the over-the-counter market and quoted on the OTC Markets service and other quotation services. Trading in stock in the over-the-counter market is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or prospects. This volatility could depress the market price of our Subordinated Voting Shares for reasons unrelated to our operating performance. Moreover, the over-the-counter market is not a stock exchange, and the trading of securities in the over-the-counter market is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like Amex. Accordingly, our stockholders may have difficulty reselling their shares.

"Penny stock" rules may make buying and selling our Subordinated Voting Shares difficult.

We expect trading in our Subordinated Voting Shares will be subject to the "penny stock" rules of the United States Securities and Exchange Commission. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for our Subordinated Voting Shares and limiting the number of broker-dealers who will accept our Subordinated Voting Shares in their customers' accounts. As a result, stockholders may find it more difficult to sell our Subordinated Voting Shares into the public market.

The Financial Industry Regulatory Authority (FINRA) has adopted sales practice requirements which may also limit a stockholder's ability to buy and sell our shares.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require a broker-dealer to have reasonable grounds for believing that the investment is suitable for a customer before recommending that investment to the customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Subordinated Voting Shares, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

PROMOTERS

David Eppert may be deemed to be our promoter, both directly and by virtue of his ownership of Trepped Enterprises Inc. ("Trepped"). For information regarding the number of our equity securities which Mr. Eppert owns and his ownership of Trepped, see "Principal Shareholders". For information regarding compensation we have paid Mr. Eppert, see "Executive Compensation". For information regarding property we acquired from Trepped on November 10, 2008, see "Description of Our Business" – "How We Acquired Our Technology". Together, Mr. Eppert and Mr. Thompson determined the value of the technology we acquired from Trepped and the consideration we paid to acquire it.

Andre Thompson may be deemed to be our promoter, both directly and by virtue of his ownership of Trepped. For information regarding the number of our equity securities which Mr. Thompson owns and his ownership of Trepped, see "Principal Shareholders". For information regarding compensation we have paid Mr. Thompson, see "Executive Compensation". For information regarding property we acquired from Trepped on November 10, 2008, see "Description of Our Business" – "How We Acquired Our Technology". Together, Mr. Thompson and Mr. Eppert determined the value of the technology we received from Trepped and the consideration we paid to acquire it.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

We are not, and were not during our most recently completed fiscal year, engaged in any legal proceedings and none of our property is or was during that period the subject of any legal proceedings. We do not know of any such legal proceedings which are contemplated.

During the three years immediately preceding the date of this non-offering prospectus, we have not been the subject of any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, any other penalties or sanctions imposed by a court or regulatory body, or entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

We have no transactions with management and others that are required to be disclosed under this topic.

AUDITOR

Our auditor is James Stafford, Inc., Chartered Accountants, Suite 350, 1111 Melville Street, Vancouver, British Columbia V6E 3V6.

TRANSFER AGENT AND REGISTRAR

Our primary transfer agent and registrar is Securities Transfer Corporation, Suite 102, 2591 Dallas Parkway, Frisco, Texas 75034

Our secondary transfer agent is Valiant Trust Company, Suite 600, 750 Cambie Street, Vancouver, British Columbia V6B 0A2.

MATERIAL CONTRACTS

We did not enter into any material contracts during our most recently completed fiscal year and to the date of this non-offering prospectus. We are not a party to any material contracts dating from before that period which are still in effect.

NAMES AND INTERESTS OF EXPERTS

Our audited financial statements included in this non-offering prospectus have been included in reliance upon the report of James Stafford, Inc., Chartered Accountants, and upon the authority of such firm as experts in accounting and auditing.

Neither James Stafford, Inc., Chartered Accountants, nor any of its associates and affiliates, has a registered or beneficial interest, direct or indirect, in any of our securities or other property or in the securities or other property of our associates or affiliates.

OTHER MATERIAL FACTS

There are no material facts other than as disclosed herein.

RIGHTS OF WITHDRAWAL AND RECISSION

Not applicable as this is a non-offering prospectus.

LIST OF EXEMPTIONS FROM INSTRUMENT

Except as stated below, we do not anticipate requesting any exemptions with respect to distribution or this non-offering prospectus.

On August 12, 2011, we applied for and subsequently received exemptive relief under Part 19 of NI 41-101, from the requirement under section 2.3(1) of NI 41-101 to file our non-offering prospectus 90 days from April 21, 2011, the date of the receipt for the preliminary non-offering prospectus that relates to this final non-offering prospectus.

WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT US

We file reports on the SEDAR operated by the Canadian Securities Administrators. This non-offering prospectus does not include all of the information contained in those reports. You should refer to those reports for additional information. You can view our SEDAR filings on the Internet at www.sedar.com.

JAMES STAFFORD

James Stafford, Inc.
Chartered Accountants
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Vancouver, British Columbia
Canada V6E 3V6
Telephone +1 604 669 0711
Facsimile +1 604 669 0754
www.jamesstafford.ca

AUDITORS' CONSENT

We have read the non-offering prospectus of Deploy Technologies Inc. (the “Company”) dated 16 December 2011. We have complied with Canadian generally accepted standards for an auditor’s involvement with offering documents.

We consent to the use in the above mentioned prospectus of the following reports:

- Our report to the directors of the Company on the balance sheets as at 31 July 2011 and 2010, and the statements of loss and comprehensive loss, cash flows and changes in shareholders’ deficiency for the years then ended. Our report is dated 24 October 2011, except as to Note 13, which is as of 16 December 2011.
- Our report to the directors of the Company on the balance sheets as at 31 July 2010 and 2009, and the statements of loss and comprehensive loss, cash flows and changes in shareholders’ deficiency for the years then ended. Our report is dated 14 September 2010, except as to Note 12, which is as of 16 December 2011.

“James Stafford”

Chartered Accountants
Vancouver, Canada

16 December 2011

DEPLOY TECHNOLOGIES INC.

(A Development Stage Company)

FINANCIAL STATEMENTS

31 July 2011 and 2010

(Expressed in U.S. Dollars)

JAMES STAFFORD

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Independent Auditor's Report

To the Directors of Deploy Technologies Inc.
(A Development Stage Company)

We have audited the accompanying financial statements of Deploy Technologies Inc. which comprise the balance sheets as at 31 July 2011 and 2010 and the statements of loss and comprehensive loss, cash flows and changes in shareholders' deficiency 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 Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

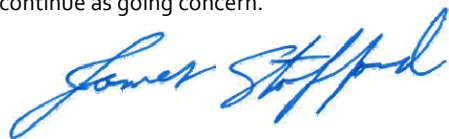
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Deploy Technologies Inc. as at 31 July 2011 and 2010 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the ability of Deploy Technologies Inc. to continue as going concern.



Chartered Accountants

Vancouver, Canada

24 October 2011, except as to Note 13, which is as of 16 December 2011.

Balance Sheets

As at 31 July
(U.S. Dollars)

ASSETS	2011	2010
Current		
Cash and cash equivalents	\$ 38,484	\$ 1,991
Amounts receivable	1,004	-
Prepaid expenses	3,156	1,618
Available-for-sale securities (Note 3)	1	1
	<u>42,645</u>	<u>3,610</u>
Property, plant and equipment (Note 4)	63,519	22,795
Website development costs (Note 5)	9,683	-
Fleet management technology (Note 6)	30,000	30,000
	<u>\$ 145,847</u>	<u>\$ 56,405</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 17,233	\$ 22,226
Due to related parties (Note 7)	92,925	19,367
Loans payable (Note 8)	-	52,076
	<u>110,158</u>	<u>93,669</u>
Loans payable (Note 8)	58,497	-
	<u>168,655</u>	<u>93,669</u>
SHAREHOLDERS' DEFICIENCY		
Share Capital - Statement 2 (Note 9)		
Authorized:		
100,000,000 common shares – Par value \$0.0001		
Issued and outstanding:		
44,638,769 (31 July 2010 – 40,638,399) common shares	4,462	4,063
Additional Paid-In Capital	2,091,216	1,691,578
Share Subscriptions Received In Advance (Note 9)	80,560	-
Accumulated Other Comprehensive Income	(51,146)	(9,179)
Deficit Accumulated Prior to the Development Stage	(1,455,010)	(1,455,010)
Deficit Accumulated During the Development Stage	(692,890)	(268,716)
	<u>(22,808)</u>	<u>(37,264)</u>
	<u>\$ 145,847</u>	<u>\$ 56,405</u>

Nature and Continuance of Operations and Significant Accounting Policies (Note 1), Contingency (Note 12) and Subsequent Events (Note 13)

ON BEHALF OF THE BOARD:

_____/s/ David Eppert, Director

_____/s/ Andre Thompson, Director

Deploy Technologies Inc.

