

CORPORATE CATALYST ACQUISITION INC.

FILING STATEMENT

with respect to a Qualifying Transaction pursuant to Policy 2.4 of the TSX Venture Exchange

May 29, 2018

Neither the TSX Venture Exchange (the "Exchange") nor any securities regulatory authority has in any way passed upon the merits of the Proposed Qualifying Transaction described in this Filing Statement.

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GLOSSARY OF TERMS

Unless the context otherwise provides, the following terms used in this Filing Statement and the Appendices hereto will have the meanings ascribed to them as set forth below:

"262" means 2629311 Ontario Inc., a wholly owned subsidiary of GCI;

"262 Junior Debenture" means the \$6 million secured, junior debenture issued to GCI;

"262 Lenders" means the holders of the 262 Senior Debentures;

"262 Senior Debentures" means the \$15 million aggregate principal amount of convertible secured debentures of 262 issued to the 262 Lenders;

"Acorn" means Acorn Biolabs Inc.;

"Adviser" means one of Tony Gaffney, Iliana Oris Valiente, Charlie Morris, Kesem Frank, Scott Everett, Eduardo Vivas, Sean Walsh, Pascal LeBlanc, Ryan Marr, Cole Diamond, Duncan Yuen, Catherine Lacavera or Amy ter Haar, or any other Person with whom GT enters into an Advisory Agreement;

"Advisory Agreement" means an agreement entered into with certain Advisers for the provisions of various advisory services in relation to GT and its Collaborators;

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

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

- (a) one of them is the Subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

- (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

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

"Agency Agreement" means the agency agreement dated April 5, 2018 among the Agents and GT in connection with the Private Placement;

"Agents" means collectively, Canaccord, Clarus Securities Inc., Eventus Capital Corp. and Laurentian Bank Securities Inc., acting as agents in respect of the Private Placement;

"AI" means machine learning technology in which computers mimic cognitive functions typically thought of being restricted to human minds, such as learning, reasoning and problem solving;

“Amalco” means the amalgamated Company continuing following the Amalgamation, which will be a wholly-owned Subsidiary of CCA following closing of the Amalgamation, and which will thereafter be amalgamated with CCA pursuant to the Vertical Amalgamation;

“Amalgamation” means the amalgamation of GT and CCA SubCo to be completed pursuant to the OBCA and in accordance with the terms and conditions of the Business Combination Agreement, pursuant to which:

- (a) all of the holders of GT Shares will become security holders of CCA; and
- (b) Amalco will be a wholly-owned Subsidiary of CCA;

“AMF” means the *Autorité des marchés financiers*;

“AML” means anti-money laundering;

“Associate” when used to indicate a relationship with a Person or Company, means:

- (a) an issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer,
- (b) any partner of the Person or Company,
- (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity,
- (d) in the case of a Person, a relative of that Person, including
 - (i) that Person’s spouse or child, or
 - (ii) any relative of the Person or of his spouse who has the same residence as that Person;but
- (e) where the Exchange determines that two Persons will, or will not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination will be determinative of their relationships in the application of Rule D.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company;

“ATMs” means automated teller machines;

“BaaS” means a virtual blockchain-as-a-service that enables companies to quickly test and deploy blockchain applications;

“BIG” means Business Instincts Group Inc.;

“BIG Dev (U.S.)” means Globalive BIG Dev (U.S.) Inc., a wholly owned subsidiary of Globalive BIG Dev incorporated under the laws of Delaware;

“Board” means the board of directors of CCA, GT or the Resulting Issuer, as the context requires;

“Brexit” means the Directive and United Kingdom referendum to leave the European Union;

“Business Combination Agreement” means the amalgamation agreement dated May 23, 2018 among CCA, CCA SubCo and GT pursuant to which CCA will acquire all of the issued and outstanding GT Shares by way of a three-cornered amalgamation;

“Canaccord” means Canaccord Genuity Corp.;

“CCA” means Corporate Catalyst Acquisition Inc., a corporation incorporated pursuant to the OBCA;

“CCA Canaccord Warrants” means the warrants to purchase up to 208,440 Common Shares at a price of \$0.20 per Common Shares granted by CCA to Canaccord, which expired on December 28, 2014;

“CCA Consolidation” means the consolidation of the Common Shares on the basis of 6.66 existing Common Shares for one post-CCA Consolidation Common Share, as approved by the CCA Shareholders at the CCA Shareholders’ Meeting and to be completed immediately prior to closing of the Amalgamation;

“CCA Name Change” means the name change of CCA to “Globalive Technology Inc.”, as approved by the CCA Shareholders at the CCA Shareholders’ Meeting and to be completed prior to closing of the Amalgamation;

“CCA Option Plan” means the existing stock option plan of CCA;

“CCA Options” means the options to purchase Common Shares pursuant to the CCA Option Plan;

“CCA Shareholders” means the holders of Common Shares;

“CCA Shareholders’ Meeting” means the annual general and special meeting of CCA Shareholders initially called for May 8, 2018 and held on May 22, 2018;

“CCA SubCo” means 2636513 Ontario Inc., a wholly-owned Subsidiary of CCA incorporated under the OBCA;

“CCO” means Chief Corporate Officer;

“CEO” means Chief Executive Officer;

“CFO” means Chief Financial Officer;

“CFTC” means the Commodity Futures Trading Commission;

“CHRO” means Chief Human Resources Officer;

“CivicConnect” means Civic Resource Group International Inc.;

“Closing” means the closing of the Proposed Qualifying Transaction pursuant to the provisions of the Business Combination Agreement;

“Closing Date” means the date on which the Closing occurs, which is anticipated to be June 7, 2018, or such other date as the parties may agree;

“Coinsquare” means Coinsquare Ltd.;

“Collaborators” means those companies with which GT has entered or intends to enter into a joint venture or similar agreement with;

“Common Shares” means the common shares in the capital of CCA;

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

“Completion of the Proposed Qualifying Transaction” means the date the Final Exchange Bulletin is issued by the TSXV;

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

“Convertible Debenture Financing” means the non-brokered private placement of GT of \$7,268,754 principal amount of Convertible Debentures, completed on March 9, 2018;

“Convertible Debentures” means the convertible debentures of GT issued pursuant to the Convertible Debenture Financing;

“COO” means Chief Operating Officer;

“CPC” means a corporation:

- (a) that has been incorporated or organized in a jurisdiction in Canada;
- (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy, and
- (c) in regard to which the completion of a Qualifying Transaction has not yet occurred;

“CPC Escrow Agreement” means the Form 2F – CPC Escrow Agreements dated December 4, 2012 and December 28, 2012 among CCA, the Transfer Agent and certain security holders of CCA relating to the escrow of the CPC Escrow Shares;

“CPC Escrow Shares” means the 2,560,000 Common Shares currently held in escrow under the terms of the CPC Escrow Agreement pursuant to the policies of the TSXV;

“CPC Policy” means Exchange Policy 2.4 – *Capital Pool Companies*;

“CSA” means Canadian Securities Administrators;

“CSO” means Chief Strategy Officer;

“CTO” means Chief Technology Officer;

“Eigen Innovations” means Eigen Innovations Inc.;

“Engagement Letter” means the engagement letter between GT and Canaccord dated February 28, 2018, with respect to the Private Placement;

“Escrow Agent” means Computershare Trust Company of Canada, as escrow agent for the Escrowed Funds, or its successor from time to time;

“Escrow Agreement” means an agreement between GT and certain GT Shareholders which requires GT Shares held by the GT Shareholder to be held in escrow, subject to the terms of such agreement;

“Escrow Policy” means Exchange Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions*;

“Escrow Release Conditions” means (a) all assets (including equity or ownership interests and interests in joint ventures) identified in the investment presentation provided to the purchasers of GT Subscription Receipts (including assets identified in the investor presentation as assets owned by GCI which are to be transferred to GT) will be held or owned by the GT; (b) the Business Combination Agreement will have been entered into by GT and CCA and the valuation of CCA will be on terms acceptable to the Agents, acting reasonably (c) the completion or satisfaction by GT and CCA of all conditions precedent to the Transaction in accordance with the terms of the Business Combination Agreement, without any material amendment unless consented to by the Agents, such consent not to be unreasonably withheld, conditioned or delayed, will have occurred; (d) the Resulting Issuer Shares (i) being approved for listing on the Exchange; and (ii) to be issued in exchange for the GT Shares pursuant to the Proposed Qualifying Transaction following the satisfaction of the Escrow Release Conditions being exempt from applicable prospectus and registration requirements of applicable securities laws and not subject to any hold or restricted period; (e) the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Amalgamation; (f) GT will not be in breach or default in any material respect of any of its covenants or obligations under the Subscription Receipt Agreement governing the GT Subscription Receipts or the Agency Agreement, except (in the case of the Agency Agreement only) for those breaches or defaults that have been waived by Canaccord, and all conditions set out in the Subscription Receipt Agreement will have been fulfilled, which will all be confirmed to be true in a certificate of a senior officer of GT; (g) the delivery of the Release Notice to the Escrow Agent in accordance with the terms of the Subscription Receipt Agreement; and (h) the receipt by the Agents of favourable legal opinions from GT’s counsel, in the form and substance satisfactory to the Agents’ counsel (acting reasonably), regarding the offering, sale, issuance and delivery of the Resulting Issuer Shares being exempt from the prospectus requirements of the applicable legislation and as to the first trade of the Resulting Issuer Shares;

“Escrow Release Date” means the date on which the Escrow Release Conditions are satisfied. For greater certainty, this will be no later than August 3, 2018, except as may be extended in accordance with the terms of the Subscription Receipt Agreement;

“Escrowed Funds” means the gross proceeds of the Private Placement (less expenses payable to the Agents pursuant to the Agency Agreement), delivered to the Escrow Agent to be held in escrow pursuant to the terms and conditions of the Subscription Receipt Agreement and released upon delivery of the Release Notice to the Escrow Agent;

“Exchange” or **“TSXV”** means the TSX Venture Exchange;

“Exchange Policy” means the policies of the TSXV;

“FCA” means the United Kingdom Financial Conduct Authority;

“Filing Statement” means this filing statement of CCA, including the Appendices attached hereto;

“Filing Statement Date” means the date of this Filing Statement, being May 29, 2018;

“Final Exchange Bulletin” means the Exchange bulletin to be issued following Closing and the submission of all required documentation and that evidences the final Exchange acceptance of the Proposed Qualifying Transaction;

“FINTRAC” means Financial Transactions and Reports Analysis Centre of Canada;

“Flexiti” means Flexiti Financial Inc., a wholly owned subsidiary of WHC;

“Flexiti Amalgamation” means a vertical amalgamation of 262 into the Resulting Issuer;

“Flexiti Investment” means a \$20 million equity investment by 262 in WHC pursuant to which 262 will acquire approximately 40% of the economic ownership of WHC and 51% of the voting control of WHC, which investment

262 has committed to complete, subject to the satisfaction of certain conditions, pursuant to a commitment letter in favour of Flexiti dated May 1, 2018;

“Flexiti Put” means the put granted by GT to 262 pursuant to which, among other things, 262 was provided with the right to require GT to acquire all of the outstanding common shares of 262, conditional on, among other things, the completion of the Flexiti Investment and certain other conditions;

“Flexiti Technology Agreement” means a technology stack or joint venture agreement providing for development of blockchain and AI technology in Flexiti’s business, to be entered into between Flexiti and GT on mutually acceptable terms;

“Founding Investors” means GCI, 2224437 Ontario Inc., Eric So or, in relation to the Second Seed Financing and the Convertible Debenture Financing, So Family Trust – 2017, VRG Capital Corp., VRG Investments Inc., H. Brock Bundy, Mervyn Simpson and Gregory Cochrane;

“GCI” means Globalive Capital Inc., a corporation incorporated pursuant to the OBCA;

“GCI Vend-In Agreement” means an agreement entered into between GT, 2330573 Ontario Inc. and GCI dated May 25, 2018 which amends and replaces a letter agreement among GT, 2330573 Ontario Inc. and GCI dated March 2, 2018, relating to the GCI Vend-In Assets transferred by GCI and 2330573 Ontario Inc. to GT in exchange for 19,914,894 Vend-In Shares;

“GCI Vend-In Assets” means those assets provided for in the GCI Vend-In Agreement to be transferred to GT, consisting of certain securities and interests in other Companies, in exchange for the Vend-In Shares;

“GESI” means Globalive Exchange Services Inc., a corporation incorporated pursuant to the OBCA on March 2, 2018;

“GESL” means Globalive Exchange Services (UK) Limited, a corporation incorporated pursuant to the laws of the United Kingdom on March 13, 2018;

“Globalive BIG Dev” means Globalive BIG Dev Inc., a corporation incorporated pursuant to the laws of Ontario;

“GT” means Globalive Technology Partners Inc., a corporation incorporated pursuant to the OBCA;

“GT Named Executive Officers” means each of Anthony Lacavera, Eric So, Simon Lockie, Brock Bundy, Scott Nirenberski and Bhavin Shah, or any other person who is or becomes an executive officer of GT;

“GT Securities” means GT Shares, GT Subscription Receipts, Convertible Debentures and Vend-In Shares;

“GT Securityholders” means holders of GT Securities;

“GT Shareholders” mean the holders of GT Shares;

“GT Shares” means the common shares in the capital of GT;

“GT Subscription Receipts” means the subscription receipts of GT issued pursuant to the Private Placement, each of which will be automatically converted immediately prior to closing of the Amalgamation, without payment of any additional consideration and without further action on the part of the holder thereof, into one GT Share upon satisfaction of the Escrow Release Conditions, subject to adjustment in certain events;

“HyperBlock” means HyperBlock Technologies Corp.;

“IASB” means the International Accounting Standards Board;

“ICO” means initial coin offering;

“IEL” means Inspiring Experiences Ltd.;

“IFRS” means International Financial Reporting Standards as issued by the International Accounting Standards Board, or an International Financial Reporting Standard, as the context requires;

“Initial Listing Requirements” has the meaning ascribed to such term in Exchange Policy 2.1 – *Initial Listing Requirements*;

“Initial Seed Financing” means the initial seed share financing completed on January 10, 2018 through the issuance of 62,360,020 GT Shares at a price of \$0.05 per share to certain founders of, and key investors in, GT, for gross proceeds of \$3,118,001;

“Insider” if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer,
- (b) a director or senior officer of a Company that is an Insider or Subsidiary of the issuer,
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer, or
- (d) the issuer itself if it holds any of its own securities;

“IoT” means the networking of physical objects that feature an Internet Protocol address for connectivity, and the communication that occurs between such objects and other Internet-enabled devices and systems.

“IPO” means initial public offering;

“ITO” means initial token offering;

“Letter of Intent” means the letter agreement between CCA and GT dated March 13, 2018, with respect to the Proposed Qualifying Transaction;

“Make Whole Amount” means an amount in cash equal to the difference between (i) the aggregate amount of principal, interest and placement fee that would be payable at the maturity date of the 262 Senior Debentures, and (ii) the aggregate value of the principal, interest and placement fee as at the applicable redemption date of the 262 Senior Debentures or the closing of the Flexiti Amalgamation, as applicable;

“Mantle” means Mantle Technology Inc.;

“Member” has the meaning in Rule A 1.00 of the TSXV Rule Book and Policies;

“MSB” means money service business;

“MSBA” means *Money-Services Businesses Act*;

“NI 45-106” means National Instrument 45-106 – *Prospectus Exemptions*;

“NI 51-102” means National Instrument 51-102 – *Continuous Disclosure Obligations*;

“Non-Arm’s Length Party” means: (a) in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company and any Associates or Affiliates of any such persons; and (b) in relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person;

“Non-Arm’s Length Qualifying Transaction” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are to be the subject of the proposed Qualifying Transaction;

“OBCA” means the *Business Corporations Act* (Ontario), as amended, including all regulations promulgated thereunder;

“OSFI” means the Office of the Superintendent of Financial Institutions;

“Participant” means a person that is eligible to participate, and has been granted a Resulting Issuer Award, under the RI Omnibus Plan;

“PCMLTFA” means *Proceeds of Crime (Money Laundering) and Terrorist Financing Act*;

“Person” means a Company or an individual;

“Private Placement” means the brokered private placement of 30,000,000 GT Subscription Receipts at a price of \$1.00 per GT Subscription Receipt for gross proceeds to GT of \$30,000,000, completed pursuant to the Agency Agreement on the Private Placement Closing Date;

“Private Placement Closing Date” means April 5, 2018;

“Pro-Forma Financial Statements” means the unaudited pro-forma financial statements of the Resulting Issuer as at December 31, 2017 and the notes thereto, attached to this Filing Statement as Appendix D;

“Proposed Qualifying Transaction” or **“Transaction”** means the reverse takeover of CCA by GT to be completed in accordance with the Business Combination Agreement for the purposes of completing CCA’s Qualifying Transaction, as described in *“Part III – The Proposed Qualifying Transaction”*;

“PwC” means PricewaterhouseCoopers LLP;

“Qualifying Transaction” means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, acquisition, merger or arrangement with another Company or by other means;

“Release Notice” means the notice to be delivered to the Escrow Agent by GT and Canaccord upon satisfaction of the Escrow Release Conditions;

“Resulting Issuer” means CCA upon issuance of the Final Exchange Bulletin;

“Resulting Issuer Awards” means the awards, which may be Resulting Issuer DSUs, Resulting Issuer Options, Resulting Issuer PSUs, Resulting Issuer RSUs or Resulting Issuer SARs, granted or to be granted under the RI Omnibus Plan;

“Resulting Issuer DSUs” means the deferred share units granted or to be granted by the Resulting Issuer under the RI Omnibus Plan;

“Resulting Issuer Escrow Shares” means Resulting Issuer Shares required to be held in escrow pursuant to the Escrow Policy;

“Resulting Issuer Named Executive Officers” means each of Anthony Lacavera, Eric So, Simon Lockie, Brock Bundy, Scott Nirenberski and Bhavin Shah, or any other person who is or becomes an executive officer of the Resulting Issuer;

“Resulting Issuer Options” means the options granted or to be granted by the Resulting Issuer under the RI Omnibus Plan;

“Resulting Issuer PSUs” means the performance share units granted or to be granted by the Resulting Issuer under the RI Omnibus Plan;

“Resulting Issuer RSUs” means the restricted share units granted or to be granted by the Resulting Issuer under the RI Omnibus Plan;

“Resulting Issuer SARs” means the share appreciation rights granted or to be granted by the Resulting Issuer under the RI Omnibus Plan;

“Resulting Issuer Shares” means common shares in the capital of the Resulting Issuer;

“RI Omnibus Plan” means the 2018 omnibus equity incentive compensation plan of the Resulting Issuer as approved at the CCA Shareholders’ Meeting;

“ROFR/Put Agreement” means the Put and ROFR Agreement as agreed to between 262, the lead 262 Lender, GCI and GT pursuant to which, among other things, GT will grant the Flexiti Put to 262 and will secure a right of first refusal over 262 and 262’s ownership of WHC;

“SaaS” means software as a service;

“SEC” means the Securities Exchange Commission;

“Second Seed Financing” means the second seed share financing completed on January 17, 2018 through the issuance of 9,000,000 GT Shares at a price of \$0.25 per share to the Founding Investors in exchange for the cancellation of an amount of each Founding Investor’s promissory note equal to the value of the shares issued to the Founding Investor in the Second Seed Financing for gross proceeds of \$2,250,000;

“Seed Shares” means Common Shares issued at a price less than \$0.20 per share;

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements of the Exchange;

“Sponsor” has the meaning specified in the Sponsorship Policy;

“Sponsorship Policy” means Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*;

“Staff Notice” means CSA Staff Notice 46-307 – *Cryptocurrency Offerings*;

“Subscription Receipt Agreement” means the subscription receipt agreement dated April 5, 2018 between GT, the Agents and the Escrow Agent governing the escrow and release of the Escrowed Funds and the conversion of the GT Subscription Receipts;

“Subsidiary” has the meaning set forth in the OBCA;

“Transfer Agent” means Computershare Trust Company of Canada, the transfer agent and registrar of CCA, or its successors from time to time;

“U.S.” means the United States of America, its territories and possessions, any state of the United States and the District of Columbia;

“Value Security Escrow Agreement” means a value security escrow agreement for tier 2 issuers that meets the requirements of the Escrow Policy;

“Vend-In Shares” means the GT Shares to be issued in exchange for the GCI Vend-In Assets pursuant to the GCI Vend-In Agreement;

“Vertical Amalgamation” means the vertical amalgamation of CCA and Amalco to be completed pursuant to the OBCA after completion of the Amalgamation, pursuant to which CCA and Amalco will be amalgamated and become one corporation;

“VIDL News” means VIDL News Corp.;

“Voting Agreements” means the agreements entered into between GT, GCI and certain GT Shareholders pursuant to which GCI has the right to vote the GT Shares held by the GT Shareholders party thereto;

“WENN Digital” means WENN Digital, Inc.; and

“WHC” means Wellspring Holding Corporation.

Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

FORWARD LOOKING STATEMENTS AND CAUTIONARY INFORMATION

This Filing Statement contains forward-looking statements concerning the business, operations and financial performance and condition of CCA, GT and the Resulting Issuer, as applicable. All statements other than statements of historical fact contained in this Filing Statement are forward-looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving CCA, GT or the Resulting Issuer. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “believes”, “expects”, “will”, “intends”, “projects”, “anticipates”, “estimates”, “forecasts”, “budgets”, “continuous” or similar words or the negative thereof.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Filing Statement reflect the current expectations, assumptions or beliefs of CCA based on information currently available to it and on management’s experience and expertise, unless otherwise expressly stated. Examples of such statements include: (a) the intention to complete the Proposed Qualifying Transaction; and (b) the description of the Resulting Issuer that assumes the completion of the Proposed Qualifying Transaction. Other forward-looking statements reflect the current expectations, assumptions or beliefs of officers or directors of GT and the Resulting Issuer. An example of such statements includes the intention to grow the business and operations of the Resulting Issuer. Many factors could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in “Part VI – Risk Factors” section of this Filing Statement. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this Filing Statement. These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this Filing Statement are based upon what are currently believed to be reasonable assumptions, neither CCA nor GT can assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. CCA, GT and the Resulting Issuer assume no responsibility to update forward looking statements, other than as may be required by applicable securities laws.

Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to:

- (a) failure to satisfy or have waived the Escrow Release Conditions;
- (b) the use of the net proceeds from the Convertible Debenture Financing and the Private Placement by the Resulting Issuer;
- (c) results and performance of joint venture partnerships;
- (d) cost structure of certain projects of the Resulting Issuer;
- (e) growth expectations of the Resulting Issuer;
- (f) the tax horizon of the Resulting Issuer;
- (g) changes in market dynamics including business relationships and competition;
- (h) capital expenditure programs and the timing and funding thereof;

- (i) the impact of federal, state, provincial, territorial and other governmental regulation on the Resulting Issuer, relative to other issuers of similar size participating in similar business environments;
- (j) expectations relating to the ability of the Resulting Issuer to raise capital;
- (k) treatment under governmental regulatory regimes and tax laws;
- (l) the payment of dividends by the Resulting Issuer;
- (m) conflicts of interest;
- (n) changes in key management;
- (o) the strategic plans and joint partnerships of GT and the Resulting Issuer not being executed or completed as expected or at all;
- (p) the ability of GT and the Resulting Issuer to find joint ventures and other opportunities and to enter into such transactions on satisfactory terms;
- (q) failure to monetize joint venture products;
- (r) fluctuations in the value of cryptocurrencies;
- (s) realization of the anticipated benefits of acquisitions and dispositions; and
- (t) the timing and completion of the Proposed Qualifying Transaction.

The forward-looking statements contained in this Filing Statement speak only as of the date of this Filing Statement. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. CCA assumes no obligation to update these forward-looking statements except as may otherwise be required pursuant to applicable laws.

CURRENCY PRESENTATION

In this Filing Statement, all references to “\$” or “CDN\$” refer to Canadian dollars and all references to “US\$” or “USD \$” refer to U.S. dollars. The indicative exchange rate on May 28, 2018 as reported by the Bank of Canada for the conversion of U.S. dollars into Canadian dollars was CDN\$1.30 equals US\$1.00

MARKET AND INDUSTRY DATA

The market and industry data contained in this Filing Statement is based upon information from independent industry and other publications and GT’s knowledge of, and experience in, the industry in which GT operates. None of the sources of market and industry data have provided any form of consultation, advice or counsel regarding any aspect of, or are in any way whatsoever associated with, the Proposed Qualifying Transaction. Market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data is not guaranteed. Neither CCA nor GT have independently verified any of the data from third party sources referred to in this Filing Statement or ascertained the underlying assumptions relied upon by such sources.

INFORMATION CONCERNING GT

The information contained or referred to in this Filing Statement relating to GT and the description of the business of the Resulting Issuer anticipated upon the completion of the Proposed Qualifying Transaction has been furnished by GT. Although CCA has no knowledge that would indicate that any statements contained herein concerning GT and the description of the business of the Resulting Issuer anticipated upon the completion of the Proposed Qualifying Transaction are untrue, incomplete or otherwise misleading, neither CCA nor any of its directors or officers assumes any responsibility for any failure by GT to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

INFORMATION CONCERNING CCA

The information contained or referred to in this Filing Statement relating to CCA has been furnished by CCA. Although GT has no knowledge that would indicate that any statements contained herein concerning CCA are untrue, incomplete or otherwise misleading, neither GT nor any of its directors or officers assumes any responsibility for any failure by CCA to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

SUMMARY

The following is a summary of information relating to CCA, GT, the Proposed Qualifying Transaction and the Resulting Issuer (assuming completion of the Proposed Qualifying Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

Unless otherwise stated herein, all capitalized terms herein will have the meaning set forth in the Glossary of Terms.

CCA

CCA is a Company incorporated under the OBCA and is a CPC established in accordance with the rules and policies of the Exchange. At present, CCA does not own any assets other than cash. Since its incorporation, the sole activities of CCA have been to identify and evaluate assets, properties or businesses which could constitute a Qualifying Transaction.

See *“Part I – Information Concerning CCA – General Development of the Business”*.

GT

GT was incorporated on December 7, 2017 pursuant to the OBCA as 2609611 Ontario Inc. and filed articles of amendment to change its name to Globalive Technology Partners Inc. on January 3, 2018. GT was created with the objective of entering into joint ventures with Collaborators to co-develop new software applications and technology platforms for use in Collaborators’ businesses, as well as for licensing to third-parties.

See *“Part II – Information Concerning GT – General Development of the Business”*.

GT Seed Financings

On December 28, 2017, GT issued promissory notes to the Founding Investors pursuant to which GT borrowed an aggregate of \$3,000,000 from such investors. All of the promissory notes have since been fully repaid by GT. Consideration received by the Founding Investors as repayment for the promissory notes included (i) \$2,250,000 worth of GT Shares issued in the Second Seed Financing, (ii) \$650,000 aggregate principal amount of Convertible Debentures, and (iii) in the case of one of the Founding Investors, a \$100,000 cash payment from GT.

On January 10, 2018, GT completed the Initial Seed Financing through the issuance of 62,360,020 GT Shares at a price of \$0.05 per share to certain founders of, and key investors in, GT, for gross proceeds of \$3,118,001. On January 17, 2018, GT completed the Second Seed Financing through the issuance of 9,000,000 GT Shares at a price of \$0.25 per share to the Founding Investors, in exchange for the cancellation of an amount of each Founding Investor's promissory note equal to the value of the shares issued to the Founding Investor in the Second Seed Financing, and certain of the other Initial Seed Financing investors for gross proceeds of \$2,250,000.

See "*Part II – Information Concerning GT – General Development of the Business*".

**Convertible Debenture
Financing**

On March 9, 2018, GT completed a non-brokered private placement of \$7,268,754 aggregate principal amount of Convertible Debentures. The Convertible Debentures will automatically convert into GT Shares upon the occurrence of certain events, including completion of the Proposed Qualifying Transaction. Pursuant to the terms of the Convertible Debentures, if a conversion trigger has not occurred prior to March 6, 2019, the holders thereof will be entitled to repayment of the principal amount of their Convertible Debentures.

Immediately prior to closing of the Amalgamation, the Convertible Debentures will convert into such number of GT Shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per GT Share (being a 50% discount to the deemed price of the Proposed Qualifying Transaction). The number of GT Shares to be issued upon conversion of the Convertible Debentures is 14,537,508 based on the face value of the Convertible Debentures.

See "*Part II – Information Concerning GT – General Development of the Business – Convertible Debenture Financing*".

**Proposed Qualifying
Transaction**

CCA entered into the Letter of Intent with GT on March 13, 2018, whereby GT agreed to acquire CCA by way of reverse takeover. CCA and GT entered into the Business Combination Agreement on May 23, 2018. Pursuant to the Business Combination Agreement, and subject to the conditions therein, the GT Shareholders will exchange the GT Shares for Common Shares, resulting in GT becoming a wholly-owned Subsidiary of CCA. CCA will satisfy the transaction price for the GT Shares by issuing in the aggregate 135,812,422 Common Shares to the holders of GT Shares at a deemed price, on a post-CCA Consolidation basis, of \$1.00 per Common Share. Following closing of the Amalgamation, CCA and Amalco will complete the Vertical Amalgamation. Upon Completion of the Proposed Qualifying Transaction, the Resulting Issuer will carry on the business previously carried on by GT.

See "*Part III – The Proposed Qualifying Transaction*".

CCA Consolidation

CCA Shareholders at the CCA Shareholders' Meeting approved and authorized the CCA Consolidation. Immediately prior to closing of the Amalgamation, CCA will, subject to receipt of the requisite approvals from the TSXV, file articles of amendment to complete the CCA Consolidation on the basis of 6.66 existing Common Shares for 1 post-CCA Consolidation Common Share.

See *"Part III – The Proposed Qualifying Transaction – CCA Consolidation and CCA Name Change"*.

CCA Name Change

CCA Shareholders at the CCA Shareholders' Meeting approved and authorized the CCA Name Change to change the name of CCA to "Globalive Technology Inc." or such other name as the CCA Board, in its sole discretion and subject to the approval of the TSXV, may deem appropriate. Prior to closing of the Amalgamation, CCA will, subject to receipt of the requisite approvals from the TSXV, file articles of amendment to complete the CCA Name Change.

See *"Part III – The Proposed Qualifying Transaction – CCA Consolidation and CCA Name Change"*.

RI Omnibus Plan

CCA Shareholders at the CCA Shareholders' Meeting approved and authorized the RI Omnibus Plan being effective on Completion of the Proposed Qualifying Transaction.

See *"Part IV – Information Concerning the Resulting Issuer – Omnibus Equity Incentive Compensation Plan"*.

Private Placement

On the Private Placement Closing Date, GT completed the brokered Private Placement of 30,000,000 GT Subscription Receipts through the Agents at a price of \$1.00 per GT Subscription Receipt for gross proceeds of \$30,000,000, pursuant to the Agency Agreement. Each Subscription Receipt will be exchanged, without payment of any additional consideration and without further action on the part of the holder thereof, for one GT Share, upon satisfaction of the Escrow Release Conditions, subject to adjustment in certain events. Holders of GT Shares issued in exchange for the GT Subscription Receipts will be entitled to receive one Resulting Issuer Share upon Completion of the Proposed Qualifying Transaction for each GT Share so held. The proceeds of the Private Placement will be used as set forth under *"Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes"*.

Pursuant to the Agency Agreement, GT agreed, subject to certain customary exceptions, not to, directly or indirectly, offer, issue, sell, grant, secure, pledge or announce any intention to do so, in any manner whatsoever, any common shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire common shares or other equity securities of GT or CCA, for a period of 180 days after the Escrow Release Date. Furthermore, shareholders of GT, including all of the directors and executive officers of GT, who own 76,497,528 of the outstanding GT Shares (assuming conversion of the Convertible Debentures) executed agreements with the Agents, concurrent with the entering into of the Agency Agreement, pursuant to which each agreed, subject to certain customary exceptions, not to, directly or indirectly, offer, issue, sell, grant, secure, pledge, or otherwise transfer, dispose of or monetize, or engage in any hedging transaction, or enter into any form of agreement or arrangement the consequence of which is to alter economic exposure to, or announce any intention to do so, in any manner whatsoever, any common shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire common shares or other equity securities of GT, CCA or the Resulting Issuer for a period of 180 days following the Escrow Release Date.

Pursuant to the Agency Agreement, the Agents are entitled to receive a cash commission of \$1,500,000. The cash commission will be paid to the Agents on the Escrow Release Date. The Agents are also entitled to be reimbursed for all expenses, including but not limited to travel expenses in connection with due diligence and marketing activities and legal fees, up to a maximum of \$200,000, and disbursements of the Agents' legal counsel. See *"Part II – Information Concerning GT – Private Placement"*.

Conditions to Completion of the Transaction

The Closing is subject to certain conditions, including but not limited to, receipt of all necessary regulatory and third party approvals and the Exchange being satisfied that after Completion of the Proposed Qualifying Transaction, the Resulting Issuer will satisfy the Exchange's Initial Listing Requirements in order to become a Tier 2 Technology Issuer for purposes of the policies of the Exchange. Pursuant to the provisions of the OBCA, GT obtained approval of the Amalgamation and related matters by unanimous resolution of the GT Shareholders on May 22, 2018.

See *"Part III – The Proposed Qualifying Transaction – Material Aspects of the Business Combination Agreement"*.

Resulting Issuer

Following closing of the Amalgamation, all of the property and assets of GT and CCA SubCo will become the property and assets of Amalco and Amalco will be liable for all of the liabilities and obligations of GT and CCA SubCo. Amalco will be a Subsidiary of CCA, and will complete the Vertical Amalgamation with CCA after closing of the Amalgamation. Following Completion of the Proposed Qualifying Transaction, the Resulting Issuer will carry on the business of GT. See *"Part III – The Proposed Qualifying Transaction"*.

Upon completion of the Amalgamation, the current directors of CCA will resign. The Board of the Resulting Issuer will consist of Anthony Lacavera, Jason Theofilos, and Kingsley Ward. See *"Part IV – Information Concerning the Resulting Issuer – Directors, Officers and Promoters."*

After Completion of the Proposed Qualifying Transaction (including the conversion of the Convertible Debentures and the GT Subscription Receipts), it is expected that: (a) the current holders of Common Shares will hold 723,790 Resulting Issuer Shares, representing approximately 0.5% of the outstanding Resulting Issuer Shares; (b) the former shareholders of GT Shares will hold 71,360,020 Resulting Issuer Shares, representing approximately 52.3% of the outstanding Resulting Issuer Shares; (c) the holders of the Vend-In Shares will receive 19,914,894 Resulting Issuer Shares, representing approximately 14.6% of the outstanding Resulting Issuer Shares; (d) the holders of GT Shares issued on the conversion of the Convertible Debentures will hold 14,537,508 Resulting Issuer Shares, representing approximately 10.6% of the outstanding Resulting Issuer Shares; and (e) the holders of GT Shares issued on the conversion of the GT Subscription Receipts will hold 30,000,000 Resulting Issuer Shares, representing approximately 22.0% of the outstanding Resulting Issuer Shares. Additionally, 106,372 Resulting Issuer Options will continue in place of the CCA Options, an aggregate of an additional 13,547,249 Resulting Issuer Options and 13,653,621 Resulting Issuer Awards (other than Resulting Issuer Options) are expected to be available for grant under the RI Omnibus Plan, of which 7,250,000 Resulting Issuer Options and 7,250,000 Resulting Issuer RSUs are expected to be granted on Closing. See “Part IV – Information Concerning the Resulting Issuer – Pro Forma Consolidated Capitalization”.

ROFR/Put Agreement

GT and 262 have agreed to the terms of the ROFR/Put Agreement with 262. Pursuant to the ROFR/Put Agreement, and conditional on, among other things, the completion of the Flexiti Investment on or before July 17, 2018: (i) GT agreed to negotiate in good faith with Flexiti to enter into the Flexiti Technology Agreement, (ii) 262 will grant GT a right of first refusal in respect of any proposed change of control of 262, or sale of its ownership of WHC, that occurs within 1 year of the date of the ROFR/Put Agreement, and (iii) GT agreed to the Flexiti Put to 262. See *Information Concerning GT – Narrative Description of the Business – Operations – ROFR/Put Agreement* for more information relating to the ROFR/Put Agreement and the Flexiti Put.

Interest of Insiders, Promoters or Control Persons

Except as otherwise stated herein, none of the Insiders, promoters or Control Persons of CCA or any of their respective Associates and Affiliates (before and after giving effect to the Proposed Qualifying Transaction) have any interest in the Proposed Qualifying Transaction.

Certain directors and officers of CCA beneficially own, directly or indirectly, or exercise control or direction over an aggregate of \$80,000 principal amount of Convertible Debentures and an aggregate of 800,000 GT Subscription Receipts. See “Part I – Information Concerning CCA – Interests in GT Securities”.

Directors and Officers of the Resulting Issuer

It is anticipated that the directors and officers of the Resulting Issuer, and the number and percentage of Resulting Issuer Shares beneficially owned by such directors and officers, and the Associates and Affiliates of such directors and officers, will be as set forth below.

Proposed Directors and Officers	Number and Percentage of Common Shares Beneficially Owned After Giving Effect to the Transaction⁽¹⁾⁽²⁾	Number and Percentage of Common Shares over which Voting Control is held After Giving Effect to the Transaction⁽¹⁾⁽²⁾
Anthony Lacavera ⁽³⁾ CEO and Chairman	56,403,402 (41.3%)	98,075,930 (71.8%)
Eric So ⁽⁴⁾ CSO	5,027,500 (3.7%)	nil (0.0%)
Simon Lockie CCO	nil (0.0%)	nil (0.0%)
Brock Bundy ⁽⁴⁾ CFO	1,226,038 (0.9%)	nil (0.0%)
Scott Nirenberski COO	nil (0.0%)	nil (0.0%)
Bhavin Shah CTO	nil (0.0%)	nil (0.0%)
Jason Theofilos ⁽⁴⁾ Director	7,902,500 (5.8%)	nil (0.0%)
Kingsley Ward ⁽⁴⁾ Director	2,630,973 (1.9%)	nil (0.0%)

Notes:

(1) Table is based on total of 136,536,212 Resulting Issuer Shares issued and outstanding after giving effect to the Proposed Qualifying Transaction.

(2) The Resulting Issuer Shares over which each of the proposed directors and officers will exercise control includes those GT Shares (which will be exchanged for Resulting Issuer Shares on Closing) received by such proposed directors and officers upon conversion of the Convertible Debentures and GT Subscription Receipts.

(3) Anthony Lacavera's interest in GT is as a result of his controlling interest in GCI. Pursuant to Voting Agreements, certain GT Shareholders granted the right to vote their shares to GCI. As a result, Anthony Lacavera is expected to hold voting control over 98,075,930 Resulting Issuer Shares (which includes the 56,403,402 Resulting Issuer Shares owned by GCI), representing approximately 71.8% of the outstanding Resulting Issuer Shares after giving effect to the Transaction.

(4) All Resulting Issuer Shares beneficially owned by the director or officer are subject to a Voting Agreement pursuant to which the director or officer has granted the right to vote his shares to GCI.

See "Part IV – Information Concerning the Resulting Issuer – Directors, Officers and Promoters".

Non-Arm's Length Party Transaction

The Proposed Qualifying Transaction, if completed, is not a Non-Arm's Length Qualifying Transaction.

Available Funds

It is anticipated that upon completion of the Proposed Qualifying Transaction, the Resulting Issuer will have approximately \$33,177,033 in available funds at Closing, including the net proceeds from the Private Placement. These funds will consist mainly of cash, which is expected to be used as set forth below and under "Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes".

