AMENDED AND RESTATED PRELIMINARY PROSPECTUS

(amending and restating the preliminary prospectus dated November 27, 2020)

Non-Offering Prospectus March 1, 2021

1014379 B.C. LTD.

No securities are being offered pursuant to this Prospectus.

This non-offering amended and restated preliminary prospectus (the "**Prospectus**") of 1014379 B.C. Ltd. (the "**Company**"), is being filed with the British Columbia Securities Commission ("**BCSC**"), as principal regulator, and the Alberta Securities Commission for the purposes of becoming a reporting issuer pursuant to applicable securities legislation in the Provinces of British Columbia and Alberta. Upon the final receipt of this Prospectus by the BCSC, the Company will become a reporting issuer in British Columbia and Alberta. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company's securities in the secondary markets; the transparency and availability of trading prices; the liquidity of the Company's securities and the extent of issuer regulations. Please refer to the risk factor disclosure throughout the Prospectus.

An application has been filed by the Company to have its common shares (the "**Common Shares**") listed for trading on the Canadian Securities Exchange (the "**CSE**") under the proposed symbol "LITE". Listing on the CSE (the "**Listing**") is subject to the Company fulfilling all of the listing requirements the CSE including meeting all minimum requirements. The CSE has not conditionally approved the Company's listing application and there is no assurance that it will do so. As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a US marketplace, or a marketplace outside Canada and the United States of America.

Each of James Greenwell (President and Director of Captios) and Gene McConnell (Chief Financial Officer and Director of Captios), who reside outside of Canada, has appointed Partum Advisory Services Corp., 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, as his agent for service of process in Canada. It may not be possible to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process, see "*Captios – Enforcement of Civil Liberties*" and "*The Resulting Issuer – Enforcement of Civil Liberties*".

An investment in the securities of the Company or the Resulting Issuer is subject to a number of risks. Investors should carefully consider the risk factors described under "*Captios – Risk Factors*" and "*The Resulting Issuer – Risk Factors*" before purchasing any securities of the Company.

No underwriter or selling agent has been involved in the preparation of this Prospectus or performed any review or independent due diligence investogation of the contents of this propsectus.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

Unless otherwise noted all currency amounts in this Prospectus are stated in Canadian dollars.

Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or that resides outside of Canada, even if the party has appointed an agent for service of process.

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GLOSSARY

"**2020 Private Placement Financing**" means the non-brokered private placement of the Company completed on September 3, 2020 consisting of 4,090,506 Common Shares at a price of $0.15 per Common Share for aggregate proceeds of $613,575.90.

"**2021 Private Placement Financing**" means the non-brokered private placement of the Company completed on February 28, 2021 consisting of 2,600,337 Common Shares at a price of $0.15 per Common Share for aggregate proceeds of $390,050.55.

"**Acquisition**" has the meaning set out under the heading "*The Company – Corporate Structure – Name, Address and Incorporation*".

"**Arrangement**" means the statutory plan of arrangement effected among the Company, Bravura Ventures Corp. and Nuran Wireless Inc. pursuant to the Arrangement Agreement.

"**Arrangement Agreement**" means the arrangement agreement between the Company, Bravura Ventures Corp. and Nuran Wireless Inc. dated October 14, 2014.

"**Audit Committee**" means the Audit Committee of the Company constituted in accordance with NI 52-110.

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

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

"**Board of Directors**" or "**Board**" means the board of directors of the Company.

"**Captios**" means Captios, LLC.

"**Captios Board**" means the board of directors of Captios.

"**Captios Shares**" means the ordinary shares of Captios.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Closing**" means the completion of the Acquisition in accordance with the Securities Exchange Agreement.

"**Common Shares**" means the common shares of the Company.

"**Company**" means 1014379 B.C. Ltd.

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

"**CSE Escrow Agreement**" means the escrow agreement to be entered into prior to Listing, among the Company, the Escrow Agent and certain security holders of the Company pursuant to NP 46-201.

"**CSE Escrow Securities**" means the Resulting Issuer Shares that are held in escrow pursuant to the CSE Escrow Agreement.

"**DSCSA**" means the United States *Drug Supply Chain Security Act*.

“**Eligible Persons**” means directors, executive officers, employees of or consultants to the Company or of a related entity of the Company (as those terms are defined by National Instrument 45-106 – *Prospectus Exemptions*, as amended or replaced from time to time).

“**Escrow Agent**” means National Securities Administrators Ltd.

“**Escrowed Holder**” has the meaning set out under the heading “Escrowed Securities”.

“**FDA**” means United States Food and Drug Administration.

“**February 2020 Stock Option Plan**” means the stock option plan of the Company, as approved by Shareholders on February 7, 2020.

“**IFRS**” means International Financial Reporting Standards.

“**IoT**” means internet of things.

“**Listing**” means the proposed listing of the Resulting Issuer Shares on the CSE.

“**Management**” means the management of the Company.

“**MD&A**” means Management’s Discussion and Analysis included in this Prospectus.

“**Named executive officers**” or “**NEOs**” means each of the following individuals: (i) the CEO; (ii) the CFO; (iii) the most highly compensated executive officer other than CEO and CFO at the end of the most recently completed financial year whose total compensation was more than $150,000; (iv) each individual who would be a named executive officer under (iii) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

“**NI 41-101**” means National Instrument 41-101 – *General Prospectus Requirements*.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*.

“**NI 58-101**” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

“**NP 46-201**” means National Policy 46-201 – *Escrow for Initial Public Offerings*.

“**October 2020 Stock Option Plan**” means the stock option plan of the Company, as approved by directors of the Company, but not yet approved by Shareholders.

“**Partum Agreement**” means the corporate management agreement dated August 1, 2019 with Partum Advisory Services Corp. to provide certain management and administrative services to the Company.

“**Prospectus**” means this non-offering prospectus of the Company.

“**Resulting Issuer**” means the Company following completion of the Acquisition.

“**Resulting Issuer Board**” means the board of directors of the Resulting Issuer.

“**Resulting Issuer Shares**” means the common shares of the Resulting Issuer.

“**SaaS**” means software-as-a-service, a software licensing and delivery model.

“**SEDAR**” means the system for electronic document analysis and retrieval.

"**Shareholder**" means a holder of Common Shares.

"**Spotlite360**" means Spotlite360, Inc., a wholly owned subsidiary of Captios.

"**Spotlite360 Software**" means the SaaS-based supply chain execution and sustainability platform in the pharmaceutical, healthcare and agricultural industries that comprises the business of Spotlite360.

"**Stock Options**" means stock options of the Company granted pursuant to the February 2020 Stock Option Plan or the October 2020 Stock Option Plan, as applicable.

"**Tax Act**" means *Income Tax Act* (Canada).

"**TrackX**" means TrackX Holdings Inc., a corporation incorporated under the laws of British Columbia and licensor of a SaaS-based supply chain technology platform.

"**TrackX License**" is described in *Business of Captios – Description of the Business*.

"**TrackX License Agreement**" is described in *Business of Captios – Description of the Business*.

"Transfer Agent Agreement" means the transfer agent and registrar agreement dated August 1, 2019, with National Securities Administrators Ltd. to provide transfer agent and registrar services to the Company.

"**US**" or "**United States**" means United States of America.

GENERAL MATTERS

Unless otherwise noted or the context indicates otherwise the terms "**we**", "**us**", "**our**" or the "**Company**" refer to 1014379 B.C. Ltd.

Certain capitalized and other terms and phrases used in this Prospectus are defined in the "*Glossary*".

An investor should rely only on the information contained in this Prospectus. The Company has not authorized anyone to provide investors with additional or different information. Any graphs, tables or other information demonstrating the historical performance of the Company or of any other entity contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of our future performance or the future performance of such entities. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated.

This Prospectus includes a summary description of certain material agreements of the Company under "*The Company – Material Contracts*", of Captios under "*Captios – Material Contracts*" and of the Resulting Issuer under "*The Resulting Issuer – Material Contracts*". The summary description discloses attributes material to an investor but is not complete and is qualified by reference to the terms of the material agreements, which will be filed with the Canadian securities regulatory authorities and available on SEDAR at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

Financial Statement Presentation in this Prospectus

This Prospectus contains financial information for the Company and Captios for the periods and dates indicated. The selected financial information of the Company has been derived from (i) the audited financial statements of the Company for the years ended December 31, 2019 and 2018; (ii) the audited financial statements of the Company for the years ended December 31, 2018 and 2017; the unaudited interim financial statements of the Company for the nine-month period ended September 30, 2020; the audited financial statements of Captios for the period ended August 31, 2020; and the pro forma consolidated financial statements for the combined business of the Resulting Issuer as at September 30, 2020, which have been prepared in accordance with IFRS (collectively, the "**Financial Statements**"), and are included in this Prospectus, as follows:

Schedule "A"	–	the audited financial statements of the Company for the years ended December 31, 2019 and 2018;
Schedule "B"	–	the audited financial statements of the Company for the years ended December 31, 2018 and 2017;
Schedule "C"	–	the unaudited condensed interim financial statements of the Company for the nine-month period ended September 30, 2020 and 2019;
Schedule "D"	–	the audited financial statements of Captios for the period ended August 31, 2020; and
Schedule "E"	–	the unaudited condensed interim financial statements of Captios for the three-month period ended November 30, 2020;
Schedule "F"	–	the unaudited pro forma consolidated financial statements of the combined business of the Resulting Issuer as at September 30, 2020.

For information on the Company's MD&A in respect of the above financial information, please see "*The Company – Selected Financial Information of the Company and MD&A – Selected Management's Discussion and Analysis*".

Forward-Looking Information

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities legislation, with respect to the Company, Captios, and the Resulting Issuer. The forward-looking information included in this Prospectus is not based on historical facts, but rather on the expectations of the Company's management regarding the future growth of the Resulting Issuer, its results of operations, performance, business prospects, and opportunities. This Prospectus uses words such as "will", "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions to identify forward-looking information. Such forward-looking information reflects the current beliefs of the Company's management, based on information currently available to them.

This forward looking information includes, among other things, statements relating to: the completion of the Acquisition, the Listing and matters related thereto; the intentions, plans and future actions of the Company, Captios and the Resulting Issuer; statements relating to the business and future activities of the Company, Captios and the Resulting Issuer; anticipated developments in operations of the Company, Captios and the Resulting Issuer; market position, ability to compete and future financial or operating performance of the Company, Captios and the Resulting Issuer; the timing and amount of funding required to execute the business plans of the Company, Captios and the Resulting Issuer; capital expenditures of the Company, Captios and the Resulting Issuer; the effect on the Company, Captios and the Resulting Issuer of any changes to existing or new legislation or policy or government regulation; the length of time required to obtain permits, certifications and approvals; the availability of labour; estimated budgets; currency fluctuations; requirements for additional capital; limitations on insurance coverage; the timing and possible outcome of regulatory and permitting matters; goals; strategies; future growth; the adequacy of financial resources; our proposed use of available funds; our expectations regarding revenues, expenses and anticipated cash needs.