(A Development Stage Company)

Statement 2

Statements of Changes in Shareholders' Deficiency

(U.S. Dollars)

	Share Capital		Additional Paid-in Capital	Subscriptions received in advance	Other Comprehensive Income (Loss)	Deficit Accumulated Prior to the Development Stage	Deficit Accumulated During the Development Stage	Total
	Number	Amount						
Balance – 31 July 2009	35,994,479	\$ 3,599	\$ 1,435,762	-	\$ 1,264	\$ (1,455,010)	\$ (105,000)	\$ (119,385)
Issuance of shares for:								
- Services rendered (Notes 7, 9 and 14)	4,161,613	416	207,633	-	-	-	-	208,049
- Settlement of loans payable (Notes 8, 9 and 14)	139,089	14	13,895	-	-	-	-	13,909
- Cash (Note 9)	343,218	34	34,288	-	-	-	-	34,322
Foreign currency translation adjustment	-	-	-	-	(10,443)	-	-	(10,443)
Loss for the year	-	-	-	-	-	-	(163,716)	(163,716)
Balance – 31 July 2010	40,638,399	4,063	1,691,578	-	(9,179)	(1,455,010)	(268,716)	(37,264)
Issuance of shares for:								
- Services rendered (Notes 7, 9 and 14)	1,370,370	136	136,901	-	-	-	-	137,037
- Cash (Note 9)	2,630,000	263	262,737	-	-	-	-	263,000
Share subscriptions received in advance (Note 9)	-	-	-	80,560	-	-	-	80,560
Foreign currency translation adjustment	-	-	-	-	(41,967)	-	-	(41,967)
Loss for the year	-	-	-	-	-	-	(424,174)	(424,174)
Balance – 31 July 2011	44,638,769	4,462	2,091,216	80,560	(51,146)	(1,455,010)	(692,890)	(22,808)

Deploy Technologies Inc.
(A Development Stage Company)
Statement 3
Statements of Loss and Comprehensive Loss
(U.S. Dollars)

	Year Ended 31 July	
	2011	2010
General and Administrative Expenses		
Accounting and legal <i>(Note 7)</i>	\$ 52,418	\$ 35,213
Automobile expenses	11,519	5,660
Bank charges and interest <i>(Note 8)</i>	4,066	2,124
Consulting fees <i>(Note 7)</i>	218,253	22,279
Depreciation & amortization	13,745	2,666
Dues and subscriptions	15,811	5,197
Insurance	-	708
Filing Fees	10,720	4,502
Management fees <i>(Note 7)</i>	73,054	66,838
Meals and entertainment	3,998	1,312
Office and miscellaneous	8,684	2,571
Rent	13,086	1,393
Telecommunications	645	778
Transfer agent fees	8,051	5,077
Travel Expenses	3,528	1,327
Tools and materials	34,371	6,071
Loss Before Other Items	(471,949)	(163,716)
Other Items		
Foreign exchange, net	44,894	-
Other income	2,854	-
Interest income	27	-
Loss for the Year	\$ (424,174)	\$ (163,716)
Other Comprehensive Income		
Foreign currency translation adjustment	(41,967)	(10,443)
Comprehensive Loss for the Year	\$ (466,141)	\$ (174,159)
Loss per Share - Basic and Fully Diluted	\$ (0.010)	\$ (0.005)
Comprehensive Loss per Share - Basic and Fully Diluted	\$ (0.011)	\$ (0.005)
Weighted Average Number of Shares Outstanding	41,914,420	36,261,072

Deploy Technologies Inc.*(A Development Stage Company)*Statement 4**Statements of Cash Flows***(U.S. Dollars)*

Cash Resources Provided By (Used In)	Year Ended 31 July	
	2011	2010
Operating Activities		
Loss for the year	\$ (424,174)	\$ (163,716)
Items not affecting cash:		
Accrued interest	2,882	999
Depreciation	13,745	2,666
Shares issued for services	137,037	89,117
Write down of management fees	(17,540)	-
Foreign exchange	2,432	-
Amounts receivable	(1,004)	-
Prepaid expenses	(1,538)	(1,379)
Accounts payable and accrued liabilities	(4,993)	20,129
Due to related parties	91,098	-
	<u>(202,055)</u>	<u>(52,184)</u>
Investing Activities		
Purchase of property, plant and equipment	(49,302)	(25,461)
Website development costs	(13,743)	-
	<u>(63,045)</u>	<u>(25,461)</u>
Financing Activities		
Proceeds from loans	-	62,120
Settlement of loans	-	(7,275)
Common shares issued for cash	263,000	34,322
Share subscriptions received in advance	80,560	-
	<u>343,560</u>	<u>89,167</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(41,967)</u>	<u>(10,443)</u>
Net Increase (decrease) in Cash and Cash Equivalents	36,493	1,079
Cash and cash equivalents – Beginning of year	1,991	912
Cash and Cash Equivalents - End of Year	\$ 38,484	\$ 1,991

Supplemental Disclosures with Respect to Cash Flows *(Note 14)*

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

1. Nature and Continuance of Operations and Significant Accounting Policies

a) Nature and Continuance of Operations

Deploy Technologies Inc. (the "Company") was originally incorporated on 5 November 1998 in the State of Delaware, U.S.A. under the name of Concept Development Group, Inc. In May 2004, the Company acquired 100% of Kaleidoscope Venture Capital, Inc. (formerly Vocalscape Networks, Inc.) ("Kaleidoscope") and changed its name to Vocalscape, Inc. In November 2005, the Company changed its name to Nevstar Precious Metals, Inc. and in September 2008, the Company changed its name to Deploy Technologies Inc.

On 15 September 2010, the Company completed a merger with its newly incorporated and wholly-owned subsidiary, Deploy Acquisition Corp., a Nevada corporation, formed for the sole purpose of changing the Company's state of incorporation from the State a Delaware to the State of Nevada. Although Deploy Acquisition Corp. was the surviving corporation, upon the completion of the merger it assumed the name of the Company and all the assets, obligations and commitments of the Company. Concurrent with the merger, the authorized capital of the Company decreased to 100,000,000 common shares from 500,000,000 common shares.

The Company is a development stage company, as defined in Accounting Guideline 11, "Enterprises in the Development Stage". The Company is devoting all of its present efforts in securing and establishing a new business, and its planned principal operations have not commenced, and, accordingly, no revenue has been derived during the organization period.

At 31 July 2011, the Company had cash and cash equivalents of \$38,484 (31 July 2010 - \$1,991) and a working capital deficit of \$67,513 (31 July 2010 – deficit of \$90,059). The funds on hand at 31 July 2011 are not sufficient to meet the Company's planned corporate, administrative and development activities for the next twelve months. Additional financing will be required to meet the Company's obligations as they fall due. Because of this uncertainty, there is significant doubt about its ability to continue as a going concern.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

Several adverse conditions cast significant doubt upon the validity of this assumption. Consistent with other entities in the development stage, the Company has incurred operating losses since inception, has no source of revenue, was unable to self-finance operations, and has significant cash requirements to meet its overhead and continue its development activities. The Company's ability to continue as a going concern is dependent upon management's ability to secure additional financing. While management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in future.

If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary to carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments would be material.

b) Basis of Presentation

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP").

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

1. Nature and Continuance of Operations and Significant Accounting Policies – *Continued*

c) Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at point of purchase of 90 days or less. The Company places its cash and cash investments with institutions of high-credit worthiness.

d) Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

e) Income Taxes

Income taxes are accounted for using the asset and liability method. Future taxes are recognized for the tax consequences of "temporary differences" by applying enacted or substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and tax basis of existing assets and liabilities. The effect on future taxes for a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. In addition, the method requires the recognition of future tax benefits to the extent that realization of such benefits is more likely than not. A valuation allowance is provided to the extent that it is more likely than not that future income tax assets will not be realized.

f) Foreign Currency Translation

The functional currency is the Canadian dollar and the reporting currency is the U.S. dollar. At each balance sheet date, assets and liabilities that are denominated in a currency other than U.S. dollars are adjusted to reflect the current exchange rate which may give rise to a foreign currency translation adjustment accounted for as a separate component of shareholders' equity and included in other comprehensive income (loss).

Revenues and expenses are translated at the average daily rate for the period covering the financial statement period to approximate the rate of exchange on the transaction date. Exchange gains and losses are included in the determination of net income (loss) for the period.

g) Loss per Share

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share which assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. In years in which a loss is incurred, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and therefore basic and diluted loss per share are the same.

h) Website Development Costs

The costs of website application and infrastructure development, as defined under EIC-118, "Accounting for Costs Incurred to Develop a Website", will be capitalized as incurred. Accordingly, costs incurred to acquire a website domain name under the Company name have been capitalized.

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

1. Nature and Continuance of Operations and Significant Accounting Policies – *Continued*

i) Research and Product Development Costs

Research costs including materials and salaries of employees directly involved in research efforts are expensed as incurred. Development costs are expensed in the period incurred, unless they meet specific criteria related to technical, market and financial feasibility, in which case they are deferred and amortized over the estimated life of the related products. Management reviews the applicable criteria on a regular basis and if the criteria are no longer met, any remaining unamortized balance is written off as a charge to income.

Fleet management technology acquired is recorded at cost (*Notes 6 and 9*). Fleet management technology will be amortized over its estimated useful life and evaluated for impairment if events or changes in circumstances indicate that the asset may be impaired. To date, no amortization has been taken because the fleet management technology is not yet complete.

j) Management's 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 and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported years. Actual results could differ from those estimates.

k) Financial Instrument Standards

Financial Assets and Financial Liabilities

Financial assets and liabilities are initially recognized at fair value and are subsequently measured based on their classification as held-to-maturity, loans and receivables, available-for-sale or held-for-trading, as described below. The classification is not changed subsequent to initial recognition.