Source of Funds	Available Funds ⁽¹⁾
Estimated cash of GT as at May 31, 2018	\$5,567,033
Funds raised pursuant to Private Placement	\$28,000,000 ⁽¹⁾
Funds from CCA	\$110,000 ⁽²⁾
Costs of the Proposed Qualifying Transaction	\$(500,000)
Total Funds Available on Completion of the Proposed Qualifying Transaction	\$33,177,033

Notes:

(1) Assumes gross proceeds of \$30,000,000 from the Private Placement, less \$1,500,000 in commissions paid to the Agents, and estimated other expenses of \$500,000.

(2) It is expected that CCA will incur expenses of approximately \$340,000 in connection with the Proposed Qualifying Transaction.

Principal Purposes of Funds

The following table sets forth the proposed use of funds over the next 12 months and contains forward looking information developed for this Filing Statement and approved by management of GT on May 28, 2018.

Expected Use of Available Funds (12 Months to May 31, 2019)	Amount Assuming Completion of the Proposed Qualifying Transaction
Total Funds Available on Completion of the Qualifying Transaction	\$33,177,033
Less: Projected cash paid for other capital expenditures (12 months)	\$347,000
Less: Projected cash paid for other general and administrative costs (12 months)	\$10,878,212
Unallocated Working Capital Available	\$21,951,821

The Resulting Issuer is expected to allocate available funds towards its joint ventures with parties such as Coinsquare, Eigen Innovations, Flexiti, CivicConnect, Acorn and VIDL News. The remaining capital is expected to be used for working capital purposes. Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult at this time to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management of GT considers it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

See "Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes".

Selected Pro Forma Consolidated Financial Information for the Resulting Issuer as at December 31, 2017

The following table summarizes selected pro forma financial information for the Resulting Issuer as at December 31, 2017, which gives effect to the Proposed Qualifying Transaction as though it had occurred on that date. The information should be read in conjunction with the Resulting Issuer's pro forma financial statements and related notes and other financial information included in Appendix "D" in this Filing Statement

Total Assets	\$56,903,989
Liabilities	\$1,178,302
Share Capital	\$51,317,991
Contributed Surplus	Nil
Retained Earnings	\$4,407,696
Total Shareholders' Equity and Liabilities	\$56,903,989

See Appendix "D" – *"Pro Forma Financial Statements of the Resulting Issuer"*.

Market for Securities

The Common Shares are listed on the NEX Exchange under the trading symbol "CII.H". The closing trading price of the Common Shares as of May 28, 2018, the last day the Common Shares were traded prior to the Filing Statement Date, was \$0.20 per Common Share. It is anticipated that the Common Shares will commence trading on the Exchange upon completion of the Proposed Qualifying Transaction under the symbol "LIVE". See *"Part I – Information Concerning CCA – General Development of the Business – History"*.

No public market currently exists for the GT Shares.

Sponsor

No Sponsor has been retained in connection with the Proposed Qualifying Transaction. CCA has applied to the Exchange for an exemption from the sponsorship requirements contained in the applicable Exchange policies. Subject to completion of satisfactory due diligence, Canaccord has agreed to provide the Exchange with a confirmation letter contemplated by Section 3.4 of the Sponsorship Policy in support of CCA's application for an exemption from the sponsorship requirements. See *"Part V – General Matters – Sponsorship"*.

Interests of Experts

CCA's auditors are RSM Canada LLP and GT's auditors are PwC. PwC is expected to be the auditors of the Resulting Issuer. Each of RSM Canada LLP and PwC is independent of each of CCA and GT, respectively, within the meaning of the *Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario*. See *"Part V – General Matters – Interest of Experts"*.

Conflicts of Interest

Certain of the directors and officers of CCA and GT are also directors, officers or shareholders of other Companies, including some of the Collaborators. Such associations may give rise to conflicts of interest from time to time. See *"Part IV – Information Concerning the Resulting Issuer – Directors, Officers and Promoters – Conflicts of Interest"* and *"Part VI – Risk Factors"*.

Conditional Approval

The Exchange has conditionally accepted the Proposed Qualifying Transaction as the Qualifying Transaction of CCA pursuant to a letter dated May 29, 2018 and

subject to CCA fulfilling all of the requirements of the Exchange on or before August 28, 2018.

Risk Factors

There are inherent risks associated with the Proposed Qualifying Transaction which will comprise the Resulting Issuer's business upon Completion of the Proposed Qualifying Transaction.

The risks relating to CCA include, among other things: (a) CCA has a limited history of operations, is in the early stage of development and, in compliance with the CPC Policy, has conducted no active business and has received no revenues other than interest revenues; (b) there are no assurances that CCA will be successful in achieving a return on shareholders' investment; and (c) the ability of CCA to successfully complete a Qualifying Transaction is dependent on the performance of its current directors and officers, who only devote a portion of their time to the business and affairs of CCA and who are, or will be, engaged in other projects or businesses.

The risks relating to the Transaction include, among other things, the conditions to the Transaction, including regulatory and final Exchange approval, which may not be satisfied or waived. If the Transaction is not completed, CCA may not be able to identify a suitable Qualifying Transaction in the future.

The risks relating to the business of GT include, among other things: (a) there are no assurances that GT will earn profits in the future, or that profitability will be sustained; (b) there are no assurances that GT will have access to sufficient funding for future operations or to fulfill its obligations under current agreements; (c) risks that are inherent to investments in AI, IoT, blockchain technologies, and digital assets; (d) GT has limited operating history, and there is no assurance that the investments of GT will be profitable; (e) GT has not generated revenues to date; (f) directors, officers and key employees may resign from GT; (g) GT is unable to insure against every risk to which it is exposed; (h) laws relating to the business of GT may be changed in a manner which adversely affects GT; (i) GT relies heavily on its joint venture partners to achieve its business plan; (j) GT is controlled by one individual who will have significant influence over the affairs of the Resulting Issuer's business; and (k) GT may provide capital support to entities with limited or no operating history, making evaluation of such entities difficult.

For a more fulsome discussion of relevant risk factors, including a discussion respecting the factors set out above and other relevant risk factors, see "*Part VI – Risk Factors*".

PART I
INFORMATION CONCERNING CCA

CORPORATE STRUCTURE

CCA was incorporated on March 19, 2012 under the OBCA under the name “Corporate Catalyst Acquisition Inc.” On October 11, 2012, CCA filed Articles of Amendment removing the restrictions on the transfer of the Common Shares.

The registered and head office of CCA is located at 181 Bay Street, Suite 4400, Toronto, Ontario, M5J 2T3.

CCA does not have any Subsidiaries other than CCA Subco which has been incorporated solely for the purpose of completing the Amalgamation.

GENERAL DEVELOPMENT OF THE BUSINESS

History

CCA is a CPC as that term is defined by the policies of the Exchange. The sole business of CCA since its incorporation has been to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and once identified and evaluated, to negotiate an acquisition or participation subject to any approvals as required under applicable corporate and securities laws and subject to acceptance by the Exchange so as to complete a Qualifying Transaction. Until Completion of the Proposed Qualifying Transaction, CCA will not have business operations or any material assets other than cash.

On April 3, 2012 and October 10, 2012, CCA issued 4,600,000 and 400,000 Common Shares, respectively, (being the Seed Shares) at a price of \$0.10 per Common Share, for gross proceeds of \$500,000. On December 28, 2012, CCA completed its initial public offering by issuing 2,084,400 Common Shares at a price of \$0.20 per Common Share, for gross proceeds of \$416,880. On December 28, 2012, the Common Shares were listed and posted for trading on the Exchange under the symbol “CII.P”.

In connection with CCA’s initial public offering, on December 28, 2012, CCA granted Canaccord, its agent for CCA’s initial public offering, the CCA Canaccord Warrants to purchase up to 208,440 Common Shares at a price of \$0.20 per Common Share, exercisable until December 28, 2014. On December 22, 2014, Canaccord exercised 186,040 CCA Canaccord Warrants to acquire 186,040 Common Shares. The balance of the CCA Canaccord Warrants expired unexercised on December 28, 2014. In addition, on December 28, 2012, CCA granted CCA Options to acquire an aggregate of 708,440 Common Shares at an exercise price of \$0.20 per Common Share to directors and officers of CCA, which expire on December 28, 2022 or earlier subject to their provisions (see “Part I – Information Concerning CCA – CCA Option Plan”).

On January 2, 2015, CCA entered into a letter agreement dated December 31, 2014, as amended, with IEL, a private company incorporated under the laws of the Province of Ontario. The letter agreement outlined the principal terms and conditions pursuant to which CCA and IEL intended to complete a transaction that would result in a reverse takeover of CCA by shareholders of IEL. The transaction was to constitute CCA’s Qualifying Transaction under the CPC Policy. However, on March 31, 2015, CCA announced the termination of the letter agreement with IEL.

On January 5, 2015, the Exchange suspended trading of the Common Shares as a result of CCA’s failure to complete a Qualifying Transaction within 24 months of listing. CCA did not complete its Qualifying Transaction by September 30, 2015, and as a result, CCA applied for the transfer of its listing to the NEX Exchange which the Exchange accepted. At CCA’s annual and special meeting of shareholders held on December 16, 2014, CCA received shareholder approval to transfer its listing to the NEX Exchange and to cancel an aggregate of 2,450,000 Seed Shares (as defined by the Exchange policies) held by Non-Arm’s Length Parties of CCA (including the officers, directors, and Insiders of CCA).

On October 1, 2015, CCA cancelled 2,450,000 Seed Shares in accordance with Exchange policies. On October 5, 2015,

the trading symbol for CCA changed from "CII.P" to "CII.H". Common Shares resumed trading on September 13, 2016.

CCA and GT entered into the Letter of Intent dated March 13, 2018. On March 14, 2018, the Proposed Qualifying Transaction was announced by CCA.

On May 23, 2018, CCA and CCA Subco entered into the Business Combination Agreement with GT pursuant to which GT and CCA Subco will amalgamate to form Amalco under the laws of Ontario such that, upon completion of the Amalgamation, Amalco will be a wholly-owned Subsidiary of CCA. The Resulting Issuer will carry on the business of GT. See "Part III – The Proposed Qualifying Transaction – Summary of the Proposed Qualifying Transaction".

SELECTED CONSOLIDATED FINANCIAL INFORMATION & MANAGEMENT'S DISCUSSION AND ANALYSIS

Overall Performance

Since its incorporation, CCA has incurred costs in carrying out its initial public offering, in seeking and evaluating potential Qualifying Transactions, and in meeting the disclosure obligations imposed upon it as a reporting issuer listed for trading on the Exchange and the NEX Exchange.

Selected Financial Information

The following table sets forth selected financial information of CCA since incorporation. Such information is derived from CCA's audited financial statements and should be read in conjunction with such audited financial statements. See Appendix "A" – "Financial Statements of CCA".

	Year Ended December 31, 2017 (\$)	Period from Incorporation on March 19, 2012 to December 31, 2016 (\$)
Total expenses	60,935	787,283
Total amounts deferred in connection with the qualifying transaction⁽¹⁾	Nil	Nil

Notes:

(1) It is expected that CCA will incur expenses of approximately \$340,000 in connection with the Proposed Qualifying Transaction.

Management's Discussion and Analysis

The management's discussion and analysis of CCA for the year ended December 31, 2017 is attached to this Filing Statement as Appendix "B", and incorporated herein by reference. The management's discussion and analysis of CCA should be read in conjunction with CCA's audited financial statements, together with the notes thereto, incorporated by reference and attached to this Filing Statement as Appendix "A".

DESCRIPTION OF SECURITIES

Common Shares

The authorized capital of CCA consists of an unlimited number of Common Shares without nominal or par value. As at the date of this Filing Statement, 4,820,440 Common Shares were issued and outstanding, of which 2,560,000 Common Shares are held in escrow.

The holders of Common Shares are entitled to vote at all meetings of shareholders of CCA, to receive dividends if, as and when declared by the directors and, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of CCA. The Common Shares carry no pre-emptive rights, conversion or

exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring a holder of Common Shares to contribute additional capital and no restrictions on the issuance of additional securities by CCA. There are no restrictions on the repurchase or redemption of Common Shares by CCA except to the extent that any such repurchase or redemption would render CCA insolvent.

CCA OPTION PLAN

The CCA Board adopted the CCA Option Plan which provides that the CCA Board may, at any time and from time to time, in its discretion, and in accordance with the Exchange requirements, grant to consultants, directors, employees, management company employees and members of management of CCA, non-transferable CCA Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance may not exceed 10% of the issued and outstanding Common Shares. In connection with the foregoing, the number of Common Shares reserved for issuance to any one Person may not exceed 5% of the issued and outstanding Common Shares (on a non-diluted basis) and the number of Common Shares reserved for issuance to any eligible consultant will not exceed 2% of the issued and outstanding Common Shares (on a non-diluted basis) in any 12 month period (including the Common Shares that are subject to such CCA Option Plan). In addition, the aggregate number of Common Shares reserved for issuance to Insiders of CCA may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis) in any 12 month period (including the Common Shares that are subject to such option). The aggregate number of CCA Options granted to persons employed in investor relations activities may not exceed 2% of the issued and outstanding Common Shares (on a non-diluted basis) in any 12 month period (including the Common Shares that are subject to such option).

The CCA Board at its discretion may determine when any CCA Option will become exercisable and may determine that the CCA Option be exercisable in instalments. The CCA Board may also establish any vesting schedule relating to any CCA Option granted under the CCA Option Plan, provided that in no event may CCA Options vest over a time period that is shorter than any time period prescribed by the Exchange. CCA Options may be exercised for a period of up to 10 years after such CCA Options are granted, provided that: (i) upon the death of an optionee, any vested CCA Option held by him at the date of death will be exercisable if the CCA Option was issued 10 or more days prior to the date of death, for a period of one year after the date of death or until the expiry of such CCA Option, whichever is sooner; (ii) if an optionee is terminated for cause, no CCA Option held by such optionee may be exercised following the date of termination; (iii) if an optionee's employment or contract terminates for reasons other than cause or death, any vested CCA Option held by such optionee may be exercised within a reasonable period not to exceed one year following the date of termination or until the expiry of such CCA Option, whichever is sooner; and (iv) if an optionee who is a consultant is terminated due to breach or expiry of contract (other than for reasons set forth above), no CCA Options held by such optionee may be exercised following such breach, expiry or termination.

The CCA Board has granted CCA Options to persons eligible under the CCA Option Plan. As of the date of this Filing Statement, CCA had outstanding CCA Options to acquire 708,440 Common Shares at an exercise price of \$0.20 per Common Share granted under the CCA Option Plan. The CCA Options are held by directors and officers of CCA and, for directors and officers who will not continue as directors or officers of the Resulting Issuer, will expire one year following the Closing Date.

The following table reflects the number of issued and outstanding CCA Options held by each member of the CCA Board as at the date of this Filing Statement:

Name and Principal Position	Number of Common Shares Under CCA Options	Exercise Price per Common Share	Expiry Date¹
Paul Kelly CEO and CFO	177,110	0.20	December 28, 2022
Philip Cunningham Director	70,844	0.20	December 28, 2022
Anthony F. Griffiths Chairman and Director	123,977	0.20	December 28, 2022
Paul F. Little Director	70,844	0.20	December 28, 2022
Morris Prychidny Director	123,977	0.20	December 28, 2022
Eric P. Salsberg Director	70,844	0.20	December 28, 2022
Boyd Taylor Director	70,844	0.20	December 28, 2022
Total	708,440		

At the CCA Shareholders' Meeting, CCA Shareholders approved, among other things, the RI Omnibus Plan. For more details about the CCA Shareholders' Meeting, see "*Part III – The Proposed Qualifying Transaction – CCA Pre-Amalgamation Steps*". For details about the RI Omnibus Plan, see "*Part IV – Information Concerning the Resulting Issuer – Omnibus Equity Incentive Compensation Plan*".

¹ It is expected that all directors and officers of CCA will resign on Closing, in which case the CCA Options they hold will expire one year following the Closing Date.

PRIOR SALES

Since the date of incorporation to the date of this Filing Statement, Common Shares have been issued for cash consideration as follows:

Date of Issue	Number of Shares	Issue Price per Share	Aggregate Issue Price
April 3, 2012	4,600,000 ⁽¹⁾⁽²⁾	\$0.10	\$460,000
October 10, 2012	400,000 ⁽¹⁾⁽²⁾	\$0.10	\$40,000
December 28, 2012	2,084,400 ⁽³⁾	\$0.20	\$416,880
December 22, 2014	186,040 ⁽⁴⁾	\$0.20	\$37,208
Total	7,270,440		\$954,088

Notes:

(1) All of these Common Shares are subject to the CPC Escrow Agreement. See “Part IV – Information Concerning the Resulting Issuer – Escrowed Securities – CPC Escrow Shares”.

(2) 2,450,000 of these Common Shares were cancelled as a result of CCA’s failure to complete a Qualifying Transaction within 24 months of listing.

(3) All of these Common Shares were issued pursuant to CCA’s initial public offering. 10,000 of these shares were acquired by a person who was then an Associate of a director, as a result these shares are held in escrow.

(4) These Common Shares were issued in connection with the exercise of 186,040 CCA Canaccord Warrants by Canaccord to acquire 186,040 Common Shares. The balance of the CCA Canaccord Warrants, being 22,400 warrants, expired unexercised on December 28, 2014. **Stock Exchange Price**

The outstanding Common Shares trade on the NEX Exchange under the symbol “CII.H”. The following table sets out trading information for the Common Shares for the periods indicated as reported by the NEX Exchange:

Period	High (\$)	Low (\$)	Volume
May 1 – 28, 2018	-	-	0
April 2018	-	-	0
March 2018	-	-	0
February 2018	0.20	0.20	10,200
January 2018	0.16	0.10	4,600
December 2017	0.18	0.09	62,500
November 2017	0.09	0.08	25,000
October 2017	0.08	0.08	1,000
July – September 2017	0.08	0.045	65,000
April – June 2017	0.06	0.04	68,000
January – March 2017	0.06	0.03	213,800
October – December 2016	0.06	0.04	55,100
July – September 2016	0.06	0.05	73,000
April – June 2016	-	-	-
January – March 2016	-	-	-

ARM'S LENGTH TRANSACTIONS

The Proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction.

LEGAL PROCEEDINGS

There are no material pending legal proceedings to which CCA is or is likely to be a party, or of which any of its property is the subject matter.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of CCA is RSM Canada LLP (formerly Collins Barrow Toronto LLP) of 11 King Street West, Suite 700, Toronto, Ontario M5H 4C7. In connection with the Transaction, the auditors of CCA are expected to resign and be replaced by PricewaterhouseCoopers LLP of PwC Centre, 354 Davis Road, Suite 600, Oakville, Ontario L6J 2X2. CCA is not required to SEDAR file and circulate a reporting package pursuant to NI 51-102 because the change in auditors occurred in connection with a takeover or similar transaction involving CCA. CCA's determination to change auditors was not a result of any "reportable event" as such term is defined in NI 51-102.

Transfer Agent and Registrar

The Transfer Agent and registrar for CCA is Computershare Trust Company of Canada of 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.

MATERIAL CONTRACTS

CCA has not entered into any contracts material to investors in the Common Shares since incorporation other than contracts in the ordinary course of business, except:

1. the Business Combination Agreement;
2. the Letter of Intent;
3. the letter agreement dated December 31, 2014, as amended, with Inspiring Experiences Ltd., which was terminated on March 31, 2015;
4. the Transfer Agency and Registrarship Agreement dated December 4, 2012 between CCA and Olympia Transfer Services Inc.;
5. the CPC Escrow Agreement; and
6. the agency agreement dated December 4, 2012 between CCA and Canaccord, entered into in connection with CCA's initial public offering.

Copies of these agreements may be inspected without charge during regular business hours at the offices of CCA at 181 Bay Street, Suite 4400, Toronto, Ontario, M5J 2T3, until 30 days after the Completion of the Proposed Qualifying Transaction and may be found on SEDAR.

INTERESTS IN GT SECURITIES

The following directors and officers of CCA beneficially own, directly or indirectly, or exercise control or direction over the following securities of GT:

Name	Principal Amount of Convertible Debentures Held or Beneficially Owned (\$)	GT Subscription Receipts Held or Beneficially Owned
Paul Kelly Director, CEO and CFO	\$40,000	200,000
Morris Prychidny Director	\$40,000	200,000 ⁽¹⁾
Anthony F. Griffiths Director	Nil	100,000
Boyd Taylor Director	Nil	200,000
Eric P. Salsberg Director	Nil	100,000

Notes:

(1) 100,000 of these GT Subscription Receipts are held by Orion Capital Incorporated. Morris Prychidny exercises control or direction over the investments of Orion Capital Incorporated.

**PART II
INFORMATION CONCERNING GT**

CORPORATE STRUCTURE

Name and Incorporation

The full name of GT is “Globalive Technology Partners Inc.”. GT was incorporated on December 7, 2017 pursuant to the OBCA. Its registered and records office is located at East Tower, Bay Adelaide Centre, 22 Adelaide Street West #3400, Toronto, Ontario M5H 4E3, and its head office is located at 48 Yonge Street, Suite 1200, Toronto, Ontario M5E 1G6.

Intercorporate Relationships

There are two wholly owned subsidiaries of GT. GESI, an OBCA corporation, is a wholly owned Subsidiary of GT and GESL, a United Kingdom Company, is a wholly owned Subsidiary of GESI. In addition, GT holds a 51% interest in a joint venture, Globalive BIG Dev, an Ontario Company, which has a wholly owned subsidiary, BIG Dev (U.S.), incorporated under the laws of Delaware. GT’s joint venture Collaborator in Globalive BIG Dev is BIG.

GENERAL DEVELOPMENT OF THE BUSINESS

History

GT was incorporated on December 7, 2017 pursuant to the OBCA as 2609611 Ontario Inc. and filed articles of amendment to change its name to Globalive Technology Partners Inc. on January 3, 2018. GT was created with the goal of entering into joint ventures with Collaborators to co-develop new software applications and technology platforms for use in Collaborators’ businesses, as well as for licensing to third-parties.

On December 28, 2017, GT issued promissory notes to the Founding Investors pursuant to which GT borrowed an aggregate of \$3,000,000 from such investors. All of the promissory notes have since been fully repaid by GT. Consideration received by the Founding Investors as repayment for the promissory notes included (i) \$2,250,000 worth of GT Shares issued in the Second Seed Financing, (ii) \$650,000 aggregate principal amount of Convertible Debentures, and (iii) in the case of one of the Founding Investors, a \$100,000 cash payment from GT.

On January 10, 2018, GT completed the Initial Seed Financing through the issuance of 62,360,020 GT Shares at a price of \$0.05 per share to certain founders of, and key investors in, GT, for gross proceeds of \$3,118,001. On January 17, 2018, GT completed the Second Seed Financing through the issuance of 9,000,000 GT Shares at a price of \$0.25 per share to the Founding Investors, in exchange for the cancellation of an amount of each Founding Investor's promissory note equal to the value of the shares issued to the Founding Investor in the Second Seed Financing for gross proceeds of \$2,250,000.

On February 28, 2018, GT entered into the Engagement Letter providing for the terms of the Private Placement to be conducted in conjunction with the Proposed Qualifying Transaction.

GT completed the Convertible Debenture Financing on March 9, 2018, as further described below.

On March 2, 2018, GT entered into a letter agreement that was subsequently amended and replaced on May 25, 2018 by the GCI Vend-In Agreement that provides for the transfer of the GCI Vend-In Assets. Pursuant to the GCI Vend-In Agreement, GT will issue 19,914,894 Vend-In Shares to Insiders, or related parties of Insiders, of GT.

The transfer of the GCI Vend-In Assets and the issuance of the shares is intended to occur immediately prior to, and is conditioned on, the completion of the Transaction.

On March 13, 2018, GT entered into the Letter of Intent with CCA in connection with the Proposed Qualifying Transaction. On May 23, 2018, GT entered into the Business Combination Agreement with CCA and CCA SubCo in connection with the Proposed Qualifying Transaction.

Convertible Debenture Financing

On March 9, 2018, GT completed a non-brokered private placement of \$7,268,754 aggregate principal amount of Convertible Debentures. The Convertible Debentures will automatically convert into GT Shares upon certain events, including the Completion of the Proposed Qualifying Transaction. Pursuant to the terms of the Convertible Debentures, if a conversion trigger has not occurred prior to March 6, 2019, the holders thereof will be entitled to repayment of the principal amount of their Convertible Debenture.

Immediately prior to closing of the Amalgamation, the Convertible Debentures will convert into such number of GT Shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per GT Share (being a 50% discount to the deemed price of the Proposed Qualifying Transaction). The number of shares to be issued upon conversion of the Convertible Debentures is 14,537,508 based on the face value of the Convertible Debentures.

Private Placement

On the Private Placement Closing Date, GT completed the brokered Private Placement of 30,000,000 GT Subscription Receipts through the Agents at a price of \$1.00 per GT Subscription Receipt for gross proceeds of \$30,000,000, pursuant to the Agency Agreement. Each Subscription Receipt will be exchanged, without payment of any additional consideration and without further action on the part of the holder thereof, for one GT Share, upon satisfaction of the Escrow Release Conditions, subject to adjustment in certain events. Holders of GT Shares issued in exchange for the GT Subscription Receipts will be entitled to receive one Resulting Issuer Share upon Completion of the Proposed Qualifying Transaction for each GT Share so held. The proceeds of the Private Placement will be used as set forth under "*Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*".

Pursuant to the Agency Agreement, GT agreed, subject to certain customary exceptions, not to, directly or indirectly, offer, issue, sell, grant, secure, pledge or announce any intention to do so, in any manner whatsoever, any common shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire common shares or other equity securities of GT or CCA, for a period of 180 days after the Escrow Release Date. Furthermore, shareholders of GT, owning, in aggregate, 76,497,528 of the outstanding GT Shares, on an as converted basis, executed lock-up

agreements with the Agents, concurrent with the entering into of the Agency Agreement, pursuant to which each agreed, subject to certain customary exceptions, not to, directly or indirectly, offer, issue, sell, grant, secure, pledge, or otherwise transfer, dispose of or monetize, or engage in any hedging transaction, or enter into any form of agreement or arrangement the consequence of which is to alter economic exposure to, or announce any intention to do so, in any manner whatsoever, any common shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire common shares or other equity securities of GT, CCA or the Resulting Issuer for a period of 180 days following the Escrow Release Date.

Pursuant to the Agency Agreement, the Agents are entitled to receive a cash commission of \$1,500,000 of the gross proceeds raised under the Private Placement. The cash commission that the Agents are entitled to receive under the Private Placement will be paid to the Agents on the Escrow Release Date. The Agents are also entitled to be reimbursed for all expenses, including but not limited to travel expenses in connection with due diligence and marketing activities and legal fees, up to a maximum amount of \$200,000, and disbursements of the Agents' legal counsel.

The GT Subscription Receipts issuable under the Private Placement were issued: (a) to investors in certain of the provinces of Canada pursuant to exemptions from the prospectus requirements under NI 45-106; (b) in the U.S. by way of private placement to qualified institutional investors and accredited investors; and (c) to eligible investors in other eligible foreign jurisdictions (other than Canada and the U.S.) pursuant to applicable private placement exemptions under applicable securities laws in such jurisdictions.

Significant Acquisitions and Dispositions

GT has had no significant acquisitions or dispositions since the date of incorporation.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

GT's core business is entering into joint ventures with Collaborators to co-develop new software applications and technology platforms for use in Collaborators' businesses, as well as for licensing to third-parties. While each Collaborator is different in terms of its objectives and its own existing technology (and technological expertise), generally GT expects to offer the capital and development resources to create the technology stack to be used in the Collaborator's business, as well as its managerial, financial and technical expertise.

Principal Products and Services

GT is a technology Company developing innovative solutions to disrupt traditional industries, primarily using AI, IoT, and blockchain technology.

At its core, blockchain technology is an algorithm architecture that can be adapted to track, verify, compile and maintain a ledger of transactions of any nature or kind with a high degree of precision and accuracy, without requiring the parties to the transactions to trust one another and without reliance on a central authority to maintain the ledger. Blockchain-based solutions are cryptographically secure and their transaction records are made immutable by organizing them chronologically into successive digital "blocks" of transactions.

Harnessing AI, IoT, and/or blockchain technology, GT seeks to enter into joint ventures with Collaborators in order to further co-develop new software applications and technology platforms for use in Collaborators' businesses, as well as for licensing to third-parties.

In appropriate cases, in furtherance of its core business, GT will also provide capital support. In particular, GT may provide capital support directly to Collaborators to advance their business objectives, as well as make ancillary capital injections into Companies using or developing blockchain, AI, or IoT technology, or considered by GT likely to

do so, in order to expand GT's strategic relationships and insight into this sector, and positioning GT to convert such Companies into Collaborators. Through its relationships with Collaborators and potential Collaborators, GT will have an interest in, and the opportunity to participate in the development of, cutting edge blockchain, AI and IoT technology.

The Business

GT is in discussions with numerous potential Collaborators and is continually expanding its reach. Illustrative examples of collaborations that are or that GT expects to be underway in the near future will include those with Collaborators listed in "Part II – Intended Composition of GT and Collaborators". As of the Filing Statement Date, GT has non-binding framework agreements outlining terms for four joint ventures, has entered into a binding agreement for a joint venture with BIG and a binding channel partnership agreement with Mantle, and is negotiating a deal with one of Coinsquare's leading digital asset trading platforms for an exclusive United Kingdom and European Union license. All of GT's Collaborators are involved in blockchain technologies and digital assets. GT expects to deploy the capital raised from the Convertible Debenture Financing and from the Private Placement for staffing technology development teams, investing in new joint ventures, or increasing its position in the current joint ventures, general working capital purposes, and anticipates that the available funds will allow for participation in a pipeline of opportunities.

Upon completion of the acquisition of the GCI Vend-in Assets, GT will hold interests in, among others, CivicConnect, Flexiti and Eigen Innovations, all of which are described elsewhere in this filing statement. In addition GT will hold minority interests in TimePlay Inc. and PitchPoint Solutions Inc., which entities are briefly described below:

- TimePlay Inc. is an award winning technology media company specializing in operating a unique multi-player interactive platform in cinemas, arenas and other venues worldwide as well as producing interactive content for its platform. The company's platform and content delivers engaging social interactive experiences through mobile phones, which interact with a second screen.
- PitchPoint Solutions Inc. is a national provider of comprehensive fraud detection and verification services for multiple industries, including mortgage, background/ tenant screening, and anti-money laundering. PitchPoint Solutions Inc. focuses on heuristic/rule-based data collation, analysis and expert services, and looks to stamp out 99% of fraud alerts while eliminating 100% of lost underwriting time.

Opportunities for joint ventures are not limited to a specific location or region. Unlike the first era of the Internet, where many of the most successful companies were built in Silicon Valley, successful blockchain companies are likely to evolve from all over the world. In North America, Toronto is a hub of blockchain development activity. New York and San Francisco also boast numerous blockchain teams and thriving projects. In Asia, Singapore has become a regional hub owing to pro-blockchain regulation that has enticed many developer teams to locate there. Hong Kong and South Korea also have growing developer communities and China has seen the release of a number of China focused smart contract platforms. In Europe, the Swiss city of Zug has become another regional hub owing to positive regulation around blockchain. There are also sizable blockchain developer communities in London, Paris and Berlin. Opportunities for technology joint ventures are global, and GT plans to utilise its global network to be able to find and partner with the best teams regardless of their location. GT already has initiatives underway in Canada (Toronto, Calgary and Fredericton), the United Kingdom and Europe (London), and the United States (New York and Los Angeles).

AI and blockchain technologies are still at the early stages of their potential applications, and many potentially world-changing platforms are expected to develop in the next decade. GT's thesis for engaging in joint ventures is that mainstream adoption of these technologies requires a commercial or consumer impetus and is centered on Collaborators who have an existing technology or consumer user base in sectors of the economy ripe for disruption. Sectors include logistics and supply chain management, healthcare, financial services, technology platforms, manufacturing, and media and marketing. In GT's view, by focusing on these areas of the economy and helping key partners develop blockchain infrastructure, it is expected that, once the infrastructure stabilises and develops, these

key partners will have significant advantages in their respective industries. Management of GT believes that there is a substantial opportunity to engage in joint ventures now to provide it with an interest in the core technological infrastructure that will define the world in the future.

An example of one of GT's marquee opportunities to collaborate in the development of blockchain, AI and IoT technology through joint ventures is VIDL News. VIDL News is a news service which is developing blockchain and machine learning technology to assess the veracity of news stories in real time and deliver those stories to users in a personalized, curated news feed. GT has entered into a joint venture arrangement with VIDL News to co-develop the blockchain component of its technology platform.

Another example is Eigen Innovations, an AI Company operating in the industrial IoT sector, specifically focused in the immediate term on the automotive manufacturing sector. GT and Eigen Innovations have entered into a joint venture arrangement to co-develop its technology platform. Eigen Innovations and GT believe industrial manufacturers will be limited in their ability to realize the true potential of AI by applying it from the top down. The approach must be de-centralized, machine-by-machine and in partnership with an intelligent workforce to truly deliver on the promise of AI. GT and Eigen Innovations are partnering to develop blockchain technology to be a key enabler in accelerating the adoption of AI within the manufacturing sector, including creating a secure, immutable record of the machine learning training data, as well as a single point of authority for supply chain performance management. For information about GT's joint ventures, see "*Information Concerning GT – Narrative Description of the Business – Operations*".

Joint Venture Strategy

GT expects to identify and enter into joint ventures by following the strategy as set out below:

1. Identify and Assess: GT's strategy is to partner with the most promising projects and teams that it is able to identify. GT currently has a strong network in both traditional sectors of the economy and the technology, blockchain, and AI sectors, allowing GT, to discover the highest potential projects at an early stage. GT's experienced management team, which has extensive expertise and large networks, will allow GT to play a significant role in the deployment of technology with Collaborators to improve existing operations and open new opportunities. GT will seek to leverage its industry knowledge, relationships (corporate, government and early ventures), technical expertise and global reach to give its corporate partners a competitive advantage.
2. GT's Value Add: GT will work closely with Collaborators as they move into the high growth stage of their lifecycle. GT will seek to create and deploy AI-focused blockchain-enabled technology stacks and will provide strategic capital support for Collaborators that are in line with GT's business philosophy. Where applicable, GT will open up completely new commercial opportunities and business models. GT will seek to utilize industry knowledge, start-up, corporate and government relationships, technical expertise and global reach to give Collaborators a competitive advantage and transform industries in the new economy. More specifically, GT intends to add value to Collaborators in the following ways:
 - (a) Business Development and Commercial Relationships: Add value by leveraging the GT management team's network to develop new business relationships, customers, partners and clients. GT's founder, Anthony Lacavera founder of GCI and WIND Mobile, has made over 100 venture and private equity investments, and has been involved in numerous accelerators and incubators including the Ryerson DMZ, Next Canada, the Entrepreneurship Hatchery, the Creative Destruction Lab, and MaRS Discovery District. GT expects to connect Collaborators into this vast network of enterprises who are keen to advance their AI and blockchain technology strategy. It is management's view that this gives GT a strategic advantage amongst all joint ventures in the AI and blockchain technology industry.

- (b) Leveraging Operational Acumen: GT's management team has an established entrepreneurial and technology track record, including as disrupters of markets. GT's founder and CEO, Anthony Lacavera is spearheading a group of founders and operators that collectively have over 100 years of experience, and have closed on over 200 transactions in the technology space. GT's entrepreneurial track record and operational acumen will differentiate it in the AI and blockchain technology space as a Company that is sought out by entrepreneurs.
 - (c) Community: GT's extensive networks will provide access to people and vendors to seek to address any technological, strategic, or personnel gaps in Collaborators.
 - (d) Advisory: GT will provide strategic advice and guidance to Collaborators. As leading experts in this industry, GT's management team is in a position to provide timely and relevant advice on corporate and financial strategy as well as corporate governance. GT's management team will seek to provide best practices to navigate the regulatory and business environment for Collaborators. GT's advisory board members are also expected to play an active role in its relationships with its joint venture Collaborators.
 - (e) Capital: GT will seek to provide capital to Collaborators and potential Collaborators which are in line with GT's business philosophy.
 - (f) Technology Development: GT's internal technology team will develop core technology stacks of AI, machine learning and blockchain code to facilitate Collaborators' product and service offerings. These core technology stacks will be made available to Collaborators through licenses but will also be made broadly available for license whereby GT and the Collaborator will share in the economics as part of a joint venture agreement between GT and the Collaborator.
3. Joint Venture Value Realization: GT will continue to support the most successful Collaborators throughout the various stages of their operations. The active role that GT may take, when appropriate, includes participation on a Collaborators' board of directors, placement of key individuals as senior management, and participation on the Collaborator's advisory boards and committees. Where applicable, this will also include opening up completely new commercial opportunities and business models.
4. Continuously Assess Joint Ventures: GT's joint venture strategy will be driven by an understanding of AI, technology, and blockchain infrastructure and its potential for growth at this nascent stage in the evolution of the industry.

Due Diligence Process

GT will conduct considerable due diligence on its joint ventures and Collaborators, which may include:

1. Management and team due diligence, including personnel composition and motivation, backgrounds of team members and an analysis of longer term incentives. GT will evaluate the experience and achievements of team members, conduct background checks and look for leadership qualities and strengths in operational and technical capacities. GT will speak with core members of a potential Collaborator's team and will meet with teams personally, when appropriate. Such due diligence will also include Collaborator's board of directors and any individuals in advisory roles. GT will also review the organizational structure of potential Collaborators to understand the responsibilities of their management, key employees and team members. It will seek feedback and insight from appropriate levels of the organization, paying particular attention to team dynamics and the broader corporate ethos within a potential Collaborator.
2. Review of business plan and ideas, including an evaluation of a potential Collaborator's business proposition and the reason for a particular technology or product proposed by the Collaborator to exist in the AI, IoT or blockchain technology market. GT will seek to review the financial performance and critically assess the

financial projections of a potential Collaborator, the value that an AI, IoT or blockchain technology or product may create and the potential of a project to achieve network effects to sustain continued innovation, development and growth into the future.

3. Technology due diligence, including an audit of programming or computer language code, when available. Such an audit would take account of the progress made on a code base over time, the frequency and quality of code commits and testing of product. GT is familiar with the industry and will analyze technology stacks and invest resources in assessing technical roadmap and scalability concerns in respect of the industry and a potential Collaborator. Collaborators must be ambitious, but realistic in their goals. Evaluation of technology stacks will include objective metrics such as: the number of watchers; closed and open issues in a repository; the volume of daily commits and the length and complexity of such commits; the number of code contributors and stars attached to a repository; and the number of forks of the repository.
4. Conduct demonstrations of a potential Collaborator's products, if available. Such demonstrations will be tested on GT's computer systems under numerous controlled conditions to understand the strengths and limitations of a particular protocol being proposed by a potential corporate partner. When available, GT will assess the number of downloads, number of active users and churn rates. Customer feedback may be sought in order to evaluate the "buzz" surrounding a new product.
5. Evaluate the competitive advantage under which a potential Collaborator's team is operating. GT will analyze the market and competition that a potential Collaborator may uncover, including conducting an analysis of: value chain; competitive edge; go to market strategy; and the potential value that can be created by a potential Collaborator's current and planned projects. GT will assess: the degree of market fragmentation; the power of intermediaries; and the degree of automation and centralization ingrained into an industry. It will evaluate the disruptive potential of AI and blockchain technology products in the industry vertical in question, and look for barriers to entry and the degree of lock-in and traction that a product can realistically achieve over the short to long term.
6. Determine community and public support and sentiment in respect of a project. GT will analyze the online popularity of specific projects and assess the reputation of team members and the project. GT will assess the overall sentiment of the AI and blockchain technology community as well as how sentiment has changed over time and the reason for such changes.
7. Review of corporate governance and the intended use of the funds being advanced. GT will assess the proposed Collaborator's project roadmap and evaluate how realistic the goals and milestones of such roadmap are. GT will forecast when funds are expected to be spent and will determine the appropriateness of corporate governance, transparency, accountability processes, vesting schedules for founders and investor rights attached to any joint venture that GT may make in a proposed Collaborator.
8. Determination of valuation and pricing of the Collaborator at the time of the partnership. Any valuation will take into account revenue projects, transaction volumes, market comparables and potential share trajectory. Valuation will also consider price independence against other assets and upside and downside potential. Other considerations may include vesting schedules for the founders securities and the risk of market manipulation.
9. Identification of risks to the project including regulatory, technical, security and competitive risks.

