



**DEPLOY TECHNOLOGIES INC.**

**Form 51-102F2**  
***Annual Information Form***

**as at November 28, 2012**

**Year Ended July 31, 2012**

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The information in this Annual Information Form ("AIF") of Deploy Technologies Inc. ("we", "us", "our", the "Company") is presented as of July 31, 2012 unless otherwise specified. For further information please refer to our audited annual financial statements and accompanying management discussion and analysis ("MD&A") for the fiscal year ended July 31, 2012, filed on SEDAR at [www.sedar.com](http://www.sedar.com).

Unless otherwise specified, all dollar amounts in this AIF are expressed in Canadian dollars.

## **CORPORATE STRUCTURE**

We were incorporated on September 15, 2010 under the laws of 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 64<sup>th</sup> Avenue, Langley, BC, 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](http://www.deploy.ca).

## **GENERAL DEVELOPMENT OF OUR BUSINESS**

In addition to the corporate changes described above and below, during the last three years we successfully filed a prospectus with the British Columbia and Ontario Securities Commissions, became a reporting issuer in those jurisdictions and completed the listing of our subordinated voting shares (the "Common Shares") on the Canadian National Stock Exchange (the "CNSX"). We also completed the development of our hardware technology and manufactured 100 data terminals for sale and installation. Currently, we are actively marketing our products for sale.

On October 18, 2010, we announced that we had initiated production of Version I of our On-The-Fly Weight System ("OWS") prototype.

On November 12, 2010, we announced that we had signed a letter of understanding with Maple Leaf Disposal Ltd. to test and trial our OWS system.

On December 3, 2010, we announced that we had completed production of our OWS prototype.

On January 5, 2011, we announced that the initial connection to a client truck and testing of the OWS prototype was a success.

On April 12, 2011, we announced that we had completed production of the OWS Version II prototype hardware design.



On May 13, 2011, we announced that we had filed a provisional patent application with the United States Patent and Trademark Office.

On May 27, 2011, we announced that we had completed production of our Multiple Input Expansion Board Circuit Board.

On July 26, 2011, we announced that we had completed the Version 2.1 Circuit Board of our Fleet Data Management & Weigh System.

On January 31, 2012, we announced that we had launched our GPS Tracking System.

On March 27, 2012, we announced our first sales order.

On April 4, 2012, we announced that we had launched a new corporate website.

On April 4, 2012, we announced that we had received a 2012 Eligible Business Corporation Equity Authorization from the government of British Columbia.

On April 19, 2012, we announced that we had commenced production.

On April 20, 2012, we announced that we had completed development of our Network Expansion Boards.

On May 15, 2012, we announced the filing of a PCT Patent Application.

On May 17, 2012, we announced that we had appointed members to our advisory board.

On June 14, 2012, we announced that we had filed United States and Canadian trademark applications.

### **Subsequent Events**

On August 13, 2012, we announced that we had received a favourable PCT Patent Application Opinion from the International Searching Authority.

On September 7, 2012, we announced that our U.S. Trademark "DEPLOY" was allowed.

## **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.

For additional information regarding our business, please refer to the section entitled “Description of our Business” beginning on page 5 of our final long form prospectus dated December 16, 2011, filed on SEDAR at [www.sedar.com](http://www.sedar.com). All references to “Subordinated Voting Shares” therein refer to our Common Shares.

## RISK FACTORS

Please refer to the section entitled “Risk Factors” beginning on page 38 of our final long form prospectus dated December 16, 2011, filed on SEDAR at [www.sedar.com](http://www.sedar.com). All references to “Subordinated Voting Shares” therein refer to our Common Shares.

## DESCRIPTION OF CAPITAL STRUCTURE

Please refer to the section entitled “Description of Capital Structure” beginning on page 25 of our final long form prospectus dated December 16, 2011, filed on SEDAR at [www.sedar.com](http://www.sedar.com). All references to “Subordinated Voting Shares” therein refer to our Common Shares.