In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward looking information. Forward looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Company, Captios and the Resulting Issuer believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and there can be no assurance that actual results will be consistent with these forward looking statements. Given these risks, uncertainties, and assumptions, prospective investors should not place undue reliance on these forward looking statements. Whether actual results, performance, or achievements will conform to the expectations and predictions of the Company, Captios or the Resulting Issuer, as applicable, is subject to a number of known and unknown risks, uncertainties, assumptions, and other factors, including those listed under "*Captios – Risk Factors*" and "*The Resulting Issuer – Risk Factors*", which include:

- operational risks;
- market price of the Common Shares may not be high enough to create positive return for current investors;
- no prior market for the Common Shares;
- high level of price and volume volatility in the capital markets;
- no dividends for the foreseeable future;
- reliance on management and key employees;
- risks associated with foreign operations in other countries;

- risk associated with acquisitions;
- exposure to information systems security threats;
- lack of sufficient insurance;
- changes in laws, regulations, and guidelines relating to the Company's or Captios' business, including tax and accounting requirements;
- conflict of interests of directors and officers;
- competition in the industry in which the Company or Captios operates;
- uncertainty an adverse changes in the economy;
- the impact of COVID-19 on the Company's or Captios' business;
- increased expenses as a result of being a public company and having public company disclosure obligations;
- dilution as a result of future sale of Common Shares;
- evolving market and difficulty of evaluation future prospects;
- rapid technological change in the industry in which the Company or Captios operates;
- managing growth in a high-tech environment;
- a highly competitive industry;
- defective products;
- failure to obtain or maintain required regulatory approvals;
- regulatory regime the Company or Captios operates in;
- possibility of data breaches and inadequacy of consumer protection and data privacy policies;
- increased research and development costs and reduced profitability as a result;
- lack of outside funding available for research and development;
- shipping products outside of Canada and approvals required for exporting;
- potential litigation;
- reliance on business partners;
- failure to protect and maintain and the consequential loss of intellectual property rights;

- adverse impacts on reported results of operations as a result of adopting new accounting standards or interpretations; and

- changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward looking statements prove incorrect, actual results might vary materially from those anticipated in the forward looking statements.

Information contained in forward looking statements in this Prospectus is provided as of the date of this Prospectus, and the Company disclaims any obligation to update any forward looking statements, whether as a result of new information or future events or results, except to the extent required by applicable securities laws. Accordingly, potential investors should not place undue reliance on forward looking statements or the information contained in those statements.

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment.

Market and Industry Data

Market and industry data presented throughout this Prospectus was obtained from third party sources, industry reports and publications, websites and other publicly available information as well as industry and other data prepared by the Company or on the Company's behalf on the basis of our knowledge of the markets in which the Company, Captios and the Resulting Issuer operate, including information provided by suppliers, customers and other industry participants. Each of the Company, Captios and the Resulting Issuer believe that the market and economic data presented throughout this Prospectus is accurate and, with respect to data prepared by the Company, Captios and the Resulting Issuer or on their behalf, that such estimates and assumptions are currently appropriate and reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and economic data presented throughout this Prospectus are not guaranteed and none of the Company, Captios or the Resulting Issuer make any representation as to the accuracy of such data. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although the Company, Captios and the Resulting Issuer believe it to be reliable, there has been no independent verification any of the data from third party sources referred to in this Prospectus, analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying market, economic and other assumptions relied upon by such sources. Market and economic data is subject to variations and cannot be verified due to limits on the availability and reliability of data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey.

Currency Presentation

In this Prospectus, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars.

PROSPECTUS SUMMARY

This summary highlights principal features of the Company and certain information contained elsewhere in this Prospectus. You should read this entire Prospectus carefully, especially the "Captios – Risk Factors" and "The Resulting Issuer – Risk Factors" sections of this Prospectus and our financial statements and related notes appearing elsewhere in this Prospectus. Certain capitalized terms and phrases used in this Prospectus are defined in the "Glossary".

The Company

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The address of its head office is 810-789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura Ventures Corp ("**Bravura**," its former parent company) and Nuran Wireless Inc. (previously 1014372 B.C. Ltd.) whereby the Company formed part of a statutory plan of arrangement (the "**Arrangement**") to become a reporting issuer in the provinces of British Columbia and Alberta. The arrangement was approved November 14, 2014 and was completed March 11, 2015.

Captios

The business of Captios is primarily the Spotlite360 Software, a SaaS-based supply chain execution and sustainability platform to enterprise customers in the pharmaceutical, healthcare and agricultural industries. By leveraging IoT technologies, blockchain, machine learning and analytics, the Spotlite360 Software is uniquely positioned to meet customer needs for supply chain execution, tracing, tracking, and sustainability. Customers will benefit by realizing improved visibility, a reduction in loss and theft, increased supply chain velocity, labor efficiency, improves asset utilization, and support of their global sustainability initiatives. The Spotlite360 Software is owned by and operated through Spotlite360, a wholly-owned subsidiary of Captios.

Business of the Resulting Issuer

The business of Captios will become the business of the Resulting Issuer under the name "Captios Technologies Inc." or such other name as may be approved by the Company shareholders or as may be approved by the regulatory authorities.

The Acquisition

On June 21, 2020, the Company entered into an arm's length securities exchange agreement dated as of June 21, 2020, with Captios, LLC ("**Captios**") and the members of Captios (the "**Securities Exchange Agreement**"). Pursuant to the Securities Exchange Agreement, the Company agreed to purchase and the members of Captios agreed to sell 20,100,000 ordinary shares of Captios (the "**Captios Shares**"), being all of the issued and outstanding ordinary shares of Captios, to the Company (the "**Acquisition**"). As consideration for the sale of the Captios Shares, the Company has agreed to issue to the vendors an aggregate of 20,100,000 Common Shares. A condition of Closing includes, among other things, that the Common Shares will have been conditionally approved for listing on the CSE.

Business Objectives and Milestones

The primary objective business objectives for the Company over the next 12 months are:

(a) to complete the Acquisition of Captios; and

(b) to develop Captios' business.

Available Funds and Principal Purposes

Upon completion of the Acquisition, it is anticipated the Resulting Issuer will have available funds as follows:

Sources of Available Funds	
Cash	**$635,920**
Total (unaudited)	**$635,920**

Upon completion of the Acquisition, the principal purposes for the foregoing available funds will be as follows:

Principal Purposes	
General and administrative costs(1)	**$143,500**
Solution Delivery / Research and development	**$130,000**
Sales and marketing	**$85,000**
Complete Solution Configuration for Pharma and Healthcare	**$95,000**
License fee for technology platform	**$130,420**
Total	**$583,920**
Unallocated Funds	**$52,000**

Notes:

(1) Inclusive of fees and expenses associated with the Listing and the Prospectus.

The Resulting Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. Use of funds will be subject to the discretion of management. Until the Resulting Issuer uses the unallocated funds, it will hold them in cash and/or invest them in short-term, interest-bearing, investment-grade securities. Please see "*The Resulting Issuer – Available Funds and Principal Purposes*", "*Captios – Risk Factors*" and "*The Resulting Issuer – Risk Factors*" for further detail.

Directors and Officers of the Company

The Board consists of Eugene Beukman, Alexander Somjen and Joel Dumaresq. Management of the Company is Eugene Beukman, CEO and Peter Nguyen, CFO and Corporate Secretary.

Risk Factors: An investment in the securities of the Company is subject to a number of risk factors that should be carefully considered by prospective investors. These risks include, but are not limited to:

- operational risks;
- market price of the Common Shares may not be high enough to create positive return for current investors;
- no prior market for the Common Shares;
- high level of price and volume volatility in the capital markets;

- no dividends for the foreseeable future;
- reliance on management and key employees;
- risks associated with foreign operations in other countries;
- risk associated with acquisitions;
- exposure to information systems security threats;
- lack of sufficient insurance;
- changes in laws, regulations, and guidelines relating to the Company's or Captios' business, including tax and accounting requirements;
- conflict of interests of directors and officers;
- competition in the industry in which the Company or Captios operates;
- uncertainty an adverse changes in the economy;
- increased expenses as a result of being a public company and having public company disclosure obligations;
- dilution as a result of future sale of Common Shares;
- evolving market and difficulty of evaluation future prospects;
- rapid technological change in the industry in which the Company or Captios operates;
- managing growth in a high-tech environment;
- a highly competitive industry;
- having defective products;
- failure to obtain or maintain required regulatory approvals;
- regulatory regime the Company or Captios operates in;
- possibility of data breaches and inadequacy of consumer protection and data privacy policies;
- increased research and development costs and reduced profitability as a result;
- lack of outside funding available for research and development;
- shipping products outside of Canada and approvals required for exporting;

- potential litigation;
- reliance on business partners;
- failure to protect and maintain and the consequential loss of intellectual property rights;
- adverse impacts on reported results of operations as a result of adopting new accounting standards or interpretations;
- changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; and
- impacts of COVID-19 on the Company's or Captios' business.

Please see "*Captios – Risk Factors*", "*The Resulting Issuer – Risk Factors*" and other information included in this Prospectus for a discussion of the risks that an investor should carefully consider before deciding to invest in Common Shares.

Summary of Financial Information

The following table sets forth selected pro forma financial information for the Resulting Issuer as at September 30, 2020, after giving effect to the Acquisition as described in the pro forma financial statements of the Resulting Issuer attached as Schedule "E" hereto.

Pro Forma balance Sheet	**Company Pro Forma as at September 30, 2020**
Current Assets	$1,394,201
Current Liabilities	$592,011
Total Liabilities and Shareholders' Equity	$4,532,490

Market for Securities

An application has been filed by the Company to have its common shares listed for trading on the CSE under the proposed symbol "**LITE**". Listing on the CSE is subject to the Company fulfilling all of the listing requirements the CSE including meeting all minimum requirements. The CSE has not conditionally approved the Company's listing application and there is no assurance that it will do so. As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a US marketplace, or a marketplace outside Canada and the United States of America.

No Proceeds Raised

This Prospectus is a non-offering prospectus prepared and filed in order to satisfy certain listing requirements for the CSE and in connection with the Acquisition. No proceeds will be raised pursuant to this Prospectus.

Risk Factors

An investment in the Company or the Resulting Issuer following completion of the Acquisition involves a high degree of risk. There are risks inherent with completion of the Acquisition and with respect to the business of the Resulting Issuer. You should carefully consider the information in this Prospectus and the information set out under "*Captios – Risk Factors*" and "*The Resulting Issuer – Risk Factors*".

THE COMPANY

CORPORATE STRUCTURE

Name, Address and Incorporation

The full corporate name of the Company is 1014379 B.C. Ltd. The Company was incorporated on September 23, 2014 under the BCBCA. The head office and registered office is located at Suite 810-789 West Pender Street, Vancouver, British Columbia V6C 1H2. The Company's Common Shares do not currently trade on any stock exchange.

BUSINESS OF THE COMPANY

Description of the Business

The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern. The Company does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends.

On June 21, 2020, the Company entered into an arm's length securities exchange agreement dated as of June 21, 2020, with Captios, LLC ("**Captios**") and the members of Captios (the "**Securities Exchange Agreement**"). Pursuant to the Securities Exchange Agreement, the Company agreed to purchase and the members of Captios agreed to sell 20,100,000 ordinary shares of Captios (the "**Captios Shares**"), being all of the issued and outstanding ordinary shares of Captios, to the Company (the "**Acquisition**"). As consideration for the sale of the Captios Shares, the Company has agreed to issue to the vendors an aggregate of 20,100,000 Common Shares. A condition of Closing includes, among other things, that the Common Shares will have been conditionally approved for listing on the CSE.

Three Year History

On October 14, 2014, the Company entered into the Arrangement Agreement with Bravura Ventures Corp ("**Bravura**," the Company's former parent entity) and Nuran Wireless Inc. (previously 1014372 B.C. Ltd.) whereby the Company would form part of a statutory plan of arrangement (the "**Arrangement**") to become a reporting issuer in the provinces of British Columbia and Alberta. The Arrangement was approved November 14, 2014 and was completed March 11, 2015.