Held-to-Maturity and Loans and Receivables

Financial instruments that have a fixed maturity date, where the Company intends and has the ability to hold to maturity, are classified as held-to-maturity and measured at amortized cost using the effective interest rate method. Loans and receivables are measured at amortized cost using the effective interest method.

Available-for-sale

Financial assets classified as available-for-sale are carried at fair value (where determinable based on market prices of actively traded securities) with changes in fair value recorded in other comprehensive income. Available-for-sale securities are written down to fair value through earnings whenever it is necessary to reflect other-than-temporary impairment. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability are added to its fair value.

Held-for-Trading

Financial assets and financial liabilities that are purchased and incurred with the intention of generating profits in the near term are classified as held-for-trading. These instruments are measured at fair value with the change in the fair value recognized in income.

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

1. Nature and Continuance of Operations and Significant Accounting Policies – *Continued*

k) Financial Instrument Standards – *Continued*

Derivatives and Hedge Accounting

The Company has determined that any share purchase warrants held are derivative financial instruments and any change in fair value is included in earnings for the period.

Comprehensive Income

Comprehensive income is composed of the Company's earnings and other comprehensive income. Other comprehensive income includes unrealized gains and losses on available-for-sale securities, foreign currency translation gains and losses on the net investment in self-sustaining operations, foreign currency translation adjustments and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income which is presented (if applicable) as a new category in shareholders' equity.

l) International Financial Reporting Standards ("IFRS")

In 2008, the CICA announced that GAAP for publicly accountable enterprises is to be replaced by IFRS for fiscal years beginning on or after 1 January 2011. Companies are required to provide IFRS comparative information for the previous fiscal year. Accordingly, the conversion from GAAP to IFRS is to be applicable to the Company's reporting for the first quarter of its 2012 year end for which the current and comparative information will be prepared under IFRS. The Company is required to apply all of those IFRS standards which are effective for fiscal years ending 31 July 2012 and 2011 and apply them to its opening 1 August 2010 balance sheet.

m) Comparative Figures

Certain comparative figures have been adjusted to conform to the current year's presentation.

2. Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, available-for-sale securities, accounts payable, due to related parties and loans payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments, with the exception of available-for-sale securities, approximates their carrying values, due to their short-term maturity or capacity of prompt liquidation.

	Fair Value Measurement	31 July 2011	31 July 2010
Available-for-sale securities (Note 3)	Level 1	\$ 1	\$ 1

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

3. Available-for-Sale Securities

	31 July 2011		31 July 2010	
	Cost	Fair Value	Cost	Fair Value
Kaleidoscope 5,694 (31 July 2010 – 5,694) common shares	\$ 1	\$ 1	\$ 1	\$ 1

On 14 July 2008, Kaleidoscope performed a 1:200 reverse split of its shares, resulting in the Company's shareholding in Kaleidoscope being reduced to 5,694 shares.

4. Property, Plant and Equipment

	Cost	Accumulated Depreciation	31 July 2011	31 July 2010
			Net Book Value	Net Book Value
Automobile	\$ 27,468	\$ 9,679	\$ 17,789	\$ 21,877
Tools and equipment	42,156	2,639	39,517	-
Furniture and office equipment	7,146	933	6,213	918
	\$ 76,770	\$ 13,251	\$ 63,519	\$ 22,795

During the year ended 31 July 2011, total additions to property, plant and equipment were \$49,302 (31 July 2010 - \$25,461). The difference between net book value at 31 July 2010 and 31 July 2011 was due to additions during the year and depreciation for the year of \$9,847 offset by a foreign exchange adjustment of \$1,269.

5. Website Development Cost

	Cost	Accumulated Depreciation	31 July 2011	31 July 2010
			Net Book Value	Net Book Value
Website Development	\$ 13,743	\$ 4,060	\$ 9,683	\$ -

During the year ended 31 July 2011, total additions to website development were \$13,743 (31 July 2010 - \$Nil). The difference between net book value at 31 July 2010 and 31 July 2011 was due to additions during the year, depreciation for the year of \$3,898 and a foreign exchange adjustment of \$162.

6. Fleet Management Technology

On 10 November 2008, the Company acquired fleet management technology from a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company, in exchange for the issuance of 30,000,000 common shares of the Company valued at \$30,000 (Note 9). The technology is focusing on enabling organizations that use it to become more efficient, productive and profitable through the use of their fleet assets.

	Cost	Accumulated Amortization	31 July 2011	31 July 2010
			Net Book Value	Net Book Value
Fleet management technology	\$ 30,000	\$ -	\$ 30,000	\$ 30,000

The fleet management technology is not yet complete and amortization expense for the year ended 31 July 2011 is \$Nil (31 July 2010 - \$Nil).

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

7. Related Party Transactions

Except as disclosed elsewhere in these financial statements, related party transactions for the years ended 31 July 2011 and 2010 are as follows:

- a) During the year ended 31 July 2011, management fees of \$90,594 (2010 - \$66,838) were paid/accrued to the Chief Executive Officer of the Company.
- b) During the year ended 31 July 2011, consulting fees of \$30,201 (2010 - \$22,279) were paid/accrued to the Vice President of Operations of the Company.
- c) During the year ended 31 July 2011, consulting fees of \$75,495 (2010 - \$Nil) were paid/accrued to a company controlled by the Vice President of Corporate Development of the Company.
- d) During the year ended 31 July 2011, accounting fees of \$14,646 (2010 - \$Nil) were paid/accrued to an accounting firm owned by the former Chief Financial Officer of the Company.
- e) During the year ended 31 July 2011, the Company reversed the accrual of management fees of \$17,540 previously due to a former director of the Company (Note 12).
- f) During the year ended 31 July 2011, 470,370 common shares were issued to a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company, for a total of \$47,037 related to management and consulting services rendered during the year ended 31 July 2011 (Notes 9 and 14).
- g) During the year ended 31 July 2011, 500,000 common shares were issued to a company controlled by the Vice President of Corporate Development of the Company for \$50,000 related to consulting services rendered during the year ended 31 July 2011 (Notes 9 and 14).
- h) During the year ended 31 July 2010, the Company issued 4,041,613 common shares with a fair value of \$202,049 to the Chief Executive Officer of the Company and Vice President of Operations of the Company for management and consulting fees in the amount of \$112,932 and \$89,117, respectively (Notes 9 and 14).
- i) During the year ended 31 July 2010, the Company issued 120,000 common shares with a fair value of \$6,000 to a former director and officer of the Company for management and consulting fees incurred in a prior year (Notes 9 and 14).
- j) During the year ended 31 July 2010, the Company issued 139,089 common shares valued at \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (Notes 8, 9 and 14).

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

8. Loans Payable

The Company rescheduled the repayment dates for loans received from an investor, business associates related to the Vice President of Operations of the Company and a company related to the Vice President of Operations of the Company. The principal balance on these loans bears interest at a rate of 5% per annum, is unsecured and is now repayable by 31 July 2013. The balance as at 31 July 2011 consists of principal and accrued interest of \$54,616 (31 July 2010 - \$51,077) and \$3,881 (31 July 2010 - \$999), respectively.

During the year ended 31 July 2010, the Company issued 139,089 common shares for \$13,909 to settle short-term loans (Notes 7, 9 and 14).

9. Share Capital

The Company's authorized share capital is 100,000,000 common shares with \$0.0001 par value per share. Each common share entitles the holder to one vote, in person or by proxy, on matters on which action of the shareholders of the corporation are sought.

Issued and outstanding

- a) On 20 April 2011, the Company issued 470,370 common shares to a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company, valued at a total of \$47,037 related to management and consulting services rendered during the year ended 31 July 2011 (Notes 7 and 14).
- b) On 20 April 2011, the Company issued 500,000 common shares to a company controlled by the Vice President of Corporate Development of the Company valued at \$50,000 related to consulting services rendered during the year ended 31 July 2011 (Notes 7 and 14).
- c) On 20 April 2011, the Company issued 400,000 common shares valued at \$40,000 for consulting services rendered during the year ended 31 July 2011 (Note 14).
- d) On 20 April 2011, the Company issued 1,635,000 common shares for \$0.10 per share for cash proceeds of \$163,500.
- e) On 21 February 2011, the Company issued 995,000 common shares for \$0.10 per share for cash proceeds of \$99,500.
- f) On 11 July 2010, the Company issued 139,089 common shares valued at \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (Notes 7, 8 and 14).
- g) On 11 July 2010, the Company issued 343,218 common shares for \$0.10 per share for cash proceeds of \$34,322.
- h) On 10 July 2010, the Company issued 4,041,613 common shares valued at \$202,049 to the Chief Executive Officer of the Company and Vice President of Operations of the Company for management and consulting fees in the amounts of \$112,932 and \$89,117, respectively (Notes 7 and 14).
- i) On 10 July 2010, the Company issued 120,000 common shares valued at \$6,000 to a former director and officer of the Company for management and consulting fees incurred in a prior year (Notes 7 and 14).
- j) On 2 February 2009, the Company issued 50,000 common shares for \$0.05 per share for cash proceeds of \$2,500.

