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

*A copy of this preliminary prospectus has been filed with the securities regulatory authorities in British Columbia and Ontario but has not yet become final. Information contained in this preliminary prospectus may not be complete and may have to be amended.*

## NON-OFFERING PROSPECTUS - NEW ISSUE

April 20, 2011

# DEPLOY TECHNOLOGIES INC.

11901 – 1153 56th Street, Delta, BC, V4L 2A2
Tel/Fax: 1-888-213-3888

No securities are being offered pursuant to this prospectus. This prospectus is being filed with the British Columbia and Ontario Securities Commissions for the purpose of allowing Deploy Technologies Inc. (the "Company" or "Deploy") to become a reporting issuer in Canada and to enable the Company develop an organized market for its common shares.

Since no securities are being offered pursuant to this prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this prospectus will be paid by the Company.

**There is currently limited availability on the Over the Counter Markets Pink Tier ("OTC PINK") under the symbol "DPLY" through which the Company's securities may be sold and shareholders may not be able to resell the securities of the Company owned by them. The closing price of the Company's common shares as quoted on the OTC PINKS on April 20, 2011 was $0.08.**

**An investment in securities of the Company is speculative and involves a high degree of risk. In reviewing this prospectus, you should carefully consider the matters described under the heading "Risk Factors".**

The Company is hereby qualifying for distribution in the Provinces of British Columbia and Ontario all of its currently issued and outstanding shares of common stock.

As at the date of this prospectus, the Company has its common shares listed on the OTC Pink under the symbol "DPLY". The Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, any other U.S. marketplace, or any other marketplace outside Canada and the United States of America other than the current listing on the OTC PINKS under symbol "DPLY".

**The Company has applied to list the Common Shares on the Canadian National Stock Exchange (the "CNSX"). Listing will be subject to the Company fulfilling all of the listing requirements of the CNSX, including without limitation the distribution of the Company's Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.**

**No underwriters or selling agents have been involved in the preparation of this prospectus or performed any review or independent due diligence of the contents of this prospectus.**

**The Company has an operating history with losses and the Company expects the losses to continue, which raises concerns about the Company's ability to continue as a going concern.**

The Company is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, resides outside of Canada, and operates in British Columbia, Canada. Although the Company has appointed Paracorp Incorporated at #208 – 318 Carson St., Carson City, Nevada, 89701 as its agent for service of process in Nevada it may not be possible for investors to enforce judgments obtained in Canada against the Company.

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# FORWARD LOOKING STATEMENTS

This 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 Prospectus contains forward-looking statements and information relating to the following:

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

The forward-looking statements and information contained in this 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 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 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 Prospectus are expressly qualified by this cautionary statement.

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

## GLOSSARY

***BCI 51-509*** means British Columbia Instrument 51-509 *Issuers Quoted in the U.S. Over-the-Counter Markets* issued by the British Columbia Securities Commission, effective September 15, 2008.

***BCSC*** means British Columbia Securities Commission.

***Company*** means Deploy Technologies Inc.

***CNSX*** means the Canadian National Stock Exchange.

***GPS*** means the Global Positioning System, a spaced based global navigation satellite system that provides reliable location and time information in all weather and at all times and anywhere on or near the Earth..

***NEO*** means named executive officer, being: (i) our Chief Executive Officer and Chief Financial Officer; (ii) our most highly compensated executive officer who were serving as executive officers at the year ended July 31, 2010; and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer at the end of the year ended July 31, 2010.

***On-The-fly Weigh System*** means an electronic hardware device used to calculate weight on hydraulic vehicles and machinery.

***OTC Pink*** means the Over the Counter Markets Pink Tier market in the United States.

***Prospectus*** means this non-offering prospectus.

***Reporting Issuer Designation*** means, pursuant to BCI 51-509, an OTC issuer that on or after September 15, 2008 (i) had or has its business directed or administered in or from British Columbia; (ii) had or has investor relations activities have been carried on in or from British Columbia by or on behalf of the OTC issuer, or (iii) distributed a security to a person resident in British Columbia.

***SEC*** means the Securities and Exchange Commission in the United States.

***Trepped*** means Trepped Enterprises Inc., a private company controlled as to 50% by David Eppert, our President, and as to 50% by Andre Thompson, our Vice President of Operations.

## SUMMARY OF PROSPECTUS

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

Capitalized terms used in this summary, which are not defined in the summary, have the meanings ascribed to them elsewhere in this prospectus.

### PRINCIPAL BUSINESS OF THE COMPANY

We are a development stage company currently designing and developing technologies for fleet service companies and other organizations, including mining, industrial, military and law enforcement. We are developing solutions that help companies leverage their existing fleets to increase productivity and profitability.

We have developed our first working prototype hardware solution and are nearing completion of our second version of the prototype. The On-The-Fly Weigh System is proprietary to us and upon completion and readiness for sale, we will file intellectual property rights on the product. The Version II prototype has expanded capabilities in the fleet data management market, which we anticipate will lead to acceptance of our core product into the market. The expanded capabilities include complete management of data over wireless networks. Drivers and managers will have the ability to enter and view data from and into corporate databases in a real time environment. Managers will have the ability to review data for any period, vehicle, driver, location or client at anytime.

Our corporate mailing address is: 19011 – 1153 56th Street, Delta, BC, Canada.

Our common stock is currently quoted on the OTC Pink under the symbol “DPLY”.

We have a Reporting Issuer Designation in the Province of British Columbia pursuant to BCI 51-509. We are filing this Prospectus to allow our previously issued shares to be re-sold in certain jurisdictions without an exemption from the prospectus and registration requirements of certain securities legislation.

## Use of Funds Available

Funds available are designated for product development, financial reporting and related costs including accounting and administration, as well as filing for intellectual property protection.

## Risk Factors

An investment in a technology company involves a significant degree of risk, including risks related to cash flow and liquidity, the ongoing need for financing, a volatile stock price, operational risks and costs, and regulatory matters, regulatory delays, fluctuation of key indicators such as interest and exchange rates, and competition for key personnel. The above list of risk factors is not intended to be a definitive list of all risks associated with our company. See “Risk Factors”.

## Summary Financial Information

The following selected financial information is subject to the detailed information contained in our financial statements and related notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from our unaudited financial statements as of the six months ended January 31, 2011 and our audited financial statements as at the years ended July 31, 2010 and July 31, 2009.

See “Selected Financial Information and Management’s Discussion and Analysis”.

| | **Six months ended January 31, 2011 $** | **Year ended July 31, 2010 $** | **Year ended July 31, 2009 $** |
|---|---|---|---|
| | | | |
| Revenue | -0- | -0- | -0- |
| Net Income (Loss) | (82,814) | (163,716) | (105,000) |
| Earnings (Loss) per Common Share | (0.002) | (0.005) | (0.004) |
| Total Assets | 116,891 | 56,405 | 31,152 |
| Loans payable | 55,984 | 52,076 | 10,141 |
| Number of Common Shares | 40,638,399 | 40,638,399 | 35,994,479 |
| Total Liabilities | 206,798 | 93,669 | 150,537 |

## Currency

Unless otherwise indicated, all currency amounts herein are stated in US Dollars.

## CORPORATE STRUCTURE

### NAME, INCORPORATION AND OVERVIEW

Deploy Technologies Inc. was formed on November 5, 1998 in the State of Delaware. Subsequently, we changed our name on April 30, 2004 to "Vocalscape Inc.", and on October 28, 2005, changed our name to "Nevstar Precious Metals, Inc."

We formed a wholly-owned subsidiary under the name "Deploy Acquisition Corp." in the State of Nevada on September 15, 2010, for the purpose of merging with our company, effectively changing our State of incorporation from Delaware to Nevada. The merger was effected on November 24, 2010 under the laws of the State of Nevada and the surviving entity of the merger is Deploy Technologies Inc., a Nevada Corporation. The purpose of the move to Nevada was to save our company from a potentially large annual Delaware tax in the event we become profitable and add shareholder value.

Our symbol "DPLY" and CUSIP number did not change as a result of the merger. Concurrent with the relocation of our incorporation, our authorized share capital was reduced to 100,000,000 common shares from 500,000,000 common shares.

Our head office is located at 7007 68th Avenue, Delta, BC. Tel/Fax: 1-888-213-3888.

Our common stock is currently quoted on the OTC Pink under the symbol "DPLY".

Pursuant to BCI 51-509, we have a Reporting Issuer Designation in British Columbia and, accordingly, we are required to file our continuous disclosure documents at www.sedar.com.

## NARRATIVE DESCRIPTION OF THE BUSINESS

### OUR CURRENT BUSINESS

We are a development stage company currently designing and developing technologies for fleet service companies and other organizations, including mining, industrial, military, and law enforcement. We are developing solutions that help companies leverage their existing fleets to increase productivity and profitability.

We have been developing our Fleet Data Management System, which includes our proprietary On-The-Fly Weigh System. The Fleet Data Management System includes functionality that will enable us to ease into the existing markets that have partial data management systems. Our system will allow companies to increase the functionality of their existing systems while implementing our proprietary and expanded feature technologies.

The Fleet Data Management System allows target clients to gather and use data between vehicles, corporate offices and remote locations. This enables real time data and voice communications and management of data on an as needed basis.

Data managed can include weight, time, date, GPS location of assets, speeds, temperatures, pressures, and other information. This information can be sorted to accommodate various reporting and research requirements. The system is currently under development and testing and is expected to be ready for trials in the third quarter of 2011.

In December 2010, we completed production of the prototype and have commenced Phase II of the testing and trial plans of the On-The-Fly Weigh System. Phase II will include installation and testing of the prototype on our partners' trucks and any necessary adjustments in preparation for the live trials in Phase III.

During the live trials period, the product will be installed in the trucks and used on a daily basis by the operators to gather valuable field data. This data will enable our clients to plan the implementation of strategies for increasing their revenues.

As of early January 2011, we had received successful results from the initial connection to a client truck and testing of the prototype. We reviewed the raw data that we expected and have now commenced calibration of the prototype with the use of predetermined weights to complete Phase II.

We are currently looking to secure a development contract and achieve revenue for the first time since reentering the development stage. Because of the large scope of capabilities our product can provide to our target market, securing a development contract would provide development direction and give us the ability to showcase a real time working environment as a sales tool moving forward.

## THREE YEAR HISTORY AND SIGNIFICANT ACQUISITIONS AND DISPOSITIONS

David Eppert was appointed President and as a director on July 18, 2008. Prior to his appointment, we were engaged in the mining and exploration industry under the name "Nevstar Precious Metals Inc." As of August 1, 2008, we ceased operating as a natural resource exploration company and instead elected to focus on research and development in the technology industry.

On 10 November 2008, we acquired the Fleet Data Management System technology from Trepped, in exchange for the issuance of 30,000,000 common shares in our capital stock, valued at $30,000. The Fleet Data Management System technology is focusing on enabling organizations that use it to become more efficient, productive and profitable through the use of their fleet assets.

We have continued the development of this technology and are nearing completion of initial development and testing, after which we plan to produce and sell the product. The initial product offering, which includes the On-The-Fly Weight System, has evolved into a much broader product which includes technology designed to allow our target clients to manage much more than their weight data, and our product integrates into already integrated technology which will ease our entrance into our target markets.

# USE OF AVAILABLE FUNDS

## PROCEEDS

This is a non-offering prospectus. We are not raising any funds in conjunction with this Prospectus. Accordingly, there will be no proceeds received.

## FUNDS AVAILABLE

As at January 31, 2011, we had a working capital deficit of $204,083. Our estimated working capital as at the month ended March 31, 2011 was $180,000. The Company raised a total of $270,000. Of this amount, 1,065,000 common shares were issued for total cash proceeds of $106,500 in February 2011, 1,625,000 common shares were issued for total cash proceeds of $162,500 in April 2011 and the Company received share subscriptions in advance of $1,000 related to the future issuance of 10,000 common shares in the Company. These funds will be allocated to product development, intellectual property protection application, and financial reporting.

We will require additional funds to provide sufficient working capital and for general corporate purposes. We intend to carry out additional debt and/or equity offerings to raise further funds.

## PRINCIPAL PURPOSES

The principal purposes for which the required additional funds are intended to be used, in order of priority, are as follows:

| **Description** | **Proceeds** |
|---|---|
| General and Administrative for 12 months | $142,000 |
| Research and Development | 105,000 |
| **TOTAL** | $247,000 |

General and administrative expenses will be comprised of:

| | |
|---|---|
| Consulting Fees | $50,000 |
| Legal and Accounting Fees | $30,000 |
| Dues and filing fees | 24,000 |
| Management fees | 14,000 |
| Travel and entertainment | 4,000 |

| | |
|---|---|
| Automobile expenses | 15,000 |
| Interest and bank charges | 2,500 |
| Office and miscellaneous expenses | 2,500 |
| TOTAL | $142,000 |

## SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

### SELECTED FINANCIAL INFORMATION

The following table sets forth our summary financial information for each of the periods indicated. This information has been summarized from our financial statements for these periods, and should only be read in conjunction with the financial statements, and accompanying notes, included elsewhere in this prospectus. We reports financial information in United States Dollars (US$) using Canadian Generally Accepted Accounting Principles ("Canadian GAAP"). **All dollar figures disclosed in the following table are reported in US$.**

| | Six Months ended January 31, 2011 | Year ended July 31, 2010 | Year ended July 31, 2009 | Year ended July 31, 2008 |
|---|---|---|---|---|
| Total revenue | -0- | -0- | -0- | -0- |
| Net income (Loss) | (82,814) | (163,716) | (105,000) | (83,725) |
| Current assets | 2,715 | 3,610 | 1,152 | 17 |
| Current liabilities | 206,798 | 93,669 | 150,537 | 207,429 |
| Working capital | (204,083) | (90,059) | (149,385) | (207,412) |
| Total assets | 116,891 | 56,405 | 31,152 | 17 |
| Total long-term liabilities | -0- | -0- | -0- | -0- |
| Cash dividends declared | -0- | -0- | -0- | -0- |
| Shareholders' equity | (89,907) | (37,264) | (119,385) | (207,412) |
| Number of common shares | 40,638,399 | 40,638,399 | 35,994,479 | 561,813 |

### Dividends

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. We would not be able to pay our debts as they become due in the usual course of business; or

2. 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 not paid dividends in the past, and have no present intention of paying dividends in the future. Instead, we anticipate that we will apply any future earnings to business development until such time as we have a stable and profitable cash flow.