Joint Venture Process

The process to be undertaken by the Resulting Issuer in respect of identifying and partnering with a Collaborator is as follows:

1. An opportunity is identified by the management team. These are sourced in one of three ways: (a) GT's leadership team has an extensive network of accelerators, incubators, and blockchain related groups who refer projects to GT; (b) GT has an experienced advisory board that it speaks to on a regular basis and which will support GT's sourcing of potential Collaborators; and (c) owing to GT's reputation in the AI and blockchain technology ecosystem, it expects to receive a significant amount of inbound project proposals.
2. The management team will conduct initial due diligence on the proposed Collaborator's management team, business plan and technology, as described above. Specifically, GT will speak to the potential Collaborator's lead team members to evaluate past experience, commitment and the project roadmap. It will assess the need and rationale for the product and evaluate competitors. GT may gain access to the project code base, should there be one, and speak to the lead developers to understand technical architecture choices. GT will also test a demo product, should there be one.
3. GT's management committee, consisting of Anthony Lacavera, Eric So, Simon Lockie, Brock Bundy, Scott Nirenberski, Bhavin Shah and Sarah Redford will review the due diligence progress to determine the joint venture potential of the proposed Collaborator. Following committee meetings, GT's management team may go back to potential Collaborators with follow-up questions.
4. If GT determines that a joint venture with the potential Collaborator should be made, a non-binding framework agreement outlining terms of the joint venture will be entered into. This framework will be reviewed by legal counsel to GT, among other parties.
5. Pursuant to the terms of the above noted non-binding framework agreement, further legal and business due diligence will be conducted, and, when completed, the relevant joint venture agreements are negotiated and executed.

See also "*Part II – Information Concerning GT – Narrative Description of the Business*" above.

Operations

GT intends to actively be involved in the Collaborators with which it partners and will play a role in guiding and managing the direction of Collaborators. The extent to which GT will be involved in the Collaborators will vary by project and Company, and where the project or Company is in its lifecycle. GT will continue to seek new Collaborators for joint ventures using its core strategies. All strategies are currently developed in-house by GT's management or GT's advisory board. Currently, only the legal work required to launch a strategy or joint venture partnership is outsourced.

Specialized Skills and Requirements for Operations

Joint ventures with Collaborators, particularly with respect to AI and blockchain technologies, require specialized industry knowledge and skills, and corporate and government relationships, along with technical expertise. Management of GT has considerable knowledge, expertise and relationships in the business of AI and blockchain technologies. GT's founder and CEO is Anthony Lacavera, founder of WIND Mobile and GCI, a telecommunications and technology focused investment Company. Anthony Lacavera has made over 100 venture and private equity investments over the past 15 years, and is involved in numerous accelerators and incubators, including the Ryerson DMZ, Next Canada, the Entrepreneurship Hatchery, the Creative Destruction Lab, and MaRS Discovery District. In addition, GT's leadership team has over 100 years of combined experience and has closed over 200 transactions in the technology space. In addition to Anthony Lacavera, GT's leadership team will include:

- GT's CSO, Eric So, the Chairman of HyperBlock;
- Bhavin Shah, GT's CTO and past CTO of TouchBistro, a software Company with over \$5 billion in gross processing volume;
- GT's COO, Scott Nirenberski, an individual with over 20 years of technology investing experience, including as a founder of Mosaic Asset Management, a \$280 million technology, media and telecom hedge fund;
- GT's CCO, Simon Lockie, a practiced legal counsel, business advisor and investor with more than 15 years' experience;
- GT's CFO, Brock Bundy, who has more than 20 years' experience closing transactions in both public and private markets as well as in leading teams in private equity investments; and
- GT's CHRO, Sarah Redford, a human resources executive with a focus on technology and consulting, and more than 19 years' experience.

GT will utilize all leadership team members' global networks to drive a pipeline of potential Collaborators focused on AI and blockchain technologies. Several elements of GT's joint venture process are unique to GT and have been developed based on GT's management team's experience in the AI and blockchain technology industries.

Intended Composition of GT and Collaborators

As of the date of this Filing Statement, GT is in discussions with numerous potential Collaborators and is continually expanding its reach with focus on AI and blockchain technologies in the logistics and supply chain, healthcare, financial services, tech platforms, manufacturing, and media and marketing sectors. Sample illustrations of potential collaborations include:

1. *VIDL News Corp.* – VIDL News is a news service which is developing blockchain and machine learning technology to assess the veracity of news stories in real time and deliver those stories to users in a personalized, curated news feed. GT currently holds a 32% interest in VIDL News and has invested USD\$800,000 in a convertible debenture which will convert upon the occurrence of a qualified financing of VIDL News at the lesser of (i) a per share price equal to \$10,000,000 divided by the number of VIDL News shares outstanding immediately prior to the qualified financing; and (ii) a 20% discount to the subscription price of the qualified financing. GT has entered into a joint venture arrangement with VIDL News to co-develop the blockchain component of its technology platform.
2. *Eigen Innovations Inc.* – Eigen Innovations is an AI Company operating in the Industrial IoT sector, specifically focused in the immediate term on the automotive manufacturing sector. GT and Eigen Innovations have entered into a joint venture arrangement to co-develop its technology platform. Eigen Innovations and GT believe industrial manufacturers will be limited in their ability to realize the true potential of AI by applying it from the top down. The approach must be de-centralized, machine-by-machine and in partnership with an intelligent workforce to truly deliver on the promise of AI. GT and Eigen Innovations are partnering to develop blockchain technology to be a key enabler in accelerating the adoption of AI within the manufacturing sector, including creating a secure, immutable record of the machine learning training data, as well as a single point of authority for supply chain performance management. GCI currently holds a 3.8% interest in Eigen Innovations and has agreed to invest an additional \$1 million into the company. Based on GCI's current and committed interests, on completion of the sale of the GCI Vend-in Assets, it is expected that GT will hold a 10.49% stake in Eigen Innovations.
3. *Mantle Technologies Inc.* – GT has partnered with blockchain architect Pascal Leblanc, the founder of Mantle, to create a BaaS that enables companies to quickly test and deploy blockchain applications in much the same way a Wix or Wordpress allow a company to build a website. Mantle's virtual BaaS enables

companies to deploy and quickly migrate their blockchain applications on any public blockchain network to mitigate the risk and cost of being tied to one blockchain protocol. Once the blockchain asset is deployed on the Mantle Technologies Limited platform, Mantle offers utility modules to manage the blockchain asset in areas like user accounts, security, transaction safety and emergency recovery. Mantle also provides customized software suites for users of the new blockchain asset such as a block explorer, wallet service, mobile wallet and decentralized exchange to make sure the new blockchain asset can be used with ease. GT holds a 14% ownership position in Mantle.

4. *Acorn Biolabs Inc.* – Acorn has positioned itself by providing a non-invasive method for in-home live cell collection and analysis for whole genome testing as well as cryopreservation to capitalize on future induced pluripotent stem-cell based therapies. GT intends to develop a blockchain application for Acorn to store genomic data and allow permissioned access to genomic information for research and collaboration and machine learning software to analyze Acorn’s growing database for trends and new insights.
5. *Business Instincts Group Inc.* – Globalive BIG Dev, a joint venture with BIG, is a technology development company in which GT holds a controlling interest. Globalive BIG Dev is a full service, agile development and continuous delivery firm, dedicated to building and launching innovative new technologies. Globalive BIG Dev also plans to license IP it develops to external customers for fees. Globalive BIG Dev currently has 6 major projects in development. Customers include: Blockstrain, which is an integrated blockchain platform that registers and tracks Cannabis IP from genome to sale, BrandChain, which is providing a turnkey blockchain platform built specifically for brands to launch coins and tokens through a demand generation engine and built to protect their IP from infringement, EnergyBlock Services, which is building a Smart Contract system for the oil & gas industry to manage their site suppliers, CollegeBlocks, which is a student blockchain identification service being built to provide students with smart contracts from insurances agents and credit facilities to be complete based on their performance throughout their education career, Distributed Mining, which is building software to be integrated into gaming consoles allowing gaming companies to deploy game specific cryptocurrencies or digital currencies to be mined by their gamers, and SmartBlocks, which is an IoT smart contracts provider for vertically integrated supply chains in the food industry. GT holds a 51% stake in the Globalive BIG Dev joint venture.
6. *Coinsquare Ltd.* – Coinsquare is a successful and well-established Canadian cryptocurrency exchange platform providing for the secure trading of bitcoin, ethereum, litecoin and more. Consistent with GT’s thesis that strategic involvement in and exposure to cryptocurrency exchanges is important to the long-term success and viability of our core technology development business, GT will be partnering with Coinsquare to operate an equivalent cryptocurrency exchange platform in the United Kingdom and Europe.
7. *Civic Resource Group International Inc.* – CivicConnect is a technology Company that looks to leverage technology as a solution to build smart cities of the future which will serve to address citizens’ needs in real time. CivicConnect currently has two main solutions, CivicConnect Platform and CivicAR. CivicConnect Platform is a cloud-based data management platform and CivicAR is a mobile platform that uses augmented reality to overlay information of the real world, enabling urban mobility functionality. GT intends to help CivicConnect develop blockchain technology that will improve efficiency and sustainability while providing the tools needed to more easily navigate cities. GT will hold an 11% ownership stake in CivicConnect upon the completion of the transfer of assets pursuant to the GCI Vend-In Agreement.
8. *Flexiti Financial Inc.* – Flexiti is a Canadian financial technology lender offering technology-enabled instant credit approvals for prime customers at the point-of-sale for big-ticket retailers. GT will help Flexiti bring machine learning and blockchain technology to point-of-sale financing and credit approval systems to enable credit adjudication. GT intends to license its software following its development. On completion of the purchase of the GCI Vend-in Assets from GCI and 2330573 Ontario Inc., GT will hold a 4% ownership stake in WHC, the parent company of Flexiti. GT also plans to implement a blockchain strategy around know-your-client and AML technology for Flexiti clients along with a token based loyalty program.

9. *FutureVault Inc.* – FutureVault is a technology company that has created a secure, intelligent and collaborative management platform to facilitate the digitization of highly sensitive personal information. FutureVault’s platform can be used by entities that have access to personal information so that they can offer secure, digital storage, management and access for their customers’ sensitive data. GT is partnering with FutureVault to build out a blockchain transactional engine that will authenticate information, give permissioning access to the vault, provide an immutable audit of who accesses information and why, provide digital rights management for content and provide tokenization to incentivize the use of digital vault technology.

In addition to the foregoing, GT has deployed capital into other entities, such as WENN Digital. WENN Digital is a Company developing a disintermediated solution to intellectual property licensing for photographs, developed by Globalive BIG Dev. Using the blockchain, a digital ledger of rights ownership will be maintained for photographers to register both new and archival works that they can then license within the platform, using the new KODAKCoin cryptocurrency to receive payment for use. The platform will incorporate an AI-based web-crawling feature to monitor and protect the intellectual property of photographs registered through the system. GT currently has the right to receive 1,000,000 KODAKCoins (for consideration of USD\$250,000) as a result of its investment into Globalive BIG Dev, and GT’s interest in digital rights management and other applications of blockchain technology in the retail sector.

GT has also invested \$2,525,000 into Hyperblock, a diversified blockchain security Company, for 3% of Hyperblock’s common shares, and \$300,000 into CryptoStar Inc., a cryptocurrency mining operator with locations in the U.S., Canada and Iceland, for less than 1% of CryptoStar’s common shares.

ROFR/Put Agreement

GT and 262 have agreed to the terms of the ROFR/Put Agreement with 262. Pursuant to the ROFR/Put Agreement, and conditional on, among other things, the completion of the Flexiti Investment on or before July 17, 2018: (i) GT agreed to negotiate in good faith with Flexiti to enter into the Flexiti Technology Agreement, (ii) 262 will grant GT a right of first refusal in respect of any proposed change of control of 262, or sale of its ownership of WHC, that occurs within 1 year of the date of the ROFR/Put Agreement, and (iii) GT agreed to the Flexiti Put to 262.

GT was aware of a time-limited opportunity to indirectly acquire a controlling position in Flexiti, a Collaborator of GT’s in a key strategic vertical. Despite the potential benefits of such investment, it was determined that it was not in the best interests of GT to provide a commitment to complete the investment at such time. Instead, GT negotiated with 262 to secure a right of first refusal over 262 or 262’s potential ownership of Flexiti, to provide GT with some ability to acquire Flexiti should it desire to do so at its discretion at a future date. In exchange for such right of first refusal, GT agreed to grant to 262 the Flexiti Put, which is subject to a number of negotiated conditions that protect GT, including that the Flexiti Investment be completed on or before July 17, 2018, that there not be a material adverse change to Flexiti’s business, and that the parties enter into the Flexiti Technology Agreement on mutually agreeable terms. The Flexiti Put may not be exercised until at least 120 days after the closing of the Potential Qualifying Transaction or after the date that is two years after the execution of the ROFR/Put Agreement.

It is not known at this time if, or when, the Flexiti Investment will close, and if it does, whether 262 will elect to exercise the Flexiti Put, or whether the lead 262 Lender will provide its required written consent to such exercise. However, if the Flexiti Put is exercised and the required written consent is given, the following are the material terms.

Flexiti Put. If exercised, (a) the Resulting Issuer would acquire all of the issued and outstanding common shares of 262 for an aggregate purchase price of up to 3,333,333 Resulting Issuer Shares (subject to a fairness opinion and adjustment as described in the ROFR/Put Agreement), (b) immediately following the acquisition of the common shares of 262, the Resulting Issuer would complete the Flexiti Amalgamation such that following the Flexiti Amalgamation, the obligations of 262 would be obligations of the Resulting Issuer (including that the 262 Senior Debentures would continue to remain outstanding and be obligations of the Resulting Issuer and be convertible into

Resulting Issuer Shares at a conversion price of \$1.50 per share), and (c) immediately following the Flexiti Amalgamation, the Resulting Issuer would (i) pay the Make Whole Amount on the 262 Senior Debentures, and (ii) pay the principal and all accrued but unpaid interest owing on the 262 Junior Debenture.

Conditions to the Exercise of the Put. The exercise of the Flexiti Put is subject to the following conditions with conditions (ii-iv) being in GT's discretion to waive: (i) the Flexiti Investment being completed on or before July 17, 2018; (ii) no change having occurred in the business of Flexiti, 262 or WHC that would have a material adverse effect on GT, either as a result of completing the Flexiti Put or the Flexiti Amalgamation; (iii) 262 having not more than \$22 million in secured debt (excluding accrued interest) or \$25 million together with unsecured debts; (iv) 262 having delivered a number of closing deliverables as set out in the Flexiti Put Agreement, (v) the Exchange having approved the consummation of the transaction, including the issuance of Resulting Issuer Shares in exchange for the equity of 262 and upon conversion of the 262 Senior Debentures, (vi) 262 and GT having entered into the Flexiti Technology Agreement; and (vii) the lead Flexiti Debenture Investor not vetoing the exercise of the Flexiti Put (which it is entitled to do in its sole discretion).

The consummation of the ROFR/Put Agreement will be subject to review and approval by the Exchange at the time that any of the transactions contemplated by the ROFR/Put Agreement are triggered. It is not known whether such approval will be granted by the Exchange, or what conditions the Exchange may require in respect of such approval.

262 Senior Debentures

On May 1, 2018, 262 issued the 262 Senior Debentures to the 262 Lenders. If the Flexiti Amalgamation is completed, the 262 Senior Debentures would become obligations of the Resulting Issuer. The 262 Senior Debentures would continue to have a maturity date of May 1, 2020 but would no longer bear interest following the payment of the Make Whole Amount.

Following the Flexiti Amalgamation, the 262 Senior Debentures will be secured by a security interest over all of the existing and future personal property of the Resulting Issuer. However, the Resulting Issuer would be permitted to raise additional secured financing that ranks in priority to the 262 Senior Debentures from a bank or similar institution in connection with the establishment of a term or revolving credit facility, operating line, line of credit, or other similar financing arrangement, subject to approval of the lead 262 Lender, such approval not to be unreasonably withheld or delayed.

Following the Flexiti Amalgamation, the 262 Senior Debentures would be convertible into Resulting Issuer Shares at a price of \$1.50, subject to customary adjustments, at the election of the holder at any time prior to the maturity of the 262 Senior Debentures. In addition, the 262 Senior Debentures will automatically convert into Resulting Issuer Shares at the \$1.50 conversion price if the average 20 trading day volume weighted average price of the Resulting Issuer Shares on the Exchange is equal to or greater than \$3.00 with average daily trading volume of not less than 250,000, and upon payment in full of all accrued and unpaid interest, if any.

Leases and Real Property

GT has entered into lease agreement with Kanji Investment Corporation for a term of 11 months from April 1, 2018 to February 28, 2019, for premises located on the sixth floor of 48 Yonge Street, Toronto, Ontario, to be used for office space. GT will have the right to renew the lease for an additional five-year term. Annual basic rent during the term of the lease, is \$132,580, payable in equal monthly instalments of \$11,048.33.

Intangible Properties

GT does not have identifiable intangible properties.

Cyclical Business

Since GT's revenue is expected to be generated based on its Collaborators, there may be fluctuation in earnings, depending on the stage of growth. The most significant impact on earnings results is expected from the blockchain, digital assets, and capital markets growth or decline.

Renegotiation or Termination of Contracts

GT's management does not anticipate that there will be any material renegotiations or terminations of contracts within the next 12 months.

Employees

As of the Filing Statement Date, GT had 23 employees.

Market

Market Overview

As described above, the market segment that GT operates in relates to joint ventures with Collaborators focused on AI and blockchain technologies in industries such as logistics and supply chain, healthcare, financial services and manufacturing. Such operations may include the purchase of equity, debt, or cryptocurrencies. Currently, GT's Collaborators consist of primary partnerships in nine entities located primarily in North America and Europe, though GT intends to consider additional global joint venture opportunities.

Blockchain and AI technologies take on a variety of forms and have affected a variety of industries and businesses across the globe. As the blockchain and AI industries continue to develop, developers and marketers will continue to key in on the increased efficiency, lower transaction costs and heightened security that comes with operating through the blockchain. In turn, the percentage of services expected to use these technologies will increase, disrupting industries such as supply chain management, financial services, healthcare, and more.

An example of this can be seen in logistics and supply chain management. The development of blockchain database technology is making logistics or supply chain management processes more transparent and reliable. Blockchain's shared ledger for manufacturers, distributors and retailers enables a mechanism to accurately track the whereabouts of goods through the entire supply chain process. This tool is immensely beneficial to upstream and downstream businesses alike, as the technology promises to optimize logistics, prevent fraud and theft and ensure product safety to downstream markets.

Harnessing these ideas, Walmart has partnered with IBM Blockchain and intends to use the blockchain to increase its ability of preventing the outbreak of foodborne diseases in Walmart-sold food. Using blockchain technologies, Walmart plans to be able to identify the exact path traveled from farm to table of each individual product, which will make it easier to identify food products that have originated or passed through hazardous facilities. Once a threat is identified, Walmart can remove the products and alert customers.

Blockchain technology is also expected to greatly affect the financial services sector. Since blockchain technology can create an unforgeable and verified transaction, it has a promising future in changing the structure of financial services. An example of this is the initial coin offering, which is a blockchain-powered campaign whereby a company can sell a right of ownership of a project in the form of a coin, such as Bitcoin.

Healthcare also has much to gain from the implementation of blockchain technology. For medical providers, there is more than just money and efficiency at stake. While miscommunication can cause a great deal of monetary damage, it can also result in lost lives. In many cases, these events can be attributed to lost test results or improperly

stored medical records. With a securely encrypted transaction on the blockchain, medical professionals can readily access a patient's diagnoses that would otherwise be lost or unattainable.

An example of the adoption of blockchain technology in healthcare can be seen Estonia. In 2017, Estonia's eHealth authority partnered with Guardtime, an Estonian-based software Company that has developed a digital signature system based on blockchain technology. Guardtime, which is the first and only platform dedicated to ensuring the integrity and safety of data systems at an industrial scale, is well-equipped in managing, processing and protecting confidential patient information. Together, the two organizations are moving forward to accelerate adoption of blockchain-based transparency and auditability of patient healthcare records.

Examples of market disruption can also be seen in AI-enabled voice and visual search technologies. Amazon.com Inc. has released Echo, a product that incorporates an AI personality called Alexa. The device allows users to shop from select online retailers, including 1-800-Flowers and Amazon itself. In addition, visual search capabilities lend consumers another option to upend their traditional shopping experiences. Canadian start up Slyce has fashioned image recognition technology to its mobile app, allowing users to snap photos of items they see in public. The app then scans its retail partners' directories for immediate purchase. Major partners currently include Nordstrom, Express, and The Home Depot.

In recent years, vehicle manufacturers and technology companies have also been increasing investment and focus into AI technologies. Many of the world's largest companies are racing to develop the first affordable and mass-produced, fully-autonomous car, however, steep regulatory, technological and safety challenges remain. These developments have spurred ride-share companies to invest millions of dollars in autonomous technology. Ride-sharing Company Lyft has partnerships with General Motors and Waymo, which is the driverless-car division of Google parent Alphabet Inc. Over the next five years, GM is expected to build thousands of Chevy Bolts equipped with prototype versions of the automaker's self-driving system, and a large portion of these self-driving Bolts will go to Lyft. Other manufacturers, including Ford and Mercedes-Benz, are also considering launching Uber-like taxi services upon deployment of autonomous cars.

Regulation

Given GT is a technology Company partnering to develop innovative solutions to disrupt traditional industries, primarily using AI, IoT, and blockchain technology, whilst also being engaged in cryptocurrency exchanges, it is appropriate to consider the regulatory regimes applicable to such matters. GT recognizes that the regulatory environment of jurisdictions it, its Collaborators and potential Collaborators operate in can substantially impact the business carried out and the manner in which it is performed. GT expects to continually monitor the regulatory regimes for potential risks and opportunities to its activities, and to respond accordingly. The current regulatory regime for AI, IoT, and blockchain technologies, and cryptocurrencies, for each of GT's key jurisdictions, is summarized below.

Canada

There is currently no general legislation regulating the use of AI, IoT, or blockchain as technologies in Canada. However there is a plethora of sector-specific regulation in Canada that may be relevant in relation to particular activities undertaken, or solutions deployed, using AI, IoT or blockchain.

The use of both AI and IoT technologies may be impacted by the rules relating to the collection and processing of personal data under Canadian federal and provincial data protection legislation, including the *Personal Information Protection and Electronic Documents Act*; and depending on the specific IoT implementation, compliance of IoT connectivity services with Canadian telecommunications laws may be required. As they are emerging technologies, it is not yet clear to what extent the AI and IoT technologies will be subject to the existing product safety and product liability regimes, including under various provincial consumer protection laws. By way of example, however, depending on the details of the technology implementation, consumer protection legislation may apply where the technology deployed constitutes goods, services or digital content supplied on a business to consumer basis. Further,

existing laws (for example, the *Canadian Human Rights Act*, relating to discrimination and bias in the context of employment or in the provision of goods and services; and competition laws) will apply where AI or the use of the IoT (perhaps in combination with data analytics) produces prohibited effects. Other laws may similarly be implicated.

No laws or regulations have been enacted in Canada that would apply generally to blockchain or cryptocurrency as a technology. Rather, blockchain or cryptocurrency technology implementations may be subject to regulation in Canada, depending on the how these technologies are deployed and by whom. For example, a distributed ledger technology platform deployed for use by financial institutions may be subject to financial services sector regulation, such as the OSFI Guideline B-10 (Outsourcing of Business Activities, Functions and Processes which sets out OSFI's expectations for federally regulated entities that outsource, or contemplate outsourcing, one or more of their business activities to a service provider).

Also, cryptocurrencies have been the subject of some focus by Canadian securities regulators. Blockchain, including cryptocurrency, is an emerging technology in Canada and its treatment from a securities regulatory perspective is subject to change and future legal and regulatory developments.

In August, 2017, the CSA issued the Staff Notice setting out its stance on cryptocurrencies. Importantly, the CSA took a position similar to that of the SEC in the U.S., warning that cryptocurrency offerings, such as ICOs, may involve sales of securities, regardless of whether the instrument distributed is referred to as a coin/token instead of a share, stock or equity, including because such coins/tokens may be considered investment contracts, and therefore securities laws in Canada, including prospectus requirements and registration requirements, may apply. It was further noted that some cryptocurrency products may also be considered derivatives and be subject to the derivatives laws adopted by the Canadian securities regulatory authorities, including trade reporting rules. In determining whether or not securities laws may apply to a cryptocurrency, the CSA noted that substance over form will be considered and that each ICO/ ITO will be assessed on its own characteristics.

The Staff Notice further stated that in determining whether an investment contract exists, a four prong test should be applied, namely, does the ICO/ITO involve: (i) an investment of money, (ii) in a common enterprise, (iii) with the expectation of profit, (iv) to come significantly from the efforts of others. Since the Staff Notice was published, several cryptocurrency-related ventures have been permitted to proceed in Canada, conditional on compliance with securities and other laws and any additional requirements imposed by Canadian securities regulators. Certain of these ventures received regulatory approval following participation in “sandbox” initiatives, such as the CSA’s regulatory sandbox, whereby regulators meet with innovative businesses and provide consultation regarding regulatory applicability and compliance steps.

In reference to cryptocurrency exchanges, the Staff Notice stated that:

“A cryptocurrency exchange that offers cryptocurrencies that are securities must determine whether it is a marketplace. Marketplaces are required to comply with the rules governing exchanges or alternative trading systems. If an exchange is doing business in a jurisdiction of Canada, it must apply to that jurisdiction's securities regulatory authority for recognition or an exemption from recognition.”

To date, there are no cryptocurrency exchanges registered as “marketplaces” in Canada, nor have Canadian regulators taken any publicly reported actions against any cryptocurrency exchange operating in Canada.

Cryptocurrency exchanges may be subject to Quebec’s MSBA. Pursuant to the MSBA, any entity operating a money-services business for remuneration (i.e. currency exchange, fund transfers, the issue or redemption of traveller’s cheques, money orders or bank drafts, cheque cashing and the operation of ATMs) must obtain an appropriate license issued by the AMF. Making available to the public a means of purchasing with cryptocurrencies may constitute the operation of ATMs and thereby require a licence.

Due to their pseudo-anonymous nature and their susceptibility to being used for money laundering and terrorist financing, cryptocurrencies may be subject to PCMLTFA. The PCMLTFA establishes FINTRAC as the agency responsible for the collection, analysis and disclosure of information to assist in the detection, prevention and deterrence of money laundering and terrorist financing in Canada and abroad. From time-to-time, such regulatory bodies may review the regulations applied to businesses dealing in cryptocurrencies and enact new laws which may impact the business. Currently, there are amendments proposed to the PCMLTFA that would require entities dealing in virtual currencies to keep records in accordance with the regulations under the PCMLTFA. Such amendments have not yet come into force.

United States

In the U.S., there is regulation, or the contemplation of regulation, at the federal and state level of virtual currency (such as bitcoin) activity, as well as blockchain, AI and the IoT, but it still is evolving. Looking forward, it is expected that the U.S. may take additional steps towards a more unified regulatory approach to regulating virtual currency, at least at the federal level.

With respect to virtual currency, it is not considered to be the equal of fiat currency. At the federal level, the extent of regulation of virtual currency depends upon the regulator and the specific facts and circumstances: Under the federal AML laws, convertible virtual currency administrators and exchangers are considered to be “money transmitters” and are required to register as MSBs for purposes of the federal AML regulations; a mere user of virtual currency is not an MSB. The SEC has stated that U.S. securities laws apply to sales of securities in the U.S. purchased with virtual currencies or distributed with blockchain technology, and cautions that before launching a virtual currency or a product with value tied to virtual currency, promoters must either (1) be able to demonstrate that the currency or product is not a security or (2) comply with applicable registration and other requirements under our securities laws.

For the CFTC, virtual currency can be considered to be a commodity. Digital tokens and other virtual currencies meet the definition of a “commodity” under the *Commodity Exchange Act*. The CFTC primarily regulates commodity derivatives contracts that are based on underlying commodities. Regulatory oversight authority over commodity cash markets is limited, but the CFTC has general anti-fraud and manipulation enforcement authority over virtual currency cash markets as a commodity in interstate commerce. The Federal Trade Commission can bring enforcement actions under its jurisdiction over unfair and deceptive acts and practices against persons engaging in activities such as deceptive promotion of virtual currency sales.

In New York State, “Virtual Currencies” regulations sets out a comprehensive “BitLicense” licensing and supervision regime over persons engaged in “Virtual Currency Business Activity” which can be seen as a form of money transmission requiring a license. Virtual Currency Business activity includes generally receiving virtual currency for transmission or transmitting virtual currency; storing, holding, or maintaining custody or control of virtual currency on behalf of others; buying and selling virtual currency as a customer business; performing exchange services as a customer business; or controlling, administering, or issuing a virtual currency. Other states are exploring whether to license virtual currency activity as money transmission or are excluding virtual currency from state money transmission licensing statutes.

To date, neither the U.S. federal government nor the individual states regulate blockchain itself as such. However, regulated activities that may take place on blockchain remain subject to those regulations regardless of the method by which they are carried out. Laws regarding use of blockchain are emerging at the state level, such as in Vermont, which passed a law on the validity and admissibility of, and presumptions relating to, records created with Blockchain technology

In the U.S., there currently is no general legislation regulating the use of AI or the IoT as technologies (although there is sector-specific regulation in relation to particular activities undertaken using, for example, AI, such as robo-advisory services in financial services). Both AI and the IoT are subject to the rules relating to the collection and processing of personal data under federal privacy regulations. In addition, general as well as sector-specific laws,

regulations and guidance apply in relation to cyber intrusion and security in respect of both technologies in relation to data (including obligations to notify those affected by a data breach, and in some instances, regulators). As they are emerging technologies, it is not yet clear to what extent the IoT and AI will be subject to the existing product safety and product liability regimes, including under federal and state consumer protection laws and regulations. U.S. economic sanctions laws apply to the extent that use of blockchain, AI and the IoT (and virtual currency) are used to conduct a financial transaction subject to those sanctions. Existing laws relating to discrimination and bias in the context of employment or in the provision of goods and services; and competition/anti-trust laws will apply where AI or the use of the IoT (perhaps in combination with big data analytics) produces prohibited effects. Consumer protection legislation also will apply where either technology is used to provide goods, services or digital content supplied on a business to consumer basis.

United Kingdom

The United Kingdom does not regulate cryptocurrencies as a separate category of investment – and recent commentary by the Governor of the Bank of England has confirmed that they are not to be treated as the equal of fiat currency. The FCA has stated that its regulatory rules will apply to certain derivatives based on cryptocurrencies, noting in December 2017 that cryptocurrency Contracts For Difference have the protections offered by the United Kingdom’s financial services regulatory framework, and firms offering such products in the United Kingdom will likely be required to be authorised and supervised by the FCA. Similarly, it is possible that entities operating cryptocurrency funds may be required to be regulated if their activities are in the United Kingdom.

Whilst there are no specific upcoming United Kingdom legislative changes impacting cryptocurrencies, at a European level, the proposed 5th Money Laundering Directive places cryptocurrency exchanges and wallet providers under definitive AML and know-your-client obligations in relation to their customers. In light of the draft status of Brexit, it is currently unclear whether this Directive (or a domestic iteration of it) will become United Kingdom law, but it is likely to be implemented in some manner in the United Kingdom.

There is currently no general legislation specifically regulating the use of blockchain technology; however, depending on how such technology is implemented within a business, it can result in various overarching legal regimes and/or industry-specific regulatory regimes being engaged. If used in the delivery of financial services or products, blockchain technology may fall within the United Kingdom’s financial services regulatory regime. As a further example, the FCA has stated that a regulated firm implementing distributed ledger technology as part of its business operations would be subject to the same regulatory requirements as apply to traditional technology solution, and therefore would need to consider the same resiliency risks, and implement the same degree of systems and controls as would be required for traditional technology. Regulators have highlighted that those utilising blockchain technology to store, process and share personal data should have regard to the impact this may have in respect to their data privacy obligations under the United Kingdom’s *Data Protection Act 1998* (to be amended in May 2018 by the European Union General Data Protection Regulation).

In September 2017, the FCA issued commentary on the regulation of coin and token offerings, stating that “ICOs are very high risk, speculative investments” and that “some ICOs feature parallels with IPOs, private placement of securities, crowdfunding or even collective investment schemes. Some tokens may also constitute transferable securities and therefore may fall within the prospectus regime.” It is possible that the regulation of tokens generated as part of an ICO and other cryptocurrency and blockchain related products may fall within the scope of United Kingdom financial services and securities laws. This is a question that needs to be considered on a case-by-case basis and will also have implications for the entities advising on, trading in and taking custody in such products, for example.

Similarly to the above, there is currently no general legislation regulating the use of AI or the IoT as technologies in the United Kingdom (although there is sector-specific regulation in relation to particular activities undertaken using, for example, AI – such as robo-advisory services in financial services; and proposed legislation in relation to autonomous vehicles). Both AI and the IoT are subject to the rules relating to the collection and processing of personal data under data protection legislation. For AI, by May 25, 2018 this will include the European Union General

Data Protection Regulation, which contains an express prohibition (subject to important exceptions) in relation to the automated processing of personal data without human intervention. In relation to the IoT, the proposed European Union “ePrivacy Regulation” (that is, a *Proposal for a Regulation of the European Parliament and of the Council concerning the respect for private life and the protection of personal data in electronic communications and repealing Directive 2002/58/EC (Regulation on Privacy and Electronic Communications)*) is expected to extend various privacy obligations explicitly to the IoT. As referred to above, it is unclear how Brexit will impact this regulation and its implementation. In addition, general as well as sector-specific laws, regulations and guidance apply in relation to cyber intrusion and security in respect of both technologies in relation to data (including obligations to notify those affected by a data breach, and in some instances, regulators). An assessment of the extent to which United Kingdom and (subject to Brexit) European Union telecommunications laws may apply to IoT connectivity services (including roaming connectivity) in the field of telecommunications would be necessary for such types of deployment.

As they are emerging technologies, it is not yet clear to what extent the IoT and AI will be subject to the existing product safety and product liability regimes, including under the United Kingdom’s *Consumer Protection Act 1987* (imposing strict liability in respect of defective products supplied to consumers). Existing laws (for example, the United Kingdom’s *Equality Act 2010* relating to discrimination and bias in the context of employment or in the provision of goods and services; and competition/anti-trust laws) will apply where AI or the use of the IoT (perhaps in combination with big data analytics) produces prohibited effects. Consumer protection legislation will apply where either technology constitutes (for example, under the *Consumer Rights Act 2015*) goods, services or digital content supplied on a business to consumer basis. Patents that may in the future become essential for the use of standards in connectivity for the IoT would need to be licensed by those seeking to deploy such standards (where they do not own the patents). In the United Kingdom the licensor and licensee may seek to negotiate so-called “FRAND terms and conditions” covering such use within a framework of guidance established by case law.

Finally, as regards future legislation, the United Kingdom’s House of Lords (the upper chamber of Parliament) Select Committee on AI was appointed on June 29, 2017 to consider the economic, ethical and social implications of advances in AI, and to make recommendations, including as to proposed legislation. It is due to report later this year; and the European Commission has announced that it will put forward a comprehensive European approach to AI and robotics in the first half of 2018, dealing with technological, ethical, legal and socio-economic aspects. It is unclear whether this will include proposed legislation.

Marketing Plans and Strategies

GT intends to market its products and services being developed with Collaborators using a multifaceted marketing strategy which may include leveraging its relationships with joint venture partners as channel partners to promote its products and services in addition to engaging a traditional sales and marketing team. GT is building core technology that can be reused horizontally across diverse businesses and vertically within them. To demonstrate the dynamic nature of GT’s stacks, it will aim to create marketing materials including whitepapers, client success stories and developer support materials and invest in digital content and video marketing. When armed with quality material to showcase, GT’s sales and marketing personnel will be able to pursue, establish and strengthen relationships with qualified accounts.

GT will supplement its primary sales force by employing technical sales, service and maintenance personnel to further connect with IT teams of channel partners and potential joint venture partners. Transaction-driven revenue models, SaaS and maintenance services will be key to inside sales and marketing and monetizing GT’s and its Affiliates’ products and operations. Creating a hub for developers, participating in their conversations, and having them promote decentralized data architectures and its associated applications to upper-management of qualified accounts will also be an attribute to GT’s sales funnel.

A focus on tokenization of ecosystems, supply chain logistics blockchain tracking, transactional permission database structures and artificial intelligence will serve as the cornerstones of GT’s initial sales and marketing strategy.

On the public facing side, GT's efforts will include engaging and enticing a global investor audience and mainstream media with chosen business models that have disruptive potential when combined with its technology. This will include leveraging GT's in-house digital media and content production expertise to position GT, its developers and Affiliates as 'thought leaders' in the blockchain and machine intelligence domains.

The release and distribution of timely content and announcements surrounding not only GT's joint ventures with high-growth Companies, but also its Collaborators' key milestones, will be the focus of its public relations efforts. Members of GT's executive management team have an established track record for volunteering their time and assistance with various accelerators and incubators focused on fostering entrepreneurship in the technology sector. GT's 'thought leadership' approach will further comprise engaging the community by featuring their insights on its digital channels, amplified through active investor and public relations and a constant showcase of the GT brand at well-attended technology conferences and events.

Quality content distributed to key audiences using an omni-channel approach will position GT's brand as not only a leading venture operator capable of providing strategic support, but also as a credible resource for blockchain and machine intelligence insight, through the creation of editorials, video spots, and participation in the global conversation surrounding disruptive technology. GT's tone will be 'educational, yet branded', and in constant alignment with its vision and mission statement.

To differentiate it from what it believes will become a crowded and competitive landscape, GT plans to leverage its longstanding expertise building technology Companies in its messaging. GT's brand voice will be 'legitimate' and 'high potential', seeking to reflect the same in its joint ventures and investment decisions. Further, GT would like its initiatives to result in attracting exceptional candidates, including analysts and developers, allowing it to further strengthen and expand its operations.

GT's marketing efforts will be expanded over the coming years to increase its public profile. Presently, GT's marketing efforts have been conducted by Anthony Lacavera through his role as CEO, as he has been able to utilize his connections to gain industry profile and support. GT anticipates that the costs of its marketing programs will be minimal in the future, and will be funded from existing working capital.

Competitive Conditions

As an enterprise and software business with a focus on blockchain, AI and IoT elements, competitors range from application developers who are focused on core verticals like logistics Companies that are working on end-to-end solutions, Companies that continue to advance core blockchain infrastructures, such as Hyperledger, and development Companies that build custom solutions for those who would normally be GT's Collaborators. A number of these Companies are listed below:

- Globatom Inc. developed an online platform that enables users to track freight at every step of the process. Its platform also enables users to know about shipment location at any moment, send quotes to customers, handle customers with fewer resources, store/access documents in one place, and make decisions with word-class analytics. The Company serves business-to-business customers.
- Hyperledger is an open source collaborative effort created to advance cross-industry blockchain technologies. Launched in 2016, it is a global collaboration, hosted by the The Linux Foundation, and includes leaders in finance, banking, IoT, supply chains, manufacturing and technology. Hyperledger aims to enable organizations to build robust, industry-specific applications, platforms and hardware systems to support their individual business transactions by creating enterprise grade, open source distributed ledger frameworks and code bases. It is a global collaboration of more than 185 organizations including leaders in finance, banking, IoT, supply chain, manufacturing and technology.