Deploy Technologies Inc.*(A Development Stage Company)***Notes to Financial Statements****31 July 2011 and 2010***U.S. Dollars***9. Share Capital – Continued**

- k) On 10 December 2008, the Company approved the issuance of 5,382,666 common shares for \$161,480 related to management and consulting fees (Note 14), share certificates for which were issued during the quarter ending 31 July 2009.
- l) On 10 November 2008, the Company acquired fleet management technology from a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company, by issuing 30,000,000 common shares of the Company valued at \$30,000 (Note 6).
- m) On 20 September 2008, the Company completed a 1:100 reverse stock split and decreased its issued and outstanding share capital from 56,110,070 common shares to 561,813 common shares with the same par value of \$0.0001. Unless otherwise noted, all references herein to the number of common shares, price per common share or weighted average number of common shares outstanding have been adjusted to reflect this reverse stock split on a retroactive basis.

Share subscriptions received in advance

During the year ended 31 July 2011, the Company received \$80,560 for the purchase of the Company's common shares. As of 31 July 2011, these shares have not yet been issued (Note 13).

10. Income Taxes

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

	2011	2010
Net loss for the period	\$ 424,174	\$ 163,716
Federal and state income tax rates	35%	35%
Expected income tax recovery	\$ 148,461	\$ 57,301
Permanent differences	(700)	(203)
Change in valuation allowance	(147,761)	(57,071)
Total income tax recovery	\$ -	\$ -

- b) The significant components of the Company's future income tax assets and liabilities are as follows:

	As at 30 July 2011	As at 31 July 2010
Future income tax assets		
Net income tax operating loss carry forward	\$ 772,713	\$ 350,538
Statutory federal income tax rate	35%	35%
Effective income tax rate	0%	0%
Future income tax asset	270,449	122,688
Valuation allowance	(270,449)	(122,688)
Net future income tax assets	\$ -	\$ -

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

10. Income Taxes – Continued

As at 31 July 2011, the Company has unused net operating losses for U.S. federal income tax purposes of approximately \$772,713 that are available to offset future taxable income, which, if unutilized, will expire as follows:

2028	\$	82,726
2029		104,752
2030		163,060
2031		<u>422,175</u>
Total	\$	<u>772,713</u>

11. Capital Disclosure

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, additional paid-in capital, accumulated other comprehensive loss and deficit. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic condition and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments.

There were no changes in the Company's approach to capital management during the year ended 31 July 2011 compared to the year ended 31 July 2010. The Company is not subject to externally imposed capital requirements.

12. Contingency

During the year ended 31 July 2011, the Company wrote off amounts due to related parties of \$17,540 related to the Company's former director. Management does not consider that these amounts are payable. This write down has been recorded as a recovery of expenses and a decrease in due to related parties (Note 7).

13. Subsequent Events

The following events occurred during the period from the year ended 31 July 2011 to the date the financial statements were available to be issued on 16 December 2011:

- a) On 6 September 2011, the Company issued 2,534,791 common shares for \$0.10 per share for cash proceeds of \$253,479 (Note 9).

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

13. Subsequent Events – *Continued*

- b) On 29 September 2011, the Company amended its Articles of Incorporation to authorize the issuance of up to 2,900,000 shares of Class A Preferred Stock, each share having the following voting powers, designations, preferences, limitations, restrictions, and relative rights:
- Ten votes per share in *pari passu* with shares of common stock on all matters presented to the holders of the Company's equity securities for vote or approval;
 - A right to receive dividends when, as and if declared by the board of directors, in *pari passu* with each share of common stock with the amount of such dividends determined by multiplying the dividend per share of common stock by ten;
 - A right to receive distributions, whether or not in liquidation, in *pari passu* with each share of common stock with the amount of such distribution determined by multiplying the distribution per share of common stock by ten;
 - Conversion into ten shares of common stock at the election of the Company or of the holder any time after two years of the date of issuance.
- c) On 29 September 2011, the Company issued 2,700,000 shares of Class A Preferred Stock in exchange for 27,000,000 common shares previously owned by a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company.
- d) On 29 September 2011, the Company issued 200,000 shares of Class A Preferred Stock in exchange for 2,000,000 common shares previously owned by a company controlled by the Chief Executive Officer of the Company.
- e) On 14 November 2011, the Company issued 2,130,563 common shares for \$0.10 per share for cash proceeds of \$213,056.
- f) On 14 November 2011, the Company issued 353,878 common shares valued at \$35,388 to the Chief Executive Officer of the Company for management services rendered during the three month period ended 31 October 2011.
- g) On 14 November 2011, the Company issued 117,959 common shares valued at \$11,796 to the Vice President of Operations of the Company for management services rendered during the three month period ended 31 October 2011.
- h) On 14 November 2011, the Company issued 245,749 common shares valued at \$24,575 to a company controlled by the Vice President of Corporate Development of the Company for consulting services rendered during the three month period ended 31 October 2011.

14. Supplemental Disclosures with Respect to Cash Flows

	Year Ended 31 July	
	2011	2010
Cash paid during the year for interest	\$ -	-
Cash paid during the year for income taxes	\$ -	-

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

14. Supplemental Disclosures with Respect to Cash Flows – Continued

During the year ended 31 July 2011, the Company issued 470,370 common shares to a company controlled by the Chief Executive Officer of the Company and Vice President of Operations of the Company, for a total of \$47,037 related to management and consulting services rendered during the year ended 31 July 2011 (Notes 7 and 9).

During the year ended 31 July 2011, the Company issued 500,000 common shares valued at \$50,000 to a company controlled by the Vice President of Corporate Development of the Company for consulting services rendered during the year ended 31 July 2011 (Notes 7 and 9).

During the year ended 31 July 2011, the Company issued 400,000 common shares valued at \$40,000 for consulting services rendered during the year ended 31 July 2011 (Note 9).

During the year ended 31 July 2010, the Company issued 4,041,613 common shares with a fair value of \$202,049 to the Chief Executive Officer of the Company and Vice President of Operations of the Company for management and consulting fees incurred in the prior and current year in the amount of \$112,932 and \$89,117, respectively (Notes 7 and 9).

During the year ended 31 July 2010, the Company issued 120,000 common shares with a fair value of \$6,000 to a former director and officer of the Company for management and consulting fees incurred in a prior year (Notes 7 and 9).

During the year ended 31 July 2010, the Company issued 139,089 common shares for \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (Notes 7, 8, and 9).

15. Segmented Information

Details on a geographic basis as at 31 July 2011 are as follows:

	USA		Canada		Total	
Current assets	\$	-	\$	42,645	\$	42,645
Property, plant and equipment	\$	-	\$	63,519	\$	63,519
Fleet management technology	\$	-	\$	30,000	\$	30,000
Other long-term assets	\$	-	\$	9,683	\$	9,683
Loss for the year	\$	-	\$	(424,174)	\$	(424,174)

Details on a geographic basis as at 31 July 2010 are as follows:

	USA		Canada		Total	
Current assets	\$	-	\$	3,610	\$	3,610
Property, plant and equipment	\$	-	\$	22,795	\$	22,795
Fleet management technology	\$	-	\$	30,000	\$	30,000
Loss for the year	\$	-	\$	(163,716)	\$	(163,716)

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2011 and 2010

U.S. Dollars

16. Differences between Canadian GAAP and United States GAAP

These financial statements have been prepared in accordance with Canadian GAAP. Unless otherwise noted, these financial statements also comply, in all material aspects, with United States GAAP.

Recent Accounting Pronouncements

In December 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-28, "Intangibles, Goodwill and Other". The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after 15 December 2010. The adoption of ASU 2010-28 during the period did not have a material impact on the Company's financial position, cash flows or results of operations.

In December 2010, the FASB issued ASU 2010-29, "Business Combinations". The amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after 15 December 2010. The adoption of ASU 2010-29 during the period did not have a material impact on the Company's financial position, cash flows or results of operations.

In June 2011, the FASB issued ASU 2011-05, "Presentation of Comprehensive Income". This ASU presents an entity with the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. As ASU 2011-05 relates only to the presentation of Comprehensive Income, the Company does not expect that the adoption of this update will have a material effect on its financial statements.

DEPLOY TECHNOLOGIES INC.

(A Development Stage Company)

FINANCIAL STATEMENTS

31 July 2010 and 2009

(Expressed in U.S. Dollars)

JAMES STAFFORD

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Independent Auditors' Report

To the Directors of Deploy Technologies Inc.

We have audited the balance sheets of **Deploy Technologies Inc.** (the "Company") as at 31 July 2010 and 2009 and the statements of loss and comprehensive loss, cash flows and changes in shareholders' deficiency for the years then ended. These financial statements are the responsibility of the Company's management. 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 plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as, evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at 31 July 2010 and 2009 and the results of its operations, its cash flows and its changes in shareholders' deficiency for the years then ended in accordance with Canadian generally accepted accounting principles.