### MANAGEMENT'S DISCUSSION AND ANALYSIS

The following MD&A should be read in conjunction with: (i) our audited financial statements and the related notes for the years ended July 31, 2010, 2009 and 2008; and (ii) unaudited financial statements and related notes for the six month interim period ended January 31, 2011 and 2010. These financial statements have been prepared in accordance with Canadian GAAP. All dollar figures included in the following MD&A are reported in US$.

In July 2008, our management determined that it was no longer feasible to raise sufficient financing in order to grow and create shareholder value in the mining industry. Consequently, in August 2008, we ceased mining operations and commenced operations in the technology industry. In November 2008, our board of directors approved a name change from "Nevstar Precious Metals Inc." to "Deploy Technologies Inc." We are nearing completion of development and testing of the On-The-Fly Weigh System and are planning for production and sales. As of the date of this Prospectus, we have not yet generated revenues.

**RESULTS OF OPERATION FOR THE SIX MONTHS ENDED JANUARY 31, 2010 AND 2011**

## Revenue

We had no revenues during the six months ended 31 January 2011 and 2010, respectively.

## Operating Expenses

Operating expenses totaled $82,814 for the six months ended January 31, 2011, compared with $57,829 for the same period ended 31 January 2010. The change in general and administrative expenses relate to a number of factors. Beginning the 1st quarter of 2011 we started capitalizing 80% of our President's salary, and 100% of the consulting fees and other costs related to the development of the On-The-Fly Weigh System. The decreases were offset by new expenses that were not incurred during the same period of the prior year, such as accounting fees and audit fees and differences in exchange rates. We also incurred consulting fees in association with corporate development during the six months ended January 31, 2011.

The following table shows our comparative operating expenses for the quarters ended 31 January 2011, 2010 and 2009:

| | Three months ended January 31, | | | Six months ended January 31, | | |
|---|---|---|---|---|---|---|
| | **2011** | **2010** | **2009** | **2011** | **2010** | **2009** |
| **General and Administrative Expenses** | | | | | | |
| Accounting fees | 7,481 | 435 | -0- | 14,217 | 868 | -0- |
| Automobile expenses | 2,557 | 612 | 19 | 4,309 | 1,909 | 19 |
| Bank charges and interest expense | 101 | 237 | 127 | 1,068 | 497 | 178 |
| Consulting fees | 37,309 | 5,797 | 4,296 | 37,309 | 11,380 | 15,780 |
| Depreciation and amortization | 1,669 | -0- | -0- | 3,258 | -0- | -0- |
| Dues and subscriptions | 6,673 | 1,787 | -0- | 8,568 | 1,911 | -0- |
| Insurance | -0- | 5 | -0- | | 245 | -0- |
| Filing fees | 48 | -0- | -0- | 1,964 | -0- | -0- |
| Franchise tax | 18 | -0- | -0- | 744 | -0- | -0- |
| Management fees | 3,669 | 17,393 | 12,915 | 7,163 | 34,141 | 29,366 |
| Meals and entertainment | 709 | 326 | -0- | 1,405 | 504 | -0- |
| Office and miscellaneous | 162 | 4 | -0- | 339 | 187 | 12 |
| Rent | -0- | -0- | -0- | -0- | -0- | -0- |
| Postage & delivery | 194 | 161 | 40 | 277 | 310 | 120 |
| Printing & reproduction | -0- | -0- | 45 | 45 | 60 | 120 |
| Telephone | 3 | 118 | -0- | 134 | 795 | -0- |
| Transfer agent fees | 14 | 1,060 | 970 | 1,450 | 1,960 | 2,695 |
| Travel | -0- | -0- | -0- | 564 | -0- | -0- |
| Tools and equipment | -0- | 796 | -0- | -0- | 3,062 | -0- |
| Write-down of investment | -0- | -0- | -0- | -0- | -0- | -0- |
| Realized foreign exchange loss/(gain) | -0- | -0- | (1) | -0- | 5,131 | -0- |
| **Total Operating Expenses** | **60,607** | **28,731** | **18,411** | **82,814** | **62,960** | **48,290** |

General and administrative expenses for the six months ended 31 January 2011 include related party management fees of $7,163 (2010 - $34,141) and related party consulting fees of $37,309 (2010 - $11,380). Effective 1 August 2010, 80% of our President's salary and 100% of our VP of Operations salary were included in research and development costs and were capitalized, as these individuals transitioned from administrative duties to concentrate on the development side of the On-The-Fly Weigh System, after completing a two year administrative turnaround of our company. The consulting fees recorded during the six months ended January 31, 2011 relate to consulting activities associated with our corporate development. The funds were not received until after the six months ended January 31, 2011.

General and administrative costs increased significantly during the six month period ended 31 January 2011, compared to 31 January 2010 as we incurred more accounting and auditing costs and other costs associated with staying current with statutory filing requirements. Further, there were new expense type such as depreciation or items discussed above that were added by us.

The other factor contributing to the change in the general and administrative expenses was the variation in exchange rates. Our functional currency is the Canadian dollar and our reporting currency is the United States dollar.

### Discontinued operations

There were no discontinued operations during the six months ended 31 January 2011 and 2010.

### Net Loss after discontinued operation

Net loss for the six months ended 31 January 2011 totaled $82,814, compared with $62,960 for the six months ended 31 January 2010. Net loss increased due to increases during the six months ended January 31, 2011 for accounting and audit fees, automobile expenses, consulting fees, dues and subscriptions and filing fees, which were offset by a decrease in management fees. The increase was due to increased activity in accounting and auditing as we sought to fulfill our regulatory filing requirements.

Also impacting the net loss after discontinued operations was the increased activity during the six months ended January 31, 2011, compared to the same period in 2010, and also the differences in exchange rates.

### Other Comprehensive Loss

| | Three months ended January 31 | | |
|---|---|---|---|
| | **2011<br>$** | **2010<br>$** | **2009<br>$** |
| Foreign Currency Adjustments | 1,315 | 2,097 | (1,576) |
| **Total Other Comprehensive income/(loss)** | **1,315** | **2,097** | **(1,576)** |

Our functional currency is the Canadian Dollar and the reporting currency is the US 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 stockholders' equity and included in other comprehensive income/(loss). We recorded translation adjustments of $639 and $5,243 for the six months ended 31 January 2011 and 2010, respectively. The amounts are included in the statement of operations as other comprehensive gains for the respective periods.

### Comprehensive Loss

Our comprehensive losses were $82,175 and $57,717 for the six months ended 31 January 2011 and 2010 respectively. The increase in the comprehensive loss in the first two quarters of 2011 compared to that of 2010 was due to the fact that the incurred additional costs, such as depreciation and consulting fees, for business development as offset by the fact that we started classifying some cost related to the development of our product as development costs as discussed above. The development cost was capitalized as management determined that these costs now meet the criteria for capitalization.

### Total Assets

Our total assets amounted to $116,891 at 31 January 2011, compared with $56,405 at 31 July 2010. The increase is attributed to acquisition of web domain with a market value of $11,939, and capitalization of research and development costs of $52,218 during the 1st and 2nd quarters of 2011. These increases were offset by reduction in prepaid expenses of $900.

### Shareholders` Deficiency

Shareholders' deficiency amounted to $89,907 at 31 January 2011, compared with $37,264 at 31 July 2010. The change in the shareholders' deficiency is due to the fact that the 1st and 2nd quarter comprehensive loss of $22,883 and $59,292 is offset by $29,532 share subscription monies that were received in advance. Shares related to the amount received in advance had not yet been issued at the end of the 2nd quarter of 2011.

During the reporting periods we had no preferred stocks, treasury stocks, outstanding stock options, or share purchase warrants.

### Authorized and Issued Shares:

*Authorized Capital:*

Our authorized share capital is 100,000,000 common shares at par value of $0.0001. On 15 September 2010, we changed our incorporation to Nevada, moving from Delaware, and as a result reduced our authorized capital from 500,000,000 common shares to 100,000,000 common shares.

*Issued and outstanding Shares*

We had issued and outstanding 40,638,399 common shares as at 31 January 2011 and as at 31 July 2010. We did not issue any securities during the six months ended January 31, 2011, but had received $29,532 in advance for future share issuances. Subsequent to the six months ended January 31, 2011, we issued a total of 4,060,370 common shares at $0.10 per share. Of this amount, 2,690,000 common shares were issued for cash proceeds of $269,000, 400,000 common shares were issued for consulting services valued at $40,000 and 970,370 common shares issued to the President, Vice President of Operations and Vice President of Corporate Development for management and consulting fees in the amount of $35,278 and $61,759, respectively.

### Related Party Transactions

Related party transactions during the six months ended January 31, 2011 are as follows:

a) management fees of $35,939 (2010 - $34,141) were paid/accrued to our President;

b) consulting fees of $11,980 (2010 - $11,380) were paid/accrued to our Vice President of Operations;

c) consulting fees of $37,309 (2010 - $Nil) was accrued to Grewal & Co., a company owned by a director, for consulting services;

d) accounting fees of $9,584 (2010 – $Nil) were paid/accrued to Business Global Consulting Inc., an accounting firm owned by our Chief Financial Officer, for accounting services; and

e) Included in accounts payable and accrued expenses as at 31 January 2011 is $96,236 (31 July 2010 - $19,367) payable to related parties for management, consulting and accounting 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.

### Cash Flow Information

#### a) Operating Activities

Cash flow generated / (used) in operating activities totaled ($25,130) and ($22,379) during the six months ended 31 January 2011 and 2010, respectively, resulting in a small decrease of $2,751 in cash flow used in operating activities.

#### b) Financing Activities

Cash flow provided by financing activities totaled $29,532 and $17,976 for the six months ended 31 January 2011 and 31 January 2010, respectively. The cash provided by financing activities during the six months ended 31 January 2011 was from related party short-term loans $Nil (31 January 2010 – $4,885) and share subscriptions received in advance $29,532 (31 January 2010 - $13,091).

### c) Investing Activities

We used $8,461 for investing activities during the six months ended 31 January 2011 (31 January 2010 -$Nil). The 31 January 2011 amount relates to payments related to development costs that were capitalized.

### d) Effect of foreign exchange on cash

The foreign exchange effect on cash was $4,064 and $5,243 for the six months ended 31 January 2010 and 31 January 2011, respectively. The variation was due to differences in net assets and exchange rates between 31 July and 31 January of the respective comparative years.

**RESULTS OF OPERATIONS FOR THE YEAR ENDED JULY 31, 2010 AND 2009**

### Revenue

We had no revenues during the years ended July 31, 2010 and 2009, respectively.

### Operating Expenses

Operating expenses totalled $163,716 for the year ended July 31, 2010, compared with $105,000 for the same period ended July 31, 2009. The significant fluctuation relates to the fact that there were new operating expenses for 2010. During the year ended July 31, 2010, we were focussed on bringing our filing and regulatory obligations up-to-date and, as a result, experienced increased expenditures for accounting services, legal services and filing services. Due to the increased activity during the fiscal year ended July 31, 2010 other administrative expenses also increased.

The following table shows our comparative operating expenses for the years ended July 31, 2010, 2009 and 2008:

| | **2010** | **2009** | **2008** |
|---|---|---|---|
| **General and Administrative Expenses** | | | |
| Accounting Fees | 30,213 | 1,420 | -0- |
| Automobile Expenses | 5,660 | 568 | -0- |
| Bank charges and Interest Expense | 2,124 | 540 | -0- |
| Consulting Fees | 22,279 | 27,640 | -0- |
| Depreciation | 2,666 | -0- | -0- |
| Dues and subscriptions | 5,197 | 345 | -0- |
| Filing fees | 4,502 | -0- | -0- |
| Insurance | 708 | 162 | -0- |
| Legal fees | 5,000 | -0- | -0- |
| Management fees | 66,838 | 64,921 | -0- |
| Meals and entertainment | 1,312 | 497 | -0- |
| Office and miscellaneous | 2,571 | 953 | -0- |
| Rent | 1,393 | 612 | -0- |
| Telecommunications | 778 | -0- | -0- |
| Transfer agent fees | 5,077 | 4,465 | 1,800 |
| Tools and Equipment | 6,071 | 2,877 | -0- |
| Travel and entertainment | 1,327 | -0- | -0- |
| Write-down of investment | -0- | -0- | 999 |
| Realized foreign exchange loss/(gain) | -0- | -0- | -0- |
| **Total Operating Expenses** | **163,716** | **105,000** | **2,799** |

General and administrative expenses for the year ended July 31, 2010, include related party management fees of $66,838 (2009 - $64,921) and related party consulting fees of $22,279 (2009 - $27,640). The related party management fees and related party consulting fees for 2008 are included in discontinued operations and amounted to $43,157 and $35,940 respectively. Related party management fees were paid / accrued to our President and consulting fees were paid / accrued to our Vice President of Operations. The changes in the related party management fees and related party consulting fees between 2010 and 2009 resulted from changes in exchange rate between the functional currency, the Canadian dollar and the reporting currency, the United States dollar. There were no increments in the rates of related party management fees and related party consulting fees during the fiscal year ended July 31, 2010.

Other items included in our general and administrative expenses amounted to $74,599 and $12,439 for continuing operations for the years ended July 31, 2010 and 2009 respectively. The variation in these other general and administrative expenses were the result of our efforts to bring our filing and regulatory requirements up-to-date. This increase in activity increased our expenses such as accounting fees, filing fees and legal fees among other items.

The On-The-Fly Weigh System being developed has not yet been completed and therefore has not generated any revenues. We have begun development of the Version II prototype which includes more features than our Version I prototype including the ability to view maps and receive more than one analog signals from pressure sensors that are used with our product. The pressure sensors are commercially available from other manufacturers and vendors. We have completed the hardware design stage of our Version II prototype and we are currently writing the operating software. Management has minimized long term debt obligations and has hired consultants for product engineering and development and use commercial production facilities to manufacture our circuit boards. Various equipment, tools, including electronics measuring and testing devices, electronics components for our circuit boards, and hydraulic equipment have been purchased in order to develop the core product and will be used on an ongoing basis for current and future development and testing. We have completed the two year administrative turn-around plan and are on track with our two year operational turnaround plan beginning with the production process of our first product prototype.

### Discontinued operations

There were no discontinued operations during the years ended July 31, 2010 and 2009. We discontinued our mining business at the end of the fiscal year ended July 31, 2008. Net loss from discontinued operations was $80,926 for year ended July 31, 2008. The 2008 net loss on discontinued operations include related party management fees of $43,157 and related party consulting fees of $35,940.