- IBM Blockchain is an integrated platform designed to accelerate the creation of a "built for business" global blockchain network across industries and use cases. IBM Blockchain partners with clients, starting with a full-service workshop experience that leads to building, piloting and implementing blockchain solutions. IBM Blockchain provides fundamental support to transform a number of industry business practices, from banking and government to healthcare and logistics. IBM has worked with more than 400 clients globally and across industries from design to implementation and seeks to achieve tangible outcomes to uncover new revenue streams, save time, cut costs and reduce risk.
- Greychain Emerging Markets Digital Asset Array focuses on projects with the ambition to disrupt traditional financial systems. Specifically, the Company focuses on projects that will bring financial services to the un-banked and financially disconnected communities of the world through credit, cashless transactions, identification, and other projects with ancillary effects.
- Enterprise Ethereum Alliance connects Fortune 500 enterprises, startups, academics, and technology vendors with Ethereum subject matter experts. The goal is to learn from and build upon Ethereum, the predominant smart contract supporting blockchain technology. The Enterprise Ethereum Alliance looks to define enterprise-grade software capable of handling the most complex, highly demanding applications at the speed of business.
- R3 is an enterprise software firm working with over 100 banks, financial institutions, regulators, trade associations, professional services firms and technology Companies to develop Corda, a distributed ledger platform designed specifically for financial services. R3 now serves over 100 global financial institutions and regulators on six continents and is further supported by over 2,000 technology, financial, and legal experts.

The principal assets or services of the above-noted competitors are in some ways similar to the joint venture expertise and services that GT intends to provide.

It is expected that new competition will come from traditional venture capital firms moving into blockchain related technologies. Traditional venture capital firms are now partnering with blockchain related Companies and setting up specific infrastructure for such. Large corporations are beginning to move into the blockchain ecosystem. It is currently anticipated that there will be more public Companies operating in the blockchain sector.

Future Developments

GT will be marketing and selling software stacks and developing products through Globalive BIG Dev, including licensing IP it develops to external customers for fees. GT may market products based on how GT approaches development efforts and go to market expansion.

Proprietary Protection

The intellectual capital and expertise that the GT team brings to its unique joint venture process will be a critical element of its long-term success. Its joint venture process and several of its screening tools and measures are unique and developed by GT. See *"Part II – Information Concerning GT – Principal Products and Services"*.

GT does not have any registered patents, trademarks or tradenames.

Lending

GT does not currently rely on any credit facilities and has no outstanding loans other than the Convertible Debentures. There have been no bankruptcy or receivership or similar proceedings involving GT or any related entities nor have there been any material reorganizations of GT since incorporation.

Major Trends

Over the past year we have seen the beginnings of regional disparities in blockchain activity. While certain blockchain Companies appear to be global in nature, the view of GT's management is that no single form of AI or blockchain technology, including smart contracts, has proliferated across the world. Instead, management of GT is starting to see regional blockchain technologies and smart contract platforms starting up in different areas of the world. Ethereum is the most global platform, although it is primarily used in western countries. In Asia, a number of new AI, blockchain, and smart contract platforms are also emerging.

Technologies and End Industries

GT is of the view that a third major wave of blockchain innovation is commencing. The first stage was the creation of blockchain and its first application, which was Bitcoin. This first wave was a single use blockchain. In Bitcoin, the blockchain has one purpose which is to record the movement of Bitcoins between different wallet addresses. The first wave of blockchain was one dimensional and single purpose. During the first wave of blockchain, it appeared as though financial services might be disrupted by cryptocurrencies such as Bitcoin, but it was unclear what other applications blockchain technology might have beyond finance.

The second wave of blockchain innovation came with the release of the Ethereum and smart contract platforms. These platforms have Turing Complete scripting languages built into them, which means that developers are able to write any type of logic into a smart contract. Whereas the first wave of blockchains were single purpose, the second wave of blockchains are extremely flexible and multi-purpose. As a result, this second wave has led to the creation of decentralised applications that could disrupt any industry from healthcare to automotives. The second wave of blockchain has revealed the huge potential of this technology, but has suffered from technical scaling problems and interoperability issues between different blockchain platforms.

In the view of management of GT, the third wave of blockchain innovation looks to be arriving, allowing for massively scalable blockchains to exist and interoperate. This wave of blockchain is likely to enable decentralised applications to migrate from proof of concept to scaled deployment. From a technical perspective, management of GT has noted a trend of projects adopting proof of stake consensus algorithms rather than proof of work. GT has also noted the emergence of parachain technologies that will act as bridging platforms between smart contract blockchains. In the view of GT's management, the third wave of innovation is likely to entice large existing Companies and industries to start deploying blockchain applications that will soon be capable of handling millions of concurrent users.

**SELECTED CONSOLIDATED FINANCIAL INFORMATION
AND MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following is selected financial information for GT from the date of incorporation of December 7, 2017 to February 28, 2018. This information should be read in conjunction with GT's audited financial statements for the same period, and the notes thereto, and GT's Management's Discussion and Analysis for the same period, attached hereto as Appendix "C".

Selected Financial Information

	Period from Date of Incorporation to February 28, 2018
	\$
Other income	6,888,890
Total expenses	(457,028)
Net income for the period	6,431,862
Income tax expense - deferred	(912,778)
Net comprehensive income for the period	5,519,084
<hr/>	
Total assets	12,479,875
Total liabilities	1,908,790
Total equity	10,571,085

DESCRIPTION OF THE SECURITIES

Securities

GT has the following securities issued and outstanding which will be exchanged for securities of CCA at Closing.

GT Shares

GT is authorized to issue an unlimited number of GT Shares. As at the Filing Statement Date, 71,360,020 GT Shares were issued and outstanding as fully paid and non-assessable. In addition, the Convertible Debentures are convertible into 14,537,508 GT Shares, the GT Subscription Receipts are convertible into 30,000,000 GT Shares, and pursuant to the GCI Vend-In Agreement, GT has agreed to issue 19,914,894 Vend-In Shares in exchange for the GCI Vend-In Assets. Holders of GT Shares are entitled to one vote per share at the meetings of GT Shareholders, dividends if, as and when declared by the Board of GT, and upon liquidation, to share equally in the assets of GT that are distributable to GT Shareholders.

Dividends or Distributions

GT has not declared or paid any dividends or distributions on the GT Shares to date. The payments of dividends or distributions in the future are dependent on GT's earnings, financial condition and such other factors as the Board of GT considers appropriate. GT currently does not anticipate paying any dividends in the foreseeable future.

Other Securities

Convertible Debentures

On March 9, 2018, GT completed a non-brokered private placement of \$7,268,754 aggregate principal amount of Convertible Debentures. The Convertible Debentures will automatically convert into GT Shares upon the occurrence of certain events, including the Proposed Qualifying Transaction. Pursuant to the terms of the Convertible Debentures, if a conversion trigger has not occurred prior to March 6, 2019, the holders thereof will be entitled to repayment of the principal amount of their Convertible Debenture.

Subject to approvals from the Exchange, immediately prior to closing of the Amalgamation, the Convertible Debentures will convert into such number of GT Shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per GT Share (being a 50% discount to the deemed price of the Proposed Qualifying Transaction). The number of shares to be issued upon conversion of the Convertible Debentures is 14,537,508 based on the face value of the Convertible Debentures.

Subscription Receipts

On the Private Placement Closing Date, GT completed the brokered Private Placement of 30,000,000 GT Subscription Receipts through the Agents at a price of \$1.00 per GT Subscription Receipt for gross proceeds of \$30,000,000, pursuant to the Agency Agreement. Each GT Subscription Receipt will automatically convert into one GT Share without further payment from or action on the part of the holder of the GT Subscription Receipt concurrently with the satisfaction of the Escrow Release Conditions and delivery of the Release Notice pursuant to the Subscription Receipt Agreement. A total of 30,000,000 GT Shares will be issued in connection with the conversion of the Subscription Receipts.

CONSOLIDATED CAPITALIZATION

Consolidated Capitalization

<u>Designation of Security</u>	<u>Amount Authorized</u>	<u>Amount outstanding as of February 28, 2018</u>	<u>Amount outstanding as of the Filing Statement Date (on a non-diluted basis)</u>
GT Shares	Unlimited	65,040,020	71,360,020
Vend-In Shares	19,914,894	Nil	Nil ⁽¹⁾
Convertible Debentures	N/A	Nil	\$7,268,754 Principal Amount
GT Subscription Receipts	N/A	Nil	30,000,000

Notes:

(1) GT has entered into the GCI Vend-In Agreement which provides for the issuance of 19,914,894 Vend-In Shares immediately prior to, and conditional on, Closing.

Options

As at the Filing Statement Date, GT has not issued any options to purchase GT Shares.

PRIOR SALES

GT has issued the following securities since incorporation on December 7, 2017 to the Filing Statement Date:

<u>Date Issued</u>	<u>Type of Security</u>	<u>Number of Securities</u>	<u>Issue Price per Security</u>	<u>Aggregate Issue Price</u>	<u>Nature of Consideration</u>
December 11, 2017	GT Shares	42,000,000	\$0.05	\$2,100,000	Cash
December 15, 2017	GT Shares	17,200,000	\$0.05	\$860,000	Cash
January 10, 2018	GT Shares	3,160,020	\$0.05	\$158,001	Cash
January 17, 2018	GT Shares	9,000,000	\$0.25	\$2,250,000	Cancellation of Promissory Notes
March 9, 2018	Convertible Debentures	\$7,268,754 Principal Amount	N/A	\$7,268,754 Principal Amount	Cash and cancellation of \$650,000 worth of Promissory Notes
April 5, 2018	GT Subscription Receipts	30,000,000	\$1.00	\$30,000,000	Cash

GT has entered into the GCI Vend-In Agreement which provides for the issuance of 19,914,894 Vend-In Shares for an aggregate issue price of \$9,957,447 immediately prior to, and conditional on, Closing.

Stock Exchange Price

The securities of GT are not listed for public trading.

EXECUTIVE COMPENSATION

Compensation of Directors and Executive Officers

At no time prior to the Filing Statement Date was GT a reporting issuer under applicable Canadian securities laws. Notwithstanding this, the following disclosure of executive compensation is made in accordance with the requirements of NI 51-102 for GT Named Executive Officers for fees earned for the period ended February 28, 2018.

Summary Compensation Table

The table below sets out the compensation for the GT Named Executive Officers for the period from inception on December 7, 2017 to February 28, 2018.

Name and principal position	Year ⁽¹⁾	Salary/Fees (\$)	Share based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation			All other compensation	Total compensation
					Annual incentive plan	Long-term incentive plan	Pension value (\$)		
Anthony Lacavera, CEO and Chairman	2018	\$16,000	-	-	-	-	-	-	\$16,000
Eric So, CSO	2018	\$16,000	-	-	-	-	-	-	\$16,000
Simon Lockie, CCO	2018	\$16,000	-	-	-	-	-	-	\$16,000
Brock Bundy, CFO	2018	\$16,000	-	-	-	-	-	-	\$16,000
Scott Nirenborski, COO	2018	\$16,000	-	-	-	-	-	-	\$16,000
Bhavin Shah, CTO	2018	nil	-	-	-	-	-	-	nil

Management Contracts

No management functions of GT are to any substantial degree performed by a person other than the directors or senior officers of GT.

Termination of Employment, Change in Responsibilities and Employment Contracts

Other than as provided for at common law, there is no employment contract, compensatory plan, or other arrangement in place with any of the GT Named Executive Officers that provides for payment to them in connection with any termination, resignation, retirement, change in control of GT or change in responsibilities. Each of the GT Named Executive Officers, except Bhavin Shah, entered into an interim employment agreement on January 15, 2018 pursuant to which they are paid \$200,000 per year, it being understood that these agreements are interim agreements and are to be either updated, replaced, or amended and restated. Mr. Shah entered into a similar interim agreement on March 12, 2018.

Advisory Agreements

GT has entered into Advisory Agreements with each Adviser. Each Adviser is an expert in certain technologies and their applications and has experience that is, or may be, relevant to GT and its joint ventures with potential Collaborators. Under the Advisory Agreements, each Adviser will attend and participate in in-person meetings, advisory call with GT's Board members or management, be available upon reasonable advance notice on telephone

to provide guidance and consultation on an as-needed basis, study and review the business, operations and historical financial performance of GT or a potential Collaborator, and perform other duties as mutually agreed to. Each Adviser will be engaged as an independent contractor for the above services.

As compensation for each Adviser's services under the respective Advisory Agreements, GT will grant each Adviser Resulting Issuer Options at an exercise price equal to \$1.00 per share on Closing. GT expects to grant, in the aggregate, 450,000 Resulting Issuer Options to the Advisers.

Consulting Agreement

On May 3, 2018, GT entered into a digital marketing agreement with Wallace Hill Partners Ltd., pursuant to which Wallace Hill Partners Ltd. will provide financial publishing and digital marketing services to GT. These services are expected to include the creation of landing pages and other forms of digital marketing. It is expected that Wallace Hill Partners Ltd. will also promote the landing pages created and drive internet traffic for the benefit of GT. Wallace Hill Partners Ltd. was and will be compensated for the services it provides as follows: (i) a cash payment of USD \$300,000 was paid on execution of the digital marketing agreement to cover marketing expenses; (ii) a cash payment of CAD \$500,000 was paid on execution of the digital marketing agreement as a signing fee; and (iii) GT agreed to grant Wallace Hill Partners Ltd. 1,900,000 Resulting Issuer RSUs and 500,000 Resulting Issuer Options, with an exercise price of \$1.00, under the terms of the RI Omnibus Plan following Closing. The Resulting Issuer Options and Resulting Issuer RSUs to be granted to Wallace Hill Partners Ltd. shall vest in four equal tranches every six months for the two year period after the grant and be exercisable for 30 days after vesting.

NON-ARM'S LENGTH PARTY TRANSACTIONS

On March 2, 2018, GT entered into a letter agreement which was amended and replaced on May 25, 2018 with the GCI Vend-In Agreement that provides for the transfer of the GCI Vend-In Assets. Pursuant to the GCI Vend-In Agreement, GT will issue an aggregate of 19,914,894 Vend-In Shares, and the transfer of the GCI Vend-In Assets and the issuance of the Vend-In Shares is intended to occur immediately prior to Completion of the Proposed Qualifying Transaction. Anthony Lacavera is a director and principal shareholder of GCI, which will receive 19,748,402 Vend-In Shares pursuant to the GCI Vend-in Agreement. Jason Theofilos is a director and controlling shareholder of 2330573 Ontario Inc., which will receive 166,492 Vend-In Shares pursuant to the GCI Vend-in Agreement.

Certain directors and officers of GT have subscribed for GT Shares, Convertible Debentures and GT Subscription Receipts, either individually or through corporations controlled by each such director or officer.

LEGAL PROCEEDINGS

GT is neither a party to, nor is any of its property the subject matter of, any legal proceedings, nor are any such proceedings known to GT to be contemplated by any party which are material to its business.

AUDITOR

The auditor of GT is PricewaterhouseCoopers LLP at their offices located at PwC Centre, 354 Davis Road, Suite 600, Oakville, Ontario L6J 2X2.

MATERIAL CONTRACTS

GT has not entered into any material contracts, except in the ordinary course of business, other than:

1. the Letter of Intent;
2. the Subscription Receipt Agreement;

3. the Business Combination Agreement;
4. the GCI Vend-In Agreement; and
5. the Agency Agreement;

Copies of these contracts may be inspected without charge for a period of 30 days after the Filing Statement Date at the offices of Borden Ladner Gervais LLP, East Tower, Bay Adelaide Centre, 22 Adelaide St W #3400, Toronto, Ontario M5H 4E3, during ordinary business hours.

PART III THE PROPOSED QUALIFYING TRANSACTION

Summary of the Proposed Qualifying Transaction

The Proposed Qualifying Transaction will occur pursuant to the definitive Business Combination Agreement. The Proposed Qualifying Transaction is subject to, among other things, TSXV approval. Following closing of the Amalgamation, all of the property and assets of GT and CCA SubCo will become the property and assets of Amalco and Amalco will be liable for all of the liabilities and obligations of GT and CCA SubCo. Amalco will be a Subsidiary of CCA, and CCA and Amalco will complete the Vertical Amalgamation after closing of the Amalgamation. Following Completion of the Proposed Qualifying Transaction, the Resulting Issuer will carry on the business of GT.

CCA Pre-Amalgamation Steps

In connection with the Amalgamation, CCA held the CCA Shareholders' Meeting at which the CCA Shareholders approved: (i) a change in the name of CCA from "Corporate Catalyst Acquisition Inc." to "Globalive Technology Inc."; (ii) the CCA Share Consolidation on a 6.66-to-1 basis; and (iii) the RI Omnibus Plan, all subject to the completion of the Transaction.

On or prior to the Amalgamation, and subject to receipt of all necessary approvals and the satisfaction of the conditions under the Business Combination Agreement, CCA will proceed with the CCA Share Consolidation (see "The Transaction – The Business Combination Agreement" below).

On or about the Effective Date, the name of CCA will be changed to "Globalive Technology Inc." and the RI Omnibus Plan will become effective. The number of Resulting Issuer Shares reserved for issuance under the RI Omnibus Plan upon the exercise of Resulting Issuer Options will be equal to 10% of the issued and outstanding Resulting Issuer Shares on a rolling basis, which is expected to be approximately 13,653,621 Resulting Issuer Shares on the completion of the Transaction. In addition, the maximum number of Resulting Issuer Shares reserved for issuance under the RI Omnibus Plan upon exercise or settlement of any Resulting Issuer Awards other than Resulting Issuer Options shall be 13,653,621 Resulting Issuer Shares (see "*Information Concerning the Resulting Issuer – Omnibus Equity Incentive Compensation Plan*").

Since the Amalgamation was negotiated on an arm's length basis by the parties and is not a Non Arm's Length Qualifying Transaction under the policies of the Exchange, approval of the Amalgamation by the CCA Shareholders is not required.

Material Aspects of the Business Combination Agreement

The following is a summary of the material terms of the Business Combination Agreement. This summary does not purport to be a complete summary of the Business Combination Agreement and it is qualified in its entirety by reference to the full text of the Business Combination Agreement, a copy of which is available for review under CCA's SEDAR profile at www.sedar.com.

Pursuant to the Business Combination Agreement among CCA, CCA Subco and GT, CCA will acquire all outstanding GT Securities by way of a three-cornered amalgamation. Upon completion of the Proposed Qualifying Transaction, CCA will become the Resulting Issuer.

The Transaction will be effected as follows:

- GT and CCA Subco will amalgamate and continue as one corporation under the OBCA;
- CCA will issue an aggregate of 135,812,422 Resulting Issuer Shares to the GT Securityholders to acquire all of the GT Securities;
- the common shares of CCA Subco will be exchanged for common shares of Amalco on the basis of one Amalco common share for each CCA Subco common share; and
- all of the property and assets of each of CCA Subco and GT will be the property and assets of Amalco and Amalco will be liable for all of the liabilities and obligations of each of CCA Subco and GT.

The Business Combination Agreement contains customary representations, warranties and covenants of the parties, including covenants by CCA and GT not to engage in any discussions or negotiations, or enter into any agreement or understanding with any third party in order to propose or effect any transaction similar to the Amalgamation and to obtain the approval of the Exchange in connection with the Amalgamation. The Business Combination Agreement may be terminated at any time prior to Closing by mutual agreement or by either CCA or GT if the Closing has not occurred on or before July 27, 2018, or such later date as may be agreed to by CCA and GT.

The Closing is subject to certain conditions, including CCA and GT obtaining all necessary regulatory approvals.

The foregoing is not a complete summary of the terms and provisions of the Business Combination Agreement, should not be relied upon and is qualified in its entirety by reference to the Business Combination Agreement, a copy of which is posted on SEDAR.

Effect of the Transaction

As a result of the Transaction, there will be 136,536,212 Resulting Issuer Shares issued and outstanding on a non-diluted basis and 151,142,584 Resulting Issuer Shares issued and outstanding on a fully diluted basis.

Securities Law Matters

The Resulting Issuer Shares to be issued to holders of Subscription Receipts upon the Amalgamation will be issued in reliance on the exemptions found in section 2.11 of NI 45-106 from prospectus requirements of applicable Canadian securities laws. Pursuant to National Instrument 45-102 – *Resale of Securities*, such Resulting Issuer Shares will be freely tradeable provided, among other things, the Resulting Issuer is and has been a reporting issuer in a jurisdiction of Canada for the four months immediately preceding the trade. CCA became a reporting issuer on December 28, 2012 and, accordingly, it will have been a reporting issuer for four months preceding the trades. Shareholders are advised to consult their financial or legal advisors with respect to the tradeability of the Resulting Issuer Shares that they will receive on completion of the Transaction.

CCA Consolidation and CCA Name Change

CCA intends to change its name to “Globalive Technology Inc.” or such other name as the CCA Board, in their sole discretion and subject to the approval of the TSXV, may be deemed appropriate. The Resulting Issuer will continue to operate under the new name and as noted above will carry on the business of GT. It is anticipated that the articles of CCA will be amended to give effect to the CCA Name Change prior to the closing of the Amalgamation.

CCA also intends to complete the CCA Consolidation at a ratio of 6.66 pre-CCA Consolidation Common Shares to 1 post-CCA Consolidation Common Share. It is anticipated that the articles of CCA will be amended to give effect to the CCA Consolidation immediately prior to the Amalgamation being effected.

CCA obtained approval for the CCA Consolidation and the CCA Name Change from the CCA Shareholders at the CCA Shareholders' Meeting.

Convertible Debenture Financing

On March 9, 2018, GT completed a non-brokered private placement of \$7,268,754 aggregate principal amount of Convertible Debentures. The Convertible Debentures will automatically convert into GT Shares upon the occurrence of certain events, including the Proposed Qualifying Transaction. Pursuant to the terms of the Convertible Debentures, if a conversion trigger has not occurred prior to March 6, 2019, the holders thereof will be entitled to repayment of the principal amount of their Convertible Debenture.

Subject to approvals from the Exchange, immediately prior to closing of the Amalgamation, the Convertible Debentures will convert into such number of GT Shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per GT Share (being a 50% discount to the deemed price of the Proposed Qualifying Transaction). The number of shares to be issued upon conversion of the Convertible Debentures is 14,537,508 based on the face value of the Convertible Debentures.

Private Placement

On the Private Placement Closing Date, GT completed the brokered Private Placement of 30,000,000 GT Subscription Receipts through the Agents at a price of \$1.00 per GT Subscription Receipt for gross proceeds of \$30,000,000, pursuant to the Agency Agreement. Each Subscription Receipt issued in connection with the Offering will be exchanged, without payment of any additional consideration and without further action on the part of the holder thereof, for one GT Share, upon satisfaction of the Escrow Release Conditions, subject to adjustment in certain events. Holders of GT Shares issued in exchange for the GT Subscription Receipts will be entitled to receive one Resulting Issuer Share upon completion of the Proposed Qualifying Transaction for each GT Share so held. The proceeds of the Private Placement will be used as set forth under "*Part IV – Information Concerning the Resulting Issuer – Available Funds and Principal Purposes*".

GT executed an undertaking in favour of the Agents, prior to or concurrent with the entering into of the Agency Agreement, pursuant to which it agreed, subject to certain customary exceptions, not to, directly or indirectly, offer, issue, sell, grant, secure, pledge or announce any intention to do so, in any manner whatsoever, any common shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire common shares or other equity securities of GT or CCA, for a period of 180 days after the Escrow Release Date. Furthermore, GT Shareholders owning, in aggregate, 76,497,528 of the outstanding GT Shares, on an as converted basis, executed an undertaking in favour of the Agents, prior to or concurrent with the entering into of the Agency Agreement, pursuant to which each agreed, subject to certain customary exceptions, not to, directly or indirectly, offer, issue, sell, grant, secure, pledge, or otherwise transfer, dispose of or monetize, or engage in any hedging transaction, or enter into any form of agreement or arrangement the consequence of which is to alter economic exposure to, or announce any intention to do so, in any manner whatsoever, any common shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire common shares or other equity securities of GT, CCA or the Resulting Issuer for a period of 180 days following the Escrow Release Date.

**PART IV
INFORMATION CONCERNING THE RESULTING ISSUER**

CORPORATE STRUCTURE

Name and Incorporation

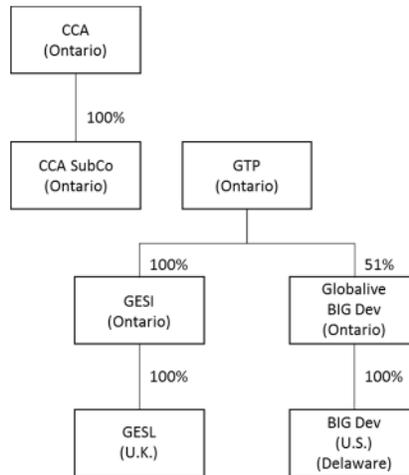
In conjunction with the Proposed Qualifying Transaction, the Resulting Issuer will change its name to “Globalive Technology Inc.” or such other name as may be accepted by the TSXV and approved by the Board of CCA. The capital structure of the Resulting Issuer will be unchanged, other than as a result of the issuance of Common Shares and convertible securities pursuant to the Business Combination Agreement. Upon completion of the Proposed Qualifying Transaction and subject to the approval of the Exchange, the Resulting Issuer will be classified as a Tier 2 Technology Issuer for purposes of the policies of the Exchange. The Resulting Issuer will continue to be governed by the OBCA.

The registered and records office of the Resulting Issuer will be located at East Tower, Bay Adelaide Centre, 22 Adelaide St W #3400, Toronto, ON M5H 4E3, and its head office will be located at 48 Yonge Street, Suite 1200, Toronto, Ontario M5E 1G6.

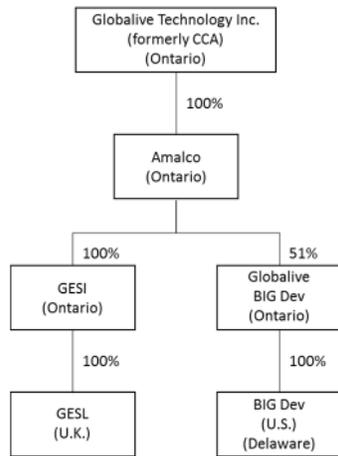
Intercorporate Relationships

Following closing of the Amalgamation, all of the property and assets of GT and CCA SubCo will become the property and assets of Amalco and Amalco will be liable for all of the liabilities and obligations of GT and CCA SubCo. Amalco will be a Subsidiary of CCA, and will complete the Vertical Amalgamation with CCA after closing of the Amalgamation. Following Completion of the Proposed Qualifying Transaction, the Resulting Issuer will carry on the business of GT.

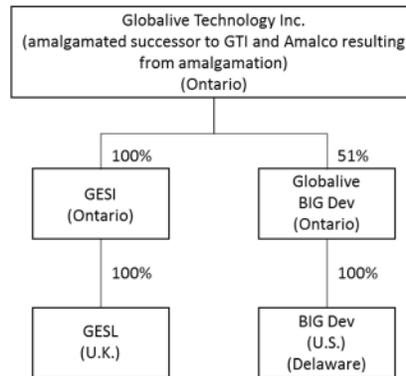
The following chart shows the organizational structure of CCA and GT prior to closing of the Amalgamation:



Pursuant to the Amalgamation, GT will amalgamate with CCA Subco to create Amalco, which will be a wholly-owned Subsidiary of CCA. CCA will change its name to “Globalive Technology Inc.”. The following chart shows the organizational structure of CCA and its direct and indirectly held interests as a result of the Amalgamation:



Following the closing of the Amalgamation, Globalive Technology Inc. and Amalco will complete the Vertical Amalgamation. The following chart shows the organization structure of the Resulting Issuer and its directly held interests following the foregoing described amalgamations:



NARRATIVE DESCRIPTION OF THE BUSINESS

Stated Business Objectives

The Resulting Issuer is expected to allocate available funds towards its joint ventures with parties such as Coinsquare, Eigen Innovations, Flexiti, CivicConnect, Acorn and VIDL News. The remaining capital is expected to be used for working capital purposes. Following completion of the Transaction, the Resulting Issuer will continue the business of GT, using the available funds. See *“Part II – Information Concerning GT – General Development of the Business – Convertible Debenture Financing”*

GT intends to maintain its team as six executive management members and 12-13 Advisers in order to successfully execute upon its business plan over the next 24 months. The management members and Advisers contain a broad base of skill sets including technical, legal, and investment analysts to assist the management team in due diligence, structuring, and monitoring of ongoing joint ventures. It is anticipated that a material portion or the majority of the capital raised in the Private Placement will be used for joint ventures with Collaborators with primarily digital assets. GT will continue to maintain its presence as a global AI and blockchain technology joint venture and investment leader in order to continue to attract the best deal flow and the best projects to engage in joint ventures with. Collaborators will be attracted to GT partly from its global presence and platform and this will be key to continue to attract the best potential Collaborators and opportunities.

DESCRIPTION OF THE SECURITIES

Resulting Issuer Shares

The Resulting Issuer will be authorized to issue an unlimited number of Resulting Issuer Shares. Holders of the Resulting Issuer Shares will be entitled to one vote per share at the meetings of shareholders, dividends, if, as and when declared by the Board, and upon liquidation, to share equally in the assets of the Resulting Issuer that are distributable to shareholders.

Resulting Issuer Options

On Closing, it is expected that the Resulting Issuer will issue 7,250,000 Resulting Issuer Options to the new directors, officers, employees and consultants of the Resulting Issuer. Upon Completion of the Proposed Qualifying Transaction, 106,372 Resulting Issuer Options will continue in place of the outstanding CCA Options issued to the directors, officer, employees and consultants of CCA, and will expire within 12 months of the Completion of the Proposed Qualifying Transaction in accordance with the RI Omnibus Plan.

Resulting RSUs

On Closing, it is expected that the Resulting Issuer will issue 7,250,000 Resulting Issuer RSUs to certain of the new directors, officers, employees and consultants of the Resulting Issuer.

PRO FORMA CONSOLIDATED CAPITALIZATION

Pro Forma Consolidated Capitalization

The following table sets forth the estimated capitalization of the Resulting Issuer after giving effect to the Proposed Qualifying Transaction and the CCA Consolidation, as more particularly described in the pro forma consolidated statement of financial position as at December 31, 2017 attached hereto as Appendix "D".

Capital	Amount Authorized	Outstanding as at the Filing Statement Date After Giving Effect to the Transaction other than the Private Placement	Outstanding as at the Filing Statement Date After Giving Effect to the Transaction (including the Private Placement)
Common Shares	Unlimited	107,036,212	136,536,212
Debt	N/A	Nil	Nil
Resulting Issuer Options	10% of common shares ⁽¹⁾	7,356,372	7,356,372
Resulting Issuer RSUs	13,653,621 Awards ⁽¹⁾	7,250,000	7,250,000

Notes:

(1) The aggregate amount of Resulting Issuer Shares issuable upon exercise of Resulting Issuer Options cannot exceed 10% of the outstanding Resulting Issuer Shares. In addition, a maximum of 13,653,621 Resulting Issuer Shares may be reserved for issuance under the RI Omnibus Plan upon the exercise or settlement of Resulting Issuer Awards other than Resulting Issuer Options.

Fully Diluted Share Capital

The fully-diluted share capital of the Resulting Issuer, after Completion of the Proposed Qualifying Transaction (including the CCA Consolidation), will consist of the securities set forth in the table below. Including all of the below securities, it is expected that there will be 136,536,212 Resulting Issuer Shares issued and outstanding, along with 7,356,372 Resulting Issuer Options and 7,250,000 Resulting Issuer RSUs exercisable into, or to be settled for, Resulting Issuer Shares, or 151,142,584 Resulting Issuer Shares outstanding on a fully-diluted basis as set forth in the table below.

Categories of Securities	Number of Resulting Issuer Shares	Percentage of Total Diluted Resulting Issuer Share Capital Post Closing
Resulting Issuer Shares issued by CCA prior to completing the CCA IPO (currently held in escrow), post Consolidation	382,883	0.25%
Resulting Issuer Shares issued by CCA pursuant to the CCA IPO, post Consolidation (10,000 currently held in escrow)	312,973	0.21%
Resulting Issuer Shares issued by CCA upon exercise of the CCA Canaccord Warrants, post consolidation	27,934	0.02%
Resulting Issuer Shares reserved for issuance upon the exercise of the CCA Options granted by CCA under the CCA Option Plan	106,372	0.07%
Resulting Issuer Shares issued to GT Shareholders (excluding GT Shareholders upon the conversion of the Convertible Debentures and the Subscription Receipts)	71,360,020	47.21%
Resulting Issuer Shares issued in exchange for the Vend-In Shares	19,914,894	13.18%
Resulting Issuer Shares issued to GT Shareholders upon the conversion of the Convertible Debentures	14,537,508	9.62%
Resulting Issuer Shares issued to shareholders of GT who subscribed for GT Subscription Receipts under the Private Placement	30,000,000	19.85%
Resulting Issuer Shares reserved for issuance upon the exercise of the Resulting Issuer Options granted by the Resulting Issuer under the RI Omnibus Plan on Closing	7,250,000	4.80%
Resulting Issuer Shares reserved for issuance upon the exercise of the Resulting Issuer RSUs granted by the Resulting Issuer under the RI Omnibus Plan on Closing	7,250,000	4.80%
TOTAL	151,142,584	100%

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Funds Available

The following table sets forth the expected estimated working capital as at May 31, 2018 as well as the estimated available funds on Completion of the Proposed Qualifying Transaction. See Appendix "A" - "Financial Statements of CCA" and Appendix "D" - "Pro Forma Financial Statements for the Resulting Issuer".

It is anticipated that upon completion of the Transaction, the Resulting Issuer will have approximately \$33,177,033 in available funds at Closing including the \$30,000,000 raised in the Private Placement, consisting mainly of cash, which is expected to be used as set forth below.

<u>Source of Funds</u>	<u>Available Funds</u>
Estimated cash of GT as at May 31, 2018	\$5,567,033
Funds raised pursuant to Private Placement	\$28,000,000 ⁽¹⁾
Funds from CCA	\$110,000 ⁽²⁾
Costs of the Proposed Qualifying Transaction	\$(500,000)
Total Funds Available on Completion of the Proposed Qualifying Transaction	\$33,177,033

Notes:

(1) Assumes gross proceeds of \$30,000,000 from the Private Placement, less \$1,500,000 in commissions paid to the Agents and estimated other expenses of \$500,000.

(2) It is expected that CCA will incur expenses of approximately \$340,000 in connection with the Proposed Qualifying Transaction.

Dividends

It is not expected that the Resulting Issuer will declare any dividends for the foreseeable future. The Resulting Issuer will have no restrictions on paying dividends, but if the Resulting Issuer generates earnings in the foreseeable future, it is expected that such earnings will be retained to finance growth, if any. The Board of the Resulting Issuer will determine if and when dividends should be declared and paid in the future based upon the Resulting Issuer's financial position at the relevant time. Holders of Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid on the Resulting Issuer Shares.

Principal Purposes of Funds

The following table sets forth the funds anticipated to be available to the Resulting Issuer upon the completion of the Transaction and the proposed use of such funds over the next 12 months and contains forward looking information developed for this Filing Statement and approved by management of GT on May 28, 2018:

Expected Use of Available Funds (12 Months to May 31, 2019)	Amount Assuming Completion of the Proposed Qualifying Transaction
Total Funds Available on Completion of the Qualifying Transaction	\$33,177,033
Less: Projected cash paid for other capital expenditures (12 months)	\$347,000
Less: Projected cash paid for other general and administrative costs (12 months)	\$10,878,212
Unallocated Working Capital available	\$21,951,821

PRINCIPAL SECURITY HOLDERS

Upon completion of the Transaction, no shareholders of record are anticipated to own or beneficially, directly or indirectly, or exercise control or direction over voting securities of the Resulting Issuer carrying more than 10% of the voting rights attached to the Resulting Issuer Shares other than GCI, which is expected to own 56,403,402 Resulting Issuer Shares, or approximately 41.3% of the outstanding Resulting Issuer Shares, and through the Voting Agreements, will control 98,075,930 Resulting Issuer Shares, or approximately 71.8% of the outstanding Resulting Issuer Shares. Anthony Lacavera owns approximately 95.3% of the shares of GCI, on a fully diluted basis, being 1,005.79461 shares.

DIRECTORS, OFFICERS AND PROMOTERS

Upon completion of the Amalgamation, the current directors of CCA will resign. The directors of the Resulting Issuer are expected to be Anthony Lacavera, Jason Theofilos, and Kingsley Ward, and the officers of the Resulting Issuer are expected to be Anthony Lacavera (CEO), Eric So (CSO), Simon Lockie (CCO), Brock Bundy (CFO), Scott Nirenberski (COO) and Bhavin Shah (CTO). It is anticipated that the Audit Committee of the Resulting Issuer will consist of Anthony Lacavera, Jason Theofilos and Kingsley Ward.