The Arrangement was approved by the shareholders at the annual and special general meeting of the Company held November 14, 2014 and was completed March 11, 2015. Pursuant to the Arrangement Agreement:

- each of the issued and outstanding common shares of Bravura was exchanged for one new common share, one Class 1 reorganization share and one Class 2 reorganization shares of Bravura, and all of the common shares of Bravura outstanding prior to the Arrangement were cancelled;

- all Class 2 reorganization shares were transferred to the Company in exchange for Common Shares;

- Bravura redeemed all of the Class 2 reorganization shares and satisfied the redemption amount of such shares by the transfer to the Company of $45,000 of cash; and the Company completed a financing of 2,938,349 common shares for gross proceeds of $58,767.

On May 6, 2019, a cease trade order ("**CTO**") was issued by the British Columbia Securities Commission (the "**BCSC**"), as a result of the failure of the Company, under its previous management, to file annual financial statements and related management's discussion and analysis within the required time. On November 7, 2019, the CTO was revoked as the Company addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date. As a condition of receiving the revocation order, the Company provided the BCSC with an undertaking to hold its annual shareholders' meeting within three months from November 7, 2019. The Company satisfied this condition and held its annual shareholders' meeting on February 7, 2020.

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000.

On May 8, 2020 the Company completed a private placement and issued 2,040,000 common shares at a purchase price of $0.025 for gross proceeds of $51,000.

On June 21, 2020 the Company entered into the Securities Exchange Agreement with Captios and the members of Captios in respect of the Acquisition, whereby the Company will acquire all of the issued and outstanding Captios Shares, being 20,100,000 Captios Shares, in exchange for 20,100,000 Common Shares.

On September 3, 2020, the Company completed the 2020 Private Placement Financing.

On February 28, 2021, the Company completed the 2021 Private Placement Financing.

DIVIDENDS OR DISTRIBUTIONS

To date, the Company has not declared any dividends or distributions on the Common Shares although there are no restrictions precluding the Company from declaring any such dividends. The Company intends to direct its cash towards the development of its business and the identification and evaluation of assets or businesses, and does not expect to declare or pay any dividends or distributions in the foreseeable future.

SELECTED FINANCIAL INFORMATION OF THE COMPANY AND MD&A

Selected Financial Information

The following table sets forth selected annual financial information of the Company as at December 31, 2019 and as at September 30, 2020 and should be read in conjunction with the annual financial statements of the Company attached as Schedule "A" hereto and the interim financial statements of the Company attached as Schedule "C" hereto.

Pro Forma balance Sheet	Company as at December 31, 2019	Company as at September 30, 2020
Current Assets	$298	$636,626
Current Liabilities	$63,975	$116,560
Total Liabilities and Shareholders' Equity	$298	$523,066

Annual Information

The following table provides a brief summary of the financial information of the Company as at and for the fiscal years ended December 31, 2019, 2018 and, 2017 the interim nine-month period ended September 30, 2020.

Item	Nine Months Ended September 30, 2020	Fiscal Year Ended December 31, 2019	Fiscal Year Ended December 31, 2018	Fiscal Year Ended December 31, 2017
Total Revenues	Nil	Nil	Nil	Nil
Total Expenses	(100,928)	(92,421)	(73,513)	(77,932)
Net Income	(100,928)	(92,421)	(73,513)	(77,932)
Total Assets	639,626	298	84	1,189
Total Liabilities	116,560	63,975	307,340	234,927
Shareholder Deficit	(604,373)	(503,445)	(411,024)	(337,506)
Basic & Diluted loss per Share	(0.00)	(0.05)	(0.15)	(0.15)

Quarterly Information

The following table summarizes certain amounts for each of the eight most recently completed quarters ending at the end of the most recently completed financial year of the Company:

Three Months Ended	Revenue	Net Loss	Loss per Share
September 30, 2020	Nil	(43,343)	(0.00)
June 30, 2020	Nil	(29,505)	(0.00)
March 31, 2020	Nil	(28,080)	(0.00)
December 31, 2019	Nil	(30,760)	(0.00)
September 30, 2019	Nil	(25,916)	(0.05)
June 30, 2019	Nil	(17,728)	(0.04)
March 31, 2019	Nil	(18,017)	(0.04)
December 31, 2018	Nil	122,203	0.24
September 30, 2018	Nil	(60,065)	(0.12)

Selected Management's Discussion and Analysis

The following MD&A of the Company are included in this Prospectus as follows:

Schedule "G"	–	MD&A of the Company for the year ended December 31, 2019;
Schedule "H"	–	MD&A of the Company for the year ended December 31, 2018; and
Schedule "I"	–	MD&A of the Company for the nine-month period ended September 30, 2020.

The Financial Statements and the financial data derived therefrom and included in this Prospectus have been prepared in accordance with IFRS.

The Company's MD&A included herein should read in conjunction with the Financial Statements and the disclosure contained in this Prospectus. The discussions of results are as of the dates stated in the applicable MD&A.

Liquidity, Capital Resources and Outlook

As at the most recent month end February 28, 2021, the Company had working capital of $532,382. This included $582,382 in cash and $50,000 in liabilities. Management believes that it has sufficient cash and cash equivalents to meet its ongoing obligations and its objective of completing the Acquisition.

Transactions with Related Parties

Related parties include the Company Board, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions. Other than as described below, there was no remuneration paid to key management personnel during the period ended September 30, 2020.

Additional Disclosure for Venture Issuers without Significant Revenue

Item	Year ended December 31, 2019 ($)
Consulting fees (accounting, corporate)	14,375
Filing fees	20,007
Management fees	31,500
Audit and Legal Fees	15,153
Administrative	1,386
	92,421

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Company is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 22,963,200 Common Shares are issued and outstanding as fully paid and non-assessable.

Each Common Share carries one vote at all meetings of shareholders, carries the right to receive a proportionate share, on a per share basis, of the assets of the Company available for distribution in the event of a liquidation, dissolution, or winding-up of the Company and the right to receive any dividend if declared by the Company.

All Common Shares which are to be outstanding after completion of the Acquisition will be fully paid and non-assessable.

Preferred Shares

The Company is authorized to issue an unlimited number of non-voting preferred shares without nominal or par value with certain rights and restrictions. As at the date hereof, no preferred shares are issued and outstanding.

CONSOLIDATED CAPITALIZATION

For information regarding changes in the Company's consolidated capitalization since December 31, 2019, that will result from the Acquisition, please see "*The Resulting Issuer – Pro Forma Consolidated Capitalization of the Resulting Issuer*".

PRIOR SALES

The following table summarizes issuances of our Common Shares, or securities convertible into Common Shares, during the 12-month period preceding the date of this Prospectus.

Date of Issuance	Type of Security	Number of Securities Issued	Issuance/Exercise Price per Security
February 28, 2021	Common Shares	2,600,337	$0.15
September 3, 2020	Common Shares	4,376,841(1)	$0.15
May 8, 2020	Common Shares	2,040,000	$0.025
November 21, 2019	Common Shares	13,440,000	$0.025

Notes:

(1) 286,335 Common Shares were issued to certain arm's length finders in connection with the 2020 Private Placement Financing.

PRINCIPAL SECURITYHOLDERS

No persons beneficially own, directly or indirectly or exercise control or direction over more than 10% of the issued and outstanding Common Shares as at the date of this Prospectus. For information on principal holders of Resulting Issuer Shares after giving effect to the Acquisition, please see "*The Acquisition*"**.**

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out, for each of our directors and executive officers, the person's name, place of residence, position with the Company, principal occupation, age and the date on which the person became a director or officer of the Company. Our directors are expected to hold office until our next annual general meeting of shareholders. Our directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of shareholders. As a group, the directors and executive officers do not beneficially own, or control or direct, directly or indirectly, any Common Shares.

Name and Province or State and Country of Residence	Age	Position with the Company	Director / Officer Since	Principal Occupation
Eugene Beukman(1) British Columbia, Canada	62	President, CEO and Director	July 17, 2019	Corporate Counsel, Partum Advisory Services Corp.
Alexander Somjen(1) Ontario, Canada	34	Director	November 7, 2019	Business executive

Name and Province or State and Country of Residence	Age	Position with the Company	Director / Officer Since	Principal Occupation
Joel Dumaresq[1] British Columbia, Canada	56	Director	November 7, 2019	Business executive
Peter Nguyen British Columbia, Canada	34	Chief Financial Officer and Corporate Secretary	July 17, 2019	Chartered Professional Accountant

Notes:

(1) Member of the Audit Committee.

Set forth below is a description of the background of the directors and officers of the Company.

Eugene Beukman, age 62 – CEO, President and Director: Mr. Beukman is the corporate counsel of Partum Advisory Services Corp. He graduated from the Rand University of Johannesburg, South Africa, with a bachelor of law degree and a bachelor of law honours postgraduate degree in 1987. After practising as a lawyer, Mr. Beukman was employed as a legal adviser to the BHP Billiton group companies, a leading global resources company and a producer of major commodities, including iron ore, metallurgical coal, copper and uranium, with substantial interests in conventional and unconventional oil and gas and energy coal. He also has over 30 years of experience in the acquisition of assets and joint ventures, and serves as chief executive officer and director of a number of TSX Venture Exchange and CSE listed companies.

Alexander Somjen, age 34 – Director: Mr. Somjen, having most recently spent over a decade in capital markets at a large financial institution, has worked in both investment banking and sales- and trading-related capacities. In these roles, Mr. Somjen forged deep relationships with large institutional investors and major corporations, and worked on many notable debt capital and equity capital issuances. During his career, Mr. Somjen also pivoted away from capital markets for a time to found and serve as chief financial officer of an artificial-intelligence-related tech concern. Mr. Somjen began his career as a preferred share sales trader servicing Canada’s largest institutional investors. In his most recent role, he advised both issuers and institutional investors on the preferred share market and hybrid capital space. He holds a BA in economics from the University of Toronto.

Joel Dumaresq, age 56 – Director: Mr. Dumaresq has over 30 years of experience in the capital markets having begun his career with investment banking firm RBC Dominion Securities and has been active in both private and public equity markets in Canada, the US, Europe and South America. Mr. Dumaresq brings an extensive business history in effecting mergers and acquisitions, as well as assembling strong management teams. He is a former Chair of the British Columbia Chapter of the Young President’s Organization, a current member of the Board of Trustees of the Vancouver Police Foundation and a recipient of the Star of Courage.

Peter Nguyen, age 34 – CFO and Corporate Secretary: Mr. Nguyen is a Chartered Professional Accountant and an alumnus of the University of British Columbia. Mr. Nguyen serves as the chief financial officer and director of several publicly traded companies in a variety of industries and is instrumental in managing the financial operations, as well as the integrated business strategies. Mr. Nguyen has more than 10 years of experience and has held several senior financial positions for public and private entities, where he provided assurance, corporate financing, tax and business advisory services.