### Net Loss after discontinued operation

Net loss for the year ended July 31, 2010 totalled $163,716; compared with $105,000 for the year ended July 31, 2009. Net loss fluctuated due to increased expenses for 2010 compared to 2009 as discussed above.

### Other Comprehensive Loss 2010 and 2009

| | **2010** | **2009** |
|---|---|---|
| Unrealized Foreign Currency Adjustments | (10,443) | (953) |
| **Total Other Comprehensive Loss** | **(10,443)** | **(953)** |

Our 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 stockholders' equity and included in other comprehensive (income)/loss. We recorded translation adjustments of ($10,443) and ($953) for the years ended July 31, 2010 and 2009 respectively. The amounts are included in the statement of operations as other comprehensive loss for the respective periods.

### Comprehensive Loss

Our comprehensive losses were $174,159 and $105,953 for the years ended July 31, 2010 and 2009, respectively. The increase in the comprehensive loss in 2010 compared to 2009 was the result of increased general and administrative expenses in 2010 compared to 2009 due to increased activity as discussed above.

### Total Assets

Our total assets amounted to $56,405 at July 31, 2010, compared with $31,152 at July 31, 2009. The increase is attributed to the acquisition of property, plant and equipment during the 2010 fiscal year and increases in cash and prepaid expenses balances between the end of 2009 and 2010. The net balance of equipment at July 31, 2010 was $22,795 compared to $Nil in the previous year.

### Shareholders` Deficiency

Shareholders' deficiency amounted to $37,264 at July 31, 2010, compared with 119,385 at July 31, 2009. The increase was due to new shares being issued during the 2010 fiscal year of $256,280, which was offset by comprehensive loss for the year of $174,159. Other items affecting the shareholders' deficiency were the accrual of management fees and consulting fees. We also acquired short-term loans from various related parties. During the reporting periods we had no preferred stocks, treasury stocks, outstanding stock options, or share purchase warrants issued and outstanding.

### Issued Shares

*Issued Shares*

During the year ended July 31, 2010, we issued a total of 4,643,920 common shares, compared to 35,432,666 common shares that were issued during the year ended July 31, 2009.

### Related Party Transactions

Related party transactions as of the year ended July 31, 2010 are as follows:

a) related party management fees of $66,838 (2009 - $64,921) were paid / accrued to our President ;

b) related party consulting fees of $22,279 (2009 - $21,640) were paid/accrued to our Vice President of Operations;

c) related party consulting fees of $Nil (2009 - $6,000) were paid/accrued to a former officer and director;

d) we issued 4,161,613 common shares (2009 – 5,382,666) with a fair value of $208,049 (2009 - $161,480) to related parties for related party management and related party consulting fees incurred in a prior year and current year in the amount of $153,803 (2009 - $161,480) and $54,246 (2009 - $Nil); and

e) included in accounts payable as at 31 July 2010 is $19,367 (2009 - $136,432) payable to related parties for management and related party 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.

### Cash Flow Information

### a) Operating Activities

Cash flow generated / (used) in operating activities totalled ($52,184) and ($10,719) during years ended July 31, 2010 and 2009 respectively. The increase in cash flow used in operating activities represents an increase in general and administration costs in 2010 over 2009 as discussed above. We did not make payment for our related party management fees and related party consulting fees. Instead, we accrued these costs and included them in accounts payables. Some of the balance for the amounts owing related party management fees and related party consulting fees were exchanged for shares during 2010.

### b) Financing Activities

Cash flow provided by financing activities totalled $89,167 and $12,568 for the years ended July 31, 2010 and 2009, respectively. The cash provided by financing activities during 2010 was from related party short-term loans of $62,120 (2009 – ($14,709)) and new share issuances for cash $34,322 (2009 - $2,500). The related party short-term loans are unsecured and bear interest rate of 5% per annum, except for a short-term loan from our President, that is non-interest bearing. Short-term loans will be settled within twelve months from the balance sheet date.

### c) Investing Activities

We used $25,461 for investing activities during the years ended July 31, 2010 (2009 - $Nil).

### d) Foreign Exchange

The foreign exchange effect on cash was ($10,443) and $953 for the years ended July 31, 2010 and 2009, respectively. The variation was due to differences in net assets and exchange rates between the years ended July 31, 2010 and July 31, 2009.

## DESCRIPTION OF SECURITIES

**No securities are being offered pursuant to this prospectus.**

Our authorized share capital consists of 100,000,000 shares of common stock with a par value of $0.0001. As of the date of this Prospectus we have 44,698,769 shares of common stock issued and outstanding. Upon liquidation, dissolution or winding up of our company, the holders of common stock are entitled to share ratably in all net assets available for distribution to stockholders after payment to creditors. The common stock is not convertible or redeemable and has no preemptive, subscription or conversion rights. There are no conversions, redemption, sinking fund or similar provisions regarding the common stock. Each outstanding share of common stock is entitled to one vote on all matters submitted to a vote of stockholders. There are no cumulative voting rights.

Each stockholder is entitled to receive the dividends as may be declared by our board of directors out of funds legally available for dividends and, in the event of liquidation, to share pro rata in any distribution of our assets after payment of liabilities. Our board of directors is not obligated to declare a dividend. Any future dividends will be subject to the discretion of our board of directors and will depend upon, among other things, future earnings, the operating and financial condition of our company, our capital requirements, general business conditions and other pertinent factors. We do not anticipate that dividends will be paid in the foreseeable future.

We do not have a class of preferred shares.

## CONSOLIDATED CAPITALIZATION

The following table summarizes changes in our capitalization since our year ended July 31, 2010 and subsequently to the six months ended January 31, 2011, being the date of our most recent financial statements included in the Prospectus) and as of the date of this Prospectus.

| Description | Outstanding as at July 31, 2010 | Outstanding as at January 31, 2011 | Outstanding as at the date of this prospectus | Outstanding as at the date of this prospectus on a fully-diluted basis |
|---|---|---|---|---|
| Common Shares | 40,638,399 | 40,638,399 | 44,698,769 | 44,698,769 |
| Preferred Shares | N/A | N/A | N/A | N/A |
| Loans | 52,076 | 55,984 | 56,597 | 56,597 |

## OPTIONS TO PURCHASE SECURITIES

We have not issued any options to purchase securities of our company.

## PRIOR SALES

The following table summarizes the sales of our securities for the twelve month period prior to the date of this Prospectus:

| Date | Number of Shares | Issue Price per share | Aggregate Issue Price | Consideration Received |
|---|---|---|---|---|
| **July 11, 2010** | **4,161,613** | **$0.05** | **$0.05** | **$208,049** |
| **July 12, 2010** | **482,307** | **$0.10** | **$0.10** | **$48,230** |
| **February 13, 2011** | **1,065,000** | **$0.10** | **$0.10** | **$106,500** |
| **April 20, 2011** | **2,995,370** | **$0.10** | **$0.10** | **$299,537** |

### Trading Price and Volume

Our common stock is currently quoted on the OTC Pink under the symbol "DPLY".

The following table sets forth the reported high and low prices and the trading volume as reported by stockwatch.com for our shares for the twelve month period prior to the date of this Prospectus.

| Date | High (US $) | Low (US $) | Volume |
|---|---|---|---|
| **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 |
| **November 2010** | 0.20 | 0.11 | 51,049 |
| **October 2010** | 0.20 | 0.20 | 2,157 |
| **September 2010** | 0.20 | 0.15 | 8,674 |
| **August 2010** | 0.17 | 0.09 | 34,907 |
| **July 2010** (1) | 0.20 | 0.20 | 0 |
| **June 2010** (1) | 0.20 | 0.20 | 0 |
| **May 2010** (1) | 0.20 | 0.20 | 0 |
| **April 2010** (1) | 0.20 | 0.20 | 0 |
| **March 2010** (1) | 0.20 | 0.20 | 0 |
| **February 2010** (1) | 0.20 | 0.20 | 0 |

*(1) Cease Trade Order imposed by the BCSC.*

## ESCROWED SECURITIES AND OTHER SECURITIES SUBJECT TO RESALE RESTRICTIONS

### Escrowed Shares

As of the date of this Prospectus, we do not have any issued shares that are subject to escrow restrictions.

## PRINCIPAL SHAREHOLDERS

To the knowledge of our directors and officers, as of the date of this Prospectus the following persons beneficially own or exercise control or direction over common shares carrying more than 10% of the votes attached to common shares:

| Name | Type of Ownership | Number of Common Shares | Percentage of Common Shares on a fully-diluted basis |
|---|---|---|---|
| David Eppert | Direct Shareholder of Record<br>Indirectly and beneficially owned | 27,218<br>2,000,000 (1) | **4.54%** |
| Andre Thompson | Direct Shareholder of Record<br>Indirectly and beneficially owned | 1,000<br>1,000,000 (2) | **2.24%** |
| Trepped Enterprises Inc. | Direct Shareholder of Record | 31,511,984 (3) | **70.50%** |

*(1) Shares registered in the name of Force Options Inc., a private company wholly-owned by David Eppert.*
*(2) Shares registered in the name of Pacific Everand Ventures Limited, a private company wholly-owned by Andre and Allison Thompson.*
*(3) Trepped Enterprises Inc. is a private corporation that is owned and controlled jointly by David Eppert, our President and Andre Thompson, our VP of Operations.*

## DIRECTORS AND EXECUTIVE OFFICERS

We currently do not have nominating or compensation committees or committees performing similar functions, nor do we have a written nominating or compensation committee charter. Our board of directors does not believe that it is necessary to have such committees at this time because it believes the functions of such committees can be adequately performed by the entire board of directors.

All of our directors hold office until the next annual meeting of the stockholders or until their successors have been elected and qualified. Our officers are appointed by our board of directors and hold office until their death, resignation or removal from office. Our directors and executive officers, their ages, positions held, and duration as such, are as follows:

| Name | Position Held with the Company | Age | Date First Elected or Appointed |
|---|---|---|---|
| **David Eppert** (1)<br>British Columbia, Canada | President, CEO, Chairman of the Board, Director | 43 | July 18, 2008 |
| **Andre Thompson**<br>British Columbia, Canada | VP Operations, CFO, Director | 67 | February 2, 2009 |
| **Harjit Grewal**<br>British Columbia, Canada | VP Corporate Development, Director | 36 | February 28, 2011 |
| **Harold Dunnigan**<br>California, USA | Director | 80 | October 23, 2009 |
| **Terry Bower** (1)<br>British Columbia, Canada | Director, Audit Committee Chair | 65 | October 13, 2010 |
| **Charles Ward** (1)<br>Alberta, Canada | Director | 61 | November 8, 2009 |
| **Kulbir Rehal** (1)<br>British Columbia, Canada | Director | 59 | October 13, 2010 |

*(1) Member of the Audit Committee*

To the knowledge of our company, as of the date hereof, all of our directors and senior officers as a group, directly or indirectly beneficially own, exercise control or direction over 35,226,202 common shares, or approximately 78.81% of our currently issued and outstanding shares on a fully diluted basis.

## Business Experience

The following is a brief account of the education and business experience during at least the past five years of each director, executive officer and key employee of our company, indicating the person's principal occupation during that period, and the name and principal business of the organization in which such occupation and employment were carried out.

***David Eppert***

David Eppert has been in the information technology field for the past 10 years. In 2001, he founded Think Security Corporation where he developed online banking security technology, which was acquired by a competitor in 2006. Prior to Think Security,, David co-founded Perfect Marketing in 2000 and was one of the pioneers of internet marketing offering internet search engine marketing to various global clients.

Mr. Eppert devotes all of his professional time to our business and is a paid full-time employee. He has not entered into a non-competition or non-disclosure agreement with our company.

***Andre Thompson***

Andre has operated Brenson Pacific Technologies over the past 10 years where he offered computer and technology consulting for various clients.

Mr. Thompson is also very active in community services and the arts; he was a founding director of Amber Alert of British Columbia and served as president and director of The Handel Society of Music. Along with his wife Allison Thompson, Mr. Thompson adopted four children in British Columbia.

Mr. Thompson was born in the Bahamas and educated in the Bahamas, Jamaica and the US, He holds a BA in Mathematics and Chemistry from Oakwood College in Huntsville, Alabama with graduate studies in Mathematics at Andrews University in Berrien Springs, Michigan.

Mr. Thompson devotes approximately 10% of his professional time to our business and is a paid part-time employee. He has not entered into a non-competition and non-disclosure agreement with our company.

***Harjit Grewal***

Harjit (Bobby) Grewal has over 20 years experience in business management. He founded and has been operating Grewal and Co Chartered Accountants for the past 5 years, a CA firm located in Surrey, British Columbia, and is part of the management team at Allied Insurance Services, which operates six locations throughout the lower mainland.

Mr. Grewal’s experience will play an important role in the development of corporate administration, governance, and policies and procedures within our company.

Mr. Grewal devotes approximately 5% of his professional time to our business and is an independent contractor. He has entered into a non-competition and non-disclosure agreement with our company.

***Harold Dunnigan***

Harold Dunnigan has spent over 20 years serving in the U.S. Military in roles ranging from SEAL Teams to his most recent deployment with Desert Storm Intelligence team. His extensive experience in the military aligns with our future plans to win military contracts.

Aside from his military career, he has enjoyed 25 years of teaching and holds a Bachelor degree in Physical Education with a minor in Mathematics.

Mr. Dunnigan devotes approximately 1% of his professional time to our business. He has not entered into a non-competition and non-disclosure agreement with our company.

***Terry Bower***

Terry Bower is a Registered Public Accountant and has been offering accounting and audit services various clients through Jenrob & Associates since 1984.

Mr. Bower devotes approximately 2% of his professional time to our business and is an independent audit committee member and is the Chairperson for this committee. He has not entered into a non-competition or non-disclosure agreement with our company.

***Charles Ward***

Charles Ward has spent much of his career in the Air Cargo industry and served as VP Cargo Canada with Air France until 2005. Charles spent the last 4 years working as President and Founder at LINCS Inc. He received his Bachelor of Commerce Degree from Dalhousie University.

Mr. Ward will bring value to our company with his strong financial and analytical experience and understanding of global freight logistics.

Mr. Ward devotes approximately 1% of his professional time to our business and is an independent contractor. He has not entered into a non-competition and non-disclosure agreement with our company.