Vancouver, Canada



Chartered Accountants

14 September 2010, except as to Note 12, which is as of 16 December 2011.

Deploy Technologies Inc.
(A Development Stage Company)

Statement 1

Balance Sheets

As at 31 July
(U.S. Dollars)

ASSETS	2010	2009 (Restated)
Current		
Cash and cash equivalents	\$ 1,991	\$ 912
Prepaid expenses	1,618	239
Available-for-sale securities (Note 4)	1	1
	3,610	1,152
Property, plant and equipment (Note 5)	22,795	-
Fleet management technology (Note 6)	30,000	30,000
	\$ 56,405	\$ 31,152
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 7)	\$ 41,593	\$ 140,396
Loans payable (Note 8)	52,076	10,141
	93,669	150,537
SHAREHOLDERS' DEFICIENCY		
Share Capital – Statement 2 (Note 9)		
Authorized:		
100,000,000 common shares – Par value \$0.0001 (Note 12a)		
Issued and outstanding:		
40,638,399 (31 July 2009 – 35,994,479) common shares	4,063	3,599
Additional Paid-In Capital	1,691,578	1,435,762
Accumulated Other Comprehensive Income (Loss)	(9,179)	1,264
Deficit Accumulated Prior to the Development Stage	(1,455,010)	(1,455,010)
Deficit Accumulated During the Development Stage	(268,716)	(105,000)
	(37,264)	(119,385)
	\$ 56,405	\$ 31,152

Nature and Continuance of Operations and Significant Accounting Policies (Note 1) and Subsequent Events
(Note 12)

ON BEHALF OF THE BOARD:

_____/s/ David A. Eppert_____
Director

_____/s/ Andre E. Thompson_____
Director

Deploy Technologies Inc.*(A Development Stage Company)***Statement 2****Statements of Changes in Shareholders' Deficiency***(U.S. Dollars)*

	Share Capital		Additional Paid-in Capital	Other Comprehensive Income (Loss)	Deficit Accumulated Prior to the Development Stage	Deficit Accumulated During the Development Stage	Total
	Number	Amount					
Balance – 31 July 2007 (Unaudited)	561,813	\$ 56	\$ 1,245,325	\$ 2,520	\$ (1,371,285)	\$ -	\$ (123,384)
Foreign currency translation adjustment	-	-	-	(303)	-	-	(303)
Loss for the year	-	-	-	-	(83,725)	-	(83,725)
Balance – 31 July 2008 (Restated)	561,813	\$ 56	\$ 1,245,325	\$ 2,217	\$ (1,455,010)	\$ -	\$ (207,412)
Issuance of shares for:							
- Fleet management technology (Notes 6, 9 and 13)	30,000,000	3,000	27,000	-	-	-	30,000
- Services rendered (Notes 7, 9 and 13)	5,382,666	538	160,942	-	-	-	161,480
- Cash (Note 9)	50,000	5	2,495	-	-	-	2,500
Foreign currency translation adjustment	-	-	-	(953)	-	-	(953)
Loss for the year	-	-	-	-	-	(105,000)	(105,000)
Balance – 31 July 2009 (Restated)	35,994,479	\$ 3,599	\$ 1,435,762	\$ 1,264	\$ (1,455,010)	\$ (105,000)	\$ (119,385)
Issuance of shares for:							
- Services rendered (Notes 7, 9 and 13)	4,161,613	416	207,633	-	-	-	208,049
- Settlement of loans payable (Notes 8, 9 and 13)	139,089	14	13,895	-	-	-	13,909
- Cash (Note 9)	343,218	34	34,288	-	-	-	34,322
Foreign currency translation adjustment	-	-	-	(10,443)	-	-	(10,443)
Loss for the year	-	-	-	-	-	(163,716)	(163,716)
Balance – 31 July 2010	40,638,399	\$ 4,063	\$ 1,691,578	\$ (9,179)	\$ (1,455,010)	\$ (268,716)	\$ (37,264)

- See Accompanying Notes -

Deploy Technologies Inc.

Statement 3

(A Development Stage Company)

Statements of Loss and Comprehensive Loss

(U.S. Dollars)

	Years Ended 31 July	
	2010	2009 (Restated)
General and Administrative Expenses		
Accounting fees	\$ 30,213	\$ 1,420
Automobile expenses	5,660	568
Bank charges and interest (Note 8)	2,124	540
Consulting fees (Note 7)	22,279	27,640
Depreciation	2,666	-
Dues and subscriptions	5,197	345
Filing fees	4,502	-
Insurance	708	162
Legal fees	5,000	-
Management fees (Note 7)	66,838	64,921
Meals and entertainment	1,312	497
Office and miscellaneous	2,571	953
Rent	1,393	612
Telecommunications	778	-
Transfer agent fees	5,077	4,465
Tools and equipment	6,071	2,877
Travel	1,327	-
Loss for the Year	\$ (163,716)	\$ (105,000)
Other Comprehensive Income (Loss)		
Foreign currency translation adjustment	(10,443)	(953)
Comprehensive Loss for the Year	\$ (174,159)	\$ (105,953)
Loss and Comprehensive Loss per Share - Basic and Fully Diluted	\$ (0.005)	\$ (0.004)
Weighted Average Number of Shares Outstanding	36,261,072	25,715,444

- See Accompanying Notes -

Deploy Technologies Inc.
(A Development Stage Company)
Statements of Cash Flows
(U.S. Dollars)

Statement 4

Cash Resources Provided By (Used In)	Years Ended 31 July	
	2010	2009 (Restated)
Operating Activities		
Loss for the year	\$ (163,716)	\$ (105,000)
Items not affecting cash:		
Accrued interest (Note 8)	999	73
Depreciation	2,666	-
Common shares issued for service (Note 9)	89,117	-
Prepaid expenses	(1,379)	(239)
Accounts payable and accrued liabilities	20,129	94,447
	<u>(52,184)</u>	<u>(10,719)</u>
Investing Activities		
Purchase of property, plant and equipment (Note 5)	<u>(25,461)</u>	<u>-</u>
Financing Activities		
Proceeds from issuance of common shares (Note 9)	34,322	2,500
Proceeds from loans (Note 8)	62,120	14,709
Settlement of loans (Note 8)	<u>(7,275)</u>	<u>(4,641)</u>
	<u>89,167</u>	<u>12,568</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(10,443)</u>	<u>(953)</u>
Net Increase in Cash and Cash Equivalents	1,079	896
Cash and cash equivalents – Beginning of year	912	16
Cash and Cash Equivalents - End of Year	<u>\$ 1,991</u>	<u>\$ 912</u>

Supplemental Disclosures with Respect to Cash Flows (Note 13)

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements**31 July 2010 and 2009**

(U.S. Dollars)

1. Nature and Continuance of Operations and Significant Accounting Policies**a) Nature and Continuance of Operations**

Deploy Technologies Inc. (the "Company") was incorporated on 5 November 1998 in the State of Delaware, U.S.A. under the name of Concept Development Group, Inc. and commenced business on the same day.

In May 2004, the Company acquired 100% of Kaleidoscope Venture Capital, Inc. (formerly Vocalscape Networks, Inc.) ("Kaleidoscope") and changed its name to Vocalscape, Inc. In November 2005, the Company changed its name to Nevstar Precious Metals, Inc. as a junior mining company.

On 18 July 2008, the Board of Directors appointed Mr. David Eppert to be President and Director of the Company. After Mr. David Eppert became the President, the Company's Board of Directors approved a plan that would take the Company in a new direction. On 31 July 2008, the Company transitioned its prospectus from mineral property exploration to developing technologies for effective fleet management.

The Company changed its name from Nevstar Precious Metals, Inc. to Deploy Technologies Inc. on 19 September 2008.

The Company is a development stage company, as defined in Accounting Guideline 11, "Enterprises in the Development Stage". The Company is devoting all of its present efforts in securing and establishing a new prospectus, and its planned principle operations have not commenced, and, accordingly, no revenue has been derived during the organization period.

At 31 July 2010, the Company had cash and cash equivalents of \$1,991 (2009 - \$912) and working capital deficit of \$90,059 (2009 - \$149,385). The funds on hand at 31 July 2010 are not sufficient to meet the Company's planned corporate, administrative and development activities for the next twelve months. Additional financing will be required to meet the Company's obligations as they fall due. Because of this uncertainty, there is significant doubt about its ability to continue as a going concern.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

Several adverse conditions cast significant doubt upon the validity of this assumption. Consistent with other entities in the development stage, the Company has incurred operating losses since inception, has no source of revenue, is unable to self-finance operations, and has significant cash requirements to meet its overhead and continue its development activities. The Company's ability to continue as a going concern is dependent upon management's ability to secure additional financing. While management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future.

If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments would be material.

b) Basis of Presentation

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP").

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements

31 July 2010 and 2009

(U.S. Dollars)

1. Nature and Continuance of Operations and Significant Accounting Policies – Continued

c) Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at point of purchase of 90 days or less. The Company places its cash and cash investments with institutions of high-credit worthiness.

d) Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are non-interest bearing, unsecured and have settlement dates within one year.

e) Income Taxes

Income taxes are accounted for using the asset and liability method. Future taxes are recognized for the tax consequences of “temporary differences” by applying enacted or substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and tax basis of existing assets and liabilities. The effect on future taxes for a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. In addition, the method requires the recognition of future tax benefits to the extent that realization of such benefits is more likely than not. A valuation allowance is provided to the extent that it is more likely than not that future income tax assets will not be realized.

f) Foreign Currency Translation

The functional currency is the Canadian dollar and the reporting currency is the U.S. dollar. At each balance sheet date, assets and liabilities that are denominated in a currency other than U.S. dollars are adjusted to reflect the current exchange rate which may give rise to a foreign currency translation adjustment accounted for as a separate component of shareholders’ equity and included in other comprehensive income (loss).