The following are the names and municipalities of residence of the individuals who will hold office as directors and officers of Resulting Issuer upon completion of the Transaction, their proposed positions and offices with the Resulting Issuer, the number and percentage of Resulting Issuer Shares that the proposed director or officer will beneficially own following the completion of the Transaction, the period served as a director or officer of GT or CCA and their principal occupations during the last five years:

Name, Expected Position and Municipality of Residence	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares after giving effect to the Transaction and % of Class Held ⁽¹⁾	Number and Percentage of Common Shares over which voting control is held after giving effect to the Transaction ⁽¹⁾⁽²⁾
Anthony Lacavera ⁽²⁾⁽³⁾⁽⁴⁾ Toronto, Ontario Chief Executive Officer and Chairman	From February 1998 to the present, Mr. Lacavera has served as the Chairman of Globalive Holdings and from January 2018 until the present, Mr. Lacavera has served as Chairman and CEO of GT. From January 2004 to the present, Mr. Lacavera served as Chairman of GCI. From February 2008 to December 2015, Mr. Lacavera was the Chairman of WIND Mobile, and was CEO of the company from January 2010 to January 2014. Mr. Lacavera has been on the board of directors of Founders Advantage Capital from June 2016 to the present and of Trilogy International Partners from February 2017 to the present.	56,403,402 (41.3%)	98,075,930 (71.8%)
Eric So ⁽⁵⁾ Toronto, Ontario Chief Strategy Officer	From 2012 to the present, Mr. So has served as Special Advisor, Chief Legal & Corporate Development Officer at Mundo Inc. and from June 2017 to the present Mr. So has served as Director of Therapix Biosciences Ltd. From October 2017 to the present Mr. So has served as Chairman of HyperBlock and from December 2017 to the present has served as Managing Director and CSO of GT.	5,027,500 (3.7%)	nil (0.0%)
Simon Lockie Toronto, Ontario	From April 2005 to the present, Mr. Lockie has served as Chief	nil (0.0%)	nil (0.0%)

Name, Expected Position and Municipality of Residence	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares after giving effect to the Transaction and % of Class Held ⁽¹⁾	Number and Percentage of Common Shares over which voting control is held after giving effect to the Transaction ⁽¹⁾⁽²⁾
Chief Corporate Officer and Corporate Secretary	Legal Officer of GCI and from August 2011 to April 2015, Mr. Lockie served as Chief Regulatory Officer and director of WIND Mobile and Globalive Communications Corp. From January 2018 to the present, Mr. Lockie has served as Managing Director and CCO of GT.		
Brock Bundy ⁽⁵⁾ Toronto, Ontario Chief Financial Officer	From 1998 to the present, Mr. Bundy has served as the managing partner of VRG Capital Corp., and holds a number of directorships within the portfolio of VGR Capital companies, both private and public.	1,226,038 (0.9%)	nil (0.0%)
Scott Nirenberski Toronto, Ontario Chief Operating Officer	From May 2016 to the present, Mr. Nirenberski has served as an Investor and Advisor of Kwippo Inc. and from April 2016 to January 2018, he has served as a Business Advisor and CFO of dtour.life. From September 2014 to the present, Mr. Nirenberski has served as a Consulting Portfolio Manager and Analyst of Proteus Capital Management, LLC and has served as a board member for Evolution Surface Solutions. From January 2010 to August 2015, Mr. Nirenberski served as the CEO and General Partner of Muskoka Capital Management, LLC.	nil (0.0%)	nil (0.0%)
Bhavin Shah Toronto, Ontario Chief Technology Officer	From November 2013 to the present, Mr. Shah has served as CTO of TouchBistro. From June 2008 to July 2012, Mr. Shah served as Manager, B/OSS Development of Globalive Communications Corp. and from	nil (0.0%)	nil (0.0%)

Name, Expected Position and Municipality of Residence	Principal Occupation for the Previous Five Years	Number and Percentage of Resulting Issuer Shares after giving effect to the Transaction and % of Class Held ⁽¹⁾	Number and Percentage of Common Shares over which voting control is held after giving effect to the Transaction ⁽¹⁾⁽²⁾
Jason Theofilos ⁽²⁾⁽³⁾⁽⁵⁾ Toronto, Ontario Director	July 2012 to November 2013, he served as Director of Data and Billing of the company. From January 2009 to the present, Mr. Theofilos served as CEO of Mundo Inc. From September 2017 to present, Mr. Theofilos served as a board member of Coinsquare.	7,902,500 (5.8%)	nil (0.0%)
Kingsley Ward ⁽²⁾⁽³⁾⁽⁵⁾ Toronto, Ontario Director	From April 2016 to the present, Mr. Ward has served as Chairman of Founders Advantage Capital Corp. and from June 2016 to the present has acted as Chairman of DATA Communications Management. From January 2003 to the present, Mr. Ward has served as Chairman and/or director of Clarus Securities Inc. and from 1991 to the present, he has served as Chairman and/or director of The Vimy Ridge Group Limited.	2,630,973 (1.9%)	nil (0.0%)

Notes:

(1) The Resulting Issuer Shares over which each of the proposed directors and officers will exercise control includes those GT Shares (which will be exchanged for Resulting Issuer Shares on Closing) received by such proposed directors and officers upon conversion of the Convertible Debentures and Subscription Receipts.

(2) The terms of all directors of the Resulting Issuer will expire on the date of the first annual meeting of the shareholders of the Resulting Issuer.

(3) Anthony Lacavera, Jason Theofilos and Kingsley Ward will comprise the Audit Committee of the Resulting Issuer.

(4) Anthony Lacavera's interest in GT is as a result of his controlling interest in GCI. Pursuant to Voting Agreements, certain GT Shareholders granted the right to vote their shares to GCI. As a result, Anthony Lacavera is expected to hold voting control over 98,075,930 Resulting Issuer Shares (which includes the 56,403,402 Resulting Issuer Shares owned by GCI) representing approximately 71.8% of the outstanding Resulting Issuer Shares after giving effect to the Transaction.

(5) All Resulting Issuer Shares beneficially owned by the director or officer are subject to a Voting Agreement pursuant to which the director or officer has granted the right to vote his shares to GCI.

After giving effect to the Transactions including the Private Placement, the holdings of the proposed directors and officers of the Resulting Issuer, and their Associates and affiliates, as a group, whether, beneficial, direct or indirect, will represent 73,190,413 Resulting Issuer Shares representing approximately 53.6% of the outstanding Resulting Issuer Shares. Pursuant to Voting Agreements, certain GT Shareholders granted the right to vote their shares to GCI. As a result, Anthony Lacavera, as the controlling shareholder of GCI, is expected to hold voting control over 98,075,930 Resulting Issuer Shares (which includes the 56,403,402 Resulting Issuer Shares owned by GCI) representing approximately 71.8% of the outstanding Resulting Issuer Shares after giving effect to the Transaction.

Biographies of Management and Directors

The following are biographies of each of the proposed members of management and directors for the Resulting Issuer:

Anthony Lacavera – Toronto, Ontario – CEO and Chairman

Mr. Lacavera is the founder of GCI, a telecommunications/technology focused investment company. Mr. Lacavera has made over 100 venture and private equity investments over the past 15 years, including founding WIND Mobile which became Canada's fourth largest wireless carrier before it was sold to Shaw for approximately \$1.6 billion. Mr. Lacavera was named Canada's CEO of the Year by the Globe and Mail in 2010, one of the 50 Most Influential Torontonians in 2013 and one of Canada's Top Executives by Power and Influence magazine in 2014. Mr. Lacavera holds an Engineering Degree from the University of Toronto.

Eric So – Toronto, Ontario – CSO

Mr. So has over 15 years' experience advising both private and public companies. He is Chairman of HyperBlock and also serves as a director of Therapix Biosciences Ltd. He has recently served on the executive committee of Mundo Inc. where he was Chief Legal and Corporate Development Officer. An alumnus of Torys LLP, Eric holds a Bachelor of Science from McGill University and a law degree from the University of Windsor. Eric is heavily involved in charity work within his community.

Simon Lockie – Toronto, Ontario – CCO

Mr. Lockie has over 15 years' experience as a legal counsel, business advisor and investor. He is Chief Legal Officer at GCI and previously served on the board of WIND Mobile and as its Chief Regulatory Officer. Prior to joining GCI, Mr. Lockie was a partner at Davies Ward Phillips & Vineberg LLP. He graduated from the University of Toronto with his B.A. (Hon.) and obtained his LL.B. from McGill University. He was Vice-Chair of the American Bar Association's International Corporate Counsel Committee from 2011 to 2013, and for three consecutive years has been recognized by the Canadian General Counsel Association as one of Canada's top five young in-house counsel.

Brock Bundy – Toronto, Ontario – CFO

Mr. Bundy has over 20 years' experience leading teams in private equity investments and has closed more than 40 transactions in both public and private markets. He is on the investment committee of a fund that has \$1.6 billion in assets under management. Mr. Bundy is a Chartered Professional Accountant and member of the Chartered Professional Accountants of Ontario, a Certified Management Accountant and member of the Society of Management Accountants of Ontario; and a Member of the Institute of Corporate Directors of Canada and holder of the ICD.D designation.

Scott Nirenberski – Toronto, Ontario – COO

Mr. Nirenberski has over 20 years' experience investing in the technology sector in the San Francisco Bay Area. He began his career in corporate finance and planning at Intel and subsequently held research analyst positions with Montgomery Securities, Deutsche Bank and Credit Suisse First Boston. Mr. Nirenberski ran technology research teams for multi-billion dollar hedge funds Pequot Capital and Seasons Capital. He co-founded Mosaic Asset Management, a San Francisco based \$280 million TMT hedge fund. Mr. Nirenberski has a B.Sc. (Hon) from the University of Toronto, an MBA from Carnegie Mellon University, and is a CFA holder.

Bhavin Shah – Toronto, Ontario – CTO

Mr. Shah has over 15 years' experience in software engineering and for five years was the Chief Technology Officer of TouchBistro Inc. He is also a former Director of Data and Billing Applications at Globalive Communications. Mr.

Shah graduated with a Bachelor of Applied Science specializing in Computer Engineering from the University of Toronto.

Sarah Redford – Toronto, Ontario – CHRO

Ms. Redford has over 19 years' experience in human resources across a variety of industries. She is currently Chief People Officer of the MARU Group Limited and is also the Senior Vice-President of Maru/Matchbox Inc., a subsidiary of the MARU Group Limited. Ms. Redford holds a Bachelor of Arts degree in Sociology from the University of British Columbia and a Human Resource Management Certificate from Ryerson University.

Jason Theofilos – Toronto, Ontario – Director

Mr. Theofilos is a Co-founder and Chief Executive Officer of Mundo Inc., a leading global performance mobile ad network. He has founded or invested in over 50 private technology and blockchain companies and serves on the board of Mundo Inc. and CoinSquare, a leading Canadian cryptocurrency exchange.

Kingsley Ward – Toronto, Ontario – Director

Mr. Ward has more than 25 years of experience as an investor and director of various private equity and public companies. He is a Managing Partner of VRG Capital Corp. and Chairman of Founders Advantage Capital Corp., DATA Communications Management Corp., Clarus Securities Inc., Jones Brown Holdings Inc. and Nucro-Technics.

Corporate Cease Trade Orders

None of the Resulting Issuer's directors, officers, or promoters, or a security holder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer has, within ten years prior to the date of this Filing Statement, been a director, officer, or promoter of any Company, including the Resulting Issuer and any personal holding companies, that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO of the relevant Company.

Bankruptcies

Other than as set out below, none of the directors, officers, or promoters of the Resulting Issuer, or a shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or any personal holding companies of the foregoing, within ten years prior to the date of this Filing Statement has been a director, officer, or promoter of any Company, as applicable, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets.

Mr. Bundy was a director of Ever-Reddy Duplicating Services Inc., which was subject to bankruptcy proceedings in 2016.

Penalties or Sanctions

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

Conflicts of Interest

There are potential conflicts of interest to which the directors, proposed directors and officers of the Resulting Issuer will be subject with respect to the operations of the Resulting Issuer. Certain of the directors, proposed directors and/or officers serve as directors and/or officers of, and/or have significant shareholdings in, other Companies, including Collaborators. Any conflicts of interest will be subject to and governed by the law applicable to directors and officers conflicts of interest, including the procedures prescribed by the OBCA. The OBCA requires that directors and officers of the Resulting Issuer, who are also directors or officers of a party which enters into a material contract with the Resulting Issuer or otherwise have a material interest in a material contract entered into by the Resulting Issuer, must disclose their interest and, in certain instances, refrain from voting on any resolution of the Resulting Issuer's directors to approve the contract.

Anthony Lacavera sits on the board of directors of VIDL News, a Company in which GT currently holds a 32% interest. GT has also invested USD\$800,000 in a convertible debenture with a 20% discount, and a \$10,000,000 valuation cap, into VIDL News. Simon Lockie sits on the board of directors of Eigen, a Company in which GT holds an approximately 3.8% interest and has entered into a joint venture arrangement with to co-develop its technology platform. Bhavin Shah sits on the board of directors of Mantle and GT has entered into a partnership with blockchain architect Pascal Leblanc, the founder of Mantle. Eric So sits on the board of directors of Hyperblock, a Company in which GT holds approximately 3% of the outstanding common shares.

Standing Committees of the Board

The Resulting Issuer will have an Audit Committee comprised of the following three directors: Anthony Lacavera, Jason Theofilos, and Kingsley Ward.

Promoter Consideration

Other than GCI, there is no Person that will be considered a promoter of the Resulting Issuer, nor has any Person acted as promoter for either CCA or GT within the past two years.

Other Reporting Issuer Experience

The following table sets out the proposed directors and officers of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers.

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Exchange</u>	<u>Position</u>	<u>From</u>	<u>To</u>
Anthony Lacavera	PEEKS SOCIAL LTD.	TSXV	Director	March 2014	April 2014
	Vogogo Inc.	TSXV	Director	September 2014	July 2015
	Urthecast Corp.	TSX	Deemed Insider	June 2013	April 2016
	Frankly Inc.	TSXV	Director	December 2014	June 2016
	Nuuvera Inc.	TSXV	Director	December 2017	March 2018

	Alignvest Acquisition II Corporation	TSX	Director		May 2017	Current
	Founders Advantage Capital Corp.	TSXV	Director		April 2016	Current
	Trilogy International Partners Inc.	TSX	Director		February 2017	Current
Brock Bundy	NSR Resources Inc.	TSXV	Director		October 2011	June 2014
	Tintina Mines Limited	TSXV	Director		November 2011	June 2014
Kingsley Ward	Wheels Group Inc.	TSX	Director & Senior Officer		April 1998	July 2014
	Founders Advantage Capital Corp.	TSXV	Director		April 2016	Current
	DATA Communications Management Corp.	TSX	Director		June 2014	Current
	Pareto Corporation	TSXV	Director & Senior Officer		December 2001	September 2011
Eric So	Therapix Biosciences Ltd.	NASDAQ	Director		June 2017	Current
	Riot Blockchain	NASDAQ	Director		October 2017	February 2018

EXECUTIVE COMPENSATION

The following disclosure of executive compensation is made in accordance with the requirements of NI 51-102 and Exchange Form 3B2. For the purposes of Exchange Form 3B2, disclosure is required to be made for the Resulting Issuer's CEO and four most highly compensated executive officers regardless of the amount of their compensation. Under these guidelines, disclosure for Anthony Lacavera, Eric So, Simon Lockie, Brock Bundy, Scott Nirenberski and Bhavin Shah is set out below. GT engaged Hugessen Consulting to provide information to assist in determining the appropriate salary and other compensation for the Resulting Issuer Named Executive Officers.

The following table sets forth the expected annual and long-term compensation of the Resulting Issuer Named Executive Officers for services in all capacities to the Resulting Issuer for the 12 months following completion of the Transaction:

Name and Principal Position	Salary ⁽¹⁾	Share-Based Awards	Option-Based Awards ⁽²⁾⁽³⁾	Annual Incentive Plans	RSU Based Awards ⁽²⁾⁽³⁾	Pension Value	All Other Compensation ⁽⁴⁾	Total Compensation
Anthony Lacavera, CEO and Director	\$300,000	-	\$1,545,075	\$225,000	\$1,575,000	-	-	\$3,645,075
Eric So, CSO	\$250,000	-	\$490,500	\$125,000	\$500,000	-	-	\$1,365,500
Simon Lockie, CCO	\$250,000	-	\$490,500	\$125,000	\$500,000	-	-	\$1,365,500
Brock Bundy, CFO	\$250,000	-	\$490,500	\$125,000	\$500,000	-	-	\$1,365,500
Scott Nireberski, COO	\$250,000	-	\$490,500	\$125,000	\$500,000	-	-	\$1,365,500
Bhavin Shah, CTO	\$250,000	-	\$490,500	\$125,000	\$500,000	-	-	\$1,365,500

Notes:

(1) Expected salary for the 12 months following completion of the Transaction or as otherwise may be determined by the Board of the Resulting Issuer for such period.

(2) The Resulting Issuer will issue Resulting Issuer Options and Resulting Issuer RSUs to its directors, officers, employees and consultants upon completion of the Transaction. The value of such Resulting Issuer Options has been estimated using Black-Scholes Option Pricing Model, using an exercise price of \$1.00, share price of \$1.00, expected life of 7 years, volatility of 175% and discount rate of 2.1%. See "Options to Purchase Securities" below. The value of the Resulting Issuer RSUs is \$1, being the price in the Private Placement per GT Subscription Receipt.

(3) GT has determined that aggregate Resulting Issuer Awards granted to management of GT under the RI Omnibus Plan will be limited to 10% of the issued and outstanding shares of GT, on an as converted basis.

(4) As at the date hereof, it is unknown whether the Resulting Issuer will pay or award any additional compensation to its Named Executive Officers other than the compensation disclosed herein.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OTHER MANAGEMENT

No person who is a director or officer of CCA, GT or is proposed to be a director or officer of the Resulting Issuer, or any Associate of the foregoing, is: (a) indebted to CCA or GT or a Subsidiary of CCA or GT; or (b) is indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar Amalgamation or understanding provided by CCA, GT or a Subsidiary of CCA or GT.

INVESTOR RELATIONS ARRANGEMENTS

Neither CCA or GT has entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Resulting Issuer or its securities or to engage in activities for the purpose of stabilizing the market. Any such agreement or understanding that may be entered into following the completion of the Transaction will be at the determination of the Board of the Resulting Issuer.

OMNIBUS EQUITY INCENTIVE COMPENSATION PLAN

The RI Omnibus Plan will be administered by the Board (or a committee thereof) and will provide that the Board may from time to time, in its discretion, and in accordance with Exchange requirements, grant to eligible Participants, non-transferable Resulting Issuer Awards. Such Resulting Issuer Awards include Resulting Issuer Options, Resulting Issuer RSUs, Resulting Issuer SARs, Resulting Issuer DSUs and Resulting Issuer PSUs.

All terms defined in the section below that are not otherwise defined in the Filing Statement shall have the meanings given to such terms in the RI Omnibus Plan.

Maximum Number of Resulting Issuer Shares Issuable

The number of Resulting Issuer Shares reserved for issuance under the RI Omnibus Plan upon the exercise of Resulting Issuer Options will not, in the aggregate, exceed 10% of the then outstanding Resulting Issuer Shares. Additionally, the maximum number of Resulting Issuer Shares reserved for issuance under the RI Omnibus Plan upon exercise or settlement of any Resulting Issuer Awards other than Resulting Issuer Options shall be 13,653,621 Resulting Issuer Shares. In connection with the foregoing, the maximum number of Resulting Issuer Shares for which Resulting Issuer Awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding Resulting Issuer Shares or 2% in the case of a grant of Resulting Issuer Awards to any consultant or persons (in the aggregate) retained to provide Investor Relations Activities.

Change of Control

On a Change of Control of the Resulting Issuer, the Board shall have discretion as to the treatment of Resulting Issuer Awards, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Resulting Issuer Awards; (ii) permit the conditional exercise of any Resulting Issuer Awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any Resulting Issuer Awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as it sees fit, the Resulting Issuer Awards not exercised prior to the successful completion of such Change of Control. If there is a Change of Control, any Resulting Issuer Awards held by a Participant shall automatically vest following such Change of Control, on the Termination Date, if the Participant is an employee, officer or a director and their employment, or officer or director position is terminated or they resign for Good Reason within 12 months following the Change of Control, provided that no acceleration of Resulting Issuer Awards shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the Exchange is either obtained or not required.

Terms of Resulting Issuer Awards

The following is a summary of the various types of Resulting Issuer Awards issuable under the RI Omnibus Plan.

Resulting Issuer Options.

Subject to any requirements of the Exchange, the Board may determine the expiry date of each Resulting Issuer Option. Subject to a limited extension if a Resulting Issuer Option expires during a Black Out Period, Resulting Issuer Options may be exercised for a period of up to seven years after the grant date, provided that: (i) upon a Participant's termination for Cause, all Resulting Issuer Options, whether vested or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Resulting Issuer Options as at the Termination Date shall automatically and immediately vest, and all vested Resulting Issuer Options will continue to be subject to the RI Omnibus Plan and be exercisable for a period of 90 days after the Termination Date; (iii) in the case of the Disability of a Participant, all Resulting Issuer Options shall remain and continue to vest (and are exercisable) in accordance with the terms of the RI Option Plan for a period of 12 months after the Termination Date, provided that any Resulting Issuer Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such

Resulting Issuer Options, to determine whether to accelerate the vesting of such Resulting Issuer Options, cancel such Resulting Issuer Options with or without payment and determine how long, if at all, such Resulting Issuer Options may remain outstanding following the Termination Date, provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date; (v) subject to paragraph (vi) below, in all other cases where a Participant ceases to be eligible under the RI Omnibus Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Resulting Issuer Options shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Resulting Issuer Options will continue to be subject to the RI Omnibus Plan and be exercisable for a period of 90 days after the Termination Date; and (vi) notwithstanding paragraphs (i)-(v), in connection with the resignation of the Participants holding CCA Options to purchase Common Shares granted to the directors and officers of CCA under the CCA Option Plan, upon completion of the Proposed Qualifying Transaction, such options shall be exercisable for a period of 12 months after the Termination Date.

The exercise price of the Resulting Issuer Options will be determined by the Board at the time any Resulting Issuer Option is granted. In no event will such exercise price be lower than the last closing price of the Resulting Shares on the Exchange less any discount permitted by the rules or policies of the Exchange at the time the Resulting Issuer Option is granted. Subject to any vesting restrictions imposed by the Exchange, or as may otherwise be determined by the Board at the time of grant, Resulting Issuer Options shall vest equally over a four year period such that ¼ of the Resulting Issuer Options shall vest on the first, second, third and fourth anniversary dates of the date that the Resulting Issuer Options were granted.

Resulting Issuer RSUs.

Subject to any requirements of the Exchange, the Board may determine the expiry date of each Resulting Issuer RSU. Subject to a limited extension if a Resulting Issuer RSU expires during a Black Out Period, Resulting Issuer RSUs may vest and be paid out for a period of up to three years after the grant date, provided that: (i) upon a Participant's termination for Cause, all Resulting Issuer RSUs, whether vested (if not yet paid out) or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Resulting Issuer RSUs as at the Termination Date shall automatically and immediately vest and be paid out; (iii) in the case of the Disability of a Participant, all Resulting Issuer RSUs shall remain and continue to vest in accordance with the terms of the RI Omnibus Plan for a period of 12 months after the Termination Date, provided that any Resulting Issuer RSUs that have not been vested within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such Resulting Issuer RSUs, to determine whether to accelerate the vesting of such Resulting Issuer RSUs, cancel such Resulting Issuer RSUs with or without payment and determine how long, if at all, such Resulting Issuer RSUs may remain outstanding following the Termination Date, provided, however, that in no event shall such Resulting Issuer RSUs be exercisable for more than 12 months after the Termination Date; and (v) in all other cases where a Participant ceases to be eligible under the RI Omnibus Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Resulting Issuer RSUs shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Resulting Issuer RSUs will be paid out in accordance with the RI Omnibus Plan.

The number of Resulting Issuer RSUs to be issued to any Participant will be determined by the Board at the time of grant. Each Resulting Issuer RSU will entitle the holder to receive at the time of vesting for each Resulting Issuer RSU held, either one Resulting Issuer Share or a cash payment equal to the fair market value of a Resulting Issuer Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of Resulting Issuer RSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Resulting Issuer Shares. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date.

Subject to any vesting restrictions imposed by the Exchange, or as may otherwise be determined by the Board at the time of grant, Resulting Issuer RSUs shall vest equally over a three year period such that 1/3 of the Resulting Issuer

RSUs shall vest on the first, second and third anniversary dates of the date that the Resulting Issuer RSUs were granted.

Resulting Issuer SARs.

Resulting Issuer SARs may be issued together with Resulting Issuer Options or as standalone awards. Upon the exercise of a Resulting Issuer SAR, a Participant shall be entitled to receive payment from the Resulting Issuer in an amount representing the difference between the fair market value of the underlying Resulting Issuer Shares on the date of exercise over the grant price of the Resulting Issuer SAR. At the discretion of the Board, the payment upon the exercise of a Resulting Issuer SAR may be in cash, Resulting Issuer Shares of equivalent value, in some combination thereof, or in any other form approved by the Board in its sole discretion.

Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each Resulting Issuer SAR. Subject to a limited extension if a Resulting Issuer SAR expires during a Black Out Period, Resulting Issuer SARs will not be exercisable later than the seventh anniversary date of its grant.

Subject to compliance with the rules of the Exchange, the Board may determine at the time of grant, the treatment of Resulting Issuer SARs upon a Participant ceasing to be eligible to participate in the RI Omnibus Plan.

Resulting Issuer DSUs.

The number and terms of Resulting Issuer DSUs to be issued to any Participant will be determined by the Board at the time of grant. Each Resulting Issuer DSU will entitle the holder to receive at the time of settlement for each Resulting Issuer DSU held, either one Resulting Issuer Share or a cash payment equal to the fair market value of a Resulting Issuer Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of Resulting Issuer DSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Resulting Issuer Shares.

Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each Resulting Issuer DSU, provided that if a Resulting Issuer DSU would otherwise settle or expire during a Black Out Period, the Board may extend such date.

Subject to compliance with the rules of the Exchange, the Board may determine at the time of grant, the treatment of Resulting Issuer DSUs upon a Participant ceasing to be eligible to participate in the RI Omnibus Plan.

Resulting Issuer PSUs.

The number and terms (including applicable performance criteria) of Resulting Issuer PSUs to be issued to any Participant will be determined by the Board at the time of grant. Each Resulting Issuer PSU will entitle the holder to receive at the time of settlement for each Resulting Issuer PSU held, either one Resulting Issuer Share or a cash payment equal to the fair market value of a Resulting Issuer Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of Resulting Issuer PSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Resulting Issuer Shares.

Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each Resulting Issuer PSU, provided that in no event will delivery of Resulting Issuer Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which the performance conditions or restrictions are satisfied or lapse, and (ii) December 31 of the third year following the year of the grant date.

Subject to compliance with the rules of the Exchange, the Board may determine at the time of grant, the treatment of Resulting Issuer PSUs upon a Participant ceasing to be eligible to participate in the RI Omnibus Plan.

Outstanding Resulting Issuer Awards

Upon completion of the Proposed Qualifying Transaction, it is expected that the Resulting Issuer will have 7,356,372 Resulting Issuer Options issued and outstanding to acquire Resulting Issuer Shares, including the 106,372 Resulting Issuer Options which were previously outstanding under the CCA Option Plan. GT has also agreed to issue 7,250,000 Resulting Issuer RSUs following Closing. See “Part II – Information Concerning GT – Executive Compensation – Consulting Agreement”.

The following table shows the expected allocation of Resulting Issuer Options:

<u>Category of Optionee</u>	<u>Number of Options to Purchase Common Shares⁽¹⁾⁽²⁾</u>	<u>Exercise Price(\$)</u>	<u>Market Value on Filing Statement Date (Date of Grant)</u>	<u>Vesting Schedule (Options)</u>	<u>Expiry Date</u>
Officers of the Resulting Issuer, including: <ul style="list-style-type: none"> • Anthony Lacavera • Eric So • Simon Lockie • Brock Bundy • Scott Nirenberski • Bhavin Shah 	4,075,000	\$1.00	\$3,997,575	Options vest in three equal tranches on the first three anniversary dates after they are granted.	7 years after grant date
Directors of the Resulting Issuer who are not also officers of the Resulting Issuer, including: <ul style="list-style-type: none"> • Jason Theofilos • Kingsley Ward 	150,000	\$1.00	\$147,150	Options vest in three equal tranches on the first three anniversary dates after they are granted.	7 years after grant date
Other employees of the Resulting Issuer	1,025,000	\$1.00	\$1,005,525	Options vest in three equal tranches on the first three anniversary dates after they are granted.	7 years after grant date
Consultants of the Resulting Issuer	2,000,000	\$1.00	\$1,962,000	Options vest in three equal tranches on the first three anniversary dates after they are granted.	7 years after grant date
TOTAL	7,250,000	\$1.00	\$7,112,250	Options vest in three equal tranches on the first three anniversary dates after they are granted.	7 years after grant date

Notes:

(1) On Closing 45,208 Resulting Issuer Options will be held by officers of CCA as of the Filing Statement Date and 61,164 Resulting Issuer Options will be held by directors of CCA, who are not also officers of CCA, as of the Filing Statement Date.

(2) GT has determined that aggregate Resulting Issuer Awards granted to management of GT under the RI Omnibus Plan will be limited to 10% of the issued and outstanding shares of GT, on an as converted basis.

The following table shows the expected allocation of Resulting Issuer RSUs:

Category of Optionee	Number of RSUs⁽¹⁾	Exercise Price(\$)	Market Value on Filing Statement Date (Date of Grant)	Vesting Schedule (RSUs)	Expiry Date
Officers of the Resulting Issuer, including: <ul style="list-style-type: none"> • Anthony Lacavera • Eric So • Simon Lockie • Brock Bundy • Scott Nirenberski • Bhavin Shah 	4,075,000	N/A	\$4,075,000	RSUs vest in three equal tranches on the first three anniversary dates after they are granted.	N/A
Directors of the Resulting Issuer who are not also officers of the Resulting Issuer, including: <ul style="list-style-type: none"> • Jason Theofilos • Kingsley Ward 	150,000	N/A	\$150,000	RSUs vest in three equal tranches on the first three anniversary dates after they are granted.	N/A
Other employees of the Resulting Issuer	375,000	N/A	\$375,000	RSUs vest in three equal tranches on the first three anniversary dates after they are granted.	N/A
Consultants of the Resulting Issuer	2,650,000	N/A	\$2,650,000	RSUs vest in three equal tranches on the first three anniversary dates after they are granted.	N/A
TOTAL	7,250,000	N/A	\$7,250,000	RSUs vest in three equal tranches on the first three anniversary dates after they are granted.	N/A

Notes:

(1) GT has determined that aggregate Resulting Issuer Awards granted to management of GT under the RI Omnibus Plan will be limited to 10% of the issued and outstanding shares of GT, on an as converted basis.

ESCROWED SECURITIES

Escrow Share Summary

The CPC Escrow Shares are currently held by the persons listed below pursuant to the CPC Escrow Agreements. There are 2,560,000 CPC Escrow Shares currently in escrow. At the time of Completion of the Proposed Qualifying Transaction, it is expected that each of the persons listed in the table below will hold Resulting Issuer Shares subject to escrow in the amount listed beside such person's name.

The CPC Escrow Shares are currently subject to the release schedule set out in Schedule B(1) to the CPC Escrow Agreement, with 10% to be released upon the date of issuance of the Final Exchange Bulletin and an additional 15% of the CPC Escrow Shares are to be released every six months thereafter until all CPC Escrow Shares have been released (36 months following the date of issuance of the Final Exchange Bulletin).

CPC Escrow Shares

The following table lists the holders of CPC Escrow Shares, the number of CPC Escrow Shares, and the percentage of securities held in escrow by each Person who will be a holder of CPC Escrow Shares before and after the Completion of the Proposed Qualifying Transaction.

Name and Municipality of Residence of Securityholder	Designation of class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
		Number of securities held in escrow ⁽¹⁾	Percentage of class ⁽²⁾	Number of Resulting Issuer Shares to be held in escrow	Percentage of class ⁽³⁾
Philip Cunningham Toronto, Ontario	Common Shares	500,000	10.37%	67,568	0.05%
Morris Prychidny Toronto, Ontario	Common Shares	125,000	2.59%	16,892	0.01%
Paul F. Little Toronto, Ontario	Common Shares	375,000	7.78%	50,676	0.04%
Paul Kelly Investments Limited ⁽⁴⁾ Oakville, Ontario	Common Shares	500,000	10.37%	67,568	0.05%
Boyd Taylor Oakville, Ontario	Common Shares	250,000	5.19%	33,784	0.02%
Fourfourtwo Investments Limited ⁽⁵⁾ Toronto, Ontario	Common Shares	500,000	10.37%	67,568	0.05%
Carolyn A. Davis Toronto, Ontario	Common Shares	100,000	2.07%	13,514	0.01%
Eric P. Salsberg Willowdale, Ontario	Common Shares	200,000	4.15%	27,027	0.02%
Maria Papanastasiou Toronto, Ontario	Common Shares	10,000	0.21%	1,351	0.00%
Total:		2,560,000		345,948	0.25%

Notes:

(1) Pursuant to the terms of the CPC Escrow Agreement, 10% of these CPC Escrow Shares will be released upon the date of issuance of the Final Exchange Bulletin respecting the Transaction.

(2) Based on a total of 4,820,440 Common Shares outstanding as of the date of this Filing Statement, on an undiluted basis.

(3) Based on the total of 136,536,212 Resulting Issuer Shares expected to be outstanding following completion of the Transaction, on an undiluted basis.

(4) Paul Kelly is the sole shareholder of Paul Kelly Investments Limited.

(5) Anthony Griffiths is the sole shareholder of Fourfourtwo Investments Limited.

Resulting Issuer Escrow Shares

The following table sets out, as of the date hereof and to the knowledge of CCA and GT, the name and municipality of residence of the security holders who will be issued, directly or beneficially, Resulting Issuer Shares in connection with the Proposed Qualifying Transaction which will be Resulting Issuer Escrow Shares and subject to Tier 2 value escrow.

Name and Municipality of Residence of Securityholder	Designation of class	Prior to Giving Effect to the Transaction		After Giving Effect to the Transaction	
		Number of securities held in escrow	Percentage of class	Number of Resulting Issuer Escrow Shares ⁽¹⁾⁽²⁾	Percentage of class ⁽³⁾
GCI	Resulting Issuer Shares	-	N/A	50,763,062	37.2%
Anthony Lacavera Toronto, Ontario ⁽⁴⁾	Resulting Issuer Shares	-	N/A	50,763,062	37.2%
Eric So Toronto, Ontario	Resulting Issuer Shares	-	N/A	4,524,750	3.3%
Simon Lockie Toronto, Ontario	Resulting Issuer Shares	-	N/A	Nil	0.0%
Brock Bundy Toronto, Ontario	Resulting Issuer Shares	-	N/A	1,103,434	0.8%
Scott Nirenberski Toronto, Ontario	Resulting Issuer Shares	-	N/A	nil	0.0%
Bhavin Shah Toronto, Ontario	Resulting Issuer Shares	-	N/A	nil	0.0%
Jason Theofilos Toronto, Ontario	Resulting Issuer Shares	-	N/A	7,112,250	5.2%
Kingsley Ward Toronto, Ontario	Resulting Issuer Shares	-	N/A	2,367,876	1.7%

Notes:

(1) Pursuant to the Tier 2 value escrow agreements, 10% of the securityholder's shares will be released at the time of the Final Exchange Bulletin; the Number of Resulting Issuer Escrow Shares represents the remaining 90% of GT Shares held by each securityholder. Each of the securityholders identified in the table also entered into a lock-up agreement with the Agents of the Private Placement which restricts their ability to sell the 10% of their GT Shares that will be released at the time of the Final Exchange Bulletin. See "Part II – Information Concerning GT – General Development of the Business – Private Placement".

(2) The Resulting Issuer Shares subject to escrow includes those GT Shares (each of which will be exchanged for one Resulting Issuer Share on Closing) received upon conversion of the Convertible Debentures. Upon Conversion of the Convertible Debentures, GCI, and as a result of his controlling interest in GCI, Anthony Lacavera, will be issued 1,000,000 GT Shares, Eric So will be beneficially issued 32,500 GT Shares, Brock Bundy will be issued 76,652 GT Shares, Jason Theofilos will be beneficially issued 432,500 GT Shares and Kingsley Ward will be beneficially issued 227,952 GT Shares.

(3) Based on a total of 136,536,212 Resulting Issuer Shares issued and outstanding.

(4) Resulting Issuer Escrowed Shares held are a result of the Securityholder's interest in GCI, and are not incremental to the Resulting Issuer Escrowed Shares held by GCI.

The Resulting Issuer Shares are Tier 2 "Value Securities" as defined in the Escrow Policy and the Resulting Issuer Escrow Shares will be released in accordance with the following timeline provided by the Escrow Policy. In addition, Resulting Issuer Escrow Shares issued to CCA seed share investors who are not "Principals" of the Resulting Issuer as defined in the policies of the TSXV will also be released in accordance with the below timeline:

Release Dates	Percentage of Total Escrowed Securities to be Released	Cumulative Percentage of Total Escrowed Securities to be Released
Date of Final Exchange Bulletin	10%	10%
6 months following Final Exchange Bulletin	15%	25%
12 months following Final Exchange Bulletin	15%	40%
18 months following Final Exchange Bulletin	15%	55%
24 months following Final Exchange Bulletin	15%	70%
30 months following Final Exchange Bulletin	15%	85%
36 months following Final Exchange Bulletin	15%	100%

General Information Concerning Escrowed Securities

Holders of securities of the Resulting Issuer held in escrow may generally exercise voting rights attaching to such securities. However, no holder of securities held in escrow will vote any securities in support of one or more arrangements that would result in the repayment of capital being made on the securities prior to a winding up of the Resulting Issuer. Generally, holders of securities in escrow do not see their right to receive a dividend or other distribution on the securities impaired.

Where escrowed securities of the Resulting Issuer are held by a Company, such Company will be required to agree not to carry out, while its Resulting Issuer Shares are in escrow, any transaction that would result in the change of control of the Company. Any such Company will be required to further undertake to the TSXV that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the Company.

All holders of escrowed shares must obtain TSXV consent to transfer Resulting Issuer Shares then subject to escrow, other than in specified circumstances set out in the applicable escrow agreement.

Escrow and Voting Agreements

GT entered into Escrow Agreements prior to the Proposed Qualifying Transaction with a number of GT Shareholders and Convertible Debenture holders. Each Escrow Agreement provides that for a period of two years following the completion of the Transaction, the holder may not transfer any GT Security (or Resulting Issuer Shares) acquired prior to the Private Placement without GT approval and that GT will have the right to redeem such securities at the price paid thereof. GT will be able to exercise such right of redemption if permitted by applicable laws. In the aggregate, after giving effect to the conversion of the Convertible Debentures, a total of 10,520,000 GT Shares will be subject to Escrow Agreements after the completion of the Transaction. Under the Escrow Agreements, each of the securityholders subject to the provisions thereof cannot, and will not be entitled to, sell, transfer, assign, pledge, charge, encumber, enter into a derivative transaction concerning, or otherwise deal in any way with the escrowed securities unless they have been released under the agreement. Each securityholder subject to the provisions of an Escrow Agreement retains the right to receive dividends or other distributions on the escrowed securities while held in escrow. A copy of the forms of Escrow Agreements will be filed at www.sedar.com under the Resulting Issuer's profile.

An aggregate of 107,312,422 Resulting Issuer Shares held by former GT Shareholders and Convertible Debenture holders, including 72,026,905 Resulting Issuer Shares that will be held, directly or indirectly, by Insiders of the Resulting Issuer, will be Resulting Issuer Escrow Shares. The 73,526,905 Resulting Issuer Escrow Shares will be subject to Value Security Escrow Agreements and the 33,785,517 Resulting Issuer Escrow Shares that are not held by Insiders of the Resulting Issuer will be subject to escrow restrictions for a period of four months, one year or two years depending on the price initially paid for the GT Shares or Convertible Debentures and the date on which they were initially purchased.

GCI and GT entered into Voting Agreements with certain shareholders of GT who will hold 71.8% of the Resulting Issuer Shares which provide GCI with the right to vote all of such shares. The Voting Agreement remains in force until the earliest of: (a) all the parties thereto cease holding GT Shares or Resulting Issuer Shares; (b) GCI becoming insolvent or subject to related proceedings; and (c) GCI delivering written notice terminating the agreement. The Voting Agreement applies to all Resulting Issuer Shares acquired by the parties thereto, other than Resulting Issuer Shares acquired as a result of the exchange of Subscription Receipts purchased in the Private Placement; but does not restrict parties thereto from disposing of their shares and does not give GCI any rights to dividends or other distributions in connection with GT Shares or Resulting Issuer Shares. A copy of the Voting Agreement will be filed at www.sedar.com under the Resulting Issuer's profile.

Lock-Up Agreements

GT Shareholders and Convertible Debenture Holders holding an aggregate of 76,497,528 GT Shares, on an as converted basis, entered into lock-up agreements with the Agents for the Private Placement. The lock-up agreements will expire 180 days after the Closing Date.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

CCA's auditors are RSM Canada LLP and GT's auditors are PricewaterhouseCoopers LLP. PwC is expected to be the auditors of the Resulting Issuer.

Transfer Agent and Registrar

The transfer agent and registrar of the Resulting Issuer will not change as a result of the Transaction. See "Part I – Information Concerning CCA – Auditor, Transfer Agent and Registrar."

PART V GENERAL MATTERS

DATE OF INFORMATION

Unless otherwise stated in this Filing Statement, information is current as of the Filing Statement Date.