Other Reporting Issuer Experience

The following table sets out the directors and officers of the Company that are, or have been within the last five years, directors or officers of other issuers that are or were reporting issuers in any Canadian jurisdiction (or the equivalent in a jurisdiction outside of Canada):

Name	Name of Reporting Issuer	Trading Market
Eugene Beukman	Bard Ventures Ltd.	TSXV
	Black Isle Resources Corporation	Not Listed
	BluKnight Aquafarms Inc.	Not Listed
	Global Care Capital Corp.	CSE
	Icanic Brands Company	CSE
	International Cobalt Corp.	CSE
	ICC International Cannabis Company	CSE
	La Jolla Capital Inc.	Not Listed
	Lincoln Mining Corporation	TSXV
	Osino Resources Corp.	TSXV
	Range Energy Resources Inc.	CSE
	Reliq Health Technologies Inc.	TSXV
	SLAM Exploration Ltd.	TSXV
	Vinergy Cannabis Capital Inc.	CSE
Joel Dumaresq	Clean Power Capital Corp.	CSE
	Major Precious Metals Corp.	CSE
	Natcore Technology Inc.	TSXV
	Orion Nutraceuticals Inc.	CSE
	Parkit Enterprise Inc.	TSXV
	ProSmart Enterprises Inc.	TSXV
	Sojourn Exploration Inc.	TSXV
	Solution Financial Inc.	TSXV
	TAAT Lifestyle and Wellness Ltd.	CSE
Alexander Somjen	Global Care Capital Inc.	CSE
	Eat Beyond Global Holdings Inc.	CSE
	Hollister Biosciences Inc.	CSE
Peter Nguyen	Agraflora Organics International Inc.	CSE
	Christina Lake Cannabis Corp.	CSE
	Cameo Industries Corp.	CSE
	Clarity Gold Corp.	CSE

Name	Name of Reporting Issuer	Trading Market
	ICC International Cannabis Company	CSE
	MegumaGold Corp.	CSE
	Myconic Capital Corp.	CSE

Corporate Cease Trade Orders or Bankruptcies

Other than as set out below, no director, officer, insider or promoter of the Company is, or within the 10 years prior to the date of this prospectus has been, a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On May 6, 2019, during the period when Eugene Beukman was acting as a director of the Company, the Company was subject to a cease trade order issued by the British Columbia Securities Commission for failure to file its financial statements within the required time period. The cease trade order was revoked on November 7, 2019.

On October 1, 2019, during the period when Joel Dumaresq was acting as the CEO and Director of Orion Nutraceuticals Inc. ("**Orion**"), the BCSC granted Orion a management cease trade order to provide Orion with additional time in order to file its annual audited financial statements and accompanying management's discussion and analysis for the year-ended May 31, 2019 (the "**Orion Annual Filings**"). Orion was granted an extension until November 29, 2019 to submit the Orion Annual Filings. On November 26, 2019, Orion made a subsequent application to the BCSC in order to extend the term of the management cease trade order until December 13, 2019. The application was subsequently not accepted by the BCSC. On December 4, 2019, the BCSC issued a cease trade order against Orion for failure to file the Orion Annual Filings, Orion subsequently submitted the Orion Annual Filings on December 4, 2019 and on December 5, 2019, the cease trade order was revoked.

Penalties or Sanctions

No director, officer, insider or promoter of the Company or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any 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 be likely to be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director, officer, insider or promoter of the Company or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, as applicable, become bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver or receiver manager or trustee appointed to hold the assets of that individual.

Audit Committee

The Audit Committee's mandate includes the responsibility for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:

(a) support the Board of Directors in meeting its responsibilities to shareholders;

(b) enhance the independence of the external auditor;

(c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors; and

(d) increase the credibility and objectivity of the Company's financial reports and public disclosure.

The duties and responsibilities of the Audit Committee include:

(a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;

(b) recommending to the Board of Directors the compensation of the external auditor;

(c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;

(d) overseeing the work of the external auditor;

(e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board ("**CPAB**") and will enquire if there are any sanctions imposed by the CPAB on the external auditor;

(f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;

(g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Audit Committee and to management;

(h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;

(i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board of Directors' approval and dissemination of financial statements to shareholders and the public;

(j) reviewing financial statements, management discussion and analysis, and annual and interim earnings press releases prior to public disclosure of this information;

(k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to is dissemination to the public;

(l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;

(m) ensuring the integrity of disclosure controls and internal controls over financial reporting;

(n) resolving disputes between management and the external auditor regarding financial reporting;

(o) establishing procedures for:

   (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and

   (ii) the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.

(p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

(q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor; and

(r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

The Company's Audit Committee charter requires the Audit Committee to meet with the external auditor of the Company at least once each year, and at such time(s) as it deems appropriate, to review the external auditor's examination and report. However, the Audit Committee meets at least quarterly to the Company's financial statements and MD&A. The Audit Committee also meets separately with the President and separately with the Chief Financial Officer of the Company (if the President and the Chief Financial Officer are not one and the same individual) at least quarterly to review the financial affairs of the Company.

In addition to the quarterly and annual meetings, the Audit Committee meets with the CEO and CFO of the Company and the independent auditors, from time to time, to review and inquire into matters affecting financial reporting matters, the system of internal accounting and financial controls and procedures and the audit procedures and audit plans.

The Board has not developed a written position description for the Chairman of the Audit Committee but considers the Chairman to be responsible for setting the tone for the committee work, ensuring that members have the information needed to do their jobs, overseeing the logistics of the Audit Committee's operations, reporting to the Board on the Audit Committee's decisions and recommendations, setting the agenda and running and maintaining minutes of the meetings of the Audit Committee.

The Audit Committee's Charter

A copy of the Company's Audit Committee charter is attached as Schedule "J" hereto.

Composition of the Audit Committee

The Audit Committee is composed of the following members:

Name	Independent	Financially Literate
Joel Dumaresq (Chair)	Independent	Yes(1)
Alexander Somjen	Independent	Yes(1)
Eugene Beukman	Not Independent	Yes(1)

Notes:

(1) Within the meaning of NI 52-110.

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls. All members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

Reliance on Certain Exemptions

Since the Company is a "venture issuer" pursuant to applicable Canadian securities legislation, it is relying upon the exemption provided for at section 6.1 of NI 52-110 in respect of the composition of the Audit Committee.

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemptions provided for in subsections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted pursuant to Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors. The Audit Committee will be responsible for the pre-approval of all audit services and permissible non-audit services to be provided to the Company by the external auditors, subject to any exceptions provided in NI 52-110.

Details of the composition and function of the remaining standing committees to be formed following the Listing will be discussed at the first meeting of the directors following the Listing.

External Auditor Service Fee

For the period ended December 31, 2019 and the year ended December 31, 2018, the Company incurred the following fees by its external auditor, Smythe LLP:

	2019	2018
Audit fees(1)	$ **4,000**	$ **4,000**
Audit related fees(2)	Nil	Nil
Tax fees(3)	Nil	Nil
All other fees(4)	Nil	Nil
Total fees paid	$ **4,000**	$ **4,000**

Notes:

(1) Fees for audit service on an accrued basis.
(2) Fees for assurance and related services not included in audit service above.
(3) Fees for tax compliance, tax advice and tax planning.
(4) All other fees not included above.

CORPORATE GOVERNANCE

Set forth below is a description of the Company's corporate governance practices, provided pursuant to Form 58-101F2 of NI 58-101.

Board of Directors

The Board is responsible for the general supervision of the management of the Company's business and affairs with the objective of enhancing Shareholder value. The Board discharges its responsibilities directly and through its committees.

A director is considered independent within the meaning of NI 58-101 if he or she has no direct or indirect "material relationship" with the Company. In addition to certain objective criteria, a "material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board consists of three directors. Of the current directors of the Company, Alexander Somjen and Joel Dumaresq are considered "independent" as such term is defined in NI 58-101. Eugene Beukman is not be considered independent by virtue of his position as CEO.

The directors' mandate of the Company is attached as Schedule "K" hereto.

Orientation and Continuing Education

The CEO and/or the CFO are responsible for providing an orientation for new directors. Director orientation and ongoing training includes presentations by senior management to familiarize directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its internal and independent auditors. On occasions where it is considered advisable, the Board provides individual directors with information regarding topics of general interest, such as fiduciary duties and continuous disclosure obligations. The Board ensures that each director is up to date with current information regarding the business of the Company, the role the director is expected to fulfill and basic procedures and operations of the Board. The Board members are given access to management and other employees and advisors, who can answer any questions that may arise. Regular technical presentations are made to the directors to keep them informed of the Company's operations.

Ethical Business Conduct

We have adopted a written code of ethics (the "**Code of Ethics**") that applies to all of our officers, directors, employees, contractors and agents acting on behalf of the Company. The objective of the Code of Ethics is to provide guidelines for maintaining our and our subsidiaries integrity, trust and respect. The Code of Ethics addresses compliance with laws, rules and regulations, conflicts of interest, confidentiality, commitment, preferential treatment, financial information, internal controls and disclosure, protection and proper use of our assets, communications, fair dealing, fair competition, due diligence, illegal payments, equal employment opportunities and harassment, privacy, use of Company computers and the internet, political and charitable activities and reporting any violations of law, regulation or the Code of Ethics. Any person subject to the Code of Ethics should report all violations of law, regulation or of the Code of Ethics of which they become aware to any one of the Company's senior executives. Our Board has ultimate responsibility for monitoring compliance with the Code of Ethics. The Code of Ethics will be filed with the Canadian securities regulatory authorities on SEDAR at www.sedar.com.

Nomination of Directors

The Board does not have a nominating committee. The Board will consider its size each year when it passes a resolution determining the number of directors to be appointed at each annual general meeting of shareholders. The Board has determined that the configuration of five directors is the appropriate number of directors, taking into account the number required to carry out duties effectively while maintaining a diversity of views and experience. The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members, the Chairman and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

Compensation

The Board does not have a compensation committee. There are no current plans for the Company to pay any cash compensation to directors for services rendered in their capacity as directors. This matter will be reconsidered by the Board upon completion of Listing.

It is also expected that the Company will grant options and/or restricted share units to directors in recognition of the time and effort that such directors devote to the Company. The timing, amounts, exercise price of these future option based and share based awards are not yet determined.

Other Board Committees

Other than the Audit Committee, the Company will have no other standing committees upon completion of the Acquisition. Following the completion of the Acquisition, the Resulting Issuer Board will consider addition of other committees as appropriate.

Assessments

The Board does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board, however, the Board considers the effectiveness and contribution of the Board, its members and the Audit Committee on an ongoing basis. The directors and the independent directors are free to discuss specific situations from time to time among themselves and/or with the CEO and, if need be, steps are taken to remedy the situation, which steps may include a request for resignation. Furthermore, management and directors will communicate with shareholders on an ongoing basis, and shareholders will be regularly consulted on the effectiveness of Board members and the Board as a whole. The majority of the Board also serve as directors for other public companies and will utilize that experience when assessing the Board, its members and committees.

EXECUTIVE COMPENSATION

The following discussion describes the significant elements of the compensation of the Company's named executive officers, (collectively, the "**named executive officers**" or "**NEOs**").

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Eugene Beukman, CEO and Director(1)	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Anthony Jackson, Former CEO, CFO and Director(2)	2018	$63,000	Nil	Nil	Nil	Nil	Nil
Peter Nguyen, CFO and Corporate Secretary(3)	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Alexander Somjen, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Joel Dumaresq, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Anthony Jackson resigned as CEO, CFO and Director of the Company on July 9, 2019.
(2) Eugene Beukman was appointed CEO of the Company on July 17, 2020.
(3) Peter Nguyen was appointed CFO of the Company on July 30, 2020.

Stock Options and Other Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry date
Eugene Beukman	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Jackson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Peter Nguyen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alexander Somjen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Joel Dumaresq	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Anthony Jackson resigned as CEO, CFO and Director of the Company on July 9, 2019.
(2) Eugene Beukman was appointed CEO of the Company on July 17, 2020.
(3) Peter Nguyen was appointed CFO of the Company on July 30, 2020.

Stock Option Plan

February 2020 Stock Option Plan

<u>Purpose of the February 2020 Stock Option Plan</u>

The purpose of the Company's stock option plan approved by Shareholders of the Company on February 7, 2020 (the "**February 2020 Stock Option Plan**") is to encourage Eligible Persons to participate in the growth and development of the Company by providing incentive to Eligible Persons to increase their proprietary interest in the Company by permitting them to purchase Common Shares and thereby encouraging their continuing association with the Company. The Stock Options are non-transferable and will expire upon the sooner of the expiry date stipulated in the particular Stock Option agreement or after a certain period following the date the optionee ceases to be a qualified party by reason of death or termination of employment.