Revenues and expenses are translated at the average daily rate for the year covering the financial statement year to approximate the rate of exchange on the transaction date. Exchange gains and losses are included in the determination of net income (loss) for the year.

g) Loss per Share

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted earnings per share which assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. In years in which a loss is incurred, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and therefore basic and diluted loss per share are the same.

Deploy Technologies Inc.

(A Development Stage Company)

Notes to Financial Statements**31 July 2010 and 2009**

(U.S. Dollars)

1. Nature and Continuance of Operations and Significant Accounting Policies – Continued**h) Research and Product Development Costs**

Research costs including materials and salaries of employees directly involved in research efforts are expensed as incurred. Development costs are expensed in the period incurred, unless they meet specific criteria related to technical, market and financial feasibility, in which case they are deferred and amortized over the estimated life of the related products. Management reviews the applicable criteria on a regular basis and if the criteria are no longer met, any remaining unamortized balance is written off as a charge to income. As at 31 July 2010, the Company has deferred costs of \$30,000 related to fleet management technology (2009 – \$30,000) (Notes 6, 7, 9 and 13).

Fleet management technology acquired is recorded at cost. Fleet management technology will be amortized over its estimated useful life and evaluated for impairment if events or changes in circumstances indicate that the asset may be impaired. To date, no amortization has been taken because the fleet management technology is not yet complete.

i) Management's Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported years. Actual results could differ from those estimates.

j) Financial Instrument Standards

Effective 1 August 2008, the Company adopted the new Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3855, “Financial Instruments – Recognition and Measurement”; Section 3865, “Hedges”; Section 1530, “Comprehensive Income”; and Section 3861, “Financial Instruments – Disclosure and Presentation” (the “Financial Instrument Standards”). These new standards have been adopted on a prospective basis with no restatement to prior period financial statements.

Effective 1 August 2008, the Company adopted the new CICA Handbook Section 3862, “Financial Instruments – Disclosures” and Section 3863, “Financial Instruments – Presentation” which replace the existing Section 3861, “Financial Instruments – Disclosure and Presentation”, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosure about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

The principal changes resulting from the adoption of the Financial Instrument Standards are as follows:

Financial Assets and Financial Liabilities

Under the new standards, financial assets and liabilities are initially recognized at fair value and are subsequently measured based on their classification as held-to-maturity, loans and receivables, available-for-sale or held-for-trading, as described below. The classification is not changed subsequent to initial recognition.

Held-to-Maturity and Loans and Receivables

Financial instruments that have a fixed maturity date, where the Company intends and has the ability to hold to maturity, are classified as held-to-maturity and measured at amortized cost using the effective interest rate method. Loans and receivables are measured at amortized cost using the effective interest method.

Deploy Technologies Inc.
(A Development Stage Company)
Notes to Financial Statements
31 July 2010 and 2009
(U.S. Dollars)

1. Nature and Continuance of Operations and Significant Accounting Policies – Continued

j) Financial Instrument Standards – Continued

Available-for-sale

Financial assets classified as available-for-sale are carried at fair value (where determinable based on market prices of actively traded securities) with changes in fair value recorded in other comprehensive income. Available-for-sale securities are written down to fair value through earnings whenever it is necessary to reflect an other-than-temporary impairment. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability are added to its fair value.

Held-for-Trading

Financial assets and financial liabilities that are purchased and incurred with the intention of generating profits in the near term are classified as held-for-trading. These instruments are measured at fair value with the change in the fair value recognized in income.

Derivatives and Hedge Accounting

The Company has determined that any share purchase warrants held are derivative financial instruments and any change in fair value is included in earnings for the period.

Comprehensive Income

Comprehensive income is composed of the Company's earnings and other comprehensive income. Other comprehensive income includes unrealized gains and losses on available-for-sale securities, foreign currency translation gains and losses on the net investment in self-sustaining operations, foreign currency translation adjustments and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income which is presented (if applicable) as a new category in shareholders' equity.

k) International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after 1 January 2011. The transition date of 1 January 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended 31 July 2011. Although IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in recognition, measurement and disclosure. The Company has developed the framework of a plan for IFRS convergence and has started the implementation process. Detailed analysis of the differences between IFRS and the Company's accounting policies and assessment of the various alternatives for first time adoption of IFRS are in progress. Management's assessment to date indicates that there will be revisions to the Company's disclosures on adoption of IFRS, but there will be no major financial impact or accounting policy or procedural changes.

l) Comparative Figures

Certain comparative figures have been adjusted to conform to the current year's presentation.

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2. Changes in Accounting Policies

Credit Risk and Fair Value of Financial Assets and Financial Liabilities

In January 2009, the CICA issued Emerging Issues Committee (“EIC”) abstract 173, “Credit Risk and the Fair Value of Financial Assets and Financial Liabilities”. EIC-173 requires the Company to take into account the Company’s own credit risk and the credit risk of the counterparty in determining the fair value of financial assets and financial liabilities, including derivative instruments. The adoption of this standard did not have a significant impact on the Company’s financial statements.

Goodwill and Other Intangible Assets

Effective 1 May 2009, the Company adopted CICA Handbook Section 3064, “Goodwill and Other Intangible Assets”. The new requirements of Section 3064 are for recognition, measurement, presentation and disclosure. Section 3064 replaces Section 3062, “Goodwill and Other Intangible Assets”. The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. The adoption of this standard did not have a significant impact on the Company’s financial statements.

3. Fair Value of Financial Instruments

The Company’s financial instruments consist of cash and cash equivalents, available-for-sale securities, accounts payable and loan payable. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments, with the exception of available-for-sale securities, approximates their carrying values, due to their short-term maturity or capacity of prompt liquidation.

The CICA Handbook Section 3862, “Financial Instruments – Disclosures” requires disclosure of a three-level hierarchy for fair value measurements based upon transparency of inputs to the valuation of financial instruments carried on the balance sheet at fair value. The three levels are defined as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

	Fair Value Measurement	2010	2009 (Restated)
Available-for-sale securities (<i>Note 4</i>)	Level 1	\$ 1	\$ 1

In addition to the investment noted above, cash would be Level 1 fair value.

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4. Available-for-Sale Securities

	31 July 2010		31 July 2009 (Restated)	
	Cost	Fair Value	Cost	Fair Value
Kaleidoscope 5,694 (2009 – 5,694) common shares	\$ 1	\$ 1	\$ 1	\$ 1

The above investments have been accounted for using the fair value method.

On 14 July 2008, Kaleidoscope (formerly Vocalscape Networks, Inc.) performed a 1:200 reverse split of its shares, resulting in the Company's shareholding in Kaleidoscope being reduced to 5,694 shares (2007 – 5,694).

5. Property, Plant and Equipment

	31 July 2010		31 July 2009 (Restated)	
	Cost	Accumulated Depreciation	Net Book Value	Net Book Value
Automobile	\$ 24,489	\$ 2,612	\$ 21,877	\$ -
Furniture and office equipment	972	54	918	-
	\$ 25,461	\$ 2,666	\$ 22,795	\$ -

During the year ended 31 July 2010, total additions to property, plant and equipment were \$25,461 (2009 - \$Nil).

6. Fleet Management Technology

On 10 November 2008, the Company acquired fleet management technology from Trepped Enterprises Inc., a company controlled by the President and Vice President of Operations of the Company, in exchange for the issuance of 30,000,000 common shares of the Company valued at \$30,000 (*Notes 7, 9 and 13*). The technology is focusing on enabling organizations that use it to become more efficient, productive and profitable through the use of their fleet assets.

The fleet management technology is not yet complete and amortization expense for year ended 31 July 2010 was \$Nil (2009 – \$Nil).

	31 July 2010		Net Book Value	
	Cost	Accumulated amortization	31 July 2010	31 July 2009 (Restated)
Fleet management technology	\$ 30,000	\$ -	\$ 30,000	\$ 30,000

7. Related Party Transactions

Except as disclosed elsewhere in these financial statements, related party transactions are as follows:

- During the year ended 31 July 2010, management fees of \$66,838 (2009 - \$64,921) were paid/accrued to the President of the Company.
- During the year ended 31 July 2010, consulting fees of \$22,279 (2009 - \$21,640) were paid/accrued to the Vice President of Operations of the Company.