SPONSORSHIP

GT and CCA have obtained an exemption from the sponsorship requirements of the Exchange. Canaccord has agreed to provide the Exchange with a confirmation letter contemplated by Section 3.4 of the Sponsorship Policy in support of GT and CCA's application for an exemption from the sponsorship requirements.

INTEREST OF EXPERTS

RSM Canada LLP are the auditors of CCA, and PricewaterhouseCoopers LLP are the auditors of GT. Both RSM Canada LLP and PwC are independent of each of GT and CCA, respectively, within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

RELATIONSHIPS

CCA has not entered into an agreement with any registrant to provide sponsorship or corporate finance services, either now or in the future.

EXPERTS

The following professional persons have prepared reports or have provided opinions that are either included or referenced within this Filing Statement:

1. RSM Canada LLP, Chartered Accountants, has provided auditor's reports on the audited financial statements of CCA included in this Filing Statement.
2. PricewaterhouseCoopers LLP, Chartered Professional Accountants, has provided an auditor's report on the audited financial statements of GT included in this Filing Statement.

OTHER MATERIAL FACTS

There are no material facts about CCA or the Transaction that are not disclosed within this Filing Statement and which are necessary in order for this Filing Statement to contain full, true and plain disclosure of all material facts relating to CCA, GT or the Resulting Issuer assuming completion of the Transaction.

BOARD APPROVAL

The Board of CCA has approved the contents of this Filing Statement.

PART VI RISK FACTORS

An investment in CCA, GT and the Resulting Issuer is subject to various risks and should be considered highly speculative. Investors should consider the following risk factors in addition to those outlined or otherwise referred to in this Filing Statement and the Appendices hereto.

Prior to making an investment decision, investors should consider the investment risks set forth below and those described elsewhere in this Filing Statement, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of CCA and GT consider the risks set forth below to be the most significant, but do not consider them to be all of the risks associated with an investment in securities of CCA, GT or the Resulting Issuer. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not to be material in connection with the Resulting Issuer's business, actually occur, the Resulting Issuer's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Resulting Issuer's securities could decline and investors may lose all or part of their investment.

RISK FACTORS RELATING TO THE TRANSACTION

Termination of the Business Combination Agreement or failure to obtain required approvals

Each of CCA and GT has the right to terminate the Business Combination Agreement in certain circumstances. Accordingly, there is no certainty, nor can CCA provide any assurance, that the Business Combination Agreement will not be terminated before completion of the Transaction. In addition, the completion of the Amalgamation is subject to a number of conditions, certain of which are outside the control of CCA, including receipt of approval from the Exchange. There is no certainty, nor can CCA provide any assurance, that these conditions will be satisfied. If for any reason the Transaction is not completed, the market price of the CCA Shares may be adversely affected and CCA Shareholders will lose the prospective benefits of the Transaction. Moreover, if the Business Combination Agreement is terminated, there is no assurance that CCA will pursue or be able to complete an alternative transaction.

Decline in the market price of CCA Shares

If the Transaction is not completed, the market price of the CCA Shares may decline to the extent that the current market price of the CCA Shares reflects a market assumption that the Transaction will be completed. If the Transaction is not completed, there can be no assurance that CCA will be able to find a party willing to complete a transaction with CCA.

Costs of the Transaction

There are certain costs related to the Transaction, such as legal and accounting fees incurred, that must be paid by CCA even if the Transaction is not completed.

The effect of the Transaction on CCA Shares is uncertain

The effect of the Transaction upon the market price of the CCA Shares cannot be predicted with any certainty, and the history of similar transactions (which include share consolidations) for corporations similar to CCA is varied. There can be no assurance that the per-share market price of the CCA Shares following the Transaction will remain higher than the per-share market price of CCA Shares immediately before the Transaction or equal or exceed the direct arithmetical result of the Transaction.

RISK FACTORS RELATING TO CCA

Limited History of Operations

CCA has a very limited history of operations, is in the early stage of development and, in compliance with the CPC Policy, has conducted no active business and has received no revenues other than interest revenues. As such, CCA is subject to many risks, all of which are common to such enterprises, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that CCA will be successful in achieving a return on shareholders' investment and its likelihood of success must be considered in light of its early stage of operations. CCA has no intention of paying dividends in the near future.

The Transaction May Not be Completed

The Transaction is subject to final acceptance of the Exchange. There can be no assurance that all of the necessary regulatory approvals will be obtained. If the Transaction contemplated by the Business Combination Agreement is not completed for these reasons or for any other reason, including as a result of the termination of the Business Combination Agreement by the parties to that agreement, CCA will have incurred significant costs associated with the failed implementation of the Transaction. Furthermore, CCA has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that CCA will be able to identify a suitable Qualifying Transaction in sufficient time or at all. Even if a proposed Qualifying Transaction is identified in the future, there can be no assurance that CCA will be able to successfully complete such transaction and the completion of

such other Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, approval of the majority of the minority shareholders.

Management and Conflicts of Interest

The ability of CCA to successfully complete a Qualifying Transaction is dependent on the performance of its current directors and officers, who only devote a portion of their time to the business and affairs of CCA and are, or will be, engaged in other projects or businesses. The current directors, officers, Control Persons and promoters of CCA also serve as directors and/or officers of other Companies which may compete with CCA in its search for the businesses or assets targeted in order to complete a Qualifying Transaction. Accordingly, situations may arise where the directors, officers, Control Persons and promoters of CCA are in a position of conflict with CCA.

RISK FACTORS RELATING TO GT

The securities of GT (and correspondingly those of the Resulting Issuer) should be considered highly speculative due to the nature of the Resulting Issuer's proposed business and the present stage of GT's development. A prospective investor should consider carefully the risk factors set out below. In addition, prospective investors should carefully review and consider all other information contained in this Filing Statement before making an investment decision. An investment in securities of GT or the Resulting Issuer should only be made by persons who can afford a significant or total loss of their investment.

The risks and uncertainties described below are those that GT's management believes are material, but these risks and uncertainties may not be the only ones that GT or the Resulting Issuer may face. Additional risks and uncertainties, including those that GT's management currently are not aware of or deem immaterial, may also result in decreased operating revenues, increased operating expenses or other events that could result in a decline in the value of any securities of GT or the Resulting Issuer. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Filing Statement. **All risk factors of GT referenced below and elsewhere in this Filing Statement are also risk factors of the Resulting Issuer.**

Profitability

There is no assurance that GT will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue GT's business development and marketing activities. If GT does not have sufficient capital to fund its operations, it may be required to reduce its sales and marketing efforts or forego certain business opportunities.

Availability of Financing

GT has limited financial resources and there is no assurance that additional funding will be available to GT for further operations or to fulfill its obligations under current agreements. There is no assurance that GT can generate sufficient revenues to operate profitably, or provide a return on investment, or that it will successfully implement its plans.

The ability of GT to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as upon the business success of GT and the success of blockchain usage in general. There can be no assurance that GT will be successful in its efforts to arrange additional financing, or that such financing will be available on terms satisfactory to GT. If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of GT may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, GT may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Limited Number of Joint Venture Partners

GT intends to participate in a limited number of joint venture partnerships and, as a consequence, the aggregate returns realized by GT may be substantially and adversely affected by the unfavourable performance of even a single Collaborator. Accordingly, there can be no assurance that GT will be able to reduce its joint venture partnership risk by diversifying its Collaborators. The resulting lack of diversification may adversely impact the ability of GT to achieve its desired joint venture partnership returns. Completion of one or more joint ventures may result in a highly concentrated partnership with a particular Company.

Due Diligence of Joint Venture Partners

The due diligence process to be undertaken by GT in connection with joint ventures that it makes or wishes to make may not reveal all relevant facts in connection with a joint venture. Before going ahead with a joint venture, GT will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each joint venture. When conducting due diligence investigations, GT may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of joint venture. Nevertheless, when conducting due diligence investigations and making an assessment regarding a joint venture, GT will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any joint venture opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such joint venture opportunity. Moreover, such an investigation will not necessarily result in the joint venture being successful.

Joint Venture Risks

GT conducts its business of participating in joint ventures and partnerships with AI and blockchain technology Companies, including: (a) the purchase of equity, debt, and convertible securities issued by early-stage blockchain projects, platforms or Companies pursuant to initial coin offerings; and (b) partnerships with early-stage companies, with the expectation that these Companies will experience strong growth. Because the company will predominantly partner with entities with digital assets, GT may be subject, directly or indirectly, to risks in respect of AI and blockchain technologies including those risks described below.

Reliance on Third Parties

The success of the Resulting Issuer will depend to a great extent on the success of joint ventures, and therefore will depend on the ability of the Collaborators to achieve their goals including successfully developing new applications and technology platforms. The Resulting Issuer does not, and will not, control all the joint ventures in which it has an interest. There can be no assurance that Collaborators or the joint ventures will be successful or that any actions taken by the Collaborators, which the Resulting Issuer does not control, will always be in the best interests or consistent with the interests of the Resulting Issuer. Further, the interests of the Resulting Issuer and the Collaborators, or the operators of the Collaborators, may not always be aligned.

There can be no assurance that the Resulting Issuer will be able to successfully license the joint venture products to third parties at all or on favourable terms to the Resulting Issuer. There can also be no assurance that the third-party licensees will be able to meet expected volumes at anticipated prices, nor is there assurance that the third-party licensees will perform at the quantity and quality levels expected by the Resulting Issuer's management. Any material variation of third-party licensees may have a significant negative impact on the future performance of the Resulting Issuer.

The prices of AI and blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect the business of GT, and tokens may also be subject to significant price volatility.

The market prices of blockchain assets have historically been subject to dramatic fluctuations and are highly volatile, and each joint venture will be subject to its own fluctuations and volatility based on the type of blockchain asset that comprises its business. Several factors may influence the market price of the assets, including, but not limited to:

- Global blockchain asset supply;
- Global blockchain asset demand, which can be influenced by the growth of acceptance by retail merchants and commercial businesses of blockchain assets like cryptocurrencies as payment for goods and services, the security of online blockchain asset exchanges and digital wallets that hold blockchain assets, the perception that the use and holding of blockchain assets is safe and secure, and the regulatory restrictions on their use;
- Investors' expectations with respect to the rate of inflation and fiat currency valuations;
- Changes in the software, software requirements or hardware requirements underlying the digital assets;
- Changes in the rights, obligations, incentives or rewards for the various participants in the digital assets;
- Interest rates;
- Currency exchange rates;
- Fiat currency withdrawal and deposit policies of blockchain asset exchanges on which tokens may be traded and liquidity on such exchanges;
- Interruptions in service from or failures of major blockchain asset exchanges on which tokens may be traded;
- Monetary policies of governments, trade restrictions, currency devaluations and revaluations;
- Regulatory measures, if any, that affect the use of blockchain assets;
- The maintenance and development of the applicable open-source software protocols;
- Global or regional political, economic or financial events and situations; or
- Expectations among blockchain assets participants that the value of the blockchain assets will soon change.

A decrease in the price of a single blockchain asset may cause volatility in the entire blockchain asset industry and may affect other blockchain assets including the joint ventures of GT. For example, a security breach that affects investor or user confidence in certain blockchain protocols may affect the industry as a whole and may also cause the price of other blockchain assets to fluctuate.

Cryptocurrency Bubble

The market prices of cryptocurrencies have been subject to extreme fluctuations and have appreciated significantly subject to a recent correction. Some market participants believe that cryptocurrencies are still overvalued and that we are in the middle of a bubble. If the price of a cryptocurrency falls after the Resulting Issuer or a Collaborator has invested in it, the value of the Resulting Issuer may fall accordingly.

Momentum Pricing Risk

Momentum pricing typically is associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Resulting Issuer's shareholders.

The regulatory regime governing the blockchain technologies, cryptocurrencies, tokens and token offerings is uncertain, and new regulations or policies may materially adversely affect the development of GT's joint ventures with companies engaged in AI and blockchain technologies

Regulation of tokens and token offerings such as cryptocurrencies, blockchain technologies, and cryptocurrency exchanges currently is undeveloped and likely to rapidly evolve. Regulation varies significantly among international, federal, state and local jurisdictions and is subject to significant uncertainty. Various legislative and executive bodies in Canada, the U.S. and in other countries may in the future adopt laws, regulations, guidance, or other actions, which may severely impact the development and growth of blockchain assets and the adoption and utility of tokens. Failure by GT, the Collaborators or other blockchain asset users to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

As blockchain networks and blockchain assets have grown in popularity and in market size, federal and state agencies have begun to take interest in, and in some cases regulate, their use and operation. In the case of virtual currencies, state regulators like the New York Department of Financial Services have created new regulatory frameworks. Others, such as Texas, have published guidance on how their existing regulatory regimes apply to virtual currencies. Some states, like New Hampshire and North Carolina, have amended their state's statutes to include virtual currencies into existing licensing regimes. Treatment of virtual currencies continues to evolve under federal law as well. Both the Department of the Treasury and the Commodity Futures Trading Commission, for example, have published guidance on the treatment of virtual currencies. The Internal Revenue Service released guidance treating Ether as property that is not currency for US federal income tax purposes, although there is no indication yet whether other courts or federal or state regulators will follow this classification. Both federal and state agencies have instituted enforcement actions against those violating their interpretation of existing laws.

The regulation of non-currency use of blockchain assets is also uncertain. For example, neither the SEC nor the CFTC has formally asserted regulatory authority over any particular blockchain network. The CFTC has publicly taken the position that certain blockchain assets are commodities and, in particular, the SEC has stated that the DAO tokens, which were tokens offered and sold by a virtual organization known as The DAO, constitute securities. To the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a blockchain network or asset, blockchain assets and tokens may be adversely affected.

In Canada, the CSA issued a notice in August 2017. In the notice, as the SEC did in the U.S., the CSA warned that cryptocurrency offerings such as ICOs may involve sales of securities, regardless of whether the instrument distributed is referred to as a coin/token instead of a share, stock or equity, including because such coins/tokens may be considered investment contracts, and therefore securities laws in Canada, including prospectus requirements and registration requirements, may apply. It was further noted that some cryptocurrency products may also be considered derivatives and be subject to the derivatives laws adopted by the Canadian securities regulatory authorities, including trade reporting rules.

Blockchain networks also face an uncertain regulatory landscape in many foreign jurisdictions such as the European Union, China, Japan and Russia. Laws, regulations or directives in these jurisdictions may conflict with those of

Canada and the U.S. or may directly and negatively impact GT's business. The effect of any future regulatory change is impossible to predict, but the change could be substantial and adverse to development and growth of the digital assets, and the adoption and utility of tokens.

It is important to note that some countries have imposed significant regulations with respect to cryptocurrencies, including outright bans. For example, we understand that Bangladesh, Bolivia, Ecuador, Kyrgyzstan, Morocco, and Namibia have banned cryptocurrencies, and some other countries such as China and South Korea have curtailed cryptocurrency exchanges and cryptocurrency accounts.

New or changing laws and regulations or interpretations of existing laws and regulations, in Canada, the U.S. and other jurisdictions, may adversely impact the value of the currency in which blockchain assets and tokens may be exchanged, the value of the distributions that may be made, the liquidity and market price of tokens, the ability to access marketplaces or exchanges on which to trade blockchain assets, and the structure, rights and transferability of blockchain assets.

The further development and acceptance of blockchain networks and AI, which are part of a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of blockchain networks and blockchain assets would have an adverse material effect on the successful development of the business of GT

The growth of the blockchain industry is subject to a high degree of uncertainty. The factors affecting the further development of AI and blockchain networks, include, without limitation:

- Worldwide growth in the adoption and use of AI and blockchain technologies;
- Government and quasi-government regulation of AI and blockchain assets and their use, or restrictions on or regulation of access to and operation of blockchain networks or similar systems;
- The maintenance and development of the open-source software protocol of digital networks;
- Changes in consumer demographics and public tastes and preferences;
- The availability and popularity of other forms or methods of buying and selling goods and services, or trading assets including new means of using fiat currencies or existing networks;
- General economic conditions and the regulatory environment relating to cryptocurrencies; or
- A decline in the popularity or acceptance of blockchain networks.

Accounting and Auditing of Cryptocurrency Assets May Cause Issues with Future Filings

IFRS issued by the IASB do not include any requirements or guidance specific to the accounting for cryptocurrencies. Future development of formal accounting views and guidance that may be developed by the IASB or future interpretations of existing guidance by the accounting profession may result in accounting conclusions that differ from the policies adopted and accounting applied by GT, the Collaborators or its investees. In addition, auditing standards related to cryptocurrencies and transactions on a distributed ledger may be further developed in the future. Though GT does not currently have any intention to carry material cryptocurrency assets any future ownership of cryptocurrency assets by GT, its Subsidiaries or the Collaborators or equity accounted for investees, may result in the inability of GT to engage an auditor.

Risk of Security Breaches

Security breaches, computer malware and computer hacking attacks have been a prevalent concern in the blockchain industry. Any security breach caused by hacking, which involves efforts to gain unauthorized access to information or systems, or to cause intentional malfunctions or loss or corruption of data, software, hardware or other computer equipment, and the inadvertent transmission of computer viruses, could harm GT's business operations or result in loss of GT's assets.

The security procedures and operational infrastructure of the venture companies in which GT enters into joint ventures with may be breached due to the actions of outside parties, error or malfeasance, or otherwise, and, as a result, an unauthorized party may obtain access to accounts, private keys, data or cryptocurrencies. As the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, or may be designed to remain dormant until a predetermined event, and often are not recognized until launched against a target, Companies in which GT engages in a joint venture with may be unable to anticipate these techniques or implement adequate preventative measures. If an actual or perceived breach occurs, the market perception of the effectiveness of GT's joint venture strategy could be harmed.

Speculative and Volatile Nature of Blockchain

The participation and investment in blockchain technologies and digital assets are speculative activities as these are relatively new sectors involving a high degree of financial risk. The price and value of blockchain technologies and digital assets have historically been subject to dramatic fluctuations and are highly volatile, which may materially and adversely affect the Resulting Issuer. The Resulting Issuer's business plan depends upon the growth and adoption of blockchain technology and AI.

Political or Economic Crises

As an alternative to fiat currencies that are backed by central governments, digital assets, which are relatively new, are subject to supply and demand forces based upon the desirability of an alternative, decentralized means of buying and selling goods and services, and it is unclear how such supply and demand will be impacted by political or economic crises. Nevertheless, political or economic crises may motivate large-scale sales of digital assets either globally or locally. Large-scale sales of digital assets could result in a reduction in value of the Resulting Issuers' joint ventures and could adversely affect the Resulting Issuer.

Uncertainty of Taxation

The tax characterization of cryptocurrency investments is uncertain and may have significant effects on the profitability of GT or its Collaborators.

Difficulty in Valuing Collaborators

Generally, there will be no readily available market for some or all of GT's joint ventures and therefore such joint ventures will be difficult to value. In particular, many of the Collaborators that GT has ventures in and partnered with are at a pre-revenue stage, and therefore it is difficult to value such joint ventures in respect of various factors including illiquidity of such investments.

Limited Operating History and No Assurance of Profitability

GT was incorporated December 7, 2017. GT is subject to all of the business risks and uncertainties associated with any early-stage enterprise, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, and lack of revenues. GT may not be able to achieve or maintain profitability and may incur significant losses in the future. In addition, GT expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If GT cannot produce revenue to offset these expected

increases in costs and operating expenses, GT will not be profitable. There is no assurance that GT will generate revenue and be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of operations.

No Revenue to Date

GT has not generated revenues as of the date of this Filing Statement. The ability to generate revenue depends upon the returns received on its joint ventures and the ability of GT to avail itself of opportunities to liquidate its investments on a timely basis in a profitable manner. These opportunities are not expected to arise typically at least until the development of technology solutions with a Collaborator has reached a marketable stage or the joint venture has reached a level of maturity in its business development and financial performance. As of the date of this Filing Statement, there is no expectation to generate revenue in the near term.

Reliance on Key Personnel

The success of GT is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management, specifically Anthony Lacavera. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals, or an inability to attract, retain and motivate sufficient numbers of qualified senior management could have a material adverse effect on GT's business, operating results or financial condition.

Management of Growth

GT may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of GT to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of GT to deal with this growth may have a material adverse effect on GT's business, financial condition, results of operations and prospects.

Regulatory Risks

The activities of GT may become subject to regulation by governmental authorities, in jurisdictions where GT or the Collaborators may exist or conduct its business. As noted in "*Part II – Information Concerning GT – Narrative Description of the Business – Regulation*" above, regulation surrounding AI, IoT and blockchain technologies is in a state of development and uncertainty. GT cannot predict the regulations it may be required to comply with or the time required to secure all appropriate regulatory approvals, or the extent of information and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain, regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of GT.

As the regulation surrounding AI, IoT and blockchain technologies continues to develop, GT may incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions of GT's operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to GT's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of GT.

Private Corporation Risks

Joint venture investments in private entities cannot be resold without a prospectus, an available prospectus exemption or an appropriate ruling under relevant securities legislation. Even if they can be sold, there may not be a market for such securities. This may impair GT's ability to react quickly to market conditions or negotiate the most

favourable terms for exiting such joint ventures. Joint ventures with private corporations may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. The process of valuing joint ventures with private corporations will inevitably be based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the joint ventures.

Equity Market Risk

The price of the securities in which GT may invest are influenced by the issuing entity's outlook, market activity and regional, national and international economic conditions.

Loss of Investment Risk

An investment in GT is speculative and may result in the loss of a substantial portion of an investment. Only potential investors who are experienced in high risk investments and who can afford to lose a substantial portion of their investment should consider an investment in GT.

No Guaranteed Return

There is no guarantee that an investment in GT will earn any positive return in the short term or long term.

Reliance on Computer Systems

GT's information technology and internal infrastructure is susceptible to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Significant disruption to the availability of information technology and internal infrastructure could cause delays in research and development work. GT would incur liability and development of product candidates would be delayed if any disruption or security breach were to result in a loss of, or damage to, GT's data. Additionally, GT will rely on cloud service providers such as Amazon AWS, Microsoft Azure or Google Cloud. Any outages or changes related to these cloud services and service providers may cause disruption to development and services at GT.

Employee Regulations

GT is exposed to the risk of employee fraud and other misconduct. Employee fraud includes intentional failure to comply with regulations, intentional failure to provide accurate information to regulatory authorities and intentional failure to comply with industry standards. Other misconduct includes failure to report financial information accurately, failure to disclose unauthorized activities to GT, and the improper use of information obtained in the course of employment. Employee misconduct resulting in legal action, significant fines or other sanctions could result in a material adverse effect to GT's business, results of operations or financial condition.

Competition

There is potential that GT will face competition from other Companies, some of which can be expected to have longer operating histories and more financial resources and experience than GT. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of GT.

There are other entities investing in the AI and blockchain technology space and GT expects this sector to grow. These Companies may have an advantage and may have developed a more efficient operational or investment model. GT may not have sufficient resources to continue on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of GT.

Litigation

GT may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which GT becomes involved be determined against GT such a decision could adversely affect GT's ability to continue operating and the market price for the common shares and could use significant resources. Even if GT is involved in litigation and wins, litigation can redirect significant GT resources. Litigation may also create a negative perception of GT's brand.

Protection of Intellectual Property Rights

The future success of GT's business is dependent upon the intellectual property rights surrounding certain technology held by the Collaborators, including trade secrets, know-how and continuing technological innovation. Although Collaborators seek to protect proprietary rights, their actions may be inadequate to protect any proprietary rights or to prevent others from claiming violations of their proprietary rights. There can be no assurance that other Companies are not investigating or developing other technologies that are similar to the technology of the Collaborators. In addition, effective intellectual property protection may be unenforceable or limited in certain countries, and the global nature of the Internet makes it impossible to control the ultimate designation of the applicable technology. Any of these claims, with or without merit, could subject a Collaborator to costly litigation. If the protection of proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of GT's investments and other intangible assets may be diminished. Any of these events could have an adverse effect on GT's business and financial results.

Global Economic and Financial Deterioration Impeding Access to Capital or Increasing the Cost of Capital

Market events and conditions, including disruption in the Canadian, U.S. and international financial markets and other financial systems and the deterioration of Canadian, U.S. and global economic and financial market conditions, could, among other things, impact currency trading and impede access to capital or increase the cost of capital, which would have an adverse effect on GT's ability to fund its working capital and other capital requirements.

Permits and Licenses

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

Dividends

Any decision to declare and pay dividends in the future will be made at the discretion of GT's Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board may deem relevant. As a result, investors may not receive any return on an investment in the common shares unless they sell their shares of GT for a price greater than that which such investors paid for them. GT has no earnings or dividend record and may not pay any dividends on its common shares in the foreseeable future. Dividends paid by GT could be subject to tax and, potentially, withholdings.

RISK FACTORS RELATING TO THE RESULTING ISSUER

Control of the Resulting Issuer

Anthony Lacavera will beneficially own approximately 41.3% of the shares of the Resulting Issuer Shares and, through voting agreements, will have voting control over approximately an additional 30.5% shares of the Resulting Issuer Shares. As a result, Mr. Lacavera will be a control person as he will have voting control over approximately 71.8% of the issued and outstanding Resulting Issuer Shares on the Completion of the Proposed Qualifying Transaction. Accordingly, Anthony Lacavera will have sufficient voting power to control, subject to any minority approval requirements, or significantly influence the outcome of various matters, including matters that require

shareholder approval, subject to any minority approval requirements. These matters may include the composition of the board of directors of the Resulting Issuer, which has the authority to direct the Resulting Issuer's business, and to appoint and remove officers; approving or rejecting a merger, amalgamation, consolidation or other business combination; raising future capital; and amending the Resulting Issuer's articles, which governs the rights attached to the Resulting Issuer Shares. This concentration of ownership could delay or prevent proxy contests, mergers, takeover offers, open-market purchase programs or other purchases of the Resulting Issuer Shares that might otherwise give shareholders the opportunity to realize a premium over the then-prevailing market price of the Resulting Issuer Shares. This concentration of ownership and voting control may also adversely affect the trading price of the Resulting Issuer Shares. To the extent that Mr. Lacavera's interest or views regarding the Resulting Issuer do not align with those of other shareholders, his views may nevertheless prevail.

Liquidity for the Common Shares

There is no assurance that there will be a liquid market for the Resulting Issuer Shares. Trading volumes for the Resulting Issuer Shares may fluctuate dramatically from day to day and from month to month. The stock market has, from time to time, experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance, net asset values or prospects of particular Companies. There can also be no assurance that an active trading market in securities of the Resulting Issuer will be established and sustained. If an active public market for the Resulting Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline. Further, should investor interest in the Resulting Issuer wane, shareholders may find it difficult to sell their shares or may be unable to do so. Additionally, no assurance can be given as to the market price of the Resulting Issuer Shares after completion of the Transaction. It is also unlikely that the Resulting Issuer will pay any dividends in the immediate future.

Compliance with Rules and Requirements Applicable to Public Companies

Changing laws, regulations and standards relating to corporate governance and continuous disclosure result in increased legal and financial compliance costs. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

See also "*Part VI - Risk Factors - Risk Factors Relating to GT*" for a description of additional risk factors relating to the Resulting Issuer.

**APPENDIX A
FINANCIAL STATEMENTS OF CCA**

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)

Financial Statements

**For the Years Ended December 31, 2017 and
2016**

(Expressed in Canadian dollars)



INDEPENDENT AUDITORS' REPORT

To the Shareholders of Corporate Catalyst Acquisition Inc. (A Capital Pool Company)

We have audited the accompanying financial statements of Corporate Catalyst Acquisition Inc. which comprise the statements of financial position as at December 31, 2017 and December 31, 2016 and the statements of loss and comprehensive loss, changes in equity and cash flows for the years ended December 31, 2017 and December 31, 2016 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Corporate Catalyst Acquisition Inc. as at December 31, 2017 and December 31, 2016, and its financial performance and its cash flows for the years ended December 31, 2017 and December 31, 2016 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Corporation's continuing operations, as intended, are dependent upon its ability to complete a qualifying transaction. The ability of the Corporation to complete a qualifying transaction or fund its potential future operations and commitments is dependent upon the ability of the Corporation to obtain additional financing. There is no assurance that the Corporation will be successfully in completing a Qualifying Transaction. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
March 19, 2018
Toronto, Ontario

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Statements of Financial Position
(Expressed in Canadian dollars)
As at December 31, 2017 and December 31, 2016

	2017	2016
Assets		
Current		
Cash (Note 4)	\$ 131,913	\$ 179,838
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 19,512	\$ 6,502
Shareholders' Equity		
Share capital (Note 5)	831,324	831,324
Contributed surplus (Note 5)	129,295	129,295
Deficit	(848,218)	(787,283)
	112,401	173,336
	\$ 131,913	\$ 179,838

Nature of Operations (Note 1)

Approved by the Board _____
"Paul Kelly"
Director (Signed)

_____ **"Morris Prychidny"**
Director (Signed)

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Statements of Loss and Comprehensive Loss
For the years ended December 31, 2017 and December 31, 2016
(Expressed in Canadian dollars)

	2017	2016
Expenses		
Professional fees	\$ 53,532	\$ 35,239
Filing fees	7,249	8,264
General and administrative	154	183
Total expenses	60,935	43,686
Net loss and comprehensive loss	\$ (60,935)	\$ (43,686)

Loss per share (Note 9)

Basic and diluted	\$ (0.03)	\$ (0.02)
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Weighted average number of common shares outstanding (Note 9)

Basic and diluted	2,260,440	2,260,440
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Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Statements of Changes in Equity
For the years ended December 31, 2017 and December 31, 2016
(Expressed in Canadian dollars)

	Number of Common Shares	Capital Stock	Contributed Surplus	Deficit	Total
Balance, December 31, 2015	4,820,440	\$ 831,324	\$ 129,295	\$ (743,597)	\$ 217,022
Net loss and comprehensive loss for the year	-	-	-	(43,686)	(43,686)
Cancellation of seed shares (Note 5)	-	-	-	-	-
Balance, December 31, 2016	4,820,440	\$ 831,324	\$ 129,295	\$ (787,283)	\$ 173,336
Net loss and comprehensive loss for the year	-	-	-	(60,935)	(60,935)
Balance, December 31, 2017	4,820,440	\$ 831,324	\$ 129,295	\$ (848,218)	\$ 112,401

The accompanying notes are an integral part of these financial statements

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Statements of Cash Flows
For the years ended December 31, 2017 and December 31, 2016
(Expressed in Canadian dollars)

	2017	2016
Operating activities		
Net loss	\$ (60,935)	\$ (43,686)
Items not affecting cash:		
Non-cash professional fees	19,510	6,500
Changes in non-cash working capital:		
Accounts payable and accrued liabilities	(6,500)	(9,000)
Net used in operating activities	(47,925)	(46,186)
Net change in cash	(47,925)	(46,186)
Cash, beginning of year	179,838	226,024
Cash, end of year	\$ 131,913	\$ 179,838

1. NATURE OF OPERATIONS

Corporate Catalyst Acquisition Inc. (the "Company") was incorporated under the *Business Corporations Act* (Ontario) on March 19, 2012 and is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 ("CPC Policy") of the TSX Venture Exchange Inc. (the "Exchange"). The Company has no significant assets other than cash and proposes to identify and evaluate potential acquisitions or businesses with a view to completing a Qualifying Transaction, as defined in the CPC Policy.

The Company's common shares commenced trading on the Exchange on December 28, 2012, under the trading symbol "CII.P". On January 5, 2015, the Exchange suspended trading of the common shares of the Company as a result of failure to complete a Qualifying Transaction within 24 months of listing. The Company had until September 30, 2015 to complete its Qualifying Transaction without a transfer of its listing to the NEX Exchange.

The Company did not complete its Qualifying Transaction by September 30, 2015, and as a result, the Company applied for the transfer of its listing to the NEX Exchange which the Exchange accepted. At its annual and special meeting of shareholders held on December 16, 2014, the Company received shareholder approval to transfer its listing to the NEX Exchange and to cancel an aggregate of 2,450,000 Seed Shares (as defined by the policies of the Exchange) held by non-arm's length parties of the Company. On October 1, 2015, the Company cancelled 2,450,000 Seed Shares in accordance with Exchange policies. On October 5, 2015, the trading symbol for the Company changed from "CII.P" to "CII.H" and the shares resumed trading on September 13, 2016. The Company will continue to actively seek out opportunities to complete its Qualifying Transaction in the best interest of all shareholders. Where an acquisition is warranted, additional funding will be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will be successful in completing a Qualifying Transaction.

The head office, principal address and records office of the Company are located at 181 Bay Street, Suite 4400, Toronto, Ontario, M5J 2T3.

The financial statements were approved and authorized for issue by the Board of Directors on March 19, 2018.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire periods presented in these financial statements.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Significant assumptions that management has made that would result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the recognition of deferred income tax assets.

Financial Instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, FVTPL, available for sale, FVTPL liabilities or other financial liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other financial liabilities are subsequently measured at amortized cost using the effective interest rate method.

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Notes to the Financial Statements
December 31, 2017 and 2016
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

<u>Financial Instrument</u>	<u>Classification</u>
Cash	FVTPL
Accounts payable and accrued liabilities	Other financial liabilities

The Company's financial instruments measured at fair value on the statement of financial position consist of cash. Cash is measured at level 1 of the fair value hierarchy. There are three levels of the fair value hierarchy as follows:

- Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.
- Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
- Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

Impairment of financial assets

A financial asset not carried at FVTPL is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

Interest Revenue

Interest revenue is recorded as earned.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit (loss) such as unrealized gains or losses on available-for-sale investments and gains or losses on certain derivative instruments. To date there has not been any comprehensive income (loss) other than the net loss.

Share-based Payments

The Company accounts for stock options using the fair value method. Under this method, compensation expense for stock options granted to employees is measured at fair value at the grant date using the Black Scholes option pricing model and recognized over the vesting period of the options granted.

Compensation expense for stock options granted to non employees is measured at the fair of the goods or services received. However, if the fair value cannot be estimated reliably, the share based payment transaction is measured at the fair value of the stock options granted at the date the Company received the goods or the services using the Black Scholes option pricing model.

Loss Per Share

The Company presents basic loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all options and warrants outstanding that may add to the total number of common shares.

Outstanding ordinary shares that are contingently returnable (including escrowed shares) are not treated as outstanding and are excluded from the calculation of basic earnings per share until the date the shares are no longer subject to recall.

Share Issuance Costs

Professional fees, consulting fees and other costs that are directly attributable to financing transactions are charged to share capital when the related shares are issued.

Income Taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the period using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income Taxes (Cont'd)

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

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

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

3. FUTURE CHANGES IN ACCOUNTING POLICIES

The following standard has been issued but is not yet effective:

- a) IFRS 9, which replaces IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 is built on a logical, single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. IFRS 9 also incorporates requirements for financial liabilities, most of which were carried forward unchanged from IAS 39. Certain changes were made to the fair value option for financial liabilities to address the issue of own credit risk. IFRS 9 removes the volatility in profit or loss caused by changes to the credit risk of liabilities elected to be measured at fair value. Requirements related to hedge accounting, representing a new hedge accounting model, have been added to IFRS 9. The new model represents a substantial overhaul of hedge accounting, which will allow entities to better reflect their risk management activities in financial statements. The most significant improvements apply to those that hedge non-financial risk, so these improvements are expected to be of particular interest to non-financial institutions. In addition, a single, forward-looking expected loss impairment model is introduced, which will require more timely recognition of expected credit losses. The effective date for IFRS 9, which is to be applied retrospectively, is for annual periods beginning on or after January 1, 2018.

The Company is currently evaluating the impact of the above standard on its financial performance and financial statement disclosures but expects that such impact will not be material.

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Notes to the Financial Statements
December 31, 2017 and 2016
(Expressed in Canadian dollars)

4. CASH RESTRICTION

Pursuant to the policies of the Exchange, the proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange. The Company has exceeded this limit. The impact of this violation is not known and is ultimately dependent on the Exchange.

5. CAPITAL STOCK, WARRANTS AND STOCK OPTIONS

Capital Stock

Authorized: an unlimited number of common shares

Issued and outstanding:

	Number of shares	Value
Balance at December 31, 2015	\$ 4,820,440	\$ 831,324
Balance at December 31, 2017 and December 31, 2016	\$ 4,820,440	\$ 831,324

(a) Escrowed Shares:

On April 3, 2012, the Company issued 4,600,000 common shares at \$0.10 per share for gross proceeds of \$460,000, which are subject to a CPC Escrow Agreement. Subsequently, on October 10, 2012, the Company issued an additional 400,000 common shares at \$0.10 per share for gross proceeds of \$40,000, which are subject to the same CPC Escrow Agreement. Under the CPC Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. All common shares acquired on the exercise of stock options granted to directors, officers and non-employees prior to the completion of a Qualifying Transaction must also be deposited in escrow until the Final Exchange Bulletin is issued. In addition, all common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by any person or company who becomes a control person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by principals of the resulting issuer will also be escrowed.

On October 1, 2015, the Company cancelled 2,450,000 Seed Shares held by non-arm's length parties in accordance with Exchange policies, as a result of its failure to complete a Qualifying Transaction within the deadline imposed by the Exchange (Note 1).

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Notes to the Financial Statements
December 31, 2017 and 2016
(Expressed in Canadian dollars)

5. CAPITAL STOCK, WARRANTS AND STOCK OPTIONS (Cont'd)

Capital Stock (Cont'd)

(b) Initial Public Offering:

On December 28, 2012, the Company completed its initial public offering (the "Offering") of 2,084,400 common shares at a price of \$0.20 per common share for gross proceeds of \$416,880.

Regarding the 2,084,400 common shares issued pursuant to the Offering, 10,000 of these shares were acquired by an associate of a director, as a result these shares are being held in escrow.

As of December 31, 2017 there are 2,560,000 (2016 - 2,560,000) common shares held in escrow, and the weighted average shares outstanding does not include shares held in escrow as they are contingently returnable.

Stock Options

The Company has an incentive stock option plan (the "Plan") under which it is authorized to grant options to officers, directors, employees and consultants. Under the terms of the Plan, the number of shares subject to an option granted to any one participant shall be determined by the Board, but no one participant shall be granted an option which exceeds the maximum number permitted by the Exchange. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued and outstanding common shares of the Company. Options granted under the Plan will have a term not to exceed 10 years, have an exercise price not less than the discounted market price and may be subject to vesting terms as determined by the Board of Directors.

On December 28, 2012, the Company granted stock options to acquire an aggregate of 708,440 common shares at an exercise price of \$0.20 per option to directors and officers of the Company, which expire 10 years from the date of grant. These stock options vested upon grant and were estimated to have a fair value of \$126,939.

The Company had the following stock options outstanding at December 31, 2017:

Issuance Date	Exercise Price	Outstanding Options	Vested Options	Remaining Life (years)	Expiry Date
December 28, 2012	\$ 0.20	708,440	708,440	4.99	December 28, 2022

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Notes to the Financial Statements
December 31, 2017 and 2016
(Expressed in Canadian dollars)

6. INCOME TAX

Income Tax Expense

The following table reconciles income taxes calculated at combined Canadian federal and provincial tax rates with the income tax expense in the financial statements:

	2017	2016
Loss before income taxes	\$ (60,935)	\$ (43,686)
Statutory rate	26.5 %	26.5 %
Expected income tax recovery	(16,148)	(11,577)
Change in deferred tax assets not recognized	16,148	(11,577)
Income tax expense	\$ -	\$ -

Deferred Income Taxes

The components of the Company's deferred income tax assets are a result of the origination and reversal of temporary differences and are comprised of the following:

	2017	2016
Non-capital loss carryforwards	\$ 223,047	\$ 206,899
	223,047	206,899
Less: Deferred tax assets not recognized	(223,047)	(206,899)
	\$ -	\$ -

Losses Carried Forward

The Company has available for deduction against future taxable income non-capital losses of \$841,686 expiring as follows:

2032	\$ 55,276
2033	81,327
2034	334,273
2035	242,107
2036	67,768
2037	60,935
	\$ 841,686

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable income will be available against which the Company can utilize these benefits.