## MARKET FOR SECURITIES

### Trading Price and Volume

The primary market for our Common Shares is the CNSX in Canada, where they are listed under symbol “DEP”. Our Common Shares are also quoted in the over-the-counter securities market in the United States on the OTC Pink Market quotation service under the symbol “DPLY”.

The following table sets forth the reported high and low prices and the trading volume as reported by [www.cnsx.ca](http://www.cnsx.ca) for our Common Shares in their primary market in each month beginning on our CNSX listing date of December 22, 2012 during our financial year ended July 31, 2012. These prices may not reflect commissions, discounts and markups and may not represent actual transactions.

Date	High (\$)	Low (\$)	Volume
July 2012	0.13	0.10	18,000
June 2012	0.24	0.24	-
May 2012	0.24	0.24	-
April 2012	0.24	0.24	5,000
March 2012	0.24	0.15	15,000
February 2012	0.17	0.17	-
January 2012	0.30	0.17	10,000
December 2011	-	-	-

The following table sets forth the reported high and low prices and the trading volume as reported by [www.otcm Markets.com](http://www.otcm Markets.com) for our Common Shares in the U.S. over-the-counter market in each month during our financial year ended July 31, 2012. These prices may not reflect commissions, discounts and markups and may not represent actual transactions.

Date	High (U.S. \$)	Low (U.S. \$)	Volume
July 2012	0.23	0.129	2,216
June 2012	0.25	0.018	31,199
May 2012	0.085	0.085	2,800
April 2012	0.085	0.085	650
March 2012	0.17	0.12	25,550



Date	High (U.S. \$)	Low (U.S. \$)	Volume
February 2012	0.27	0.04	198,863
January 2012	0.111	0.08	133,493
December 2011	0.44	0.075	29,302
November 2011	0.46	0.075	10,000
October 2011	0.46	0.012	9,641
September 2011	0.3999	0.17	27,042
August 2011	0.45	0.05	19,135

## ESCROWED SECURITIES AND OTHER SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

On the CNSX listing date for our Common Shares, we entered into an escrow agreement with our transfer agent and David Eppert, our Chairman, President, Chief Executive Officer and Director and Andre Thompson, our Chief Financial Officer, Vice President of Operations, Secretary and Director, as well as and the entities they control that own our Common Shares. The certificates representing the affected Common Shares and Class A Preferred Shares held by our principal stockholders are 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:

Common 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, the following table describes the number of Common Shares and Class A Preferred Shares held in escrow as of the date of this AIF:

Designation of Class	Number of Securities Held in Escrow	Percentage of Class
Common Shares	6,215,211 (1)	29.83
Class A Preferred Shares (2)	2,900,000 (1)	100

- (1) These shares are 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 Common Shares.

All of our securities sold in private placements, including securities in held in escrow, are subject to a four month-and-a-day hold period from the date they were issued 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 of 1933*, as amended, 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 they were issued.

The parties to the escrow agreement described above are Messrs. Eppert and Thompson, Trepped Enterprises Inc., a company owned equally by Messrs. Eppert and Thompson, and Pacific Everand Ventures Ltd., a company owned by Mr. Thompson. The escrow agreement has been filed on SEDAR at [www.sedar.com](http://www.sedar.com).



## DIRECTORS AND OFFICERS

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	66	October 13, 2010
Harold Dunnigan California, USA	Director	81	October 23, 2009
David Eppert British Columbia, Canada	Chairman, President, Chief Executive Officer, Director, Audit Committee Member	44	July 18, 2008
Harjit Grewal British Columbia, Canada	Vice President of Corporate Development, Director	37	February 28, 2011
Kulbir Rehal British Columbia, Canada	Director, Audit Committee Member	60	October 13, 2010
Andre Thompson British Columbia, Canada	Chief Financial Officer, Vice President of Operations, Secretary, Director	68	February 2, 2009
Charles J. M. Ward Alberta, Canada	Treasurer, Director, Audit Committee Member	62	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 AIF, our directors, executive officers and promoters as a group hold directly or indirectly 8,677,867 of our Common Shares, or 38.86% of our issued and outstanding Common Shares, and 2,900,000 of our Class A Preferred Shares, or 100% of our Class A Preferred Shares, as follows. None of our other directors or executive officers owns any of our Common Shares.