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7. Related Party Transactions – Continued

- c) During the year ended 31 July 2010, consulting fees of \$Nil (2009 - \$6,000) were paid/accrued to a former officer and director of the Company.
- d) During the year ended 31 July 2010, the Company issued 4,041,613 common shares (2009 – Nil) with a fair value of \$202,049 (2009 - \$Nil) to the President and Vice President of Operations of the Company for management and consulting fees incurred in the prior and current year (Notes 9 and 13).
- e) During the year ended 31 July 2010, the Company issued 120,000 common shares (2009 - 5,382,666) with a fair value of \$6,000 (2009 - \$161,480) to a former director and officer of the Company for management and consulting fees incurred in a prior year (Notes 9 and 13).
- f) On 10 November 2008, the Company issued 30,000,000 common shares valued at \$30,000 in exchange for fleet management technology from Trepped Enterprises Inc., a company controlled by the President and Vice President of Operations of the Company. The technology was developed by Trepped Enterprises Inc. for fleet management (Notes 6, 9 and 13).
- g) On 11 July 2010, the Company issued 139,089 common shares valued at \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (Notes 7, 8 and 13).
- h) Included in accounts payable as at 31 July 2010 is \$19,367 (2009 - \$136,432) payable to related parties for management and consulting services.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Loans Payable

During the year ended 31 July 2010, the Company received loans from Pacific Everand Ventures Ltd., a company related to the Vice President of Operations of the Company and a business associate related to the Vice President of Operations of the Company. The principal balance bears interest at a rate of 5% per annum, is unsecured and repayable by 31 July 2011. The balance as at 31 July 2010 consists of principal and accrued interest of \$46,995 (2009 - \$Nil) and \$988 (2009 - \$Nil), respectively.

During the year ended 31 July 2010, the Company received a loan from Pacific Everand Ventures Ltd., a company related to the Vice President of Operations of the Company. The principal balance bears interest at a rate of 5% per annum, is unsecured and repayable by 15 September 2010. The balance as at 31 July 2010 consists of principal and accrued interest of \$4,082 (2009 - \$Nil) and \$11 (2009 - \$Nil), respectively.

During the year ended 31 July 2010, the Company issued 139,089 common shares for \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (Notes 7, 9 and 13).

During the year ended 31 July 2009, the Company received loans from business associates related to the Vice President of Operations of the Company. The principal balance bears interest at a rate of 5% per annum, is unsecured and repayable by 31 July 2010. The balance as at 31 July 2010 consists of principal and accrued interest of \$Nil (2009 - \$9,140) and \$Nil (2009 - \$73), respectively.

During the year ended 31 July 2009, the Company received a loan from the President of the Company. The principal balance is non-interest bearing, unsecured and has no fixed terms of repayment. The balance as at 31 July 2010 consists of principal of \$Nil (2009 - \$928).

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Notes to Financial Statements

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9. Share Capital

The Company's authorized share capital is 100,000,000 common shares with \$0.0001 par value per share (*Note 12a*). Each common share entitles the holder to one vote, in person or by proxy, on matters on which action of the shareholders of the corporation are sought.

- a) On 20 September 2008, the Board of Directors completed a 1:100 reverse stock split and decreased the issued and outstanding share capital from 56,110,070 common shares to 561,813 common shares with the same par value of \$0.0001. Unless otherwise noted, all references herein to the number of common shares, price per common share or weighted average number of common shares outstanding have been adjusted to reflect this reverse stock split on a retroactive basis.
- b) On 10 November 2008, the Company acquired fleet management technology from Trepped Enterprises Inc., a company controlled by the President and Vice President of Operations of the Company, by issuing 30,000,000 common shares of the Company valued at \$30,000 (Notes 6, 7 and 13).
- c) On 10 December 2008, the Board of Directors approved the issuance of 5,382,666 common shares for \$161,480 in accounts payable balances related to management and consulting fees (Notes 7 and 13), share certificates for which were issued during the quarter ending 31 July 2009.
- d) On 2 February 2009, the Company issued 50,000 common shares for \$0.05 per share for cash proceeds of \$2,500.
- e) On 10 July 2010, the Board of Directors approved the issuance of 4,161,613 common shares for \$208,049 in accounts payable balances related to management and consulting fees incurred in the prior and current year (Notes 7 and 13).
- f) On 11 July 2010, the Company issued 139,089 common shares valued at \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (Notes 7, 8 and 13).
- g) On 11 July 2010, the Company issued 343,218 common shares for \$0.10 per share for cash proceeds of \$34,322.

10. Income Taxes

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

	2010	2009 (Restated)
Net loss for the year	\$ 163,716	\$ 105,000
Federal and state income tax rates	35%	35%
Expected income tax recovery	\$ 57,301	\$ 36,750
Permanent differences	(230)	(87)
Change in valuation allowance	(57,071)	(36,663)
Total income tax recovery	\$ -	\$ -

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10. Income Taxes – Continued

b) The significant components of the Company's future income tax assets and liabilities are as follows:

	2010	2009 (Restated)
Future income tax assets		
Net income tax operating loss carry forward	\$ 353,204	\$ 187,478
Statutory federal income tax rate	35%	35%
Effective income tax rate	0%	0%
Future income tax asset	122,688	65,617
Valuation allowance	(122,688)	(65,617)
Net future income tax assets	\$ -	\$ -

As at 31 July 2010, the Company has unused net operating losses for U.S. federal income tax purposes of approximately \$350,538 that are available to offset future taxable income, which, if unutilized, will expire as follows:

2028	\$ 82,726
2029	104,752
2030	163,060
Total	\$ 350,538

11. Capital Disclosure

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, additional paid-in capital, accumulated other comprehensive loss and deficit. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic condition and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments.

There were no changes in the Company's approach to capital management during the year ended 31 July 2010 compared to the year ended 31 July 2009. The Company is not subject to externally imposed capital requirements.

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Notes to Financial Statements**31 July 2010 and 2009**

(U.S. Dollars)

12. Subsequent Events

The following events occurred during the period from the year ended 31 July 2010 to the date the financial statements were available to be issued on 16 December 2011:

- a) On 15 September 2010, the Company reduced its authorized share capital from 500,000,000 to 100,000,000 common shares (*Note 9*).
- b) Effective 15 September 2010, the Company completed a merger with its wholly-owned subsidiary, Deploy Acquisition Corp. ("Deploy Acquisition"), which was incorporated for the purpose of engaging in any lawful business under the laws of the State of Nevada. The Company entered into an Agreement of Merger, whereby the Company agreed to cease and terminate upon the filing of Articles of Merger with the Delaware Secretary of State and Deploy Acquisition would continue as the surviving company except that the company name would be Deploy Technologies Inc. The terms of the Agreement of Merger are summarized as follows:
 - i. The issued and outstanding securities of Deploy Acquisition shall be cancelled and extinguished;
 - ii. The issued and outstanding common shares of the Company shall be automatically converted into and become the issued and outstanding stock of Deploy Acquisition;
 - iii. The directors and management of the Company shall automatically become the directors and management of Deploy Acquisition;
 - iv. The obligations of Deploy Acquisition and the Company existing prior to the merger shall be unaffected by the merger; and
 - v. The obligations of the Company existing prior to the merger shall be unaffected by the merger and by operation of law become obligations of Deploy Acquisition, including, but not limited to:
 - 1) Obligations, contracts and agreements wholly or partially unperformed on the date of the merger;
 - 2) Advances, loans, notes, debts, bonds, debentures and other obligations for money borrowed outstanding on the date of the merger; and
 - 3) Commitments, obligations, contracts and agreements to issue shares of common shares outstanding on the date of the merger.
- c) On 21 February 2011, the Company issued 995,000 common shares for \$0.10 per share for cash proceeds of \$99,500.
- d) On 20 April 2011, the Company issued 970,370 common shares of the Company to settle amounts due to related parties of \$97,037. Of this amount, \$47,037 was payable to a company controlled by the President and the Vice President of Operations of the Company, and \$50,000 was payable to the Vice President of Corporate Development of the Company.
- e) On 20 April 2011, the Company issued 400,000 common shares valued at \$40,000 for consulting services.
- f) On 20 April 2011, the Company issued 1,635,000 common shares for \$0.10 per share for cash proceeds of \$163,500.
- g) On 10 May 2011, the Company registered as an extraprovincial company under the Business Corporations Act of British Columbia.
- h) On 6 September 2011, the company issued 2,534,791 common shares for \$0.10 per share for cash proceeds of \$253,479.

(A Development Stage Company)

Notes to Financial Statements

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12. Subsequent Events – Continued

- i) On 29 September 2011, the Company amended its Articles of Incorporation to authorize the issuance of up to 2,900,000 shares of Class A Preferred Stock, each share having the following voting powers, designations, preferences, limitations, restrictions, and relative rights:
 - a. Ten votes per share in pari passu with shares of common stock on all matters presented to the holders of the Company's equity securities for vote or approval;
 - b. A right to receive dividends when, as and if declared by the board of directors, I pari passu with each share of common stock with the amount of such dividends determined by multiplying the dividend per share of common stock by ten;
 - c. A right to receive distributions, whether or not in liquidation, in pari passu with each share of common stock with the amount of such distribution determined by multiplying the distribution per share of common stock by ten;
 - d. Conversion into ten shares of common stock at the election of the Company or of the holder any time after two years of the date of issuance.
- j) On 29 September 2011, the Company issued 2,700,000 shares of Class A Preferred Stock in exchange for 27,000,000 common shares previously owned by Trepped Enterprises Inc., a company controlled by the President and Vice President of Operations of the Company.
- k) On 29 September 2011, the Company issued 200,000 shares of Class A Preferred Stock in exchange for 2,000,000 common shares previously owned by Force Options Inc., a company controlled by the President of the Company.
- l) On 14 November 2011, the Company issued 2,130,563 common shares for \$0.10 per share for cash proceeds of \$213,056.
- m) On 14 November 2011, the Company issued 353,878 common shares valued at \$35,388 to the Chief Executive Officer of the Company for management services rendered during the three month period ended 31 October 2011.
- n) On 14 November 2011, the Company issued 117,959 common shares valued at \$11,796 to the Vice President of Operations of the Company for management services rendered during the three month period ended 31 October 2011.
- o) On 14 November 2011, the Company issued 245,749 common shares valued at \$24,575 to a company controlled by the Vice President of Corporate Development of the Company for consulting services rendered during the three month period ended 31 October 2011.