Corporate Catalyst Acquisition Inc.
(A Capital Pool Company)
Notes to the Financial Statements
December 31, 2017 and 2016
(Expressed in Canadian dollars)

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities, approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at December 31, 2017, the Company has accounts payable and accrued liabilities of \$19,512 (2016 - \$6,502) due within 12 months and has cash of \$131,913 (2016 - \$179,838) to meet its current obligations. As a result, the Company has minimal liquidity risk.

8. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, contributed surplus and deficit, in the definition of capital. At December 31, 2017, the Company has total equity of \$112,401 (2016 - \$173,336).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company is not subject to externally imposed capital requirements other than the cash restriction disclosed in Note 4.

9. LOSS PER SHARE

	2017	2016
Numerator:		
Net loss and comprehensive loss for the period	\$ (60,935)	\$ (43,686)
Denominator:		
Weighted average number of common shares	2,260,440	2,260,440
Basic and diluted loss per share	\$ (0.03)	\$ (0.02)

The diluted loss per share does not include the effect of the stock options outstanding as they are anti-dilutive.

10. SUBSEQUENT EVENTS

On March 13, 2018, the Company entered into a letter agreement (the "Letter Agreement") with Globalive Technology Partners Inc. ("GTP"), a private company incorporated under the laws of the Province of Ontario. The Letter Agreement outlines the principal terms and conditions pursuant to which the Company and GTP intend to complete a transaction that will result in a reverse takeover of the Company by shareholders of GTP (the "Proposed Transaction"). The Proposed Transaction will constitute the Company's Qualifying Transaction under the CPC Policy.

Pursuant to the terms of the Letter Agreement, the Company intends to acquire all of the issued and outstanding securities of GTP by way of a business combination. In consideration, CCA will issue approximately 140 million common shares (the "Resulting Issuer Shares") of the resulting public company (the "Resulting Issuer"), in the aggregate, to the holders of common shares of GTP ("GTP Shares"), the holders of subscription receipts of GTP to be issued under the Private Placement (as defined below), the holders of existing convertible debentures of GTP and the holders of the 24 million GTP Shares to be issued in exchange for certain assets valued at \$12 million in the aggregate, to be sold to GTP prior to completion of the Proposed Transaction (the "GTP Vend-in Shares"). In addition, all, if any, stock options of GTP that are issued and outstanding on the effective date of the Proposed Transaction (the "Effective Date") will be exchanged for stock options of the Resulting Issuer, which shall be convertible into approximately 13.9 million Resulting Issuer Shares on a one-for-one basis, with the exercise price and other terms of such options unchanged.

In connection with the Proposed Transaction, the Company has agreed to, subject to regulatory and shareholder approval: (i) change the name of the Resulting Issuer to such name as GTP may reasonably determine; (ii) use its commercially reasonable efforts to consolidate its common shares on a 6.66:1 basis, or such other basis as agreed to by the Company and GTP; and (iii) approve an amended stock option plan.

Closing of the Proposed Transaction is subject to completion and execution of all definitive transaction documents (including accuracy of representations and warranties, compliance of covenants and satisfaction of customary conditions) and receipt of all requisite approvals and consents for the Proposed Transaction including: (i) approval by the Exchange of the Proposed Transaction and the proposed new insiders of the Company; (ii) approval by the board of directors of each of GTP and the Company; and (iii) approval by the shareholders of GTP.

In connection with the Proposed Transaction, GTP has agreed with Canaccord for Canaccord to act as the lead agent in a private placement of subscription receipts of GTP, subject to the satisfaction of customary conditions including the entering into of an agency agreement (the "Private Placement"). It is anticipated the Private Placement will be completed prior to the Effective Date and the shareholders of GTP pursuant to the Private Placement will receive common shares of the Company in accordance with the terms of the Proposed Transaction.

APPENDIX B
MANAGEMENT'S DISCUSSION & ANALYSIS OF CCA

Corporate Catalyst Acquisition Inc.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

For the years ended December 31, 2017 and 2016

Date:

This management discussion and analysis (“**MD&A**”) of the financial condition and results of operations of Corporate Catalyst Acquisition Inc. (the “**Company**”) is for the years ended December 31, 2017 and 2016, and is provided as of March 19, 2018. The Company’s financial statements are prepared in accordance with International Financial Reporting Standards. All amounts presented are stated in Canadian dollars, unless otherwise indicated.

Cautionary Statements:

Certain statements contained in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, projected costs, capital expenditures, financial results, taxes and plans and objectives of or involving the Company. Particularly, statements regarding our future operating results and economic performance are forward-looking statements. In some cases, forward-looking information can be identified by terms such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “predict”, “potential”, “continue” or other similar expressions concerning matters that are not historical facts. Examples of such statements include the Company’s intention to complete a “**Qualifying Transaction**” (as defined by policy 2.4 (the “**CPC Policy**”) of TSX Venture Exchange Inc. (the “**Exchange**”)) and to complete future financings, acquisitions or investments. Forward looking-information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what we currently expect. These factors include the ability of the Company to obtain necessary financing, satisfaction of the conditions under any definitive agreement in connection with a Qualifying Transaction and satisfaction of Exchange requirements with respect to a Qualifying Transaction. For more exhaustive information on these risks and uncertainties, you should refer to the prospectus of the Company dated December 4, 2012 (the “**Prospectus**”), which is available at www.sedar.com. Forward-looking information contained in this MD&A is based on our current estimates, expectations and projections, which we believe are reasonable as of the current date. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While we may elect to, we are under no obligation and do not undertake to update this information at any particular time.

Company Overview:

The Company was incorporated on March 19, 2012, under the *Business Corporations Act* (Ontario). On October 11, 2012, the Company filed Articles of Amendment removing the restrictions on the transfer of its common shares. The authorized capital of the Company consists of an unlimited number of common shares without nominal or par value. On April 3, 2012 and October 10, 2012, the Company issued 4,600,000 and 400,000 common shares, respectively, for a total of 5,000,000 common shares (the “**Seed Shares**”) to seed shareholders for cash consideration of \$500,000. The Seed Shares are subject to escrow in accordance with Exchange requirements and will be released in accordance with the terms and conditions of an escrow agreement among the Company, Olympia Transfer Services Inc., as the escrow agent, and the holders of the Seed Shares. On December 28, 2012, the Company completed its initial public offering (the “**Offering**”) of 2,084,400 common shares at a purchase price of \$0.20 per common share by way of a prospectus for gross proceeds of \$416,880. Canaccord Genuity Corp. (“**Canaccord**”) acted as agent in connection with the Offering. For its services, Canaccord received a cash commission equal to 10% of the gross proceeds of the Offering as well as non-transferable warrants to purchase up to 208,440 common shares at an exercise price of \$0.20 per common share, exercisable within twenty-four months from the listing of the common shares on the Exchange (the “**CCA Canaccord Warrants**”). Canaccord also received an administration fee for its services. On December 22, 2014, Canaccord

exercised 186,040 CCA Canaccord Warrants to acquire 186,040 common shares of the Company. The balance of the CCA Canaccord Warrants expired unexercised on December 28, 2014. The Company is a Capital Pool Company (a “CPC”), as defined in the CPC Policy. The principal business of the Company is the identification and evaluation of businesses and assets with a view to completing a Qualifying Transaction.

On January 5, 2015, the Exchange suspended trading of the common shares of the Company as a result of the Company’s failure to complete a Qualifying Transaction within 24 months of listing. The Company had until September 30, 2015 to complete its Qualifying Transaction without a transfer of its listing to the NEX Exchange. The Company did not complete its Qualifying Transaction by September 30, 2015, and as a result, the Company applied for the transfer of its listing to the NEX Exchange which the Exchange accepted. At its annual and special meeting of shareholders held on December 16, 2014, the Company received shareholder approval to transfer its listing to the NEX Exchange and to cancel an aggregate of 2,450,000 Seed Shares held by non-arm’s length parties of the Company. On October 1, 2015, the Company cancelled 2,450,000 Seed Shares in accordance with Exchange policies. On October 5, 2015, the Company’s listing was transferred to the NEX Exchange and the trading symbol of the Company was changed from “CII.P” to “CII.H”. The common shares resumed trading on September 13, 2016. The Company will continue to actively seek out opportunities to complete its Qualifying Transaction in the best interest of all shareholders.

Overall Performance:

As stated above, the Company issued the Seed Shares in April 2012 and October 2012, for aggregate gross proceeds of \$500,000. In December 2012, the Company completed the Offering for aggregate gross proceeds of \$416,880. On December 22, 2014, Canaccord exercised 186,040 CCA Canaccord Warrants for aggregate proceeds of \$37,208 to the Company. The CPC Policy sets out the permitted uses of proceeds realized from the sale of all securities issued by a CPC, which include expenses related to the identification and evaluation of businesses with a view to completing a Qualifying Transaction, fees for legal and accounting services, agents’ fees, costs and commissions and listing and filing fees. Pursuant to the CPC Policy, not more than the lesser of 30% of the gross proceeds from the issuance of securities or \$210,000 may be used to cover prescribed costs of issuing the securities or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company. The Company has exceeded this limit. The impact of this violation is not known and is ultimately dependent on the Exchange.

For the year ended December 31, 2017, the Company had a net loss of \$60,935 consisting of professional fees (\$53,532), filing fees (\$7,249) and administrative and general expenses (\$154). These expenses relate to the ongoing cost of maintaining the Company’s listing on the Exchange and its reporting issuer status. For the year ended December 31, 2016, the Company had a net loss of \$43,686 consisting of professional fees (\$35,239), filing fees (\$8,264) and administrative and general expenses (\$183). These expenses relate to the ongoing cost of maintaining the Company’s listing on the Exchange and its reporting issuer status.

Results of Operations:

As at December 31, 2017, the Company had no business operations other than the identification and evaluation of businesses and assets with a view to completing a Qualifying Transaction. The net losses of \$60,935 for the year ended December 31, 2017 and \$43,686 for the year ended December 31, 2016 was due primarily to the expenses incurred in such periods as set out above.

Selected Financial Information:

A summary of selected financial information for the three month periods ended is as follows:

Statement of Loss and Comprehensive Loss:	<u>Three Months ended December 31, 2017</u>	<u>Three Months ended September 30, 2017</u>	<u>Three Months ended June 30, 2017</u>	<u>Three Months ended March 31, 2017</u>
Net loss and comprehensive loss for the period	\$(25,626)	\$(11,153)	\$(15,278)	\$(8,878)
Loss per share – basic and diluted	\$(0.011)	\$(0.005)	\$(0.007)	\$(0.004)

Statement of Financial Position:

Working capital	\$112,400	\$138,027	\$149,180	\$164,458
Total assets	\$131,913	\$151,974	\$158,647	\$178,371
Long-term liabilities	\$Nil	\$Nil	\$Nil	\$Nil

Statement of Loss and Comprehensive Loss:	<u>Three Months ended December 31, 2016</u>	<u>Three Months ended September 30, 2016</u>	<u>Three Months ended June 30, 2016</u>	<u>Three Months ended March 31, 2016</u>
Net loss and comprehensive loss for the period	\$(12,167)	\$(6,954)	\$(15,331)	\$(9,234)
Loss per share – basic and diluted	\$(0.005)	\$(0.003)	\$(0.007)	\$(0.004)

Statement of Financial Position:

Working capital	\$173,336	\$185,502	\$192,457	\$207,788
Total assets	\$179,838	\$192,935	\$200,607	\$219,541
Long-term liabilities	\$Nil	\$Nil	\$Nil	\$Nil

Liquidity and Capital Resources:

As at December 31, 2017, the Company had \$131,913 in cash (compared to \$179,838 in cash as at December 31, 2016) as a result of net proceeds derived from the issuance of common shares, which management considers to be sufficient to meet the Company's ongoing obligations.

Financial Instruments and Other Instruments:

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities, approximate fair values due to the relatively short term maturities of the instruments. It is management's

opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Disclosure of Outstanding Share Data:

As more specifically described above under “Company Overview”, there are currently 4,820,440 issued and outstanding common shares in the capital of the Company. In accordance with Exchange requirements, 2,560,000 of these common shares (being the remaining Seed Shares and common shares acquired by a former associate of a director under the Offering) are being held in escrow. There are also 708,440 options issued and outstanding, which enable holders to acquire an aggregate of 708,440 common shares at an exercise price of \$0.20 per common share and have an expiry date of December 28, 2022. Accordingly, as of the date hereof, there are 5,528,880 common shares issued and outstanding on a fully-diluted basis.

Significant Accounting Policies:

The Company’s significant accounting policies are summarized in Note 2 to the audited financial statements for the years ended December 31, 2017 and 2016.

Accounting standards issued but not yet applied:

The following standard has been issued but was not yet effective as at December 31, 2017:

- a) IFRS 9, “Financial Instruments” (“**IFRS 9**”) was issued by the International Accounting Standards Board in July 2014 and will replace IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Final amendments released in July 2014 also introduce a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

The Company is currently evaluating the impact of the above standard on its financial performance and financial statement disclosures but expects that such impact will not be material.

Off Balance Sheet Arrangements:

The Company had no off balance sheet arrangements.

Proposed Transactions:

On March 13, 2018, the Company entered into a letter agreement (the “**Letter Agreement**”) with Globalive Technology Partners Inc. (“**GTP**”), a private company incorporated under the laws of the Province of Ontario. The Letter Agreement outlines the principal terms and conditions pursuant to which the Company and GTP intend to complete a transaction that will result in a reverse takeover of the Company by shareholders of GTP (the “**Proposed Transaction**”). The Proposed Transaction will constitute the Company’s Qualifying Transaction under the CPC Policy.

Terms of the Qualifying Transaction

Pursuant to the terms of the Letter Agreement, the Company intends to acquire all of the issued and outstanding securities of GTP by way of a business combination. In consideration, CCA will issue approximately 140 million common shares (the “**Resulting Issuer Shares**”) of the resulting public company (the “**Resulting Issuer**”), in the aggregate, to the holders of common shares of GTP (“**GTP Shares**”), the holders of subscription receipts of GTP to be issued under the Private Placement (as defined below), the holders of existing convertible debentures of GTP and the holders of the 24 million GTP Shares to be issued in exchange for certain assets valued at \$12 million in the aggregate, to be sold to GTP prior to completion of the Proposed Transaction (the “**GTP Vend-in Shares**”). In addition, all, if any, stock options of GTP that are issued and outstanding on the effective date of the Proposed Transaction (the “**Effective Date**”) will be exchanged for stock options of the Resulting Issuer, which shall be convertible into approximately 13.9 million Resulting Issuer Shares on a one-for-one basis, with the exercise price and other terms of such options unchanged.

In connection with the Proposed Transaction, the Company has agreed to, subject to regulatory and shareholder approval: (i) change the name of the Resulting Issuer to such name as GTP may reasonably determine; (ii) use its commercially reasonable efforts to consolidate its common shares on a 6.66:1 basis, or such other basis as agreed to by the Company and GTP; and (iii) approve an amended stock option plan.

Closing of the Proposed Transaction is subject to completion and execution of all definitive transaction documents (including accuracy of representations and warranties, compliance of covenants and satisfaction of customary conditions) and receipt of all requisite approvals and consents for the Proposed Transaction including: (i) approval by the Exchange of the Proposed Transaction and the proposed new insiders of the Company; (ii) approval by the board of directors of each of GTP and the Company; and (iii) approval by the shareholders of GTP.

Concurrent Financing

In connection with the Proposed Transaction, GTP has agreed with Canaccord for Canaccord to act as the lead agent in a private placement of subscription receipts of GTP, subject to the satisfaction of customary conditions including the entering into of an agency agreement (the “**Private Placement**”). It is anticipated the Private Placement will be completed prior to the Effective Date and the shareholders of GTP pursuant to the Private Placement will receive common shares of the Company in accordance with the terms of the Proposed Transaction.

About GTP

GTP is a private company incorporated under the laws of the Province of Ontario on December 7, 2017. GTP’s assets and principal office are located in Toronto, Ontario. GTP is a technology company developing innovative solutions to disrupt traditional industries, primarily using artificial intelligence, internet of things and blockchain technology. GTP’s core business is entering into joint ventures with other companies (“**Collaborators**”) to co-develop new software applications and technology platforms for use in Collaborators’ businesses, as well as for licensing to third-parties. While each Collaborator is different in terms of its objectives, its own existing technology and technological expertise, generally GTP offers the capital and development resources to create the technology stack to be used in the Collaborator’s business, as well as its managerial, financial and technical expertise.

For further information regarding the Proposed Transaction, please refer to the news release of the Company dated March 14, 2018 filed on SEDAR at www.sedar.com.

Disclosure Controls and Procedures:

Management of the Company, consisting of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, he has concluded that, as of the end of the period covered by this MD&A, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Internal Control Risks:

The Chief Executive Officer and Chief Financial Officer is responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with International Financial Reporting Standards. The design of the Company's internal control over financial reporting was assessed as of the date of this MD&A.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management and specific audit committee monitoring, which exists. The Chief Executive Officer and Chief Financial Officer and the Chair of the audit committee will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas as required. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the Chief Executive Officer and Chief Financial Officer of the financial reports, the integrity and reputation of senior accounting personnel and candid discussion of those risks with the board of directors of the Company.

Risk Factors:

The Company's overall performance and results of operations are subject to a number of risks and uncertainties, including those set out in the Prospectus. On January 5, 2015, the Exchange suspended trading of the common shares of the Company as a result of the Company's failure to complete a Qualifying Transaction within 24 months of listing. The Company had until September 30, 2015 to complete its Qualifying Transaction without a transfer of its listing to the NEX Exchange. The Company did not complete its Qualifying Transaction by September 30, 2015. As a result, on October 1, 2015, the Company cancelled 2,450,000 Seed Shares held by non-arm's length parties of the Company in accordance with Exchange policies, and on October 5, 2015, the Company's listing was transferred to the NEX Exchange and the trading symbol for the Company was changed from "CII.P" to "CII.H". The common shares resumed trading on September 13, 2016. Please refer to the risk factors outlined in the Prospectus.

Additional Information:

Additional information relating to the Company is available on SEDAR at www.sedar.com.

APPENDIX C
CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS OF GT

(See Attached)



Globalive Technology Partners Inc.

Financial Statements

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

(Expressed in Canadian dollars)



May 29, 2018

Independent Auditor's Report

To the Shareholders of Globalive Technology Partners Inc.

We have audited the accompanying financial statements of Globalive Technology Partners Inc., which comprise the statement of financial position as at February 28, 2018 and the statements of net and comprehensive income, changes in equity and cash flows for the period from December 7, 2017 to February 28, 2018, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

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

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

*PricewaterhouseCoopers LLP
PwC Centre, 354 Davis Road, Suite 600, Oakville, Ontario, Canada L6J 0C5
T: +1 905 815 6300, F: +1 905 815 6499*



Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Globalive Technology Partners Inc. as at February 28, 2018 and its financial performance and its cash flows for the period from December 7, 2017 to February 28, 2018 in accordance with International Financial Reporting Standards.

(Signed) “PricewaterhouseCoopers LLP”

Chartered Professional Accountants, Licensed Public Accountants

MANAGEMENT'S REPORT TO SHAREHOLDERS

The accompanying financial statements of Globalive Technology Partners Inc. (the "Company") and other information contained in the management's discussion and analysis are the responsibility of management and have been approved by the Board of Directors. The financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as outlined in Part 1 of the Handbook of the Chartered Professional Accountants of Canada and include some amounts that are based on management's estimates and judgment.

The Board of Directors carries out its responsibility for the financial statements principally through its Audit Committee, which has a majority of independent directors. The Audit Committee reviews the Company's annual financial statements and recommends its approval to the Board of Directors. The Company's auditors have full access to the Audit Committee, with and without management being present. These financial statements have been audited by PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants.

(SIGNED) "*Anthony Lacavera*"

Anthony Lacavera

Director

(SIGNED) "*Kingsley Ward*"

Kingsley Ward

Director

STATEMENT OF FINANCIAL POSITION

As at	Notes	February 28, 2018
Assets		
Current assets		
Cash		\$ 1,408,779
Other receivables		34,919
Investments	6	8,675,001
Total current assets		10,118,699
Non-current assets		
Other assets	10	314,200
Long term investments	6	1,046,976
Investment in associates	5	1,000,000
Total assets		12,479,875
Liabilities		
Current liabilities		
Accounts payables and accrued liabilities		246,012
Promissory notes	6,9,13	750,000
Total current liabilities		996,012
Non-current liabilities		
Deferred income taxes	11	912,778
Total liabilities		1,908,789
Shareholders' equity		
Share capital	9	5,052,001
Retained earnings (deficit)		5,519,084
Total shareholders' equity		10,571,085
Total liabilities & shareholders' equity		12,479,875

Approved on behalf of the Board of Directors

(SIGNED) "Anthony Lacavera"

Anthony Lacavera

Director

(SIGNED) "Kingsley Ward"

Kingsley Ward

Director

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

STATEMENT OF NET AND COMPREHENSIVE INCOME

For the period from December 7, 2017 (commencement of operations) to February 28, 2018	Notes	2018
Other Income	6	\$ 6,888,890
Expenses		
Professional fees		310,926
Salary expenses		85,529
General and administrative		60,573
Total expenses		457,028
Net income for the period		6,431,862
Income tax expense - deferred	11	(912,778)
Net comprehensive income for the period		\$ 5,519,084
Earnings per share		
Basic		\$ 0.146
Diluted		\$ 0.133

The accompanying notes are an integral part of these financial statements

STATEMENT OF CHANGES IN EQUITY

For the period from (commencement of operations) on December 7, 2017 to February 28, 2018	Notes	2018
Number of common shares outstanding		
Outstanding at the beginning of the period		-
Shares issued		65,040,020
Outstanding as at February 28, 2018		65,040,020
Share capital		
Balance at the beginning of the period		-
Shares issued	9	5,052,001
Outstanding as at February 28, 2018		5,052,001
Retained earnings		
Balance at beginning of period		-
Net comprehensive income for the period		5,519,084
Outstanding as at February 28, 2018		5,519,084
Total shareholders' equity		10,571,085

The accompanying notes are an integral part of these financial statements

STATEMENT OF CASH FLOWS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018	Notes	2018
Cash flows from operating activities		
Net comprehensive income for the period		\$ 5,519,084
Items not affecting cash:		
Change in fair value of investments	6	(6,888,890)
Deferred income taxes		912,778
Changes in non-cash working capital:		
Other receivables		(34,919)
Accounts payables and accrued liabilities		246,012
Net cash used in operating activities		(245,935)
Investing Activities		
Other assets		(314,200)
Purchase of investments		(1,825,000)
Purchase of long term investments		(1,007,840)
Purchase of investment in associates		(1,000,247)
Net cash used in investment activities		(4,147,287)
Cash flows provided by (used in) financing activities		
Proceeds from promissory note		3,000,000
Proceeds from shares issued		2,802,001
Net cash provided by financing activities		5,802,001
Net increase in cash during the period		1,408,779
Cash - beginning of period		-
Cash - end of period		1,408,779

The accompanying notes are an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

1. REPORTING ENTITY

Globalive Technology Partners Inc. ("GT" or "Company") was incorporated on December 7, 2017 pursuant to the Ontario Business Corporations Act ("OBCA") as 2609611 Ontario Inc. and subsequently filed articles of amendment to change its name to Globalive Technology Partners Inc. on January 3, 2018.

GT was created as a technology company developing innovative solutions to disrupt traditional industries, primarily using artificial intelligence ("AI"), internet of things ("IoT") and blockchain technology.

AI refers to machine learning technology in which computers mimic cognitive functions typically thought of being restricted to human minds, such as learning, reasoning and problem solving.

IoT refers to the networking of physical objects that feature an Internet Protocol address for connectivity, and the communication that occurs between such objects and other Internet-enabled devices and systems.

At its core, blockchain technology is an algorithm architecture that can be adapted to track, verify, compile and maintain a list of transactions of any nature or kind with a high degree of precision and accuracy, without requiring the parties to the transactions to trust one another and without reliance on a central authority to maintain the list. Blockchain-based solutions are cryptographically secure, and their transaction records are made immutable by organizing them chronologically into successive digital "blocks" of transactions.

GT's core business is entering into joint ventures with other companies ("Collaborators") to co-develop new software applications and technology platforms for use in Collaborators' businesses, as well as for licensing to third-parties. While each Collaborator is different in terms of its objectives and its own existing technology (and technological expertise), generally GT offers the capital and development resources to create the technology stack to be used in the Collaborator's business, as well as its managerial, financial and technical expertise.

In appropriate cases, GT will also provide capital support in furtherance of its core business. In particular, GT may provide capital support directly to Collaborators to advance their business objectives, as well as make ancillary capital injections into companies using or developing blockchain/AI/IoT technology, or considered by GT likely to do so, in order to expand GT's strategic relationships and insight into this sector, and position GT to convert such companies into Collaborators.

The Company is domiciled in Canada and its registered address is 48 Yonge Street, Toronto, Ontario, Canada.

2. BASIS OF PRESENTATION

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee.

These financial statements were approved and authorized for issuance by the board of directors of GT (the "Board of Directors") on May 28, 2018.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of measurement

The annual financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss. These annual financial statements are presented in Canadian Dollars, which is the Company's functional currency.

b. Principles of consolidation

All entities in which the Company has a controlling interest are fully consolidated from the date that control commences until the date that the control ceases. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Intercompany balances and any unrealized gains and losses or income and expenses arising from intercompany transactions are eliminated in preparing the consolidated financial statements. As at February 28, 2018, the Company did not have any subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

c. Cash:

Cash is initially measured at fair value and subsequently recorded at amortized cost. Cash comprise of cash on hand, term deposits held with banks, and cash in trust.

d. Financial instruments:

The Company classifies its financial instruments in the following categories: at fair value through profit and loss, loans and receivables, available-for-sale and other financial liabilities. The classification depends on the purpose for which the financial assets or liabilities were acquired. Management determines the classification of financial assets and liabilities at initial recognition. Where the Company expects to realize the asset or discharge the liability within twelve months, it is recorded as a current asset or liability; otherwise, it is recorded as a long-term asset or liability.

Financial assets and liabilities at fair value through profit and loss

Financial assets and liabilities at fair value through profit and loss are considered to be held for trading (acquired principally for the purpose of selling or redeeming in the short-term) or have been designated as such because they are managed and evaluated on a fair value basis or contain an embedded derivative. A financial asset or liability classified in this category is acquired principally for the purpose of selling or redeeming in the short-term. Derivatives are included in this category unless they are designated as hedges. Financial assets and liabilities carried at fair value through profit and loss are initially recognized at fair value and are subsequently re-measured to their fair value at the end of the reporting period. Realized and unrealized gains and losses arising from changes in the fair value of these financial assets or liabilities are included in the Net and Comprehensive Income in the period in which they arise. When the Company pays any transactional cost to acquire a financial asset, any transactional costs are expensed in the same period and will show as a line item in the Statement of Net and Comprehensive Income.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. The Company classifies its other receivable, other assets and cash in the statement of financial position, as loans and receivables. Loans and receivables are initially recognized at fair value, net of transaction costs incurred, and subsequently carried at amortized cost less any impairment.

Other financial liabilities

Other financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received (net of transaction costs) and the redemption value is recognized in the Statement of Net and Comprehensive Income over the period to maturity using the effective interest method.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Impairment of financial assets

The Company assesses at the end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An evaluation is made as to whether a decline in fair value is significant or prolonged based on indicators such as significant adverse changes in the market, economic or legal environment.

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

Derecognition of financial assets and liabilities

Financial assets are derecognized when the investments mature or are sold and substantially all the risks and rewards of ownership have been transferred. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired. Gains and losses on derecognition are recognized within interest and other income and finance costs, respectively.

e. Investments in associates

An associate is an entity over which the Company has significant influence, but not control, and is neither a subsidiary, nor an interest in a joint venture. Investments in which the Company has the ability to exercise significant influence are accounted for by the equity method. Under this method, the investment is initially recorded at cost and adjusted thereafter to record the Company's share of post-acquisition earnings or loss of the investee as if the investee had been consolidated. The carrying value of the investment is also increased or decreased to reflect the Company's share of capital transactions, including amounts recognized in other comprehensive income, and for accounting changes that relate to periods subsequent to the date of acquisition. Where there is objective evidence that the investment in associates is impaired, the amount of impairment, calculated as the difference between the recoverable amount of the associate and its carrying value, is deducted from the carrying value and recognized as a loss in the Statement of Net and Comprehensive Income.

f. Capital stock:

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

g. Earnings per share:

Basic earnings per share is calculated by dividing the net income attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the net income attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments such as warrants and stock options granted to employees, directors and consultants of the Company.

h. Income tax:

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the annual Statement of Net and Comprehensive Income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

i. New and amended standards issued but not yet effective

A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2018 and earlier application is permitted; however, the Company has not early applied the following new or amended standards in preparing these financial statements.

- **IFRS 9 – Financial Instruments** – as issued by the IASB in July 2014. The final version of IFRS 9 includes (i) a third measurement category for financial assets – fair value through other comprehensive income, and (ii) a single, forward-looking ‘expected loss’ impairment model. The final version of IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted. The Company is assessing the potential impact on its financial statements from the application of the final version of IFRS 9.
- **IFRS 16 – Leases** – In January 2016, the IASB issued IFRS 16, “Leases”, which requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, IFRS 16 removes the classification of leases as either operating leases or finance leases, effectively treating all leases as finance leases. Certain short-term leases (less than 12 months) and leases of low-value assets are exempt from the requirements and may continue to be treated as operating leases.

Lessors will continue with a dual lease classification model. Classification will determine how and when a lessor will recognize lease revenue, and what assets would be recorded. IFRS 16 is effective for years beginning on or after January 1, 2019, with early adoption permitted if IFRS 15 “Revenue from Contracts with Customers” has been adopted. The standard may be applied retrospectively or using a modified retrospective approach. The Company is currently reviewing the impact of adopting IFRS 16 on its financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires the Company’s management to make judgments, estimates and assumptions about future events that affect the amounts reported in these financial statements and related notes to the financial statements. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results may differ from those estimates. The main area which is subject to significant management estimations and assumptions is the fair value of investments. Management makes significant judgments in determining whether the Company has significant influence over an investment.

5. INVESTMENT IN ASSOCIATE

The investment in associate balance consists of:

	February 28, 2018
	CAD \$
VIDL News Corp.	-
Mantle Technologies Inc.	1,000,000
Total investments in associates	1,000,000

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

VIDL News Corp. (“VIDL”) – VIDL is a news service which is developing blockchain and machine learning technology to assess the veracity of news stories in real time and deliver those stories to users in a personalized, curated news feed. The Company currently holds a 32% interest in the common shares of VIDL which were acquired at a cost of USD \$194 (CAD \$247). In addition, the Company has also invested the amount USD \$800,000 (CAD \$1,007,840) in a convertible debenture with up to a 20% discount privilege on conversion (see note 6 for more details). The Company also occupies one of three board of directors’ seats.

Mantle Technologies Inc. (“Mantle”) – The Company has partnered with blockchain architect and thought-leader Pascal Leblanc, the founder of Mantle, a virtual blockchain-as-a-service (“BaaS”) that enables companies to quickly test and deploy blockchain applications in much the same way a Wix or Wordpress allow a company to build a website. The Company currently holds a 14% interest in Mantle based on fully diluted basis which was bought at a cost of \$1,000,000. The Company also has a contractual right to one of three board of directors’ seats.

	<u>VIDL ⁽¹⁾</u>	<u>Mantle ⁽²⁾</u>
Investment in the common shares of VIDL at cost	247	-
Investment in the class A shares of Mantle at cost	-	1,000,000
GT’s share of net gain (loss)	<u>(247)</u>	<u>-</u>
Total	<u>-</u>	<u>1,000,000</u>

⁽¹⁾ VIDL had a loss of USD \$225,405 during the period from its inception to February 28, 2018. Based on a 32% ownership, the Company’s share in these losses is estimated to be USD \$72,130. The Company applied these losses to the extent that the cost of investment is \$nil, any unused losses will be carried forward to subsequent periods and be applied against any future gains.

⁽²⁾ The Company’s share in Mantle’s net loss is immaterial. Mantle has a December fiscal year end and it is impractical to prepare financial statements to February 28, 2018.

6. INVESTMENTS

As at February 28, 2018, the Company carried investments in certain technology companies to satisfy its objective of driving pipelines for potential Collaborators. These securities are classified as fair value through profit or loss (“FVTPL”). As at February 28, 2018, these securities have an estimated fair value of:

Investment name	Security description	Number of Shares / Par value	Cost	Estimated Fair value
HyperBlock Technologies Corp.	Common shares	4,785,715	1,525,000	8,375,001
CryptoStar Inc.	Common shares	600,000	300,000	300,000
VIDL	Convertible Debenture	USD \$800,000	1,007,840	1,046,976
Total			2,832,840	9,721,977
Investments classified as current (Hyperblock and Crypto Star)				(8,675,001)
Long term Investments				1,046,976

- (a) **HyperBlock Technologies Corp. (“HyperBlock”)**: The Company participated, among other participants, in HyperBlock’s private placements acquiring 500,000 and 4,285,715 common shares for the amounts \$25,000 and \$1,500,000, respectively. On March 9, 2018 (subsequent to year end), the Company acquired another 571,428 common shares for the amount \$1,000,000 at a price of \$1.75 per share. As of February 28, 2018, the shares of HyperBlock were still privately held and the full value of the common shares held was increased to reflect the \$1.75 March private placement pricing. As a result, the company realized \$6,850,001 gain from this investment during the period from December 7, 2017 (commencement of operations) to February 28, 2018.

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

- (b) **CryptoStar Inc. ("CryptoStar")**: was incorporated on November 24, 2017 under the OBCA. CryptoStar operates in the distributed ledger technology space, utilizing specialized equipment ("miners") to perform computationally intensive cryptographic operations to validate transactions on the blockchain (a process known as "mining"), receiving digital currencies (primarily Bitcoin). The business now operated by CryptoStar was acquired by CryptoStar shortly after its incorporation from Adrenaline Pty Ltd ("Adrenaline"), a company controlled by CryptoStar's founders, David Jellins and Amelia Jones. The business has been operating since June 2016. The Company participated in CryptoStar's private placement dated January 4, 2018 and acquired 600,000 common shares at a price of \$300,000. On December 22, 2017, CryptoStar announced that it has entered into a non-binding letter of intent with a TSX Venture Exchange (the "Exchange") listed capital pool company to complete a reverse takeover and go public. As of February 28, 2018, the shares of Cryptostar were still privately held.
- (c) **VIDL**: As noted in Note 5, the Company has a USD \$800,000 (CAD \$1,007,840) convertible debenture with up to a 20% discount privilege upon conversion. The conversion is dependent on the occurrence of a qualifying transaction, including VIDL raising additional financing which has a USD \$10,000,000 valuation for VIDL. The conversion feature represents an embedded derivative, and therefore the Company has classified the entire investment as fair value through profit and loss. As of February 28, 2018, the Company obtained a third party valuation, using a "with" and "without" valuation approach, it was estimated that the fair value of this convertible debenture, including the attached embedded derivative, is USD \$817,375 (CAD \$1,046,976), resulting in the Company realizing a gain of CAD \$39,136.

The significant assumptions used in the valuation of the Note were:

1. Assuming VIDL will use the cash available from the convertible debenture within one year.
2. Assuming a new equity financing will completed within one year from the issuance of the original seed financing date (i.e. January 3, 2019).
3. Probabilities of 70%, 20% and 10% were assigned to the assumptions of completing a qualified financing, completing a non-qualified financing and liquidation, respectively.
4. GT receives discount of 20% under both auto conversion and optional conversion scenarios (as per the conversion conditions outlined in the convertible debenture agreement).
5. VIDL will not force convert the note into preference stocks.
6. The convertible debenture's initial internal rate of return (i.e., as on the Issuance date) is used as discount rate for fair market value calculations.

7. Financial instruments

Financial assets and financial liabilities at February 28, 2018 were as follows:

	Assets at fair value through profit or loss	Loans and receivables	Other financial liabilities	Total
Cash		1,408,779		1,408,779
Investments	8,675,001			8,675,001
Long term investments	1,046,976			1,046,976
Accounts payables and accrued liabilities			246,012	246,012
Promissory note			750,000	750,000

Fair value hierarchy:

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy as at as of February 28, 2018:

	Fair Value	Fair value measurement used			Total
		Level 1	Level 2	Level 3	
Fair value through profit or loss					
Investments	8,675,001	-	8,675,001	-	8,675,001
Long term investments	1,046,976	-	-	1,046,976	1,046,976

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

Level 1 Fair Value Measurements: Inputs are quoted prices unadjusted in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 Fair Value Measurements: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Includes inputs using a valuation methodology other than quoted prices included within Level 1.

Level 3 Fair Value Measurements: Inputs that are not based on observable market data and that are significant to the fair value measurement. These unobservable inputs reflect the Company's own assumptions about what a market participant would use in estimating fair value of a financial instrument.

The Company will transfer between levels in the fair value hierarchy only when the instrument no longer satisfies the definition of the fair value category it was recognized in.

Fair value is calculated using recent arm's length transactions, or prevailing market rates for instruments with similar characteristics.

The following shows the impact to the fair value of VIDL's convertible debenture held on February 28, 2018, which is categorized as level 3, had the value of the security increased or decreased as a result in a reasonable shift in the value of selected material unobservable inputs used to value this security:

Security Name	Fair Value	Valuation technique	Unobservable inputs	Reasonable Shift	Change in valuation
VIDL – Convertible Debenture	\$ 1,046,976	“with” and “without” valuation approach	Discount rate	+5% / -5%	(\$37,000) / \$40,000
VIDL – Convertible Debenture	\$ 1,046,976	“with” and “without” valuation approach	Assign 70%, 20% and 10% probability weighting to the assumptions of completing a qualified financing, completing a non-qualified financing and liquidation, respectively	Assign equal probability weighting to the assumptions of completing a qualified financing, completing a non-qualified financing and liquidation, respectively	(\$289,000)

Financial Risk Management:

The Company's activities expose it to a variety of financial risks that arise as a result of its operating, investing, and financing activities including:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Price risk.

This note presents information about the Company's exposure to the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

Credit risk:

Credit risk is the potential for financial loss to the Company if a counterparty in a transaction fails to meet its obligations. The Company's cash and cash equivalents, due from related parties, other receivables and investments are exposed to credit risk.

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

The Company monitors its credit risk management policies continuously to evaluate their effectiveness and feels that the creditworthiness of its counterparties is satisfactory at this time. Cash and cash equivalents primarily consist of highly liquid temporary deposits with Canadian chartered banks.

Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted. To achieve this objective, the Company prepares annual operational expenditure budgets which are regularly monitored and updated as considered necessary. The Company also attempts to match its payment cycle with collection of its revenue on the 15th of each month.

The Company's accounts payable and accrued expenses and promissory notes have maturities of less than one year. They are also both free of any accrued interest.

Market risk:

Market risk is the potential for loss to the Company from changes in the values of its financial instruments due to changes in interest rates, foreign exchange rates or equity prices. The Company's financial instruments are generally denominated in Canadian dollars and do not have significant exposure to changes in foreign exchange rates.

The Company's investments are classified at fair value through profit or loss, therefore changes in fair market value on securities are recorded in net income.

Further risks related to market risks that are present in the Company are as follows:

i. Price risk:

The Company is exposed to equity securities price risk because of investments held by the Company.