***Kulbir Rehal***

Kulbir Rehal has worked with Pacific Auto Group since 2006 as General Manager and Partner. He received a BA degree in Economics and Geography in Guru Nanak University, Amritsar, Punjab, India in 1974.

Mr. Rehal devotes approximately 1% of his professional time to our business and is an independent contractor. . He has not entered into a non-competition or non-disclosure agreement with our company.

## CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

On July 3, 2009, the BCSC issued a cease trade order against our company for failure to file:

1. interim financial statements for the financial periods ended October 31, 2008, January 31,2009 and April 30, 2009, as required under Part 4 of National Instrument *51-102 Continuous Disclosure Obligations* (NI 51-102),

2. a Form 51-102Fl *Management's Discussion and Analysis* for the periods ended October 31, 2008, January 31, 2009 and April 30, 2009, as required under Part 5 of NI 51-102, and

3. copies of our news releases dated November 6, 2008, February 2, 2009 and February 3, 2009, and related material change reports, as required under Part 7 of NI 51-102, (the required records).

The cease trade order was revoked on September 9, 2009 after filings were made available to shareholders through SEDAR.

On December 7, 2009, the BCSC issued a cease trade order against our company for failure to file:

1. comparative financial statements for our financial year ended July 31, 2009, as required under Part 4 of NI 51-102;

2. a Form 51-102F1 Management's Discussion and Analysis for the period ended July 31, 2009, as required under Part 5 of NI 51-102; and

3. a Form 51-102F2 Annual Information Form for the year ended July 31, 2009, as required under Part 6 of NI 51-102,

The cease trade order was revoked on August 11, 2010, after filings were made available to shareholders through SEDAR.

There have been no bankruptcies.

## PENALTIES OR SANCTIONS

None of our directors, officers or principal shareholders are, or have been within the last 10 years, the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or have entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

### PERSONAL BANKRUPTCIES

Other than listed below, none of our directors, officers or principal shareholders, or personal holding company of such persons, have, within the last 10 years, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### CONFLICTS OF INTEREST

Our directors and officers may serve as directors or officers of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which we may participate, our directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. Our directors are required to act honestly, in good faith and in our best interests.

Our directors and officers are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and we will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with applicable laws and shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. Our directors and officers are not aware of any such conflicts of interests.

# AUDIT COMMITTEE

### AUDIT COMMITTEE CHARTER

#### PURPOSE AND AUTHORITY

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

The Committee performs such functions as may be assigned by law, by our 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 our company, our auditors and our 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, our 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 our company, our auditors and our 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.

Our independent auditor is ultimately accountable to the Board and to the Committee, who, as representatives of our 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 our independent auditors, the Board and our 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.

## 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 our 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;

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;

5. Each member of the Committee shall be able to read and understand financial statements, including balance sheets, income statements, and cash flow statements;

6. 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;

7. No director who has participated in the preparation of our financial statements or any current subsidiary at any time during the past three years will be eligible for membership on the Committee;

8. 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

9. 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 us, and may not be an affiliated person of our company or any subsidiary.

*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 our shares are traded, including:

   a. Bookkeeping or other services related to accounting records or our financial statements;

   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 our company or an affiliate, is hired by us 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 our 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 us, 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 our 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) Our audited annual or reviewed interim financial statements and related notes and the accompanying MD&A;

    b) The appropriateness of the presentation of any non-GAAP and IFRS related financial information;

    c) The adequacy of our 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 our accounting policies and industry accounting and regulatory financial reporting proposals that may have a significant impact on our financial reports;

    f) Any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding our 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 our General Counsel, litigation and other legal matters that may have a material impact on the financial statements, our 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 OTC Markets;

7. Review representation letters provided by management to the independent auditor;

8. Review minutes of all Disclosure Committee meetings; 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 our 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 our major financial risk exposures, review our 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 our key financial policies;

5. Review and discuss with management treasury activities; and

6. Annually review Board Member expenses.

## COMPOSITION

Our Audit Committee is currently comprised of four directors, being David Eppert, Charles Ward, Terry Bower, and Kulbir Rehal. The members of the Audit committee, other than David Eppert, who is our President, are independent. Also as defined in NI 52-110, Terry Bower is considered to be "financially literate".

## RELEVANT EDUCATION AND EXPERIENCE

**Terry Bower**

Terry is a Registered Public Accountant and performs accounting and audit services for various clients.

**Charles Ward**

Mr. Ward has spent much of his career in the Air Cargo industry and served as VP Cargo Canada with Air France until 2005. He served as an Intermediate Auditor for Deloitte Touché and received his Bachelor of Commerce Degree from Dalhousie University.

Charles will bring value to the company with his strong financial and analytical experience and understanding of global freight logistics.

**Kulbir Rehal**

Kulbir has over 30 years experience in various aspects of management, including: production, service and financial management. He has also overseen his own private businesses and has held positions in sales and technology. He holds a BA degree in Economics and Geography.

## 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.

## RELEVENCE 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 NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

## PRE-APPROVAL POLICIES AND PROCEDURES

The 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 (BY CATEGORY)

In the following table, “audit fees” are billed by our external auditor for services provided in auditing ours annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of our financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid to our auditor in each of the last two fiscal years, by category, are as follows:

| Financial Year Ended July 31 | Audit Fees | Audit Related Fees | Tax Fees | All Other Fees |
|---|---|---|---|---|
| 2009 | $Nil | $Nil | $Nil | $Nil |
| 2010 | $10,515 | $Nil | $Nil | $1,198 |

# CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 *Disclosure of Corporate Governance Practices*, we are required to and hereby discloses our corporate governance practices as follows:

**1. Board of Directors**

Our Board facilitates its exercise of independent supervision over our management through frequent meetings of the Board.

Aside from the members of the Audit Committee, who are members of the Board who are independent, we do not have any other directors that would be considered “independent” in that he or she would be independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director’s ability to act in our best interests, other than the interests and relationships arising from shareholders. David Eppert is our Chief Executive Officer, Andre Thompson is our Vice President of Operations, Harjit Grewal is our Vice President of Corporate Development.

**2. Directorships**

| Director | Other Directorships |
|---|---|
| David Eppert | None |

| | |
|---|---|
| Andre Thompson | None |
| Harjit Grewal | None |
| Harold Dunnigan | None |
| Terry Bower | None |
| Charles Ward | None |
| Kulbir Rehal | None |

**3. Orientation and Continuing Education**

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

**4. Ethical Business Conduct**

Our Board has found 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 operates independently of management and in the best interests of our company.

**5. Nomination of Directors**

Our Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board 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.

**6. Compensation**

Our Board conducts reviews with regard to the compensation of the directors and CEO 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.

**7. Other Board Committees**

The Board of Directors has no other committees other than the Audit Committee.

**8. Assessments**

The Board regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the Board and its committees.

## EXECUTIVE COMPENSATION

We do not anticipate making any material changes to the compensation we currently pay to executives until we have achieved revenues.

The particulars of compensation paid to the NEOs for the years ended July 31, 2010, 2009 and 2008, are set out in the following summary compensation table, except that no disclosure is provided for any NEO, other than our principal executive officer, whose total compensation does not exceed $100,000 for the respective fiscal year:

## SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Salary ($) | Bonus ($) | Stock Awards ($) | Option Awards (#) | Non-Equity Incentive Plan Compensation ($) | Nonqualified Deferred Compensation Earnings ($) | All Other Compensation ($) | Total ($) |
|---|---|---|---|---|---|---|---|---|---|
| David Eppert<br>*President, CEO and Director* | 2010<br>2009<br>2008 | $66,838<br>$64,921<br>$22,437 | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | $66,838<br>$64,921<br>$22,437 |
| Andre Thompson<br>*VP Operation and Director* | 2010<br>2009<br>2008 | $22,279<br>$21,640<br>$1,870 | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | $22,279<br>$21,640<br>$1,870 |
| Harjit Grewal<br>*VP Corporate Development and Director* | 2008<br>2009<br>2010 | $0<br>$0<br>$0 | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | Nil<br>Nil<br>Nil | $0<br>$0<br>$0 |

During the year ended 31 July 2010, we issued a total 4,041,613 common shares (2009 – Nil) with a fair value of $202,049 (2009 - $Nil) to the President and Vice President of Operations for management and consulting fees incurred in the prior and current year in the amount of $153,803 (2009 - $Nil) and $48,246 (2009 - $Nil), respectively.

On April 20, 2011, the Company issued a total of 470,370 common shares with a fair value of $47,037 to the President and Vice President of Operations for management and consulting fees incurred in the current year in the amount of $35,278 and $11,759, respectively.

On April 20, 2011, the Company issued 500,000 common shares with a fair value of $50,000 to the Vice President of Corporate Development for consulting services.

**Long-Term Incentive Plan Awards in the Most Recently Completed Financial Year**

We did not have any long-term incentive plans during the most recently completed financial year.

**Option/SAR Grants During the Most Recently Completed Financial Year**

We did not grant any stock options or stock appreciation rights (“SAR”) to the NEOs during the most recently completed financial year.

**Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values**

None of our NEOs, directors or officers exercised any options in respect of our shares during the most recently completed financial year.

**Termination of Employment, Change in Responsibilities and Employment Contracts**

We are not a party to any contracts, and have not entered into any plans or arrangements which require compensation to be paid to any of our directors, officers or employees in the event of resignation, retirement or any other termination of employment, a change of control of tour company, or a change in the director, officer or employee’s responsibilities following a change of control.

**Compensation of Directors**

We provide no cash compensation to our directors in their capacity as directors. We provide a salary to our President as well as our Vice-President of Operations, who also serve as directors, in their capacities as officers.

## INDEBTEDNESS OF DIRECTORS AND OFFICERS

Other than routine indebtedness for travel and other expense advances, no existing or proposed director or executive officer, or any associate of any of them, was indebted to our company as at July 31, 2010, or is currently indebted to us or has any indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us.

We rescheduled the payment date for 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 is now repayable by 31 July 2012. The balance as at 31 January 2011 consists of principal and accrued interest of $4,075 (31 July 2010 - $4,082) and $113 (31 July 2010 - $11).

During the year ended 31 July 2010, the Company received a loan from Pacific Everand Venture 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 31 July 2011. The balance as at 31 January 2011 consists of principal and accrued interest of $14,975 (31 July 2010 - $14,577) and $745 (31 July 2010 - $338).

## PLAN OF DISTRIBUTION

No securities are offered pursuant to this Prospectus. This is a non-offering prospectus. We have a Reporting Issuer Designation in the Province of British Columbia. We are filing this Prospectus to allow our previously issued shares to be re-sold in certain jurisdictions without an exemption from the prospectus and registration requirements of certain securities legislation.

As at the date of this Prospectus, we do not have any of our securities listed or quoted, have not applied to list or quote any of our securities, and do not intend to apply to list or quote any of our securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the OTC Pink under the symbol “DPLY”.

## RISK FACTORS

Our common shares are considered speculative. Prospective investors should consider carefully the risk factors set out below.

### Risks Associated with Business

*No Assurance of Profitability*

Our technology business operations are in the start-up stage only, and are unproven. We may not be successful in implementing our business plan to become profitable. There may be less demand for our products than we anticipate. There is no assurance that this business will succeed.

*Intellectual Property Protection and competition*

There is a risk of competition in the market after our product is available on the market until the company achieves successful intellectual property protection

*General Economic Factors*

The willingness of businesses to spend time and money on energy efficiency may be dependent upon general economic conditions; and any material downturn may reduce the likelihood of businesses incurring costs toward what some businesses may consider a discretionary expense item.

*Competition*

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 are, or who hold themselves out to be, competitors in this field.

*Quality of Service/Industry Practices*

Demand for our products may be adversely affected if consumers lose confidence in the quality of our services or the industry's practices. Adverse publicity may discourage businesses from buying our services and could have a material adverse effect on our financial condition and results of operations.

*Unethical Business Practices*

We may suffer negative publicity if we, any third party contractors we may engage, or any of our customers for whom we have implemented changes, are found to engage in any environmentally insensitive practices or other business practices that are viewed as unethical.

*No Significant Customers*

We currently have no long-term agreements with any customers. Many of our services may be provided on a "one time" basis. Accordingly, we will require new customers on a continuous basis to sustain our operations.

*Human Resources*

We will depend on our ability to attract, retain and motivate our management team, consultants and other employees. There is strong competition for qualified technical and management personnel in the technology sector, and it is expected that such competition will increase. Our planned growth will place increased demands on our existing resources and will likely require the addition of technical personnel and the development of additional expertise by existing personnel. There can be no assurance that our compensation packages will be sufficient to ensure the continued availability of qualified personnel who are necessary for the development of our business.

*We have a limited operating history with losses and we expect the losses to continue, which raises concerns about our ability to continue as a going concern.*

We have not generated any revenues since our inception and will, in all likelihood, continue to incur operating expenses with minimal or no revenues until we are able to successfully develop our business. Our business plan will require us to incur further expenses. We may not be able to ever become profitable. These circumstances raise concerns about our ability to continue as a going concern. We have a limited operating history and must be considered in the development stage.

*We will require additional financing to develop our business plan.*

Because we have not generated any revenues from our business and cannot anticipate when we will be able to generate revenue from our business, we will need to raise additional funds to conduct and grow our business. We do not currently have sufficient financial resources to completely fund the development of our business plan. We anticipate that we will need to raise further financing. We do not currently have any arrangements for financing and we can provide no assurance to investors that we will be able to find such financing if required. The most likely source of future funds presently available to us is through the sale of equity securities. Any sale of securities will result in dilution to existing shareholders.

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

Our success depends in large part on the continued services of our executive officers and third party relationships. We currently do not have key person insurance on these individuals. The loss of these people, especially without advance notice, could have a material adverse impact on our results of operations and our stock price. It is also very important that we be able 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.

## Risks Associated with the Shares of Our Company

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

Our common stock is quoted on the OTC Markets service of the Financial Industry Regulatory Authority. Trading in stock quoted on the *OTC Markets* 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 business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the *OTC Markets* is not a stock exchange, and trading of securities on the *OTC Markets* is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like Amex. Accordingly, shareholders may have difficulty reselling any of the shares.

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

We have not declared or paid any dividends on our shares 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 common shares. Our Board of Directors has the authority to cause us to issue additional shares. Consequently, our stockholders may experience more dilution in their ownership of our company in the future.