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13. Supplemental Disclosures with Respect to Cash Flows

	Years Ended 31 July	
	2010	2009 (Restated)
Cash paid during the year for interest	\$ 292	-
Cash paid during the year for income taxes	\$ -	-

On 10 November 2008, the Company issued 30,000,000 common shares valued at \$30,000 in exchange for technology from Trepped Enterprises Inc., a company controlled by the President and Vice President of Operations of the Company. The technology was developed by Trepped Enterprises Inc. for fleet management (*Notes 6, 7 and 9*).

During the year ended 31 July 2010, the Company issued 4,041,613 common shares (2009 – Nil) with a fair value of \$202,049 (2009 - \$Nil) to the President and Vice President of Operations of the Company for management and consulting fees incurred in the prior and current year (*Notes 7 and 9*).

During the year ended 31 July 2010, the Company issued 120,000 common shares (2009 - 5,382,666) with a fair value of \$6,000 (2009 - \$161,480) to a former director and officer of the Company for management and consulting fees incurred in a prior year (*Notes 7 and 9*).

On 11 July 2010, the Company issued 139,089 common shares for \$13,909 to settle loans payable to business associates related to the Vice President of Operations of the Company (*Notes 7, 8 and 9*).

14. Segmented Information

Details on a geographic basis as at 31 July 2010 are as follows:

	U.S.A	Canada	Total
Assets	\$ -	\$ 56,405	\$ 56,405
Fleet management technology	\$ -	\$ 30,000	\$ 30,000
Loss for the year	\$ -	\$ (163,716)	\$ (163,716)

Details on a geographic basis as at 31 July 2009 are as follows:

	U.S.A	Canada	Total
Assets	\$ -	\$ 31,152	\$ 31,152
Fleet management technology	\$ -	\$ 30,000	\$ 30,000
Loss for the year	\$ -	\$ (105,000)	\$ (105,000)

Details on a geographic basis as at 31 July 2008 are as follows:

	U.S.A	Canada	Total
Assets	\$ -	\$ 17	\$ 17
Loss for the year	\$ -	\$ (83,725)	\$ (83,725)

Deploy Technologies Inc.

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15. Differences Between Canadian and United States Generally Accepted Accounting Principles (“GAAP”)

These financial statements have been prepared in accordance with GAAP. Except as set out below, these financial statements also comply, in all material aspects, with United States GAAP (“U.S. GAAP”).

a) Changes in Accounting Policies

In June 2009, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 166, “Accounting for Transfer of Financial Assets – an amendment of FASB Statement”. SFAS No. 166 removes the concept of a qualifying special-purpose entity from ASC 860-10, “Transfers and Servicing”, and removes the exception from applying ASC 810-10, “Consolidation”. This statement also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. SFAS No. 166, which is referenced in ASC 105-10-65, has not yet been adopted into the Codification and remains authoritative. This statement is effective 1 May 2010. The adoption of SFAS No. 166 did not have a material impact on the Company’s financial statements.

In June 2009, the FASB issued SFAS No. 168, “The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principle – a replacement of FASB Statement No. 162”. The Codification reorganized existing U.S. accounting and reporting standards issued by the FASB and other related private sector setter into a single source of authoritative accounting principles arranged by topic. The Codification supersedes all existing U.S. accounting standards; all other accounting literature not included in the Codification (other than SEC guidance for publicly-traded companies) is considered non-authoritative. The Codification was effective on a prospective basis for interim and annual reporting periods ending after 15 September 2009. The adoption of the Codification did not to have a material impact on the Company’s results of operations, financial position or liquidity.

In May 2009, the FASB issued new guidance for accounting for subsequent events. The new guidance, which is now part of ASC 855, “Subsequent Events” is intended to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. The new guidance was effective on a prospective basis for interim or annual reporting periods ending after 15 June 2009. The adoption of this guidance did not have a material impact on the Company’s financial statements.

In May 2008, the FASB issued new guidance for accounting for convertible debt instruments that may be settled in cash. The new guidance, which is now part of ASC 470-20, “Debt with Conversion and Other Options”, requires the liability and equity components to be separately accounted for in a manner that will reflect the entity’s nonconvertible debt borrowing rate. The Company will allocate a portion of the proceeds received from the issuance of convertible notes between a liability and equity component by determining the fair value of the liability component using the Company’s nonconvertible debt borrowing rate. The difference between the proceeds of the notes and the fair value of the liability component will be recorded as a discount on the debt with a corresponding offset to paid-in capital. The resulting discount will be accreted by recording additional non-cash interest expense over the expected life of the convertible notes using the effective interest rate method. The new guidance was to be applied retrospectively to all periods presented upon those fiscal years. The adoption of this guidance did not have a material impact on the Company’s financial statements.

Deploy Technologies Inc.

(A Development Stage Company)

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(U.S. Dollars)

15. Differences Between Canadian and U.S. GAAP – Continued**a) Changes in Accounting Policies – Continued**

In April 2008, the FASB issued new guidance for determining the useful life of an intangible asset. The new guidance is now part of ASC 350, “Intangibles – Goodwill and Other”. In determining the useful life of intangible assets, ASC 350 removes the requirement to consider whether an intangible asset can be renewed without substantial cost of material modifications to the existing terms and conditions and, instead, requires an entity to consider its own historical experience in renewing similar arrangements. ASC 350 also requires expanded disclosure related to the determination of intangible asset useful lives. The new guidance was effective for financial statements issued for fiscal years beginning after 15 December 2008. The adoption of this guidance did not have a material impact on the Company’s financial statements.

In March 2008, the FASB issued new guidance on the disclosure of derivative instruments and hedging activities. The new guidance, which is now part of ASC 815, “Derivatives and Hedging Activities”, requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of, and gains and losses on, derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. The new guidance was effective prospectively for financial statements issued for fiscal years beginning after 15 November 2008, with early application encouraged. The adoption of this guidance did not have a significant impact on the Company’s financial statements.

b) New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) 2010-06, “Improving Disclosures about Fair Value Measurements”. This update requires additional disclosure within the roll forward of activity for assets and liabilities measured at fair value on a recurring basis, including transfers of assets and liabilities between Level 1 and Level 2 of the fair value hierarchy and the separate presentation of purchases, sales, issuances and settlements of assets and liabilities within Level 3 of the fair value hierarchy. In addition, the update requires enhanced disclosures of the valuation techniques and inputs used in the fair value measurements within Levels 2 and 3. The new disclosure requirements are effective for interim and annual periods beginning after 15 December 2009, except for the disclosure of purchases, sales, issuances and settlements of Level 3 measurements. Those disclosures are effective for fiscal years beginning after 15 December 2010. As ASU 2010-06 only requires enhanced disclosures, the Company does not expect that the adoption of this update will have a material effect on its financial statements.

In February 2010, the FASB issued ASC 2010-09, “Amendments to Certain Recognition and Disclosure Requirements”, which eliminates the requirement for Securities and Exchange Commission (“SEC”) filers to disclose the date through which an entity has evaluated subsequent events. ASC 2010-09 is effective for its fiscal quarters beginning after 15 December 2010. The adoption of ASC 2010-09 is not expected to have a material impact on the Company’s financial statements.

In February 2010, the FASB issued ASU 2010-11, “Derivatives and Hedging (Topic 815): Scope Exception Related to Embedded Credit Derivatives”. ASU 2010-11 clarifies the type of embedded credit derivative that is exempt from embedded derivative bifurcation requirements. Specifically, only one form of embedded credit derivative qualifies for the exemption – one that is related only to the subordination of one financial instrument to another. As a result, entities that have contracts containing an embedded credit derivative feature in a form other than such subordination may need to separately account for the embedded credit derivative feature. The amendments in ASU 2010-11 are effective for each reporting entity at the beginning of its first fiscal quarter beginning after 15 June 2010. Early adoption is permitted at the beginning of each entity’s first fiscal quarter beginning after 5 March 2010. The adoption of ASU 2010-11 is not expected to have a material impact on the Company’s financial statements.

CERTIFICATE OF THE COMPANY

Dated: December 16, 2011

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation of British Columbia and Ontario.

By: "*David A. Eppert*"
David A. Eppert
President and Chief Executive Officer

By: "*Andre E. Thompson*"
Andre E. Thompson
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

By: "*Kulbir Rehal*"
Kulbir Rehal
Director

By: "*Harjit Grewal*"
Harjit Grewal
Director

CERTIFICATE OF PROMOTER

Dated: December 16, 2011

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation of British Columbia.

By: "*David A. Eppert*"
David A. Eppert
Promoter

By: "*Andre E. Thompson*"
Andre E. Thompson
Promoter