As at February 28, 2018, had the fair values of the investments at fair value through profit or loss increased or decreased by 10%, with all other variables held constant, net income would have increased or decreased by approximately \$972,198.

ii. Interest rate risk:

The Company's interest rate risk arises from short and long-term borrowings. As at year end February 28, 2018, the Company had a promissory note balance outstanding, however since the note is not interest bearing, interest rate risk was minimal.

iii. Currency risk:

Currency risk arises from financial instruments that are denominated in a currency other than the functional currency of the Company, which is the Canadian dollar ("CAD"). The Company is exposed to the risk that the value of Investments denominated in currency other than Canadian dollars will fluctuate due to changes in exchange rates. The Company's investment in VIDL's convertible debenture which has been classified as a Derivative financial instruments is denominated in United States dollars ("USD").

As at year end February 28, 2018, the approximate impact on the Company if the CAD weakened by 5% in relation to USD would be a gain of \$52,349. If the Canadian dollar were to strengthen relative to these currencies, the opposite would occur. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

8. CAPITAL MANAGEMENT

The Company considers its capital structure to consist of its share capital. The Company manages its capital structure and makes adjustments based on the funds available to support new joint ventures with Collaborators and support its medium term working

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

capital. The Board of Directors has not established quantitative return on capital criteria for management and relies on the expertise of management and the Board of Directors to sustain future development of the business.

The management and the Board of Directors review the Company's capital management approach on an ongoing basis and believe it reflects a reasonable approach given the relative size of the Company's assets.

The Company is not subject to externally imposed capital requirements.

9. SHARE CAPITAL

As at February 28, 2018, the Company's authorized number of common shares was unlimited without par value, while the Company's number of issued common shares as of same date was 65,040,020 shares.

Seed Financings:

On December 28, 2017, the Company entered into promissory notes with certain founding investors (the "Founding Investors") pursuant to which the Company borrowed an aggregate of \$3,000,000 from such investors. By January 10, 2018, the Company completed its initial seed financing (the "Initial Seed Financing") through the issuance of 56,040,020 common shares at a price of \$0.05 per share to the Founding Investors of, and key investors in, the Company, for gross proceeds of \$2,802,001. On January 17, 2018, the Company completed a second round of seed financing (the "Second Seed Financing") through the issuance of 9,000,000 Common shares at a price of \$0.25 per share to the Founding Investors, in exchange for the cancellation of an amount of each Founding Investor's promissory note equal to the value of the shares issued to the Founding Investor in the Second Seed Financing, and certain of the other Initial Seed Financing investors for gross proceeds of \$2,250,000. As at February 28, 2018, the balance of the Founding Investor's promissory notes was \$750,000.

As at February 28, 2018, Globalive Capital Inc. ("GCI"), and as a result, Anthony Lacavera, as the controlling shareholder of GCI, held 34,655,000 common shares or 53.28% of the outstanding common shares of the Company.

Also as at February 28, 2018, there was a balance of \$316,000 due from investors for the Initial Seed Financing that was not part of the share capital. The full amount was received in March 2018 and an additional 6,320,000 common shares were issued.

10. OTHER ASSETS

The Company has pre-purchased 1,000,000 KODAKCoins from WENN Digital, Inc., a company developing a disintermediated solution to intellectual property licensing for photographs, using blockchain and initial coin offering infrastructure developed by Business Instincts Group ("BIG DEV"), for consideration of USD \$250,000 or CAD \$314,200. Using the blockchain, a digital ledger of rights ownership will be maintained for photographers to register both new and archival works that they can then license within the platform, using the new KODAKCoin cryptocurrency to receive payment for use. The platform will incorporate an AI-based web-crawling feature to monitor and protect the intellectual property of photographs registered through the system. The KODAKCoins will be delivered upon launch of the platform, currently anticipated to be sometime in 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

11. INCOME TAXES

- a. Income tax expense:

	For the period from (commencement of operations) on December 7, 2017 to February 28, 2018
Income before income taxes	6,431,862
Income tax rate	26.50%
Expected income tax recovery	1,704,443
Impact of permanent differences	(912,778)
Tax benefits of current losses not recognized	121,113
Income tax expense	912,778

- b. Deferred Income Taxes: At February 28, 2018, the Company recognized a deferred tax liability of \$912,778 because of an unrealized capital gains of \$6,888,890.
- c. Losses Carried Forward: The Company has a non-capital losses balance of \$457,027 available for deduction against future taxable income. This balance will be expiring in 2038.

12. EARNINGS PER SHARE

	Basic	Diluted
<u>Numerator:</u>		
Net comprehensive income for the period	\$5,519,084	\$5,519,084
<u>Denominator:</u>		
Weighted average number of common shares	37,758,313	41,477,590
Earnings per share	\$0.146	\$0.133

13. RELATED PARTY TRANSACTIONS

During the period from December 7, 2017 (commencement of operations) to February 28, 2018, the Company paid the amount of \$85,529 in salaries and other regulatory benefits to its directors and certain senior officers which are identified as its key management personnel.

14. SUBSEQUENT EVENTS

Proposed Qualifying Transaction

The Company entered into a letter agreement dated March 13, 2018 with Corporate Catalyst Acquisition Inc. ("CCA") (trading symbol "CIL.H"), a capital pool company, to complete a business combination (the "Proposed Qualifying Transaction"). Based on the terms of the letter agreement, CCA will acquire all of the issued and outstanding securities of the Company. The Proposed Qualifying Transaction is intended to constitute the Qualifying Transaction of CCA, as such term is defined in Policy 2.4 of the Corporate Finance Manual ("Exchange Policy 2.4") of the Exchange.

Promissory Notes

During March 2018, the Company repaid a \$100,000 cash payment to one of the Founding Investors to settle part of its promissory notes obligation.

Convertible Debenture Financing

NOTES TO THE FINANCIAL STATEMENTS

For the period from December 7, 2017 (commencement of operations) to February 28, 2018

On March 9, 2018, GT completed a non-brokered private placement of \$7,268,754 aggregate principal amount of convertible debentures (the “Convertible Debentures”) funded through the payment of \$6,618,754 in cash and the settlement of the remaining \$650,000 Founding Investor’s promissory notes. The Convertible Debentures will automatically convert into common shares of GT upon the occurrence of certain events, including the Proposed Qualifying Transaction. Pursuant to the terms of the Convertible Debentures, if a conversion trigger has not occurred prior to March 6, 2019, the holders thereof shall be entitled to repayment of the principal amount of their Convertible Debentures.

Subject to approvals from the Exchange, immediately prior to closing of the Proposed Qualifying Transaction, the Convertible Debentures shall convert into such number of GT common shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per share (being a 50% discount to the deemed price of the Proposed Qualifying Transaction). The number of shares to be issued upon conversion of the Convertible Debentures is estimated at 14,537,508 based on the face value of the Convertible Debentures.

Vend-In Agreements

On March 2, 2018, the Company signed a binding asset transfer term sheet with GCI (a Founding Investor and controlling shareholder) and 2330537 Ontario Inc. (a related party of a Founding Investor), in relation to the vendors’ investments in the shares of 6 unrelated companies with an estimated fair value of approximately \$9.96 million. Consideration for the assets will consist of 19,914,984 common shares of GT at a price of \$0.50 per share.

This transaction is dependent on closing the Proposed Qualified Transaction.

Digital Marketing Agreement

On May 3, 2018, GT entered into a digital marketing agreement with Wallace Hill Partners Ltd., pursuant to which Wallace Hill Partners Ltd. will provide financial publishing and digital marketing services to GT. These services are expected to include the creation of landing pages and other forms of digital marketing. It is expected that Wallace Hill Partners Ltd. will also promote the landing pages created and drive internet traffic for the benefit of GT. Wallace Hill Partners Ltd. was and will be compensated for the services it provides as follows: (i) a cash payment of USD \$300,000 was paid on execution of the digital marketing agreement to cover marketing expenses; (ii) a cash payment of CAD \$500,000 was paid on execution of the digital marketing agreement as a signing fee; and (iii) GT agreed to grant Wallace Hill Partners Ltd. 1,900,000 Resulting Issuer RSUs and 500,000 Resulting Issuer Options, with an exercise price of \$1.00, under the terms of the RI Omnibus Plan following Closing. The Resulting Issuer Options and Resulting Issuer RSUs granted to Wallace Hill Partners Ltd. shall vest in four equal tranches every six months for the two year period after the grant and be exercisable for 30 days after vesting.

Joint Ventures

GT currently holds 51% interest in a joint venture, Globalive BIG Dev Inc., an Ontario Company, which has a wholly owned subsidiary, Globalive BIG Dev (U.S.) Inc., incorporated under the laws of Delaware. GT’s joint venture Collaborator in Globalive BIG Dev is Business Instincts Group.



Globalive Technology Partners Inc.

Management Discussion and Analysis

For the period from (commencement of operations) on December 7, 2017 to February 28, 2018

Date of issue: May 29, 2018

This management discussion and analysis (“MD&A”) of the financial condition and results of operations of Globalive Technology Partners Inc. (“GT” or the “Company”) is for the period from incorporation on December 7, 2017 to February 28, 2018, and is provided as of May 29, 2018. This MD&A should be read in conjunction with the Company’s financial statements for the same period ended February 28, 2018 (the “Financial Statements”) and the filing statement of Corporate Catalyst Acquisition Inc. (“CCA”) dated May 29, 2018 relating to the Proposed Qualifying Transaction (as defined herein), which is incorporated by reference into this MD&A. The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts presented are stated in Canadian dollars, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute “forward-looking statements”. These statements relate to future events or the Company’s future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “aim”, “seek”, “estimate”, “project”, “predict” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should be unduly relied upon by investors as actual results may vary. These statements speak as of the date of this MD&A and are expressly qualified, in their entirety, by the cautionary statement. The Company’s actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

Non-IFRS Financial Measures

The Company used non-IFRS financial measure that does not have any standardized meaning prescribed by IFRS and may not be comparable to a similar measure presented by other companies. Management believes that this measure is useful to most shareholders, creditors, other stakeholders and investment analysts in analyzing the Company’s results. This non-IFRS financial measure should not be considered as an alternative to the Net and Comprehensive Income or any other measure of performance under IFRS.

Working capital is a Non-IFRS measure. Working capital is a common performance measure but does not have any standardized meaning. The most directly comparable measure prepared in accordance with IFRS is current assets and current liabilities. Working capital consists of current assets minus investments minus current liabilities plus promissory notes. Working capital excludes any digital assets and investments. Working capital should not be considered in isolation or as a substitute from measures prepared in accordance with IFRS. The measure is intended to assist readers in evaluating the Company’s liquidity. Working capital is reconciled to the amounts in the Statements of Financial Position as at February 28, 2018 as follows:

	<u>2018</u>	
Current Assets	\$10,118,699	
Less: Investments	(8,675,001)	
	<hr/>	\$1,443,698
Less: Current Liabilities	(996,012)	
Plus: Promissory Note	750,000	
	<hr/>	-246,012
		<hr/>

Working Capital

\$1,197,686

OVERVIEW

Name and Incorporation

GT was incorporated on December 7, 2017 pursuant to the *Business Corporations Act* (Ontario) (the "OBCA"). Its registered and records office is located at East Tower, Bay Adelaide Centre, 22 Adelaide Street West #3400, Toronto, Ontario M5H 4E3, and its head office is located at 48 Yonge Street, Suite 1200, Toronto, Ontario M5E 1G6.

GT was created with the goal of entering into joint ventures with third parties ("Collaborators") to co-develop new software applications and technology platforms for use in the Collaborators' businesses, as well as for licensing to third-parties.

In appropriate cases, in furtherance of its core business, GT will also provide capital support to the Collaborators or the joint ventures.

Proposed Qualifying Transaction

GT entered into a binding Letter of Intent on March 13, 2018 with CCA, a capital pool company incorporated under the OBCA, pursuant to which, among other things, GT agreed to acquire CCA by way of a reverse takeover (the "Proposed Qualifying Transaction" or "Transaction"). The Transaction is expected to close in late May 2018.

Pursuant to the Letter of Intent, CCA and GT have agreed to enter into a Business Combination Agreement that will govern the Transaction. Pursuant to such agreement, shareholders of GT will exchange their common shares of GT ("GT Shares") for common shares of CCA, resulting in GT becoming a wholly-owned subsidiary of CCA. CCA will satisfy the transaction price for the GT Shares by issuing, in aggregate, approximately 135,812,422 common shares to the holders of GT Shares at a deemed price of \$1.00 per share. Upon completion of the Proposed Qualifying Transaction, the resulting public company (the "Resulting Issuer") will carry on the business previously carried on by GT.

Intercorporate Relationships

As of the date of this document, there are two wholly owned subsidiaries of GT. Globalive Exchange Services Inc. ("GESI"), a corporation incorporated pursuant to the OBCA on March 2, 2018, is a wholly owned subsidiary of GT and Globalive Exchange Services (UK) Limited, a corporation incorporated on March 13, 2018 pursuant to the laws of the United Kingdom, is a wholly owned subsidiary of GESI. In addition, GT holds a 51% interest in a special purpose vehicle, Globalive BIG Dev, an Ontario company created on May 4, 2018 as part of GT's joint venture with Business Instincts Group.

Leases and Real Property

GT has entered into a lease agreement with Kanji Investment Corporation for a term of 11 months from April 1, 2018 to February 28, 2019, for premises located on the sixth floor of 48 Yonge Street, Toronto, Ontario. GT has the right to renew the lease for an additional five-year term. Annual basic rent during the term of the lease is \$132,580, payable in equal monthly instalments of \$11,048.33.

LIQUIDITY AND CAPITAL RESOURCES

As at February 28, 2018, GT had cash balance of \$1,408,779 and working capital of \$1,197,686 available to fund the Company's operations. Being in its inception phase, the Company currently generates cash from raising debt or equity capital.

To the date of this report, the Company raised additional liquidity from the issuance of other convertible securities (see "Share Capital - Other Securities"). It is estimated that the Resulting Issuer will have a cash balance of approximately \$28 million following the closing of the Proposed Qualifying Transaction. Management believes that this amount of liquidity will be sufficient to support the Company's objective to capitalize on the creation of joint ventures with Collaborators and also will support the Company's normal working capital needs during the next 24 months of operation.

PERFORMANCE

Review of Operations and Financial Results

During the period from December 7, 2017 (commencement of operations) to February 28, 2018, the Company recorded other income of \$6,888,890 relating to its fair value adjustments for its equity investment in HyperBlock Technologies Corp. ("HyperBlock") and its convertible debenture investment in VIDL News Corp ("VIDL"):

- **HyperBlock:** As of February 28, 2018, the shares of HyperBlock were still privately held and the full value of the common shares held was increased to reflect HyperBlock's \$1.75 million March 2018 private placement pricing. As a result, the Company realized \$6,850,001 in gains from this investment during the period from December 7, 2017 (date of incorporation) to February 28, 2018.

- **VIDL:** The Company has a USD \$800,000 (CAD \$1,007,840) convertible debenture with up to a 20% discount privilege upon conversion. The conversion is dependent on the occurrence of a qualifying transaction, including VIDL raising additional financing with a USD \$10,000,000 valuation for VIDL. The conversion feature represents an embedded derivative, and therefore the Company has classified the entire investment as fair value through profit and loss. As of February 28, 2018, the Company obtained a third party valuation, using a "with" and "without" valuation approach, it was estimated that the fair value of this convertible debenture, including the attached embedded derivative, is USD \$817,375 (CAD \$1,046,976), resulting in the Company realizing a gain of CAD \$39,136.

The significant assumptions used in the valuation of the VIDL convertible debenture were:

1. Assuming VIDL will use the cash available from the convertible debenture within one year.
2. Assuming a new equity financing will be completed within one year from the issuance of the original seed financing date (i.e. January 3, 2019).
3. Probabilities of 70%, 20% and 10% were assigned to the assumptions of completing a qualified financing, completing a non-qualified financing and liquidation, respectively.
4. GT will receive a discount of 20% under both the automatic conversion and optional conversion scenarios (as per the conversion conditions outlined in the convertible debenture agreement).
5. VIDL will not force convert the convertible debentures into preference stocks.
6. The convertible debenture's initial internal rate of return (i.e., as on the Issuance date) is used as discount rate for fair market value calculations.

Expenditures for the period from December 7, 2017 to February 28, 2018 totaled \$457,027 (and included professional fees such as legal, accounting and consulting expenses of \$310,926, salary compensation of \$85,529, and other general and administration expenses of \$60,573).

Financial Highlights

A summary of selected financial information for the period from December 7, 2017 (commencement of operations) to February 28, 2018, and as at February 28, 2018, is as follows:

<u>Statement of Income and Comprehensive Income</u> : (In thousands of dollars)	<u>2018</u>
Total income	\$ 6,889
Operating Expenses	\$ 458
Net Income before taxes	\$ 6,432
Income tax expense	\$ (913)
Net Income before taxes	\$ 5,519
<u>Earnings per Share:</u> (in dollars)	
- Basic	\$ 0.146
- Diluted	\$ 0.133
<u>Statement of Financial Position:</u> (In thousands of dollars)	
Working capital	\$ 1,198
Total Assets	\$ 12,480
Total Liabilities	\$ 996

Off Balance Sheet Arrangements:

The Company had no off balance sheet arrangements.

NEW IFRS STANDARDS AND INTERPRETATIONS

A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2018 and earlier application is permitted; however, the Company has not early applied the following new or amended standards in preparing the Financial Statements.

- **IFRS 9 – Financial Instruments** – as issued by the IASB in July 2014. The final version of IFRS includes (i) a third measurement category for financial assets – fair value through other comprehensive income, and (ii) a single, forward-looking ‘expected loss’ impairment model. The final version of IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted. The Company is assessing the potential impact on its consolidated Financial Statements from the application of the final version of IFRS 9.
- **IFRS 16 – Leases** – In January 2016, the IASB issued IFRS 16, “Leases”, which requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, IFRS 16 removes the classification of leases as either operating leases or finance leases, effectively treating all leases as finance leases. Certain short-term leases (less than 12 months) and leases of low-value assets are exempt from the requirements and may continue to be treated as operating leases. The Company is currently reviewing the impact of adopting IFRS 16 on its Financial Statements.

FINANCIAL INSTRUMENTS

As of February 28, 2018, the Company’s financial instruments include cash, investments at fair value through profit or loss, accounts payables and accrued liabilities and promissory notes. For fair value determinations, in addition to

the estimation of fair value of financial instruments as described below, please refer to note 3 of the Financial Statements.

As at February 28, 2018, the fair value of cash, accounts payables and accrued liabilities and promissory notes approximated their carrying value due to their short term nature.

As at February 28, 2018, the Company carried investments in certain technology companies to satisfy its objective of driving pipelines for potential Collaborators. These securities are classified as fair value through profit or loss. Please refer to note 6 and 7 of the Financial Statements for more information.

FINANCIAL RISKS

The Company's activities expose it to a variety of financial risks that arise as a result of its operating, investing, and financing activities including:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Price risk.

This note presents information about the Company's exposure to the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout this MD&A and in the Company's Financial Statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

Credit risk:

Credit risk is the potential for financial loss to the Company if a counterparty in a transaction fails to meet its obligations. The Company's cash and cash equivalents, due from related parties, other receivables and investments are exposed to credit risk. The Company monitors its credit risk management policies continuously to evaluate their effectiveness and feels that the creditworthiness of its counterparties is satisfactory at this time. Cash and cash equivalents primarily consist of highly liquid temporary deposits with Canadian chartered banks.

Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted. To achieve this objective, the Company prepares annual operational expenditure budgets which are regularly monitored and updated as considered necessary. The Company also attempts to match its payment cycle with collection of its revenue on the 15th of each month.

The Company's accounts payable and accrued expenses and promissory notes have maturities of less than one year. They are also both free of any accrued interest.

Market risk:

Market risk is the potential for loss to the Company from changes in the values of its financial instruments due to changes in interest rates, foreign exchange rates or equity prices. The Company's financial instruments are generally denominated in Canadian dollars and do not have significant exposure to changes in foreign exchange rates.

The Company's investments are classified at fair value through profit or loss, therefore changes in fair market value on securities are recorded in net income.

Further risks related to market risks that are present in the Company are as follows:

a. Price risk:

The Company is exposed to equity securities price risk because of investments held by the Company. As at February 28, 2018, had the fair values of the investments at fair value through profit or loss increased or decreased by 10%, with all other variables held constant, net income would have increased or decreased by approximately \$972,198.

b. Interest rate risk:

The Company's interest rate risk arises from short and long-term borrowings. As at February 28, 2018, the Company had a promissory note balance outstanding, however since the note is not interest bearing, interest rate risk was minimal.

c. Currency risk:

Currency risk arises from financial instruments that are denominated in a currency other than the functional currency of the Company, which is the Canadian dollar ("CAD"). The Company is exposed to the risk that the value of investments denominated in currency other than CAD will fluctuate due to changes in exchange rates. The Company's investment in VIDL's convertible debenture, which has been classified as a derivative financial instrument, is denominated in United States dollars ("USD").

As at February 28, 2018, the approximate impact on the Company if the CAD weakened by 5% in relation to USD would be a gain of \$52,349. If the CAD were to strengthen relative to USD, the opposite would occur. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in these financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. The main area which is subject to significant management estimations and assumptions is the fair value of investments. Management makes significant judgements in determining whether the Company has significant influence over an investment.

RELATED PARTY TRANSACTIONS

See "*Share capital - Other Securities – GCI Vend-in Assets*" below for more information regarding transactions which are considered related party transactions.

During the period from December 7, 2017 (commencement of operations) to February 28, 2018, the Company paid the amount of \$85,529 in salaries and other regulatory benefits to its directors and certain senior officers which are identified as its key management personnel.

CAPITAL MANAGEMENT

The Company considers its capital structure to consist of its share capital. The Company manages its capital structure and makes adjustments based on the funds available to support new joint ventures with Collaborators and support its medium term working capital. The Board of Directors has not established quantitative return on capital criteria for management and relies on the expertise of management and the Board of Directors to sustain future development of the business.

Management and Board of Directors review its capital management approach on an ongoing basis and believe it reflects a reasonable approach given the relative size of the Company's assets.

The Company is not subject to externally imposed capital requirements.

SHARE CAPITAL

Seed Financings

On December 28, 2017, the Company entered into promissory notes with certain founding investors (the "Founding Investors") pursuant to which the Company borrowed an aggregate of \$3,000,000 from such investors. By January 10, 2018, the Company completed its initial seed financing (the "Initial Seed Financing") through the issuance of 56,040,020 GT Shares at a price of \$0.05 per share to the Founding Investors of, and key investors in, the Company, for gross proceeds of \$2,802,001. On January 17, 2018, the Company completed a second round of seed financing (the "Second Seed Financing") through the issuance of 9,000,000 GT Shares at a price of \$0.25 per share to the Founding Investors, in exchange for the cancellation of an amount of each Founding Investor's promissory note equal to the value of the GT Shares issued to the Founding Investor in the Second Seed Financing, and certain of the other Initial Seed Financing investors for gross proceeds of \$2,250,000. As at February 28, 2018, the balance of the Founding Investors' promissory notes was \$750,000.

As at February 28, 2018, there was a balance of \$316,000 due from investors for the Initial Seed Financing that was not part of the share capital. The full amount was received in March 2018 and an additional 6,300,000 GT Shares were issued.

Other Securities

Convertible Debentures

On March 9, 2018, GT completed a non-brokered private placement of \$7,268,754 aggregate principal amount of convertible debentures (the "Convertible Debentures") funded through the payment of \$6,618,754 in cash and the settlement of \$650,000 principal amount of Founding Investor's promissory notes. The Convertible Debentures will automatically convert into GT Shares upon the occurrence of certain events, including completion of the Proposed Qualifying Transaction.

On the closing of the Proposed Qualifying Transaction, the Convertible Debentures shall convert into such number of GT Shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per GT Share (being a 50% discount to the deemed price of the Proposed Qualifying Transaction). The number of GT Shares to be issued upon conversion of the Convertible Debentures is estimated at 14,537,508 based on the face value of the Convertible Debentures.

Subscription Receipts

On April 5, 2018, GT completed the brokered private placement of 30,000,000 subscription receipts ("GT Subscription Receipts") through Canaccord Genuity Corp., Clarus Securities Inc., Eventus Capital Corp. and Laurentian Bank Securities Inc., acting as agents in respect of the Private Placement (collectively, the "Agents") at a price of \$1.00 per GT Subscription Receipt for gross proceeds of \$30,000,000, pursuant to an agency agreement dated April 5, 2018 between the Company and the Agents. Each GT Subscription Receipt will automatically convert into one GT Share without further payment from or action on the part of the holder of the GT Subscription Receipt concurrently with the satisfaction of the escrow release conditions and delivery of the release notice pursuant to the subscription receipt agreement dated April 5, 2018 between GT, the Agents and Computershare Trust Company of Canada. A total of 30,000,000 GT Shares will be issued in connection with the conversion of the GT Subscription Receipts.

GCI Vend-In Assets

On March 2, 2018, GT entered into a letter agreement that provides for the transfer of certain assets held by Globalive Capital Inc. (a Founding Investor) and 2330573 Ontario Inc. (a related party of a Founding Investor). In satisfaction of the payment for these assets, GT will issue 19,914,894 GT Shares to Insiders, or related parties of insiders, of GT.

Options

As at February 28, 2018 and the date this report was issued, GT has not issued any options to purchase GT Shares.

Dividends or Distributions

GT has not declared or paid any dividends or distributions on the GT Shares to date. The payments of dividends or distributions in the future are dependent on GT's earnings, financial condition and such other factors as the Board of GT considers appropriate. GT currently does not anticipate paying any dividends in the foreseeable future.

ADDITIONAL INFORMATION:

Additional information relating to the Resulting Issuer will be available on SEDAR at www.sedar.com if the Proposed Qualifying Transaction is completed.

APPENDIX D
PRO FORMA FINANCIAL STATEMENTS FOR THE RESULTING ISSUER

Pro Forma Consolidated Financial Statements

Globalive Technology Partners Inc.

Unaudited

Consolidated Statement of Financial Position as at December 31, 2017

Globalive Technology Partners Inc.
Consolidated Pro Forma Statement of Financial Position
As at December 31, 2017
Expressed in Canadian dollars
(unaudited)

As at	Corporate Catalyst Acquisition Inc. Dec. 31, 2017	Globalive Technology Partners Inc. Feb. 28, 2018	Pro Forma Adjustments	Notes	Globalive Technology Partners Inc. - ProForma Consolidated Dec. 31, 2017
Assets					
Current assets					
Cash	\$ 131,913	\$ 1,408,779	\$ (100,000)	2(a)	\$ 35,989,736
			6,618,754	2(b)	
			27,500,000	2(c)	
			316,000	2(e)	
			(885,710)	2(g)	
Prepaid expenses and other receivables	-	34,919	885,710	2(g)	920,629
Investments	-	8,675,001	9,957,447	2(d)	18,632,448
Total current assets	131,913	10,118,699	44,292,201		55,542,813
Non-current assets					
Other assets	-	314,200	-		314,200
Long term investments	-	1,046,976	-		1,046,976
Investment in associates	-	1,000,000	-		1,000,000
Total assets	131,913	12,479,875	44,292,201		56,903,989
Liabilities					
Current liabilities					
Accounts payables and accrued liabilities	19,512	246,012	-		265,524
Promissory note	-	750,000	(100,000)	2(a)	-
			(650,000)	2(b)	
Total current liabilities	19,512	996,012	(750,000)		265,524
Non-current liabilities					
Deferred income taxes	-	912,778	-		912,778
Total liabilities	19,512	1,908,790	(750,000)		1,178,302
Shareholders' equity					
Share capital	831,324	5,052,000	7,268,754	2(b)	51,317,991
			28,000,000	2(c)	
			9,957,447	2(d)	
			316,000	2(e)	
			(831,324)	2(f)	
			723,790	2(f)	
Contributed surplus	129,295	-	(129,295)	2(f)	-
Retained earnings (deficit)	(848,218)	5,519,085	(500,000)	2(c)	4,407,696
			848,218	2(f)	
			(611,389)	2(f)	
Total shareholders' equity	112,401	10,571,085	45,042,201		55,725,687
Total liabilities & shareholders' equity	131,913	12,479,875	44,292,201		56,903,989

The accompanying notes are integral part of these pro forma consolidated financial statements

Globalive Technology Partners Inc.

Notes to Pro Forma Consolidated Statement of Financial Position (Unaudited)

December 31, 2017

1. TRANSACTION BACKGROUND AND BASIS OF PRESENTATION

On March 13, 2018, Globalive Technology Partners Inc. ("GT" or "Company") entered into a letter agreement (the "Letter Agreement") with Corporate Catalyst Acquisition Inc. ("CCA") (trading symbol "CIL.H"), a capital pool company, to complete a business combination (the "GT Acquisition"). The transaction will be considered a reverse takeover by way of a Qualifying Transaction as defined in Policy 2.4 of the Corporate Finance Manual ("Exchange Policy 2.4") of the TSX Venture Exchange (the "Exchange").

The unaudited pro forma consolidated statement of financial position as at December 31, 2017 gives effect to the GT Acquisition as though it had occurred on December 31, 2017, and has been prepared from:

- a. the audited statement of financial position of GT as at February 28, 2018 (the "GT Audited Financial Statements"); and
- b. the audited statement of financial position of CCA as at December 31, 2017 (the "CCA Audited Financial Statements").

In the opinion of management of GT, the unaudited pro forma consolidated statement of financial position includes all adjustments necessary for fair presentation of the completion of an amalgamation which will result in the GT Acquisition.

Both the CCA Audited Financial Statements and the GT Audited Financial Statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). The accounting policies used in the preparation of the unaudited pro forma consolidated statement of financial position are consistent with those as set out in the GT Audited Financial Statements.

The unaudited pro forma consolidated statement of financial position should be read in conjunction with the financial statements of CCA and GT noted above and in conjunction with the Filing Statement of CCA with respect to a Qualifying Transaction pursuant to Policy 2.4 of the TSX Venture Exchange dated May 29, 2018. The unaudited pro forma consolidated statement of financial position includes adjustments to give effect to the events that are directly attributable to the GT Acquisition, that are factually supportable, and that are expected to have a continuing impact on the combined entities.

The unaudited pro forma consolidated statement of financial position is for illustrative and information purposes only and may not be indicative of the operating results or the financial condition that actually would have been achieved if the GT Acquisition had been in effect on the date indicated. The unaudited pro forma consolidated statement of financial position may also not be indicative of the results that may be obtained in the future. Any potential synergies that may be realized and integration costs that may be incurred upon completing of the GT Acquisition have been excluded from the unaudited pro forma consolidated statement of financial position. In addition to the pro forma adjustments considered, various other factors may have an effect on the financial condition and results of operations after the completion of the GT Acquisition.

As CCA does not meet the definition of a business under IFRS prior to the acquisition, the acquisition is outside the scope of IFRS 3, Business Combinations ("IFRS 3"), and it is accounted for as a share-based payment transaction in accordance with IFRS 2, Share-based Payments ("IFRS 2"). The consolidated entity reflected in the unaudited pro forma consolidated statement of financial position is GT with the net identifiable assets of CCA deemed to have been acquired by GT in exchange for common shares of GT ("GT Shares"). Under IFRS 2, the transaction is measured at the fair value of the GT Shares deemed to have been issued by GT in order for the ownership interest in the combined entity to be the same as if the transaction had taken the legal form of GT acquiring 100% of CCA. Any difference in the fair value of the GT Shares deemed to have been issued by GT and the fair value of CCA's identifiable net assets represents a listing expense received by CCA.

2. ADJUSTMENTS TO THE PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION RELATING TO THE GT ACQUISITION AT CLOSING

The Letter Agreement sets out the specific purchase price and form of consideration to be paid by GT for CCA in the form of shares.

- a) Reflects the settlement of a promissory note balance of \$100,000 to one of the founding investors of GT.
- b) Reflects the non-brokered private placement of \$7,268,754 aggregate principal amount of convertible debentures which GT completed on March 9, 2018 (the "Convertible Debentures"). The Convertible Debentures were funded through the payment of \$6,618,754 in cash from varying parties and the conversion of the Promissory Note remaining balance of \$650,000. The Convertible Debentures will automatically convert into GT Shares upon the occurrence of certain events, including the GT Acquisition. Pursuant to the terms of the Convertible Debentures, if a conversion trigger has not occurred prior to March 6, 2019, the holders thereof will be entitled to repayment of the principal amount of their Convertible Debenture. Subject to approvals from the Exchange, immediately prior to closing of the GT Acquisition, the Convertible Debentures will convert into such number of GT Shares equal to the principal amount of the Convertible Debentures held by a holder thereof, divided by a deemed price of \$0.50 per GT Share (being a 50% discount to the deemed price of the GT Acquisition). The number of GT Shares to be issued upon conversion of the Convertible Debentures is 14,537,508 based on the face value of the Convertible Debentures.

Globalive Technology Partners Inc.

Notes to Pro Forma Consolidated Statement of Financial Position (Unaudited)

December 31, 2017

- c) Reflects the brokered private placement (the "Private Placement") of 30,000,000 subscription receipts of GT ("GT Subscription Receipts") at a price of \$1.00 per GT Subscription Receipt for gross proceeds of \$30,000,000 completed on April 5, 2018. Each GT Subscription Receipt will automatically convert into one GT Share without further payment from or action on the part of the holder of the GT Subscription Receipt concurrently with the satisfaction of the escrow release conditions and delivery of the release notice pursuant to the subscription receipt agreement dated April 5, 2018 among GT, the agents in respect of the Private Placement (the "Agents") and Computershare Trust Company of Canada. A total of 30,000,000 GT Shares will be issued in connection with the conversion of the GT Subscription Receipts.

Share capital has been reduced to reflect the Agents' entitlement to receive a cash commission of \$1,500,000. It is assumed that the cash commission will be paid to the Agents concurrently with the closing of the GT Acquisition.

Other closing costs are estimated at \$1,000,000 of which \$500,000 have been assumed to relate to the Private Placement and have been deducted from share capital. The remaining \$500,000 is assumed to relate to the GT Acquisition, as a listing expense, and has been recorded as an adjustment to retained earnings on the unaudited consolidated pro forma statement of financial position.

Gross proceeds from issuance of private placement	\$30,000,000
Less: costs of issuance - agents fee	\$(1,500,000)
Less: costs of issuance - other costs	\$(500,000)
Net proceeds from issuance of private placement	<u>\$28,000,000</u>

- d) Reflects the Vend-In Agreement between GT, 2330573 Ontario Inc. and Globalive Capital Inc. ("GCI") dated May 25, 2018 relating to certain assets worth \$9,957,447, comprising of securities and interests in other companies, transferred by GCI and 2330573 Ontario Inc. to GT in exchange for 19,914,894 GT Shares.
- e) Reflects the balance of \$316,000 due from investors for the Initial Seed Financing at \$0.05 per share. The full amount was received in March 2018 and an additional 6,320,000 GT Shares were issued.
- f) Reflects the cancellation of CCA's shareholders' equity accounts and the issuance of new GT Shares to former shareholders of CCA. The Letter Agreement dated March 13, 2018 between GT and CCA sets out the value of CCA at \$723,790. CCA intends to complete a CCA share consolidation at a ratio of 6.66 pre-CCA consolidation common shares to 1 post-CCA consolidation common share. The resulting number of CCA shares will be 723,790.

Fair value of GT Shares issued to CCA	\$723,790
Less: cancellation of the CCA's share capital account	\$(831,324)
Less: cancellation of the CCA's contributed surplus account	\$(129,295)
plus: cancellation of the CCA's retained deficit account	\$848,218
Listing fee (allocated to retained earnings)	<u>\$611,389</u>

- g) Reflects the digital marketing agreement GT entered into with Wallace Hill Partners Ltd., pursuant to which Wallace Hill Partners Ltd. will provide financial publishing and digital marketing services to GT. These services are expected to include the creation of landing pages and other forms of digital marketing. It is expected that Wallace Hill Partners Ltd. will also promote the landing pages created and drive internet traffic for the benefit of GT. Wallace Hill Partners Ltd. was and will be compensated for the services it provides as follows: (i) a cash payment of USD \$300,000 was paid on execution of the digital marketing agreement to cover marketing expenses; (ii) a cash payment of CAD \$500,000 was paid on execution of the digital marketing agreement as a signing fee; and (iii) GT agreed to grant Wallace Hill Partners Ltd. 1,900,000 Resulting Issuer RSUs and 500,000 Resulting Issuer Options, with an exercise price of \$1.00, under the terms of the RI Omnibus Plan following Closing. The Resulting Issuer Options and Resulting Issuer RSUs granted to Wallace Hill Partners Ltd. shall vest in four equal tranches every six months for the two year period after the grant and be exercisable for 30 days after vesting.

3. COMMON SHARES OUTSTANDING

The resulting issuer common shares outstanding following the completion of the GT Acquisition will be:

Description	Shares	Amount \$	Note
Shares outstanding before the GT Acquisition	65,040,020	5,052,001	

Globalive Technology Partners Inc.

Notes to Pro Forma Consolidated Statement of Financial Position (Unaudited)

December 31, 2017

Non-brokered private placement Convertible Debentures	14,537,508	7,268,754	2(b)
Brokered Private Placement	30,000,000	28,000,000	2(c)
GCI Vend-In assets	19,914,894	9,957,447	2(d)
Due from investors for the Initial Seed Financing share issuance	6,320,000	316,000	2(e)
Issuance of the new GT shares to CCA shareholders	723,790	723,790	2(f)
Total	136,536,212	51,317,992	

4. CCA OPTION PLAN

Currently, 708,440 fully vested CCA options held by the directors and officer of CCA are in existence. It is expected that following the closing of the GT Acquisition, these options will be converted into 106,372 options in the resulting issuer with an exercise price of \$1.33. The value of such options in the resulting issuer has been estimated using a Black Scholes Option Pricing Model and is determined to be immaterial (refer to the Filing Statement of CCA dated May 29, 2018 for more details regarding the CCA options).

5. PRO FORMA EFFECTIVE INCOME TAX RATE

The proforma effective corporate income tax rate for the Resulting Issuer in 2018 is 26.5%.

ACKNOWLEDGEMENT OF PERSONAL INFORMATION

“Personal Information” means any information about an identifiable individual and includes information contained in any Items in the attached filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of TSX Venture Exchange Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction*, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B of the TSX Venture Exchange Corporate Finance Manual) pursuant to TSX Venture Exchange Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction*; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B of the TSX Venture Exchange Corporate Finance Manual or as otherwise identified by the Exchange, from time to time.

DATED May 29, 2018

CORPORATE CATALYST ACQUISITION INC.

(SIGNED) “Paul Kelly”

Chief Executive Officer & Chief Financial Officer

CERTIFICATE OF CORPORATE CATALYST ACQUISITION INC.

Dated: May 29, 2018

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Corporate Catalyst Acquisition Inc. assuming completion of the Proposed Qualifying Transaction.

(SIGNED) *"Paul Kelly"*

Paul Kelly

Chief Executive Officer & Chief Financial
Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(SIGNED) *"Eric Salsberg"*

Eric Salsberg

Director

(SIGNED) *"Morris Prychidny"*

Morris Prychidny

Director

CERTIFICATE OF GLOBALIVE TECHNOLOGY PARTNERS INC.

Dated: May 29, 2018

The foregoing, as it relates to Globalive Technology Partners Inc., constitutes full, true and plain disclosure of all material facts relating to the securities of Globalive Technology Partners Inc.

(SIGNED) "*Anthony Lacavera*"

(SIGNED) "*Brock Bundy*"

Anthony Lacavera

Chief Executive Officer, Secretary and Treasurer

Brock Bundy

Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(SIGNED) "*Kingsley Ward*"

(SIGNED) "*Jason Theofilos*"

Kingsley Ward

Director

Jason Theofilos

Director