<u>Description of the February 2020 Stock Option Plan</u>

The February 2020 Stock Option Plan is a rolling stock option plan whereby a rolling maximum of 10% of the issued and outstanding Common Shares may be reserved for issuance pursuant to the exercise of Stock Options. As of the date of this Prospectus, no Stock Options have been granted to Eligible Persons under the February 2020 Stock Option Plan. Any Stock Options granted under the February 2020 Stock Option Plan together with all of the Company's other previously established Stock Option plan or grants, shall not result at any time in:

(a) the number of Common Shares reserved for issuance pursuant to Stock Options granted to insiders exceeding 10% of the issued and outstanding Common Shares;

(b) the grant to insiders within a 12 month period, of a number of Stock Options exceeding 10% of the outstanding Common Shares;

(c) the grant to any one optionee within a 12-month period, of a number of Stock Options exceeding 5% of the issued and outstanding Common Shares unless the Company obtains the requisite disinterested shareholder approval;

(d) the grant to all persons engaged by the Company to provide investor relations activities, within any twelve-month period, of Stock Options reserving for issuance a number of Common Shares exceeding in the aggregate 2% of the Company's issued and outstanding Common Shares; or

(e) the grant to any one consultant, in any twelve-month period, of Stock Options reserving for issuance a number of Common Shares exceeding in the aggregate 2% of the Company's issued and outstanding Common Shares.

In the event of: (a) any disposition of all or substantially all of the assets of the Company, or the dissolution, merger, amalgamation or consolidation of the Company with or into any other corporation or of such corporation into the Company, or (b) any change in control of the Company, the Stock Option Plan gives the Company the power to make such arrangements as it shall deem appropriate for the exercise of outstanding Stock Options and continuance of outstanding Stock Options; however, once issued, per CSE policy, Stock Options cannot be amended. Further, if a Stock Option is cancelled prior to its expiry date, the Company must post notice of the cancellation and cannot grant new Stock Options to the same optionee until 30 days have elapsed from the date of cancellation, including to amend any Stock Option agreement to permit the exercise of any or all of the remaining Stock Options prior to the completion of any such transaction. Subject to any required approvals under applicable securities legislation or stock exchange rules, the Company may amend or modify the Stock Option Plan as the Board of Directors deems necessary or advisable provided that no such amendment shall adversely affect any accrued and vested rights of an optionee or alter or impair any option previously granted to that optionee, without the consent of the optionee (provided such a change would materially prejudice the optionee's rights under the Stock Option Plan).

Term, Exercise Period and Vesting

The exercise price of a Stock Option shall not be lower than the greater of the closing market price of the underlying Common Shares on: (a) the trading day prior to the date of grant of the Stock Options; and (b) the date of grant of the Stock Options. The term of a Stock Option shall be not more than 10 years from the date the option is granted. If an optionee ceases to be a director, officer, employee or consultant of the Company or its subsidiaries for any reason other than death, the optionee may, but only within ninety (90) days after the optionee's ceasing to be a director, officer, employee or consultant (or 30 days in the case of an optionee engaged in investor relations activities) or prior to the expiry of the exercise period, whichever is earlier, exercise any Stock Option held by the optionee, but only to the extent that the optionee was entitled to exercise the Stock Option at the date of such cessation. In the event of the death of an optionee, the Stock Option previously granted to him shall be exercisable within one (1) year following the date of the death of the optionee or prior to the expiry of the Stock Option period, whichever is earlier, and then only: (a) by the person or persons to whom the optionee's rights under the Stock Option shall pass by the optionee's will or the laws of descent and distribution, or by the optionee's legal personal representative; and (b) to the extent that the optionee was entitled to exercise the Stock Option at the date of the optionee's death.

No Stock Option shall be exercisable in whole or in part, nor shall the Company be obligated to issue any Common Shares pursuant to the exercise of any such Stock Option, if such exercise and issuance would, in the opinion of counsel for the Company, constitute a breach of any applicable laws from time to time, or the rules from time to time of any stock exchange. Each Stock Option shall be subject to the further requirement that if at any time the Board determines that the listing or qualification of the Common Shares under any securities legislation or other applicable law, or the consent or approval of any governmental or other regulatory body (including any exchange), is necessary as a condition of, or in connection with, the issue of the Common Shares hereunder, such Stock Option may not be exercised in whole or in part unless such listing, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.

October 2020 Stock Option Plan

On October 22, 2020, the Board approved a 20% rolling stock option plan with substantially similar term to the February 2020 Stock Option Plan, except as set out below (the "**October 2020 Stock Option Plan**"). As of the date of this Prospectus, an aggregate of 4,000,000 Stock Options have been granted to Eligible Persons under the October 2020 Stock Option Plan, with each Stock Option exercisable to purchase one (1) Common Share of the Company at an exercise price of $0.05 per Common Share until December 1, 2025. An aggregate of 72,572 Stock Options remain available under the October 2020 Stock Option Plan as of the date hereof. None of the Stock Options granted pursuant to the October 2020 Stock Option Plan will vest until such time as the Shareholders of the Company approve the October 2020 Stock Option Plan.

Except as set forth below, the October 2020 Stock Option Plan is substantially similar to the February 2020 Stock Option Plan:

- **Reference to the CSE**: while the February 2020 Stock Option Plan exclusively refers to the TSXV, the October 2020 Stock Option Plan more appropriately also refers to the CSE, including with respect to the determination of the exercise price, that the administration of the February 2020 Stock Option Plan shall be in accordance with CSE rules and requirements, including the following:
    - that the exercise price of the Stock Options may not be less than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the Stock Options; and (b) the date of grant of the Stock Options;

- that the terms of a Stock Option may not be amended once issued;
- that if a Stock Option is cancelled prior to its expiry date, the Company must post notice of the cancellation and shall not grant new options to the same optionee until 30 days have elapsed from the date of cancellation;

- **Maximum aggregate issuances as follows**: the October 2020 Stock Option Plan sets out the following thresholds with respect to the issuance of Stock Options:

  a) The total number of Common Shares of the Company (either issued directly or issuable on exercise of Stock Options or other convertible securities of the Company) provided as compensation to Investor Relations Persons (as such term is defined in the October 2020 Stock Option Plan) may not exceed in aggregate 1% of the issued and outstanding Common Shares of the Company in any 12 month period.

  b) The approval of the shareholders of the Company shall be obtained for any grants of Stock Options to an employee or consultant of the Company who is an Investor Relations Person, an associated consultant of the Company, or a director or executive officer of the Company, or a permitted assign of those persons if, after the grant:

     i. the number of securities, calculated on a fully diluted basis, reserves for issuance under Stock Options granted to:

        A. Related Persons (as such term is defined in the October 2020 Stock Option Plan), exceeds 10% of the outstanding securities of the Company; or

        B. a Related Person, exceeds 5% of the outstanding securities of the Company; or

     ii. the number of securities, calculated on a fully diluted basis, issued within 12 months to:

        A. Related Persons, exceeds 10% of the outstanding securities of the Company; or

        B. a Related Person and the associates of the Related Person, exceeds 5% of the outstanding securities of the Company.

The October 2020 Stock Option Plan has not yet been approved by the Company's Shareholders, and while Stock Option aferredgreements have been issued under the October 2020 Stock Option Plan, no Stock Options will vest until such Shareholder approval is obtained.

Employment, consulting and management agreements

Partum Advisory Services Corp.

The Company entered into the Partum Agreement whereby Partum Advisory Services Corp. ("**Partum**") of Suite 810-789 West Pender Street, Vancouver, British Columbia, V6C 1H2 provides certain corporate, accounting and administrative services to the Company in accordance with the terms of the Partum Agreement for a monthly fee of $5,000 plus applicable taxes and reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Partum Agreement was for an initial term of 12 months, and automatically renewed for further 12 month periods, unless either party gives 90 days' notice of non-renewal, in which case the Partum Agreement will terminate. The Partum Agreement can be terminated by either party on 90 days' written notice, by the Company for cause without prior notice or upon the mutual consent in writing of both parties. If there is a take-over or change of control of the Company resulting in the termination of the Partum Agreement, Partum is entitled to receive an amount equal to six months of fees payable as a lump sum payment due on the day after the termination date. Mr. Eugene Beukman, the CEO of the Company, is also serves as corporate counsel to Partum.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company;
- whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company;
- in relation to a securities purchase program or other program.

Furthermore, none of such persons were indebted to a third party during such period where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

RISK FACTORS

An investment in the Company or the Resulting Issuer following completion of the Acquisition involves a high degree of risk. There are risks inherent with completion of the Acquisition and with respect to the business of the Resulting Issuer. You should carefully consider the information in this Prospectus and the information set out under "*Captios – Risk Factors*" and "*The Resulting Issuer – Risk Factors*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings to which the Company is or is likely to be a party.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of the Company, or persons or companies that beneficially own, or control or direct, directly or indirectly, more than 10% of the outstanding Common Shares, or any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transactions in which the Company has participated within the three years before the date of this Prospectus, which has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRARS

Smythe, LLP, Chartered Professional Accountants, located at Vancouver, British Columbia, are our auditors and have confirmed that they are independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for the Common Shares will be National Securities Administrators Ltd., located at 760-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are in effect as of the date of this Prospectus:

1. Securities Exchange Agreement;
2. Partum Agreement; and

3. Transfer Agent Agreement.

The material contracts described above may be inspected at the registered office of the Company and are also available on the Company's profile at www.sedar.com.

CAPTIOS

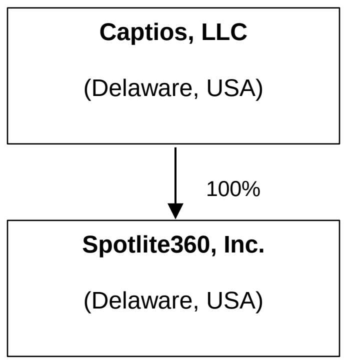
CORPORATE STRUCTURE

Name, Address and Incorporation

The full corporate name of Captios is Captios, LLC. Captios was formed in the State of Delaware on March 11, 2020. The head office and registered office is located at 1873 S. Bellaire St, Suite 300, Denver, Colorado, 80222.

Intercorporate Relationships

On July 14, 2020 Captios incorporated Spotlite360, Inc. (“**Spotlite360**”). Spotlite360 is a wholly-owned subsidiary of Captios.



BUSINESS OF CAPTIOS

Description of the Business

Captios was founded by a group of supply chain and healthcare executives, due to inbound demand from companies in the pharmaceutical, and healthcare industries. Mr. James Greenwell, the President of Spotlite360 is a supply chain and technology industry veteran.

The business of Captios, carried out by Spotlite360, is focused on the delivery of a SaaS-based supply chain execution and sustainability platform to enterprise customers in the pharmaceutical, healthcare and agricultural industries, (the “**Spotlite360 Software**”). By leveraging IoT technologies, blockchain, machine learning and analytics, Spotlite360 Software is uniquely positioned to meet customer needs for supply chain execution, tracing, tracking, and sustainability. Customers will benefit by realizing improved visibility, a reduction in loss and theft, increased supply chain velocity, labor efficiency, improves asset utilization, and support of their global sustainability initiatives.