## Other Risks

*Our stock is a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations, which may limit a stockholder's ability to buy and sell our stock.*

Our stock is a penny stock. The SEC has adopted Rule 15g-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must 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. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must 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 the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

*The Financial Industry Regulatory Authority, or FINRA, has adopted sales practice requirements which may also limit a stockholder's ability to buy and sell our stock.*

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that 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 common stock, 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 took the initiative in substantially reorganizing our business and, accordingly, may be considered a promoter of our company, as that term is defined in the *Securities Act* (British Columbia) within the meaning of securities legislation of British Columbia. As of the date of this prospectus,

See *"Principal Shareholders"* for details on the number of shares directly and indirectly held by him; *"Directors and Executive Officers"* and *"Interest of Management and Others in Material Transactions"* for disclosure regarding our promoter.

## LEGAL PROCEEDINGS

We are not party to, nor is any of our property the subject of, any legal proceedings, nor, to the best of management's knowledge, are any such legal proceedings contemplated.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out below and disclosed in this prospectus no director, executive officer or principal shareholder of our company, or an associate or affiliate of a director, executive officer or principal shareholder, has any material interest, direct or indirect, in any transaction which has occurred within the three years before the date of this Prospectus, or in any proposed transaction that has materially affected or will materially affect our company.

On 10 November 2008, we acquired the Fleet Data Management System technology from Trepped, a private company controlled by our President and our Vice President of Operations, in exchange for the issuance of 30,000,000 common shares in our capital stock, valued at $30,000.

## AUDITORS, TRANSFER AGENT, AND REGISTRAR

AUDITORS

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

TRANSFER AGENT AND REGISTRAR

The U.S. transfer agent and registrar of our common shares is Securities Transfer Corporation, located at Suite 102 – 2591 Dallas Parkway, Frisco, Texas, 75034.

The transfer sub-agent of our common shares is Valiant Trust Company, located at 600 - 750 Cambie Street, Vancouver, BC V6B 0A2.

## MATERIAL CONTRACTS

During the past two years, we have not entered into any material contracts.

We rescheduled the payment date for 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 is now repayable by 31 July 2012. The balance as at 31 January 2011 consists of principal and accrued interest of $4,075 (31 July 2010 - $4,082) and $113 (31 July 2010 - $11).

During the year ended 31 July 2010, the Company received a loan from Pacific Everand Venture 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 31 July 2011. The balance as at 31 January 2011 consists of principal and accrued interest of $14,975 (31 July 2010 - $14,577) and $745 (31 July 2010 - $338).

## INTEREST OF EXPERTS

The following persons or companies whose profession or business gives authority to a statement made by the person or company are named in this prospectus as having prepared or certified a part of this document or a report of valuation described in this prospectus:

1. Our audited financial statements included in this 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.

Based on information provided by the relevant persons, none of such persons or companies or any director, officer, employee or partner thereof have received or will receive direct or indirect interest in the property of our company or of any associate or affiliate of our company or have any beneficial ownership, direct or indirect, of securities of our company. None of such persons is or is expected to be elected, appointed or employed as a director or employee of our company.

## OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

## PURCHASERS' STATURORY RIGHTS OF WITHDRAWAL AND RECISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

## FINANCIAL STATEMENTS

Our unaudited financial statements for the six months ended January 31, 2011, as well as our audited financial statements for the years ended July 31, 2010, July 31, 2009 and July 31, 2008 are included in this Prospectus.

# DEPLOY TECHNOLOGIES INC.

***(A Development Stage Company)***

**INTERIM FINANCIAL STATEMENTS**

**(Unaudited)**

**31 January 2011**

**(Expressed in U.S. Dollars)**

**Statement 1**

**Deploy Technologies Inc.**

*(A Development Stage Company)*

**Interim Balance Sheets**

(Unaudited)

*(U.S. Dollars)*

| **ASSETS** | | As at 31 January 2011 | | As at 31 July 2010 |
|---|---|---|---|---|
| **Current** | | | | |
| Cash and cash equivalents | $ | 1,996 | $ | 1,991 |
| Prepaid expenses | | 718 | | 1,618 |
| Available-for-sale securities *(Note 4)* | | 1 | | 1 |
| | | 2,715 | | 3,610 |
| Property, plant and equipment *(Note 5)* | | 20,019 | | 22,795 |
| Website development costs *(Note 6)* | | 11,939 | | - |
| Deferred development costs *(Note 7)* | | 52,218 | | - |
| Fleet management technology *(Note 7)* | | 30,000 | | 30,000 |
| | $ | 116,891 | $ | 56,405 |
| **LIABILITIES** | | | | |
| **Current** | | | | |
| Accounts payable and accrued liabilities *(Note 8)* | $ | 150,814 | $ | 41,593 |
| Loans payable *(Note 9)* | | 55,984 | | 52,076 |
| | | 206,798 | | 93,669 |
| **SHAREHOLDERS' DEFICIENCY** | | | | |
| **Share Capital** - *Statement 2 (Note 10)* | | | | |
| Authorized: | | | | |
| 100,000,000 common shares – Par value $0.0001 | | | | |
| Issued and outstanding: | | | | |
| 40,638,399 (31 July 2010 – 40,638,399) common shares | | 4,063 | | 4,063 |
| **Additional Paid-In Capital** | | 1,691,578 | | 1,691,578 |
| **Share Subscriptions Received In Advance** *(Note 10)* | | 29,532 | | - |
| **Accumulated Other Comprehensive Income** | | (8,540) | | (9,179) |
| **Deficit Accumulated Prior to the Development Stage** | | (1,455,010) | | (1,455,010) |
| **Deficit Accumulated During the Development Stage** | | (351,530) | | (268,716) |
| | | (89,907) | | (37,264) |
| | $ | 116,891 | $ | 56,405 |

**Nature and Continuance of Operations and Significant Accounting Policies** *(Note 1)* and **Subsequent Events** *(Note 13)*

ON BEHALF OF THE BOARD:

*/s/ David Eppert* Director

*/s/ Andre Thompson* Director

- See Accompanying Notes -

**Statement 2**

# Deploy Technologies Inc.

*(A Development Stage Company)*

## Interim Statements of Changes in Shareholders' Deficiency

(Unaudited)

*(U.S. Dollars)*

| | Share Capital | | Additional | Subscriptions received in | Other Comprehensive Income | Deficit Accumulated Prior to the Development | Deficit Accumulated During the Development | |
|---|---|---|---|---|---|---|---|---|
| | Number | Amount | Paid-in Capital | advance | (Loss) | Stage | Stage | Total |
| 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 7, 10 and 14)* | 30,000,000 | 3,000 | 27,000 | - | - | - | - | 30,000 |
| - Services rendered *(Notes 8,10 and 14)* | 5,382,666 | 538 | 160,942 | - | - | - | - | 161,480 |
| - Cash *(Note 10)* | 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 8, 10 and 14)* | 4,161,613 | 416 | 207,633 | - | - | - | - | 208,049 |
| - Settlement of loans payable *(Notes 9, 10 and 14)* | 139,089 | 14 | 13,895 | - | - | - | - | 13,909 |
| - Cash *(Note 10)* | 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) |
| Share subscriptions received in advance *(Note 10)* | - | - | - | 29,532 | - | - | - | 29,532 |
| Foreign currency translation Adjustment | - | - | - | - | 639 | | | 639 |
| Loss for the period | - | | | | | | (82,814) | (82,814) |
| Balance – 31 January 2011 | 40,638,399 | 4,063 | 1,691,578 | 29,532 | (8,540) | (1,455,010) | (351,530) | (89,907) |

- See Accompanying Notes -

**Statement 3**

**Deploy Technologies Inc.**

*(A Development Stage Company)*

**Interim Statements of Loss and Comprehensive Loss**

(Unaudited)

*(U.S. Dollars)*

| | Three Month Period Ended 31 January | | Six Month Period Ended 31 January | |
|---|---|---|---|---|
| | 2011 | 2010 (Restated) | 2011 | 2010 (Restated) |
| **General and Administrative Expenses** | | | | |
| Accounting and audit fees | $ 7,481 | $ 435 | $ 14,217 | $ 868 |
| Automobile expenses | 2,557 | 612 | 4,309 | 1,909 |
| Bank charges and interest *(Note 9)* | 101 | 237 | 1,068 | 497 |
| Consulting fees *(Note 8)* | 37,309 | 5,797 | 37,309 | 11,380 |
| Depreciation & amortization | 1,669 | - | 3,258 | - |
| Dues and subscriptions | 6,673 | 1,787 | 8,568 | 1,911 |
| Insurance | - | 5 | - | 245 |
| Filing Fees | 48 | - | 1,964 | - |
| Franchise taxes | 18 | - | 744 | - |
| Management fees *(Note 8)* | 3,669 | 17,393 | 7,163 | 34,141 |
| Meals and entertainment | 709 | 326 | 1,405 | 504 |
| Office and miscellaneous | 162 | 4 | 339 | 187 |
| Postage and delivery | 194 | 161 | 277 | 310 |
| Printing and reproduction | 3 | - | 45 | 60 |
| Telecommunications | - | 118 | 134 | 795 |
| Transfer agent fees | 14 | 1,060 | 1,450 | 1,960 |
| Travel Expenses | | - | 564 | - |
| Tools and equipment | - | 796 | - | 3,062 |
| **Loss Before the Following** | (60,607) | (28,731) | (82,814) | (57,829) |
| **Other Expense** | | | | |
| Foreign exchange, net | - | - | - | (5,131) |
| **Loss for the Period** | $ (60,607) | $ (28,731) | $ (82,814) | $ (62,960) |
| **Other Comprehensive Income** | | | | |
| Foreign currency translation adjustment | 1,315 | 2,097 | 639 | 5,243 |
| **Comprehensive Loss for the Period** | $ (59,292) | $ (26,634) | $ (82,175) | $ (57,717) |
| **Loss per Share - Basic and Fully Diluted** | $ (0.001) | $ (0.001) | $ (0.002) | $ (0.002) |
| **Comprehensive Loss per Share - Basic and Fully Diluted** | $ (0.001) | $ (0.001) | $ (0.002) | $ (0.002) |
| **Weighted Average Number of Shares Outstanding** | 40,638,499 | 35,994,479 | 40,638,499 | 35,994,479 |

- See Accompanying Notes -

**Statement 4**

**Deploy Technologies Inc.**

*(A Development Stage Company)*

**Interim Statements of Cash Flows**

(Unaudited)

*(U.S. Dollars)*

| | | Three Month Period Ended 31 January | | | | Six Month Period Ended 31 January | | |
|---|---|---|---|---|---|---|---|---|
| **Cash Resources Provided By (Used In)** | | 2011 | | 2010 (Restated) | | 2011 | | 2010 (Restated) |
| **Operating Activities** | | | | | | | | |
| Loss for the period | $ | (60,607) | $ | (28,731) | $ | (82,814) | $ | (62,960) |
| Items not affecting cash: | | | | | | | | |
| Accrued interest *(Note 9)* | | 581 | | - | | 681 | | - |
| Depreciation | | 1,669 | | - | | 3,258 | | - |
| Prepaid expenses | | - | | - | | 900 | | 239 |
| Accounts payable and accrued liabilities | | 53,208 | | 25,671 | | 52,866 | | 40,342 |
| | | (5,149) | | (3,060) | | (25,130) | | (22,379) |
| **Investing Activities** | | | | | | | | |
| Research & development costs | | (5,732) | | - | | (8,461) | | - |
| Website development costs | | - | | - | | - | | - |
| | | (5,732) | | - | | (8,461) | | - |
| **Financing Activities** | | | | | | | | |
| Proceeds from loans *(Note 9)* | | - | | 1,029 | | - | | 4,885 |
| Share subscriptions received in advance *(Note 10)* | | 7,341 | | - | | 29,532 | | 13,091 |
| | | 7,341 | | 1,029 | | 29,532 | | 17,976 |
| Effect of exchange rate changes on cash and cash equivalents | | 3,556 | | 2,097 | | 4,064 | | 5,243 |
| **Net Increase in Cash and Cash Equivalents** | | 16 | | 66 | | 5 | | 840 |
| Cash and cash equivalents – Beginning of period | | 1,980 | | 1,686 | | 1,991 | | 912 |
| **Cash and Cash Equivalents - End of Period** | $ | 1,996 | $ | 1,752 | $ | 1,996 | $ | 1,752 |

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

## 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 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 business 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.

On 15 September 2010, the Company incorporated in Nevada, moving from Delaware, and reduced its authorized capital from 500,000,000 common shares to 100,000,000 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 January 2011, the Company had cash and cash equivalents of $1,996 (31 July 2010 - $1,991) and working capital deficit of $204,083 (31 July 2010 - $90,059). The funds on hand at 31 January 2011 are not sufficient to meet our 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 the ability to continue as a going concern.

These interim 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 Accounting Standards ("GAAP").

## 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.

## 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. As at 31 January 2011, the Company has deferred costs of $30,000 related to fleet management technology (31 July 2010 – $30,000) and $52,218 related to salaries, consulting fees and other material and tools directly related with the development of the On-The-Fly Weigh Systems (OWS) (31 July 2010 – $Nil) *(Notes 7, 8, 10 and 14)*.

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.

### 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

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.

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

### k) Financial Instrument Standards *(Continued)*

*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 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 derivate 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.

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

m) **Comparative Figures**

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

2. **Changes in Accounting Policies**

**Credit Risk and Fair Value of Financial Assets and Financial Liabilities**

In January 2009, the Canadian Institute of Chartered Accountants ("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 Company is exposed to currency risk on its acquisition and exploration expenditures on its loan U.S. properties since it has to convert Canadian dollars raised through equity financing in Canada to U.S. dollars. The Company's expenditures will be negatively impacted if the U.S. dollar increases versus the Canadian dollar.

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 | 31 January 2011 | 31 July 2010 |
|---|---|---|---|
| Available-for-sale securities *(Note 4)* | Level 1 | $ 1 | $ 1 |

**3. Fair Value of Financial Instruments** – *Continued*

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

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments.

**4. Available-for-Sale Securities**

| | 31 January 2011 | | 31 July 2010 | |
|---|---|---|---|---|
| | Cost | Fair Value | Cost | Fair Value |
| Kaleidoscope | | | | |
| 5,694 (31 July 2010 – 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.