### Common Shares

Name	Number of Shares	Percentage of Class
Terry Bower	50,000 (1)	(2)
Harold Dunnigan	136,000 (3)	(2)
David Eppert	2,994,266 (4)	13.41
Harjit Grewal	1,333,862 (5)	5.97
Kulbir Rehal	219,834 (6)	(2)
Andre Thompson	3,943,905 (7)	17.66
All directors and officers as a group	8,677,867	38.86

(1) Includes 50,000 shares owned by 579615 B.C. Ltd., a private company owned by Mr. Bower.

(2) Less than 1%.

(3) Includes 100,000 shares owned by Mr. Dunnigan's spouse and 36,000 shares owned by Mr. Dunnigan directly.

(4) Includes 2,940,249 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson, 20,000 shares owned by Mr. Eppert's spouse and 34,017 shares owned by Mr. Eppert directly.

(5) Includes 1,198,862 shares owned by Grewal & Co. Professional Services Ltd., a company owned by Mr. Grewal, 60,000 shares owned by Grewal Investments Ltd., a company owned by Mr. Grewal, 5,000 shares (or 25% of the total shares) owned by Quattro Investments Ltd., a company 25% owned by Mr. Grewal, 15,000 shares (or 33% of the total shares) owned by Quattro Capital Group Inc., a company 33% owned by Mr. Grewal, and 55,000 shares (or 50% of the total shares) owned by A.I.S. Management (Guildford) Inc., a company 50% owned by Mr. Grewal.

(6) Includes 19,834 shares owned by one of Mr. Rehal's children and 200,000 shares owned by Mr. Rehal directly.

(7) Includes 2,940,249 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert, 1,002,656 shares owned by Pacific Everand Ventures, Ltd., a company jointly owned by Mr. Thompson and his spouse, and 1,000 shares owned by Mr. Thompson directly.



The percentage calculations above are based on 22,330,209 of our issued and outstanding Common Shares as of the date of this AIF.

On September 29, 2011, we approved the exchange of 27,000,000 of our Common 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 Common 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.

### 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 Common Shares on all matters submitted to our stockholders for approval. Accordingly, the holders of our Class A Preferred Shares have the right to cast 56.62% of the total number of votes eligible to be cast on all matters submitted to our stockholders for approval.
- (2) Includes 200,000 shares owned by Force Options Inc., a company owned by Mr. Eppert, and 1,350,000 shares (or 50% of the total shares) 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) owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert.

### 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 LINCOS, 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.

#### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

Except as stated below, none of our directors or executive officers was, within the 10 year period prior to the date of this AIF, 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 1, 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 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 AIF, 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.

### **PROMOTERS**

We have not had any promoters during our two most recently completed financial years and we do not have any promoters or expect to have any during our current financial year.

### **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 our most recently completed fiscal year, 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 item.

### **TRANSFER AGENT AND REGISTRAR**

Our primary transfer agent and registrar, Securities Transfer Corporation, is located in Frisco, Texas.

Our secondary transfer agent, Valiant Trust Company, is located in Vancouver, British Columbia.

### **MATERIAL CONTRACTS**

We did not enter into any material contracts during our most recently completed fiscal year and to the date of this AIF. 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 for the fiscal year ended July 31, 2011 were included in our final long form prospectus dated December 16, 2011 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.



## ADDITIONAL INFORMATION

Additional information about us can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities and securities offered for issuance under equity compensation plans, is contained in our information circular for our most recent annual meeting of securityholders that involved the election of directors.

Additional financial information is provided in our audited annual financial statements and accompanying MD&A for our most recently completed financial year.