Asset management, sometimes referred to as asset tracking, is the method that companies use to track the state, ownership, condition and location of physical assets and inventory within a facility or throughout a supply chain. Asset management can utilize multiple unique item level tracking technologies such as radio frequency identification tags (“**RFID**”), Bluetooth low energy (“**BLE**”), ultra-wideband, or global positioning satellites (“**GPS**”) to gain insight into the attributes and ownership of assets and inventory as they move from location to location or throughout a supply chain. Asset management is important to organizations and provides value by helping to manage an organization’s inventory, and location, status, and maintenance schedule of certain assets, as well as other important information about physical assets. Asset tracking is becoming is becoming essential in order to achieve compliance with regulatory mandates and controls in certain industries, in addition to improving a customer's bottom line due to improved efficiencies.

Supply chain execution entails managing supply chain operations and all related processes necessary to move a product from raw materials through manufacturing and distribution to retail. Included among these processes are such tasks as fulfillment, procurement, warehousing and transportation. For decades companies have been seeking better ways to trace and track products and events throughout their supply chains. The Spotlite360 Software enables more adaptable, responsive and flexible supply chains. Just in recent months, supply chains have incurred major disruptions, and companies acknowledged a significant need for change to more digital supply chains and a more transparent and collaborative partner ecosystem. Additionally there is significant consumer demand on companies to produce products where the origin, authenticity, chain of custody, and proof of environmental, social and governance behaviors ("**ESG**") are being captured and made available. Those companies that implement digital, next generation technologies and solutions to increase supply chain visibility, flexibility, and adaptability will be those that will win. It will be those companies that are best positioned to maintain product quality, supply chain efficiency, and proof of sustainability. The result will be increased market share, efficiency, profitability and customer satisfaction.

For example, the FDA recently proposed a new rule which will mandate the traceability of registered food products; and the DSCSA has mandated that all pharmaceuticals to be uniquely identified and tracked through the entire supply chain by November 2023.

The Spotlite360 Software platform delivers real-time event driven supply chain management, analytics and chain of custody, utilizing blockchain technology to build immutable data and provide actual proof of asset/inventory management through out across the entire supply chain partner ecosystem.

Captios' market focus is in the healthcare, pharmaceutical and agriculture industries where suppliers, manufacturers and consumers in these industries are demanding improved visibility and information related to ESG considerations. Additionally, within each of these industries there is increased pressure for companies to meet regulatory and compliance mandates. To do so, companies must make investments to upgrade their ability to trace, track and report on their operational processes and controls. The Spotlite360 platform provides a best in class ability to leverage a wide range of IoT sensors, RFID and other unique item level tracking technologies to capture the state, location, condition, ownership and other critical data points relative to assets and inventory as they move through the supply chain. Captios strives to maximize technology and analytics for cost containment, increased margin, competitive advantage, limitation of liability, and proof of compliance and sustainability claims for the end-user. Integration into the back end operational systems further improves the return on investment that the users receive from Spotlite360 by unlocking the significant value of the investments that have been made in those solutions.

To facilitate the delivery of Spotlite360 as a SaaS-based solution, Captios entered into a licensing agreement with TrackX Holdings Inc. ("**TrackX**") dated July 6, 2020 (the "**TrackX License Agreement**") to license certain supply chain and asset management source code and software and related intellectual property developed by TrackX (the "**TrackX License**"), in the pharmaceutical, healthcare and agriculture industries, on a non-exclusive basis. Upon Closing, the Company intends to further enhance the features and capabilities of the licensed software to create the Spotlite360 Software's IoT-enabled supply chain tracing, tracking, execution and sustainability platform to support both current and anticipated needs in the pharmaceutical and healthcare industries. Included among the planned enhancements and new features to the Spotlite360 Software are the following capabilities:

- Additional mobile applications further extending data visibility and allowing IoT trigger events to be captured on low cost, Android-based consumer devices;

- Additional workflow configurations allowing for IoT-driven data to be more effectively used within the target industries to drive improved efficiency, labor and asset utilization;

- Additional analytics highlighting potential problems with the movement of asset and inventory through the supply chain as compared to corporate standards and performance thresholds;

- Further integration with blockchain, facilitating the collaboration, communication and accountability required across large enterprises and their supply chain partner ecosystems to enable the transition from a traditional to a digital supply chain;

- Additional application programming interfaces (API's) to support integration to ERP (as defined below) including, among others, SAP, Oracle, JDA, Red Prairie, BMC and other business systems; and

- Reporting and analytics to accommodate existing regulatory requirements, compliance mandates and sustainability claims within the target industries.

TrackX and Captios are not at arm's length as a result of Gene McConnell acting as an officer for both entities. No formal valuation was obtained in connection with the TrackX License Agreement.

Capabilities of the Spotlite360 Software

The Spotlite360 Software is comprised of six core modules:

- IoT Infrastructure Management
    - Manages all IoT devices, sensors, tags, readers, handhelds and mobile scanners utilized to track enterprise assets, inventory and personnel.

- Workflow Processing
    - Leverages all data inputs to more effectively manage and monitor workflow processes and performance standards within the target industries.

- Analytics
    - Leverages machine learning, analytics and reporting technologies to analyze and represent data through customer configurable dashboards which facilitate enhancements to business processes, resulting in improved asset utilization, labor utilization and supply chain efficiencies.

- System Integration
    - Standard application programming interfaces to back-end ERP and business systems such as SAP, Oracle, BMS, and JDA, which allow for ease of data sharing and aggregation to unlock the value of investments made in those back end systems.

- Blockchain
    - Integration with blockchain facilitates the posting of IoT-driven asset tracking and supply chain events to a distributed transaction ledger. This ensures shared access to critical supply chain information across the entire supply chain partner ecosystem in an immutable, secure, permissible, and distributed environment. The blockchain module represents the proof throughout the supply chain that certain transactions occurred. This is essential to meet the sustainability requirements of companies within the target industries.

- Mobile
    - Support for consumer Android-based devices and tablets allows for ease of solution deployment and enables all essential supply chain constituents to generate asset management and supply chain transactions into the solution platform. A variety of Android-based mobile applications will further facilitate improved workflow processes, and provide easy access to asset management and supply chain information.

Collectively, these modules represent a unique set of features and functions and a highly differentiated SaaS-based solution platform, which is enterprise scalable, hardware agnostic, highly configurable and easily deployed to support the asset management and supply chain tracing and tracking requirements of the largest and most discerning companies within the healthcare, pharmaceutical and agricultural industries.

For large enterprise accounts, Spotlite360 will affix a unique item level identification tag (RFID, GPS, BLE, Cellular, QR code, etc.) to the physical assets and inventory items that need to be tracked. Spotlite360's IoT-agnostic infrastructure management platform will capture information related to the tagged asset or inventory item as it moves throughout the supply chain and between supply chain partners through a highly scalable network of readers, antennas, mobile devices and handheld scanners. All event-driven data will be uploaded to a cloud-based platform where it will be leveraged and analyzed to drive workflow efficiencies, alert notifications and performance metrics that have previously been unattainable in traditional supply chains. The incorporation of machine learning will facilitate ongoing analysis and continuous process improvement as supply chain processes continue to evolve. Integration with a customer back-end ERP and operational systems, further create value by unlocking the significant investment made in those solutions which have been dependent on manual, error-prone data entry for decision support – a time-intensive process. Further use of distributed ledger technology and blockchain provide the secure, immutable proof that critical events have occurred and also a permissible platform that enables collaboration of information across the entire partner ecosystem.

This comprehensive and configurable asset management and supply chain solution will allow enterprise accounts in the pharmaceutical industry to track drugs as they move through a global supply chain. Chain of custody, proof of authenticity, product provenance and partner transparency will be ensured. The benefit will be end to end visibility in an industry that today is impacted by:

- More than $1 billion in drug thefts;
- $236 billion in counterfeit drugs;
- 25% of vaccines damaged in transit; and
- 20% of temperature sensitive drugs perish during transport due to a broken cold chain.[1]

In a similar fashion within the agriculture industry, unique item level tags and sensors placed on products as they are harvested in farmers' fields will allow them to be tracked all the way to the consumer. This will ensure compliance with newly proposed FDA rules on tracing and tracking of food products and assist in addressing the following challenges the industry faces today:

- Up to 60% of all food produced is wasted;
- Food-borne pathogens costs consumers $55.5 billion per year; and
- Food fraud costs the industry $40 billion annually.[2] (Source: PricewaterhouseCoopers and SSAFE, Food Fraud Vulnerability Assessment: Think like a criminal to fight food fraud, 2015, p. 1, https://www.pwc.nl/nl/assets/documents/pwc-food-fraud-vulnerability-assessment.pdf).

[1] Eurasian Rail Alliance Index, "Investing in supply chain visibility can save billions in pharmaceutical logistics" https://index1520.com/en/analytics/investitsii-v-povyshenie-prozrachnosti-tsepochki-postavok-mogut-sekonomit-milliardy-uchastnikam-farm/

[2] PricewaterhouseCooper and SSAFE, "Food Fraud Vulnerability Assessment: Think like a criminal to fight food fraud" https://www.pwc.nl/nl/assets/documents/pwc-food-fraud-vulnerability-assessment.pdf

In healthcare, hospitals will be able to place RFID tags on surgical equipment and assets to maximize their utilization, ensure proper sanitization and eliminate liability for the hospital and ensuring safety for its patients.

The Spotlite360 Software provides complete supply chain visibility from provider to consumer, as well as product provenance and regulatory compliance. The Software is designed to:

- Provide end-to-end management and tracking of products and materials from origin to consumer;
- Provide product authentication;
- Provide full product lineage and life cycle history; and
- Provide supply chain velocity statistics.

The Spotlite360 Software is configured to support the targeted industries using the core technology under the TrackX License and has the following key features:

- Cloud-based;
- Offers broad IoT device support;
- Enterprise scalable;
- Highly configurable;
- Ease of integration;
- Workflow management;
- Predictive analytics;
- Blockchain enabled;
- End-to-end supply chain execution; and
- Proven installation with Fortune 500 companies.

Blockchain Enabled Supply Chain and Asset Audit Control

The Spotlite360 Software incorporates blockchain as a permission-based central ledger that provides accurate recording and a full audit trail of all asset handling activities. This ensures that the Spotlite360 Software: (i) maintains provenances of data; (ii) eliminates diversion of data; (iii) maintains the quality of data and transactions; and (iv) facilitates payment processing.

The blockchain enabled supply chain assists with tracking and compliance requirements as it provides a full audit trail for regulatory compliance, as well as secure transportation and delivery confirmation. Key transactions of interest to multiple supply chain partners and relevant to compliance are recorded in the blockchain distributed ledger which facilitates sharing among the entire supply chain partner ecosystem and with the consumer.

Blockchain Driven Logistics

The Spotlite360 Software features a permissioned based central ledger for exchange of shipping documents to allow effective planning and efficient execution of receiving activities. The blockchain supports the keys to supply chain optimization:

- Global sharing, persistence, transparency and proof;
- Data collaboration across supply chain partners;
- Enables just-in-time manufacturing and crossdocking;
- Reduce errors, fraud, time in transit, and cost of shipping; and
- Predictive analytics and process optimization.

The Resulting Issuer will have the role of supporting the growth of its operating subsidiary by providing resources such as capital, administrative and accounting services along with consulting and strategic advice;

Over time, the Resulting Issuer may, either organically or through acquisition, choose to broaden its portfolio of product offerings beyond the pharmaceutical and healthcare space.

TrackX License Agreement

The TrackX License grants Captios a limited exclusive, royalty free, worldwide license to utilize the TrackX Global Asset Management for Enterprises ("**GAME**") platform as the foundational technology upon which Spotlite360 will enhance, configure and develop additional features, functions and capabilities to support the supply chain tracing, tracking, execution, sustainability and compliance requirements of the healthcare, pharmaceutical and agricultural industries.