**5. Property, Plant and Equipment**

| | Cost | Accumulated Depreciation | 31 January 2011 Net Book Value | 31 July 2010 Net Book Value |
|---|---|---|---|---|
| Automobile | $ 25,157 | $ 5,953 | $ 19,204 | $ 21,877 |
| Furniture and office equipment | 998 | 183 | 815 | 918 |
| | $ 26,155 | $ 6,136 | $ 20,019 | $ 22,795 |

During the six month period ended 31 January 2011, total additions to property, plant and equipment were $Nil (31 July 2010 - $25,461). The difference between net book value at 31 July 2010 and 31 January 2011 was due to depreciation for the period of $3,258 offset by $482 foreign exchange adjustment.

**6. Website Development Cost**

| | Cost | Accumulated Depreciation | 31 January 2011 Net Book Value | 31 July 2010 Net Book Value |
|---|---|---|---|---|
| Website Development | $ 11,939 | $ - | $ 11,939 | $ - |
| | $ 11,939 | $ - | $ 11,939 | $ - |

During the six month period ended 31 January 2011, total additions to website development were $11,778 (31 July 2010 - $Nil). The difference between the additions and NBV of the website development cost at 31 January 2011 is due to foreign exchange difference.

## 7. Fleet Management Technology and Deferred Development Costs

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 8, 10 and 14)*. The technology is focusing on enabling organizations that use it to become more efficient, productive and profitable through the use of their fleet assets.

In addition, the company started to defer costs related to the development of the On-The-Fly Weigh System (OWS) during the current fiscal year. The total of the development costs deferred during the six month period ended 31 January 2011 amounted to $52,218 (31 July 2010 - $Nil).

The Company signed a Letter of Understanding with Maple Leaf Disposal who will provide an environment for testing and trials and is interested in purchasing the product once completed.

The fleet management technology is not yet complete and amortization expense for six month period ended 31 January 2011 was $Nil (31 July 2010 – $Nil) for both the purchased technology and research and development costs.

| | | Cost | | Accumulated Amortization | | 31 January 2011 Net Book Value | | 31 July 2010 Net Book Value |
|---|---|---|---|---|---|---|---|---|
| Fleet management technology | $ | 30,000 | $ | - | $ | 30,000 | $ | 30,000 |
| Deferred development costs | | 52,218 | | - | | 52,218 | | - |
| | $ | 82,218 | $ | - | $ | 82,218 | $ | 30,000 |

## 8. Related Party Transactions

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

a) During the six month period ended 31 January 2011, management fees of $35,939 (2010 - $34,141) were paid/accrued to the President of the Company.

b) During the six month period ended 31 January 2011, consulting fees of $11,980 (2010 - $11,380) were paid/accrued to the Vice President of Operations of the Company.

c) During the quarter ended 31 January, $37,309 (2010 - $Nil) was accrued to Grewal & Co a company owned by a director of the Company for consulting services.

d) During the six month period ended 31 January 2011, accounting fees of $9,584 (2010 – $Nil) were paid/accrued to Business Global Consulting Inc. (BESA), an accounting firm owned by the Chief Financial Officer of the Company, for accounting services provided to the Company.

e) 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 7, 10 and 14)*.

f) During the year ended 31 July 2010, the Company issued 4,161,613 common shares (2009 – 5,382,666) with a fair value of $208,049 (2009 - $161,480) to related parties for management and consulting fees incurred in the prior and current year in the amount of $115,477 (2009 - $161,480) and $92,572 (2009 - $Nil), respectively *(Notes 10 and 14)*.

## 8. Related Party Transactions – *Continued*

g) During the year ended 31 July 2009, the Company issued 5,382,666 common shares (2008 – Nil) with a fair value of $161,480 (2008 - $Nil) to related parties for management and consulting fees incurred in a prior year *(Notes 10 and 14)*.

h) Included in accounts payable and accrued expenses as at 31 January 2011 is $96,236 (31 July 2010 - $19,367) payable to related parties for management, consulting and accounting 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.

## 9. Loans Payable

During the six month period ended 31 January 2011, the Company received $1,997 for loans from H These, an associate of the President of the Company. The principal balance bears interest at a rate of 5% per annum, is unsecured and repayable by 31 July 2011. At 31 January 2011 the balance on this loan was made up of principal $1,997 (31 July 2010 - $Nil) and interest $Nil (31 July 2010 - $Nil).

The principal balance on these loans bears interest at a rate of 5% per annum, is unsecured and repayable by 31 July 2011. The balance as at 31 January 2011 consists of principal and accrued interest of $54,298 (31 July 2010 - $46,995) and $1,685 (31 July 2010 - $988), respectively.

The Company rescheduled the payment date for 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 is now repayable by 31 July 2011. The balance as at 31 January 2011 consists of principal and accrued interest of $4,075 (31 July 2010 - $4,082) and $113 (31 July 2010 - $11).

During the year ended 31 July 2010, the Company issued 139,089 common shares for $13,909 to settle short-term loans *(Notes 10 and 14)*.

## 10. 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.

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 7, 8 and 14)*.

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 8 and 14)*. Share certificates for which were issued during the fourth quarter ending 31 July 2009.

**10. Share Capital** – *Continued*

d) On 2 February 2009, 50,000 common shares were issued 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 in the amounts of $115,477 and $92,572, respectively *(Notes 8 and 14)*.

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 8, 9 and 14)*.

g) On 11 July 2010, 343,218 common shares were issued for $0.10 per share for cash proceeds of $34,322.

h) During the six month period ended 31 January 2011, the Company received $29,532 for the purchase of common shares in the Company. As of 31 January 2011, these shares have not yet been issued.

**11. Income Taxes**

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

| | | For the six month period ended 31 January 2011 | | For the six month period ended 31 January 2010 (Restated) |
|---|---|---|---|---|
| Net loss for the period | $ | 82,814 | $ | 62,960 |
| Federal and state income tax rates | | 35% | | 35% |
| Expected income tax recovery | $ | 28,985 | $ | 22,036 |
| Permanent differences | | (245) | | (88) |
| Change in valuation allowance | | (28,740) | | (21,948) |
| Total income tax recovery | $ | - | $ | - |

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

| | | As at 31 January 2011 | | As at 31 July 2010 |
|---|---|---|---|---|
| Future income tax assets | | | | |
| Net income tax operating loss carry forward | $ | 432,651 | $ | 350,538 |
| Statutory federal income tax rate | | 35% | | 35% |
| Effective income tax rate | | 0% | | 0% |
| Future income tax asset | | 151,428 | | 122,688 |
| Valuation allowance | | (151,428) | | (122,688) |
| Net future income tax assets | $ | - | $ | - |

**11. Income Taxes** – *Continued*

As at 31 January 2011, the Company has unused net operating losses for U.S. federal income tax purposes of approximately $432,651 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 | | 82,113 |
| Total | $ | 432,651 |

**12. Capital Disclosure**

The capital structure of the Company consists of equity attributable to common shareholders, comprising 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 the 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 six month period ended 31 January 2011 compared to the year ended 31 July 2010. The Company is not subject to externally imposed capital requirements.

**13. Subsequent Events**

The following events occurred during the period from the six month period ended 31 January 2011 to the date the financial statements were available to be issued on 20 April 2011:

a) During the month of February 2011, the Company issued 1,065,000 shares for cash at $0.10.

b) The Company had received $235,000 CAD and $1,500 USD after the end of the quarter but before 8 March 2011. This money is in relation to share subscriptions offered at $0.10 per share. Only 1,065,000 shares have since been issued at of date of financial statements.

c) The Company appointed Harjit Grewal as a Director and VP of Corporate Development.

d) On March 1, 2011 Wisdom Ncube, the CFO and director of the Company resigned.

e) On 20 April 2011, the Company issued 970,370 common shares of the Company to settle related party accounts payable balances of $97,037. Of this amount, $35,278 is payable to the President of the Company, $11,759 is payable to the Vice President of Operations of the Company and $50,000 is payable to the Vice President of Corporate Development of the Company.

f) On 20 April 2011, the Company issued 400,000 common shares of the Company valued at $40,000 for consulting services.

**13. Subsequent Events** – *Continued*

g) On 20 April 2011, the Company issued 1,625,000 common shares for cash proceeds of $162,500.

h) Subsequent to the six month period ended 31 January 2011, the Company received share subscriptions in advance of $1,000 related to the future issuance of 10,000 common shares in the Company. These shares have not yet been issued.

**14. Supplemental Disclosures with Respect to Cash Flows**

| | | Six Month Period Ended 31 January | |
|---|---|---|---|
| | | 2011 | 2010 |
| Cash paid during the period for interest | $ | - | - |
| Cash paid during the period 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 7, 8 and 10).*

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 in the amount of $112,932 (2009 - $Nil) and $89,117 (2009 - $Nil), respectively *(Notes 8 and 10).*

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 8 and 10).*

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 8, 9, and 10).*

During the year ended 31 July 2009, the Company issued 5,382,666 common shares (2008 – Nil) with a fair value of $161,480 (2008 - $Nil) to related parties for management and consulting fees incurred in a prior year *(Notes 8 and 10).*

**15. Segmented Information**

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

| | | USA | | Canada | | Total |
|---|---|---|---|---|---|---|
| Assets | $ | - | $ | 116,891 | $ | 116,891 |
| Fleet management technology | $ | - | $ | 30,000 | $ | 30,000 |
| Deferred development costs | $ | - | $ | 52,218 | $ | 52,218 |
| Loss for the period | $ | - | $ | (82,814) | $ | (84,814) |

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

| | | USA | | Canada | | Total |
|---|---|---|---|---|---|---|
| Assets | $ | - | $ | 56,405 | $ | 56,505 |
| Fleet management technology | $ | - | $ | 30,000 | $ | 30,000 |
| Loss for the year | $ | - | $ | (163,716) | $ | (163,716) |

## 15. Segmented Information – *Continued*

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

| | USA | Canada | Total |
|---|---|---|---|
| Assets | $ - | $ 31,152 | $ 31,152 |
| Fleet management technology | $ - | $ 30,000 | $ 30,000 |
| Loss for the year | - | (105,000) | (105,000) |

## 16. Differences Between Canadian and United States Generally Accepted Accounting Principles ("GAAP")

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

a) **Comprehensive Income**

Accounting Standards Codification ("ASC" or "Codification") 220, "Comprehensive Income", establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. There are no differences between net loss and comprehensive loss for each of the three month periods ended 31 January 2011 and 2010.

b) **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.

**16. Differences Between Canadian and United States Generally Accepted Accounting Principles ("GAAP") –** *Continued*

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.

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.

c) **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.

**16. Differences Between Canadian and United States Generally Accepted Accounting Principles ("GAAP") –** *Continued*

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.

# 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 20 April 2011

**Statement 1**

**Deploy Technologies Inc.**
*(A Development Stage Company)*
**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 Eppert* Director

*/s/ Andre Thompson* Director

**Statement 2**

**Deploy Technologies Inc.**

*(A Development Stage Company)*

**Statements of Changes in Shareholders' Deficiency**

*(U.S. Dollars)*

| | Share Capital | | | Additional | | Other Comprehensive Income | | Deficit Accumulated Prior to the Development | | Deficit Accumulated During the Development | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Number | | Amount | | Paid-in Capital | | (Loss) | | Stage | | Stage | | Total |
| 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 -

**Statement 3**

**Deploy Technologies Inc.**

*(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 |

**Statement 4**

**Deploy Technologies Inc.**

*(A Development Stage Company)*

**Statements of Cash Flows**

*(U.S. Dollars)*

| **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 |
| | (52,184) | (10,719) |
| **Investing Activities** | | |
| Purchase of property, plant and equipment *(Note 5)* | (25,461) | - |
| **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)* | (7,275) | (4,641) |
| | 89,167 | 12,568 |
| Effect of exchange rate changes on cash and cash equivalents | (10,443) | (953) |
| **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** | $ 1,991 | $ 912 |

**Supplemental Disclosures with Respect to Cash Flows** *(Note 13)*

## 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 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 business 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 business, 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 our 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 the 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").

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.

**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.

**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 derivate 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.

## 2. Changes in Accounting Policies

### Credit Risk and Fair Value of Financial Assets and Financial Liabilities

In January 2009, the Canadian Institute of Chartered Accountants ("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 *(Note 4)* | Level 1 | $ 1 | $ 1 |

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

## 4. Available-for-Sale Securities

| | 31 July 2010 | | 31 July 2009 (Restated) | |
|---|---|---|---|---|
| | Cost | Fair Value | Cost | Fair Value |
| Kaleidoscope<br>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

| | Cost | Accumulated Depreciation | 31 July 2010 Net Book Value | 31 July 2009 (Restated) 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).

| | | | 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:

a) During the year ended 31 July 2010, management fees of $66,838 (2009 - $64,921) were paid/accrued to the President of the Company.

b) 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.

## 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 investors, 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).

## 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 fourth quarter ending 31 July 2009.

d) On 2 February 2009, 50,000 common shares were issued 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, 343,218 common shares were issued 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 | $ | - | $ | - |

## 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, comprising 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 the 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.

**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 20 April 2011:

h) On 15 September 2010, the Company reduced the number of authorized share capital from 500,000,000 to 100,000,000 *(Note 9)*.

i) Effective 15 September 2010, the Company completed a merger with its wholly-owned subsidiary, Deploy Acquisition, which was incorporated solely for the purpose to promote and carry on any lawful business under the laws of the State of Nevada. The Company entered into an Agreement of Merger, whereby the Company shall cease and terminate upon filing of the Articles of Merger with the Delaware Secretary of State and Deploy Acquisition shall continue as the surviving company except that the company name shall 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.

j) On 21 February 2011, the Company issued 1,065,000 common shares for cash proceeds of $106,500.

k) On 18 March 2011, the Company issued 970,370 common shares of the Company to settle related party accounts payable balances of $97,037. Of this amount, $35,278 is payable to the President of the Company, $11,759 is payable to the Vice President of Operations of the Company and $50,000 is payable to the Vice President of Corporate Development of the Company.

l) On 20 April 2011, the Company issued 400,000 common shares of the Company valued at $40,000 for consulting services.

m) On 20 April 2011, the Company issued 1,625,000 common shares for cash proceeds of $162,500.

n) Subsequent to the year ended 31 July 2010, the Company received share subscriptions in advance of $1,000 related to the future issuance of 10,000 common shares in the Company. These shares have not yet been issued.

**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:

| | USA | | 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:

| | USA | | 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:

| | USA | | Canada | | Total |
|---|---|---|---|---|---|
| Assets | $ - | $ | 17 | $ | 17 |
| Loss for the year | $ - | $ | (83,725) | $ | (83,725) |

## 15. Differences Between Canadian and United States Generally Accepted Accounting Principles ("GAAP")

These financial statements have been prepared in accordance with Canadian 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.

## 15. Differences Between Canadian and US GAAP – *Continued*

a) **Changes in Accounting Policies –** *Continued*

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.

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.

## 15. Differences Between Canadian and US GAAP – *Continued*

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.

# DEPLOY TECHNOLOGIES INC.
# (Formerly known as NEVSTAR PRECIOUS METALS INC.)

***(A Development Stage Company)***

**FINANCIAL STATEMENTS**
**(Amended and Restated)**

**31 July 2009 and 2008**

**(Expressed in U.S. Dollars)**

# JAMES STAFFORD

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**Independent Auditors' Report**

**To the Directors of Deploy Technologies Inc.**
**(Formerly known as Nevstar Precious Metals Inc.)**

We have audited the balance sheets of **Deploy Technologies Inc.** (formerly known as Nevstar Precious Metals Inc.) (the "Company") as at 31 July 2009 and 2008 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 2009 and 2008 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.

As discussed in Note 16, the accompanying financial statements have been restated.

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Vancouver, Canada **Chartered Accountants**

14 September 2010, except as to Note 12 which is as of 20 April 2011

**Statement 1**

**Deploy Technologies Inc.**
(Formerly known as Nevstar Precious Metals Inc.)
*(A Development Stage Company)*
**Balance Sheets**
**As at 31 July**
*(U.S. Dollars)*

| ASSETS | | 2009 (Restated) | | 2008 (Restated) |
|---|---|---|---|---|
| **Current** | | | | |
| Cash and cash equivalents | $ | 912 | $ | 16 |
| Prepaid expenses | | 239 | | - |
| Available-for-sale securities *(Note 4)* | | 1 | | 1 |
| | | 1,152 | | 17 |
| Fleet management technology *(Note 5)* | | 30,000 | | - |
| | $ | 31,152 | $ | 17 |
| **LIABILITIES** | | | | |
| **Current** | | | | |
| Accounts payable and accrued liabilities *(Note 6)* | $ | 140,396 | $ | 207,429 |
| Loans payable *(Note 7)* | | 10,141 | | - |
| | | 150,537 | | 207,429 |
| **SHAREHOLDERS' DEFICIENCY** | | | | |
| **Share Capital** - *Statement 2 (Note 8)* | | | | |
| Authorized: | | | | |
| 100,000,000 common shares – Par value $0.0001 *(Note 12e)* | | | | |
| Issued and outstanding: | | | | |
| 35,994,479 (31 July 2008 – 561,813) common shares | | 3,599 | | 56 |
| **Additional Paid-In Capital** | | 1,435,762 | | 1,245,325 |
| **Accumulated Other Comprehensive Income** | | 1,264 | | 2,217 |
| **Deficit Accumulated Prior to the Development Stage** | | (1,455,010) | | (1,455,010) |
| **Deficit Accumulated During the Development Stage** | | (105,000) | | - |
| | | (119,385) | | (207,412) |
| | $ | 31,152 | $ | 17 |

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

ON BEHALF OF THE BOARD:

*/s/ David Eppert* , Director

*/s/ Andre Thompson* , Director

Amended and Restated

**Statement 2**

**Deploy Technologies Inc.**
(Formerly known as Nevstar Precious Metals Inc.)
*(A Development Stage Company)*
**Statements of Changes in Shareholders' Deficiency**
*(U.S. Dollars)*

| | Share Capital Number | Share Capital Amount | Additional Paid-in Capital | Other Comprehensive Income | Deficit Accumulated Prior to the Development Stage | Deficit Accumulated During the Development Stage | Total |
|---|---|---|---|---|---|---|---|
| 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 , 5, 6, 8 and 13)* | 30,000,000 | 3,000 | 27,000 | - | - | - | 30,000 |
| - Services rendered *(Notes 6, 8 and 13)* | 5,382,666 | 538 | 160,942 | - | - | - | 161,480 |
| - Cash *(Note 8)* | 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) |

Amended and Restated

**Statement 3**

**Deploy Technologies Inc.**

(Formerly known as Nevstar Precious Metals Inc.)

*(A Development Stage Company)*

**Statements of Loss and Comprehensive Loss**

*(U.S. Dollars)*

| | Years Ended 31 July | | | |
|---|---|---|---|---|
| | | 2009 (Restated) | | 2008 (Restated) |
| **General and Administrative Expenses** | | | | |
| Accounting fees | $ | 1,420 | $ | - |
| Automobile expenses | | 568 | | - |
| Bank charges and interest *(Note 7)* | | 540 | | - |
| Consulting fees *(Note 6)* | | 27,640 | | - |
| Dues and subscriptions | | 345 | | - |
| Insurance | | 162 | | - |
| Management fees *(Note 6)* | | 64,921 | | - |
| Meals and entertainment | | 497 | | - |
| Office and miscellaneous | | 953 | | - |
| Rent | | 612 | | - |
| Transfer agent fees | | 4,465 | | 1,800 |
| Tools and equipment | | 2,877 | | - |
| Write-down of investment *(Note 4)* | | - | | 999 |
| **Loss From Continuing Operations** | $ | (105,000) | $ | (2,799) |
| **Loss From Discontinued Operations** *(Note 11)* | $ | - | $ | (80,926) |
| **Loss for the Year** | $ | (105,000) | $ | (83,725) |
| **Other Comprehensive Income (Loss)** | | | | |
| Foreign currency translation adjustment | | (953) | | (303) |
| **Comprehensive Loss for the Year** | $ | (105,953) | $ | (84,028) |
| **Loss per Share - Basic and Fully Diluted** | | | | |
| Continuing Operations | $ | (0.004) | $ | (0.005) |
| Discontinued Operations | $ | - | $ | (0.144) |
| **Comprehensive Loss per Share - Basic and Fully Diluted** | $ | (0.004) | $ | (0.150) |
| **Weighted Average Number of Shares Outstanding** | | 25,715,444 | | 561,813 |

**Deploy Technologies Inc.**
(Formerly known as Nevstar Precious Metals Inc.)
*(A Development Stage Company)*
**Statements of Cash Flows**
*(U.S. Dollars)*

| | Years Ended 31 July | |
|---|---|---|
| **Cash Resources Provided By (Used In)** | 2009 (Restated) | 2008 (Restated) |
| **Operating Activities** | | |
| Loss for the year | $ (105,000) | $ (83,725) |
| Items not affecting cash: | | |
| Accrued interest *(Note 7)* | 73 | - |
| Write-down of investment *(Note 4)* | - | 999 |
| Prepaid expenses | (239) | – |
| Accounts payable and accrued liabilities | 94,447 | 82,895 |
| | (10,719) | 169 |
| **Financing Activities** | | |
| Proceeds from issuance of common shares *(Note 8)* | 2,500 | – |
| Proceeds from loans *(Note 7)* | 14,709 | - |
| Settlement of loans *(Note 7)* | (4,641) | – |
| | 12,568 | – |
| Effect of exchange rate changes on cash and cash equivalents | (953) | (303) |
| **Net Increase (Decrease) in Cash and Cash Equivalents** | 896 | (134) |
| Cash and cash equivalents – Beginning of year | 16 | 150 |
| **Cash and Cash Equivalents - End of Year** | $ 912 | $ 16 |

**Supplemental Disclosures with Respect to Cash Flows** *(Note 13)*

**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 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 business 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 business, and its planned principle operations have not commenced, and, accordingly, no revenue has been derived during the organization period.

At 31 July 2009, the Company had cash and cash equivalents of $912 (2008 - $16) and working capital deficit of $149,385 (2008 - $207,412). The funds on hand at 31 July 2009 are not sufficient to meet our 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 the 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.

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

b) **Basis of Presentation**

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

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 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.

**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 2009, the Company has deferred costs of $30,000 related to fleet management technology (2008 – $Nil) *(Notes 5, 6, 8 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.

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

k) **Financial Instrument Standards –** *Continued*

*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 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 derivate 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 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.

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

m) **Comparative Figures**

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

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 Company is exposed to currency risk on its acquisition and exploration expenditures on its U.S. properties since it has to convert Canadian dollars raised through equity financing in Canada to U.S. dollars. The Company's expenditures will be negatively impacted if the U.S. dollar increases versus the Canadian dollar.

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 | 2009 (Restated) | 2008 (Restated) |
|---|---|---|---|
| Available-for-sale securities *(Note 4)* | Level 1 | $ 1 | $ 1 |

**3. Fair Value of Financial Instruments** – *Continued*

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

**4. Available-for-Sale Securities**

| | 31 July 2009 (Restated) | | 31 July 2008 (Restated) | |
|---|---|---|---|---|
| | Cost | Fair Value | Cost | Fair Value |
| Kaleidoscope<br>5,694 (2008 – 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 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).

During the year ended 31 July 2009, the Company recorded an impairment in the amount of $Nil (2008 - $999) for its investment in Kaleidoscope.

**5. Fleet Management Technology**

On 8 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 6, 8 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 2009 was $Nil (2008 – $Nil).

| | | | Net Book Value | |
|---|---|---|---|---|
| | Cost | Accumulated amortization | 31 July 2009 (Restated) | 31 July 2008 (Restated) |
| Fleet management technology | $ 30,000 | $ - | $ 30,000 | $ - |

**6. Related Party Transactions**

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

a) During the year ended 31 July 2009, management fees of $64,921 (2008 - $22,437) were paid/accrued to the President of the Company *(Note 11)*.

b) During the year ended 31 July 2009, consulting fees of $21,640 (2008 - $1,870) were paid/accrued to the Vice President of Operations of the Company *(Note 11)*.

c) During the year ended 31 July 2009, management fees of $Nil (2008 - $20,720) were paid/accrued to a former director of the Company *(Note 11)*.

d) During the year ended 31 July 2009, consulting fees of $6,000 (2008 - $34,070) were paid/accrued to a former officer and director of the Company *(Note 11)*.

**6. Related Party Transactions –** *Continued*

e) During the year ended 31 July 2009, the Company issued 5,382,666 common shares (2008 – Nil) with a fair value of $161,480 (2008 - $Nil) to a former director and officer of the Company for management and consulting fees incurred in a prior year *(Notes 8 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 Present of Operations of the Company. The technology was developed by Trepped Enterprises Inc. for fleet management *(Notes 5, 8 and 13)*.

g) During the year ended 31 July 2009, the Company received loans from business associates related to the Vice President of Operations of the Company *(Note 7)*. 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 2009 consists of principal and accrued interest of $9,140 (2008 - $Nil) and $73 (2008 - $Nil), respectively.

h) During the year ended 31 July 2009, the Company received a loan from the President of the Company *(Note 7)*. The principal balance is non-interest bearing, unsecured and has no fixed terms of repayment. The balance as at 31 July 2009 consists of principal of $928 (2008 - $Nil).

i) Included in accounts payable as at 31 July 2009 is $136,432 (2008 - $205,205) 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.

**7. Loans Payable**

During the year ended 31 July 2009, the Company received loans from business associates related to the Vice President of Operations of the Company *(Note 6)*. 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 2009 consists of principal and accrued interest of $9,140 (2008 - $Nil) and $73 (2008 - $Nil), respectively.

During the year ended 31 July 2009, the Company received a loan from the President of the Company *(Note 6)*. The principal balance is non-interest bearing, unsecured and has no fixed terms of repayment. The balance as at 31 July 2009 consists of principal of $928 (2008 - $Nil).

**8. Share Capital**

The Company’s authorized share capital is 100,000,000 common shares with $0.0001 par value per common share *(Note 12e)*. 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.

**8. Share Capital** – *Continued*

b) On 10 November 2008, the Company acquired fleet management technologies 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 5, 6 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 incurred in a prior year *(Notes 6 and 13)*. Share certificates for which were issued during the fourth quarter ending 31 July 2009.

d) On 2 February 2009, 50,000 common shares were issued for $0.05 per share for cash proceeds of $2,500.

**9. Income Taxes**

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

| | | 2009 (Restated) | | 2008 (Restated) |
|---|---|---|---|---|
| Net loss for the year | $ | 105,000 | $ | 83,725 |
| Federal and state income tax rates | | 35% | | 35% |
| Expected income tax recovery | $ | 36,750 | $ | 29,304 |
| Permanent differences | | (87) | | (350) |
| Change in valuation allowance | | (36,663) | | (28,954) |
| Total income tax recovery | $ | - | $ | - |

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

| | | 2009 (Restated) | | 2008 (Restated) |
|---|---|---|---|---|
| Future income tax assets | | | | |
| Net income tax operating loss carry forward | $ | 187,478 | $ | 82,726 |
| Statutory federal income tax rate | | 35% | | 35% |
| Effective income tax rate | | 0% | | 0% |
| Future income tax asset | | 65,617 | | 28,954 |
| Valuation allowance | | (65,617) | | (28,954) |
| Net future income tax assets | $ | - | $ | - |

As at 31 July 2009, the Company has unused net operating losses for U.S. federal income tax purposes of approximately $187,478 that are available to offset future taxable income, which, if unutilized, will expire as follows:

| | | |
|---|---|---|
| 2028 | $ | 82,726 |
| 2029 | | 104,752 |
| Total | $ | 187,478 |

**10. Capital Disclosure**

The capital structure of the Company consists of equity attributable to common shareholders, comprising 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 the 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 2009 compared to the year ended 31 July 2008. The Company is not subject to externally imposed capital requirements.

**11. Discontinued Operations**

During the fourth quarter of fiscal year 2008, the Company approved a plan to exit the mining industry and change direction to focus on the business of fleet management. On 31 July 2008, the Company discontinued its mining operations and transitioned to developing technologies for effective fleet management. With the exit, the Company no longer has continuing involvement with the mining industry. The financial results associated with the mining operations for the fiscal year 2008 were classified as discontinued operations, and all prior periods were restated. Their operating results and losses on disposal are separately reported as discontinued operations on the statement of loss and comprehensive loss.