<u>Commercial Terms and Fees Associated with the TrackX License</u>

Captios has agreed to the following payment terms under the TrackX License Agreement:

- Consideration
    - Captios will pay to TrackX an aggregate of US$300,000 in software license fees as follows:
        - An initial US$200,000 instalment, which was paid on November 30, 2020; and
        - Following Closing, US$10,000 per month paid at the end of each of the subsequent 10 months.
    - TrackX will receive 10% of the first year SaaS revenue derived from the licensing of solutions which incorporate the core GAME technology for each location installed within the authorized industries
- Non-exclusive relationship
    - Captios will retain a perpetual non-exclusive right to certain targeted licensed industries from the execution date of the TrackX License Agreement.

  - Captios has a right to obtain exclusivity within the 12-month period following execution of the TrackX License Agreement for consideration to be negotiated between the parties for an amount that is not less than US$900,000.

- Captios will pay to TrackX development integration, support and other service fees based upon the then current TrackX services pricing and as agreed by both parties within an associate statement of work.

Business Model

The core pillars of Captios' business model are outlined below.

- Create shareholder value by providing an end to end asset management solution targeting the pharmaceutical, healthcare and agriculture industries

- Develop and build relationships with leading pharmaceutical and healthcare companies and tailor the Spotlite360 Software to maintain regulatory compliance and mandates (i.e. FDA proposed tracing rules, DSCSA, food safety legislation, etc.)

- Build upon Captios' existing inbound business relationship queries from within the pharmaceutical and healthcare industries and establish its Software across the US.

- Utilize analytics on customer data to create supply chain efficiencies and increase customer retention

- Build upon Software and tailor it to additional industries that can benefit from asset tracking and supply chain efficiencies.

The success of Captios depends in large part on the Spotlite360 Software and its ability to maintain and report records and provide full compliance with regulations as well as an auditable trail of transactions. Captios will need to remain abreast of industry and regulatory developments in order to keep its Spotlite360 Software compliant. Captios is utilizing blockchain to provide a fully auditable trail of all asset handling activities, which can easily be shared with third parties and regulators to provide full compliance.

An increasing number of pharmaceutical and healthcare companies require an asset tracking and supply chain solution such as that which the Company provides in order to ensure product quality, comply with regulatory mandates, realize operating efficiency, be responsive to supply disruptions, and provide proof to the consumer of ESG claims. With the many challenges facing the pharmaceutical and healthcare industries, Captios anticipates many opportunities to leverage its high margin, highly repeatable solution platform. Captios will enter the aforementioned industries with an existing network of strong industry partners. Partners fall into one or more of three categories:

1) Hardware Partners

   - Providing readers, antennae and tags necessary to facilitate the tracking of assets, inventory and labor within a customer facility and as it moves throughout the supply chain.

2) Implementation Partners

   - Providing additional installation and implementation capacity to the Captios and allowing it to scale easily by outsourcing labour services required to install and configure hardware at customer locations.

3) Solution Partners

   - Extending capabilities and incremental customer value by augmenting Captios' –solution capabilities with additional value-added solutions in the areas of transportation management, blockchain, hosting services, etc.

Revenue for Captios will be generated from three primary sources:

1) Monthly Spotlite360 Software Subscription Revenue

   - Minimum contract term of 3 years;
   - SpotLite360 license subscription
   - Add-on for each business module;
   - Add-on for blockchain;
   - Add-on for analytics;
   - Add-on for API integration into back end systems;
   - Add-on for IoT device support; and
   - Add-on for each separately managed customer location.

2) Hardware Revenue

   - Readers, antennas, tags, sensors, handheld scanners and other hardware required or recommended to enable the Spotlite360 Software within the customer's operations; and
   - Hardware maintenance fees.

Ongoing service fees for implementation, integration, customization, training and support.

Milestones & Objectives

Since its formation, Captios has achieved the following milestones:

- Q1 2020
  - Formulated solution design specifications for delivery of tracing, tracking and sustainability in the healthcare and pharmaceutical industries.
  - Developed the following modules of the Spotlite360 Software (See "*Capabilities of Spotlite360 Software"* above):
    - IoT infrastructure management;
    - Workflow processing to leverage all data inputs;
    - Analytics to leverage machine learning, analytics and reporting technologies;
    - System integration with back-end ERP and business systems such as SAP, Oracle, BMS, and JDA;
    - Blockchain integration; and
    - Mobile device integration.

- Q2 2020
  - Incorporated Captios, LLC as an operating entity.
  - Initial investment from management team.

- Q3 and Q4 2020
  - Began marketing of solution to potential customers in the healthcare and pharmaceutical industries.
  - Entered into the TrackX License Agreement to facilitate and execute on the solution for delivery of tracing, tracking and sustainability in the healthcare and pharmaceutical industries.
  - Onboarded additional personnel, including:
    - VP of Engineering;
    - Blockchain Advisor; and
    - Director of Enterprise Architecture.
  - Captios has recognized US$400,000 in expenditures relating to the above in Q3 and Q4 2020.

Captios continues to execute its business plan with the following objectives for the next four fiscal quarters:

- Q1 2021
  - Complete supply chain platform integration and configuration.
  - Expand sales and marketing.
  - Secure and onboard initial customers.

- Q2 2021
  - Expand partner ecosystem.
  - Delivery of phase II of blockchain-enabled sustainability solution.

- Q3 2021
  - Expand implementation and delivery services.
  - Onboard additional solution and implementation partners.

- Q4 2021
  - Expand software capabilities.
  - Evaluate M&A opportunities.
  - Focus on expanding to new customers in target industries with highly repeatable solutions
  - Leverage expansion opportunities with existing customers (new locations, workflows and analytics).

Short-Term Objectives

Solution Delivery

To accommodate customer implementations, Captios will add a business analyst to manage onboarding and customer success initiatives.

Expand Sales and Marketing

Captios will add a sales representative for lead qualification and sales support.

TrackX Software License

As part of TrackX License for the exclusive use of TrackX's software for the pharmaceutical and healthcare industries, Captios owes a fee of $100,000, payable in increments. Please s*ee "Captios – Business of Captios – Spotlite360 – TrackX License Agreement – Commercial Terms and Fees Associated with the TrackX License".*

Complete Solution Configuration for Pharma and Healthcare

Captios intends to further develop the Spotlite360 Software to create a complete supply chain solution that is configured for the pharmaceutical and healthcare industries.

Medium- & Long-Term Objectives

In order to ensure that Captios continues to enhance shareholder value and hence bring about share appreciation, the following medium and long-term objectives and milestones have been identified:

Join Industry Groups

Captios plans to join industry associations within the pharmaceutical, healthcare, blockchain and supply chain industries in North America to remain updated on competitors in the industry and to help improve the awareness of Captios' brand and products in North America. Industry events and tradeshows are critical to Captios' marketing strategy in building a brand based on product quality, customer service, and professionalism. Industry groups and events will also be an ideal venue for Captios to expand its network and establish relationships that are mutually beneficial.

Continue Development of the Spotlite360 Software

Captios intends to expand the capabilities of its Spotlite360 Software based on evolving industry requirements as well as feedback from customers. Additionally, Captios may seek to expand its Spotlite360 Software to configure it to industries outside of the pharmaceutical and healthcare space as Captios grows and identifies additional opportunities.

Mergers & Acquisitions

Captios may seek to engage in mergers & acquisition activity that it determines to be complementary to its current and future operations. Future acquisitions may be software, technology or sales and marketing focused. Captios may pursue merger and acquisitions with pharmaceutical and healthcare companies and/or software and technology companies which can either expand the reach of its current software within the pharmaceutical and healthcare industries or assist the Company's expansion into industries outside of the pharmaceutical and healthcare industries.

Evaluate Future Financings

As Captios grows and demand for its services increases, more capital may be required to acquire additional software development and maintenance, and customer delivery and success personnel. More capital may also be necessary for Captios to engage in mergers and acquisitions and/or investments into other supply chain, blockchain or pharmaceutical and healthcare companies.

Revenues and Net Income

Captios is projecting a quick ramp up in revenues in its first three years of operations due to the fact Captios has a proven technology platform and received inbound demand from companies in the pharmaceutical and healthcare industries seeking to use the Spotlite360 Software. The main goal of Captios in the first three years of operation is to onboard clients, ensure client satisfaction, and increase operating efficiencies and the scale and offering of the Spotlite360 Software. Due to the positive boost that the enactment and enforcement that the DSCSA is providing, Captios expects to see significant demand for its Spotlite360 Software from pharmaceutical and healthcare companies.

The table below summarizes the business objectives of Captios and the milestones under each objective within the indicated time period:

Business Plan

Overview

Global pharmaceutical and healthcare serialization mandates are chiefly driven by the need for a secure and protected supply chain – meaning no counterfeit or illegitimate products enter the supply chain and no legitimate products are diverted from their intended destination. Other intended benefits include enhanced product tracking, better supply chain visibility, and expedited recall facilitation.

Serialization and tracking have become more and more about compliance recently for most manufacturers. Packages need to be designed and implemented to accommodate the serialized data and barcodes and serialization equipment and number management systems need to be installed and validated on packaging lines. The data needs to be integrated between enterprise, serialization, warehousing, channel partner and government systems.

In the US, the DSCSA requires that every prescription drug package and homogenous case have its own unique identifier in machine and human readable forms. The machine-readable form must be a 2D Datamatrix barcode that contains the following information:

- National drug code;
- Serial number;
- Batch number; and
- Expiration date.

Beyond packaging and serial number management, the DSCSA will also require that companies:

- Respond to requests to verify drugs at the serial number level; and
- Retain records of serial number application to drugs for six years and be prepared to respond to request for information to support investigations by state and federal agencies.

While many brands and companies work with contract manufacturers and/or contract packagers, it is still the brand's responsibility to ensure compliance with the DSCSA.

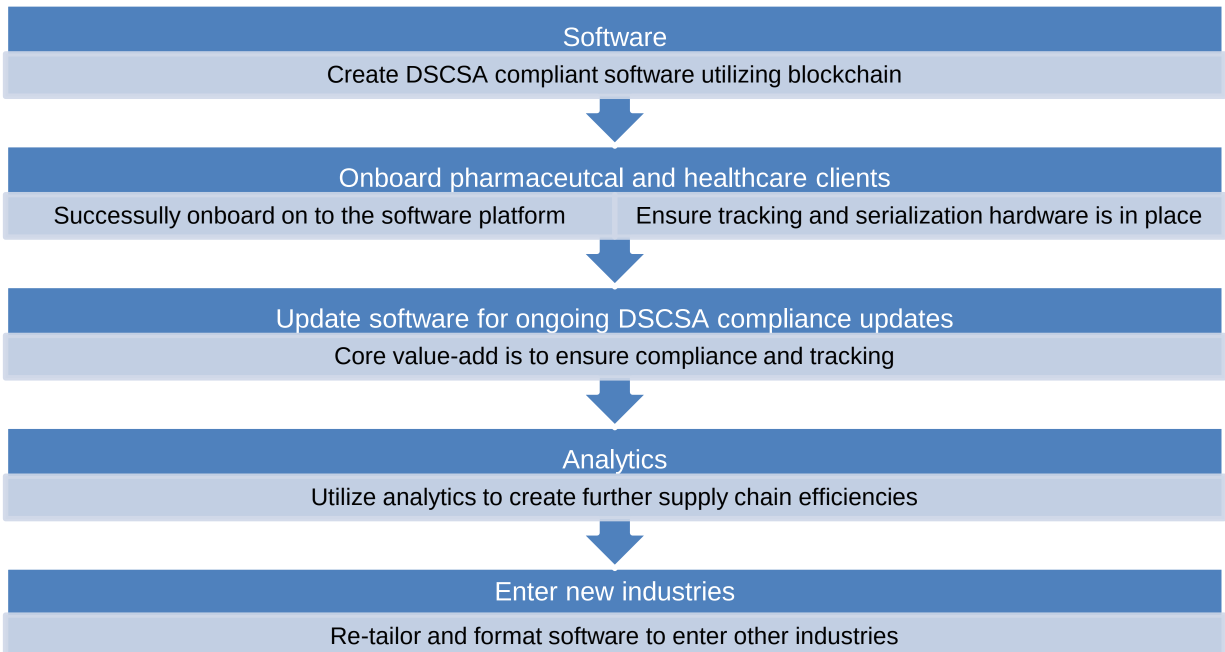
Captios understands that many brands, packagers and manufacturers will not have the capability, nor wish to develop the in-house capability to comply with the DSCSA and will need a third-party service provider to ensure compliance. With over 100 years of combined management exerience in the transportation, distribution, warehousing and logistics industry with leading firms, management of Captios has identified the market need for reliable and auditable asset tracking in the pharmaceutical and healthcare industries.