During fiscal year 2009, the Company did not classify any additional businesses as discontinued operations. Loss from discontinued operations is summarized as follows:

| | **Years Ended 31 July** | |
|---|---|---|
| | 2009 (Restated) | 2008 (Restated) |
| Operating costs and expenses | | |
| Bank charges and interest | $ - | $ 260 |
| Consulting fees *(Note 6)* | - | 36,699 |
| Foreign exchange, net | - | 810 |
| Management fees *(Note 6)* | - | 43,157 |
| Loss from discontinued operations | $ - | $ (80,926) |

**12. Subsequent Events**

The following events occurred during the period from the year ended 31 July 2009 to the date the financial statements were available to be issued on 20 April 2011:

a) On 10 July 2010, the Board of Directors approved the issuance of 4,161,613 common shares for $208,049 in management and consulting fees.

b) 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.

c) On 11 July 2010, 343,218 common shares were issued for $0.10 per share for cash proceeds of $34,322.

d) On 7 August 2010, the British Columbia Securities Commission revoked the cease trade order that it had placed on the Company on 7 December 2009.

e) On 15 September 2010, the Company reduced the number of authorized share capital from 500,000,000 to 100,000,000 *(Note 8)*.

**12. Subsequent Events** – *Continued*

f) Effective on 15 September 2010, the Company completed a merger with its wholly-owned subsidiary, Deploy Acquisition Corp. (“Deploy Acquisition”), which was incorporated solely for the purpose to promote and carry on any lawful business under the laws of the State of Nevada. The Company entered into an Agreement of Merger, whereby the Company shall cease and terminate upon filing of the Articles of Merger with the Delaware Secretary of State and Deploy Acquisition shall continue as the surviving company except that the company name shall be Deploy Technologies Inc. The terms of the Agreement of Merger are summarized as follows:

   a. The issued and outstanding securities of Deploy Acquisition shall be cancelled and extinguished;

   b. The issued and outstanding common shares of the Company shall be automatically converted into and become the issued and outstanding stock of Deploy Acquisition;

   c. The directors and management of the Company shall automatically become the directors and management of Deploy Acquisition;

   d. The obligations of Deploy Acquisition and the Company existing prior to the merger shall be unaffected by the merger; and

   e. 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:

      i. Obligations, contracts and agreements wholly or partially unperformed on the date of the merger;

      ii. Advances, loans, notes, debts, bonds, debentures and other obligations for money borrowed outstanding on the date of the merger; and

      iii. Commitments, obligations, contracts and agreements to issue shares of common shares outstanding on the date of the merger.

g) On 21 February 2011, the Company issued 1,065,000 common shares for cash proceeds of $106,500.

h) On 18 March 2011, the Company issued 970,370 common shares of the Company to settle related party accounts payable balances of $97,037. Of this amount, $35,278 is payable to the President of the Company, $11,759 is payable to the Vice President of Operations of the Company and $50,000 is payable to the Vice President of Corporate Development of the Company.

i) On 20 April 2011, the Company issued 400,000 common shares of the Company valued at $40,000 for consulting services.

j) On 20 April 2011, the Company issued 1,625,000 common shares for cash proceeds of $162,500.

k) Subsequent to the year ended 31 July 2009, the Company received share subscriptions in advance of $1,000 related to the future issuance of 10,000 common shares in the Company. These shares have not yet been issued.

**13. Supplemental Disclosures with Respect to Cash Flows**

| | | **Years Ended 31 July** | |
|---|---|---|---|
| | | 2009 (Restated) | 2008 (Restated) |
| Cash paid during the year for interest | $ | - | - |
| Cash paid during the year for income taxes | $ | - | - |

**13. Supplemental Disclosures with Respect to Cash Flows** – *Continued*

On 10 November 2008, the Company issued 30,000,000 common shares in exchange for fleet management technology to Trepped Enterprises Inc., a company controlled by the President and Vice Present of Operations of the Company. The technology was developed by Trepped Enterprises Inc. for fleet management *(Notes 5, 6 and 8).*

During the year ended 31 July 2009, the Company issued 5,382,666 common shares (2008 – Nil) with a fair value of $161,480 (2008 - $Nil) to related parties for management and consulting fees incurred in a prior year *(Notes 6 and 8).*

**14. Segmented Information**

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

| | USA | 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:

| | USA | Canada | Total |
|---|---|---|---|
| Assets | $ - | $ 17 | $ 17 |
| Loss for the year | $ - | $ (83,725) | $ (83,725) |

**15. Differences Between Canadian and United States Generally Accepted Accounting Principles ("GAAP")**

These financial statements have been prepared in accordance with Canadian 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 May 2009, the Financial Accounting Standards Board ("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.

**15. Differences Between Canadian and US 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 June 2009, the 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 Company does not expect that the adoption of SFAS No. 166 will have a material impact on its financial statements.

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.

**15. Differences Between Canadian and US GAAP** – *Continued*

b) **New Accounting Pronouncements** – *Continued*

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.

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 is not expected to have a material impact on the Company’s results of operations, financial position or liquidity.

**16. Restatement of Financial Statements**

The Company’s financial statements for the years ended 31 July 2009 and 2008 have been restated to change the financial statement presentation from United States GAAP to Canadian GAAP and to record a fair value of $30,000 related to 30,000,000 common shares of the Company issued to acquire fleet management technology *(Note 5)*. The effect of this restatement is detailed in the following tables.

**16. Restatement of Financial Statements** – *Continued*

Changes in the balance sheet as at 31 July 2009 are as follows:

| ASSETS | Formerly Reported | Increase (Decrease) | Amended and Restated |
|---|---|---|---|
| **Current** | | | |
| Cash and cash equivalents | $ 912 | $ - | $ 912 |
| Prepaid expenses | 239 | - | 239 |
| Investments | 114 | (113) | 1 |
| | 1,265 | (113) | 1,152 |
| Fleet management technology | - | 30,000 | 30,000 |
| | $ 1,265 | $ 29,887 | $ 31,152 |
| **LIABILITIES** | | | |
| **Current** | | | |
| Accounts payable and accrued liabilities | $ 140,396 | $ - | $ 140,396 |
| Loan payable | 10,142 | (1) | 10,141 |
| | 150,538 | (1) | 150,537 |
| **SHAREHOLDERS' DEFICIENCY** | | | |
| **Share Capital** | | | |
| Authorized: | | | |
| 100,000,000 common shares – Par value $0.0001 | | | |
| Issued and outstanding: | | | |
| 35,994,479 common shares | 3,600 | (1) | 3,599 |
| **Additional Paid-In Capital** | 1,405,786 | 29,976 | 1,435,762 |
| **Accumulated Other Comprehensive Loss** | 1,818 | (554) | 1,264 |
| **Deficit Accumulated Prior to the Development stage** | (1,455,568) | 558 | (1,455,010) |
| **Deficit Accumulated During the Development Stage** | (104,909) | (91) | (105,000) |
| | (149,273) | 29,888 | (119,385) |
| | $ 1,265 | $ 29,887 | $ 31,152 |

**16. Restatement of Financial Statements** – *Continued*

Changes in the balance sheet as at 31 July 2008 are as follows:

| ASSETS | | Formerly Reported | | Increase (Decrease) | | Amended and Restated |
|---|---|---|---|---|---|---|
| **Current** | | | | | | |
| Cash and cash equivalents | $ | 16 | $ | - | $ | 16 |
| Investments | | 740 | | (739) | | 1 |
| | $ | 756 | $ | (739) | $ | 17 |

| LIABILITIES | | | | | | |
|---|---|---|---|---|---|---|
| **Current** | | | | | | |
| Accounts payable and accrued liabilities | $ | 207,429 | $ | - | $ | 207,429 |
| | | 207,429 | | - | | 207,429 |

| SHAREHOLDERS' DEFICIENCY | | | |
|---|---|---|---|
| **Share Capital** | | | |
| Authorized: | | | |
| 100,000,000 common shares – Par value $0.0001 | | | |
| Issued and outstanding: | | | |
| 561,813 common shares | 56 | - | 56 |
| **Additional Paid-In Capital** | 1,245,325 | - | 1,245,325 |
| **Accumulated Other Comprehensive Loss** | 3,514 | (1,297) | 2,217 |
| **Deficit Accumulated Prior to the Development Stage** | (1,455,568) | 558 | (1,455,010) |
| | (206,673) | (739) | (207,412) |
| | $ 756 | $ (739) | $ 17 |

**16. Restatement of Financial Statements** – *Continued*

Changes in the statements of loss and comprehensive loss for the year ended 31 July 2009 are as follows:

| | Formerly Reported | Increase (Decrease) | Amended and Restated |
|---|---|---|---|
| **General and Administrative Expenses** | | | |
| Accounting fees | $ 1,340 | $ 80 | $ 1,420 |
| Automobile expenses | 536 | 32 | 568 |
| Bank charges and interest | 527 | 13 | 540 |
| Consulting fees | 26,419 | 1,221 | 27,640 |
| Dues and subscriptions | 345 | - | 345 |
| Insurance | 153 | 9 | 162 |
| Management fees | 61,284 | 3,637 | 64,921 |
| Meals and entertainment | 469 | 28 | 497 |
| Office and miscellaneous | 924 | 29 | 953 |
| Rent | 578 | 34 | 612 |
| Transfer agent fees | 4,465 | - | 4,465 |
| Tools and equipment | 2,738 | 139 | 2,877 |
| Write-down of investment | 626 | (626) | - |
| **Loss Before the Following** | (100,404) | (4,596) | (105,000) |
| **Other Income (Expenses)** | | | |
| Foreign exchange, net | (5,131) | 5,131 | - |
| **Loss for the Year** | $ (105,535) | $ 535 | $ (105,000) |
| **Other Comprehensive Income (Loss)** | | | |
| Foreign currency translation adjustment | (1,070) | 117 | (953) |
| **Comprehensive Loss for the Year** | $ (106,605) | $ 652 | $ (105,953) |
| **Loss per Share - Basic and Fully Diluted** | $ (0.004) | $ - | $ (0.004) |
| **Comprehensive Loss per Share - Basic and Fully Diluted** | $ (0.004) | $ - | $ (0.004) |
| **Weighted Average Number of Shares Outstanding** | 25,715,444 | - | 25,715,444 |

**16. Restatement of Financial Statements** – *Continued*

Changes in the statements of loss and comprehensive loss for the year ended 31 July 2008 are as follows:

| | | Formerly Reported | | Increase (Decrease) | | Amended and Restated |
|---|---|---|---|---|---|---|
| **General and Administrative Expenses** | | | | | | |
| Transfer agent fees | $ | 1,800 | $ | - | $ | 1,800 |
| Write-down of investment | | 260 | | 739 | | 999 |
| **Loss From Continuing Operations** | | (2,060) | | (739) | | (2,799) |
| **Loss From Discontinued Operations** | $ | (82,483) | $ | 1,557 | $ | (80,926) |
| **Loss for the Year** | $ | (84,543) | $ | 818 | $ | (83,725) |
| **Other Comprehensive Income (Loss)** | | | | | | |
| Foreign currency translation adjustment | | 1,254 | | (1,557) | | (303) |
| **Comprehensive Loss for the Year** | $ | (83,289) | $ | (739) | $ | (84,028) |
| **Loss per Share - Basic and Fully Diluted** | | | | | | |
| Continuing Operations | $ | (0.004) | $ | (0.001) | $ | (0.005) |
| Discontinued Operations | $ | (0.147) | $ | 0.003 | $ | (0.144) |
| **Comprehensive Loss per Share - Basic and Fully Diluted** | $ | (0.148) | $ | (0.002) | $ | (0.150) |
| **Weighted Average Number of Shares Outstanding** | | 561,411 | | 402 | | 561,813 |

Changes in the statements of cash flows for the year ended 31 July 2009 are as follows:

| **Cash Resources Provided By (Used In)** | | Formerly Reported | | Increase (Decrease) | | Amended and Restated |
|---|---|---|---|---|---|---|
| **Operating Activities** | | | | | | |
| Loss for the year | $ | (105,535) | $ | 535 | $ | (105,000) |
| Items not affecting cash | | | | | | |
| Accrued interest | | 78 | | (5) | | 73 |
| Common shares issued for service | | 26 | | (26) | | - |
| Write-down of investment | | 626 | | (626) | | - |
| Prepaid expenses | | (239) | | - | | (239) |
| Accounts payable and accrued liabilities | | 94,446 | | 1 | | 94,447 |
| | | (10,598) | | (121) | | (10,719) |
| **Financing Activities** | | | | | | |
| Proceeds from issuance of common shares | | 2,500 | | - | | 2,500 |
| Proceeds from loans | | 14,707 | | 2 | | 14,709 |
| Settlement of loans | | (4,643) | | 2 | | (4,641) |
| | | 12,564 | | 4 | | 12,568 |
| Effect of exchange rate changes on cash and cash equivalents | | (1,070) | | 117 | | (953) |
| **Net Increase (Decrease) in Cash and Cash Equivalents** | | 896 | | - | | 896 |
| Cash and cash equivalents – Beginning of year | | 16 | | - | | 16 |
| Cash and cash equivalents – Discontinued operations | | - | | - | | – |
| **Cash and Cash Equivalents - End of Year** | $ | 912 | $ | - | $ | 912 |

**16. Restatement of Financial Statements** – *Continued*

Changes in the statements of cash flows for the year ended 31 July 2008 are as follows:

| Cash Resources Provided By (Used In) | Formerly Reported | Increase (Decrease) | Amended and Restated |
|---|---|---|---|
| **Operating Activities** | | | |
| Loss for the year | $ (84,543) | $ 818 | $ (83,725) |
| Items not affecting cash | | | |
| Write-down of investment | 260 | 739 | 999 |
| Accounts payable and accrued liabilities | 82,895 | - | 82,895 |
| | (1,388) | 1,557 | 169 |
| Effect of exchange rate changes on cash and cash equivalents | 1,254 | (1,557) | (303) |
| **Net Decrease in Cash and Cash Equivalents** | (134) | - | (134) |
| Cash and cash equivalents – Beginning of year | 150 | - | 150 |
| Cash and cash equivalents – Discontinued operations | - | - | – |
| **Cash and Cash Equivalents - End of Year** | $ 16 | $ - | $ 16 |

## CERTIFICATE OF THE COMPANY

Dated: April 20, 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: (signed) "David Eppert"<br>David Eppert<br>President and Chief Executive Officer | By: (signed) "Andre Thompson"<br>Andre Thompson<br>Chief Financial Officer |

## ON BEHALF OF THE BOARD OF DIRECTORS

| | |
|---|---|
| By: (signed) "Andre Thompson"<br>Andre Thompson<br>Director | By: (signed) "Harjit Grewal"<br>Harjit Grewal<br>Director |

## CERTIFICATE OF THE PROMOTER

**Dated: April 20, 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: (signed) "David Eppert"
David Eppert
Promoter