Time Frame	Business Objectives	Milestones	Estimated Cost to Complete
Q1 2021	Complete supply chain platform integration and configuration (Solutions delivery / research and development)	- Sign letters of intent in two industries - Establish customer workflow, dashboards and analytics - Acquire hardware infrastructure - Implement and integrate solution - Transition to support services	$85,000
	Expand sales and marketing	- Expand website to include partner and customer portals - Create customer videos - Formalize partner program - Create additional sales and marketing material - Formalize investor relations - Develop social media presence	$45,000
	Secure and onboard customers (Solutions delivery / research and development)	- Onboard additional sales personnel - Onboard four additional customers within target industries	$40,000
	Expand partner ecosystem (Solutions delivery / research and development)	- Onboard additional solution partners - Onboard partner account manager to accelerate partner generated revenue	$5,000
Q2 2021	Delivery of phase II of blockchain enabled sustainability solution (Complete Solution Configuration for Pharma and Healthcare)	- Establish workflows, user interface and analytics - Develop industry demos - CRM implementation /internal controls	$50,000

Q3 2021	Expand implementation and delivery services and onboard additional solution and implementation partners (Solutions delivery / research and development)	- Contract with consultant to provide strategy for expansion and the installation of hardware	$5,000
Q4 2021	Evaluate M&A opportunities (Solutions delivery / research and development) Investor relations Marketing Sales	- Identify new solutions and technologies that may be integrated into the Captios business - Determine best options for integration of new solutions and technologies (i.e. partnerships, acquisitions, joint ventures) - Engage investor relations provider - Host quarterly investor calls - Engage public relations resources - Drive social media with testimonial and webinar series - Leverage partnership channel/build resources - Onboard additional sales resources	$15,000
	Expand software capabilities (Complete Solution Configuration for Pharma and Healthcare) Drive demand generation	- Develop functional requirements for Version 2 of supply chain tracking and sustainability platform - Enhance machine learning and predictive analytics engine - Expand Android-based mobile applications for ease of solution deployment and data visibility - Establish formal outbound marketing campaign	$45,000
	Sales/Marketing	- Expand partnerships to support international customer opportunities - Publish case studies - Enhance social media presence	$20,000

Q1 2022	Sales/Marketing	- Onboard international sales resources - Host partner ecosystem summit - Create industry user groups - Expand social media presence	$20,000

Captios business model is outlined below:



The pharmaceutical and healthcare industries are two of the heaviest regulated and have some of the most stringent compliance requirements. Once Captios has built a foothold in the pharmaceutical and healthcare industries, it anticipates it will be able to tailor the Spotlite360 Software to enter additional industries with relative ease due to anticipated lower compliance and reporting requirements.

The global market for pharmaceuticals reached US$1.2 trillion in 2018, up $100 billion from 2017, according to the Global Use of Medicines report from the IQVIA Institute for Human Data Science (“**IQVIA**”). IQVIA projects that the global pharmaceutical market will grow at a 4-5% CAGR and reach US$1.2 trillion by 2023.

The US pharmaceutical market is the largest pharmaceuticals market in the world and accounted for more than 40% of global pharmaceuticals sales in 2017. In the US, 2018 spending on pharmaceuticals was US$485 billion, up 5.2% over the previous year, and IQVIA predicts that 2023 spending will be US$625-655 billion, representing a 4-7% CAGR over the five-year period.

Specialized Skill and Knowledge

Captios management team has over 100 years of experience combined in transportation, distribution, warehousing, logistics, IT development, supply chain management, data integration, data mining and finance. Other staff members from Captios have worked in the information systems and technology industry as well.

Specialized knowledge is required to reliably track, trace and keep an auditable trail of pharmaceutical and healthcare products. Though asset tracking has existed for many years in the US, the DSCSA imposes stricter rules and requirements that requires advanced and streamlined technologies to comply with. Through its relationship with TrackX, Captios has licensed a proven asset tracking and management software which can be developed further to fill the specific needs of the pharmaceutical and healthcare industries.

Cycles

The pharmaceutical and healthcare industries are generally not subject to cycles due to factors such as weather and climate conditions. The pharmaceutical and healthcare industries tend to be less prone to economic and credit cycles and associated risks than consumer or discretionary goods.

Economic Dependence

Captios does not currently have any customers. Subject to targeted development enhancements to the Spotlite360 Software platform, Captios' success will be dependent on its ability to secure customer contracts.

Employees

As at the date of this Prospectus, Captios has no employees.

The Spotlite360 Software

Captios' primary focus is to provide its supply chain solutions to the pharmaceutical, healthcare and agriculture industries. Within these target industries, enterprises are searching for technologies to gain increased supply chain visibility, improved operating efficiencies, improved partner collaboration, compliance with regulatory mandates, and proof of sustainability claims. The Captios solution platform provides the "right time" data, driven by IoT tag and sensor technologies, for enterprise customers to gain better supply chain visiblity, increased collaboration across the entire partner ecosystem and the adaptablity, flexibilty and responsiveness required to respond to major supply chain disruptions.

With the appropriate capital, the Company will onboard the necessary resources to complete its solution configuration. Extensions to the core solution platform licensed from TrackX will include:

- Further support for chain of custody and sustainability events in blockchain;
- Development of blockchain enabled smart contracts to enable financial reconciliation;
- Configuration of additional workflows and business process modules to support customer specific requirements;
- Leverage machine learning to drive additional process efficiencies;
- Additional dashboards and analytics allowing enterprise accounts to efficiently aggregate data across all operational locations;
- Extension of mobile apps to faclitate entending solution capabilities to consumer based devices; and
- Configuration of the platform to support regulatory and compliance mandates within each of the target industries.

The Spotlite360 Software offers the following modules and capabilities:

- End-to-end supply chain visibility (i.e. pill to patient);
- Product provenance and regulatory compliance;
- Blockchain support – permission-based central ledger provides accurate recording and full audit trail of all asset handling activities;
- Multi-location support;
- Enterprise data aggregation and control tower dashboards;
- Predictive analytics;

- Workflow management;
- Support for multiple IoT and sensor-based tags and technologies;
- Application programming interfaces and integration into back-end business systems;
- Alert notification;
- Event management;
- SaaS-based delivery and ease of deployment;
- Delivery planning;
- Inventory management;
- Asset utilization and planning;
- Returnables asset management;
- Manufacturing work in process management;
- Proof of delivery;
- Compliance reporting; and
- Exception reporting.

Marketing Plan

Overall, Captios marketing efforts will focus upon the pharmaceutical industry and compliance with the DSCSA, offering an end-to-end complete solution. Captios' underlying software has been in use for many years via TrackX and has been deployed by Fortune 500 companies in a variety of industries. Captios intends to build upon the proven software of TrackX and tailor it to the pharmaceutical and healthcare industries.

Initially, Captios will provide its Spotlite360 Software and services to companies already in its sales funnel that have reached out for a supply chain management and a physical asset tracking solution in the pharmaceutical and healthcare industries.

Captios intends to leverage the existing relationships that TrackX has with companies in the pharmaceutical and healthcare industries and the reputation of TrackX's software as a proven solution. Captios will market the message that its Spotlite360 Software and end-to-end tracking solution is fully DSCSA compliant and utilizes the blockchain to ensure total visibility, trust, and record storage.

Key aspects of Captios' marketing plan are highlighted below:

- Word of Mouth and Referrals – Captios is confident in the quality of its Spotlite360 Software and service offering which will be critical in building the brand and trust from customers. Captios will rely on testimonials in its marketing materials and has an ongoing referral relationship with TrackX.

- Inside Sales and Account Representatives – Captios will have a project manager, business analyst and four engineering members to manage onboarding and customer success initiatives. Captios will add a number of outside sales representatives as well as an inside sales representatives for lead qualification and sales support.

- Earned Media – as Captios gains traction in terms of exposure and marketability, management of Captios expects to receive press coverage from several traditional media sources and expects these features and news stories to continue as sales grow. Captios will focus its press campaign upon the message that its enterprise asset management and supply chain execution Spotlite360 Software is a complete end-to-end solution that provides compliance with the DSCSA.

- Industry Shows and Events – Captios will attend various industry trade shows, conferences, and seminars that foster growth and knowledge in the supply chain, enterprise asset management and pharmaceutical, healthcare and blockchain industries. Such events also provide great opportunities for identifying new partners, distribution channels, new clients and serve as opportunities for potential joint and/or mergers and acquisitions targets.

- Social Media – Captios intends to be very active on a variety of social media platforms producing static and video content that promotes the benefits of supply chain visibility and management, blockchain and the increased efficiencies and business processes that can be created utilizing Captios' Spotlite360 Software and services.

- Online Marketing – Captios plans to develop online and mobile marketing campaigns targeted at both the pharmaceutical and healthcare industries. The first step in online marketing is a comprehensive website designed with search engine optimization ("SEO") in mind, targeting keywords that will help the website gain authority and rank higher in search results. SEO techniques can effectively reach very targeted markets with relative ease and at a reasonable cost. A corporate marketing and communications program will also be initiated.

Financial Plan

Captios has prepared a budget for the year ending December 31, 2021. Revenue and sales for 2021 have been adjusted to take into account interruptions related to the COVID-19 virus and its impact upon access to raw materials along with reduced distribution as a result of store closures across the continental USA.

Lending

Captios has not adopted any specific policies or restrictions regarding investments or lending.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against Captios, nor is Captios aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceedings by Captios.

Reorganization

Captios has not completed any reorganization in the last three years.

Social and Environmental Policies

Captios is not expected to adopt any specific social or environmental policies that are fundamental to its operations (such as policies regarding its relationship with the environment, with the communities in the vicinity of its facilities or human rights policies). However, Captios' management, with the assistance of its contractors and advisors, will ensure its ongoing compliance with local laws in the jurisdictions in which it does business.

History Since Incorporation

On March 11, 2020, Captios was formed in the State of Delaware. Captios' head office and registered office is located at 1873 S. Bellaire St, Suite 300, Denver, Colorado, 80222. The business of Captios is the development of a SaaS-based supply chain execution and sustainability platform for enterprise customers in the pharmaceutical, healthcare and agricultural industries. By leveraging IoT technologies, blockchain, machine learning and analytics, Spotlite360 is positioned to meet customer needs for supply chain execution, tracing, tracking, and sustainability. Customers will benefit by realizing improved visibility, a reduction in loss and theft, increased supply chain velocity, labor efficiency, improves asset utilization, and support of their global sustainability initiatives. Captios currently has no customers or revenue.

On July 6, 2020, Captios entered into the TrackX License Agreement. Please see "*Captios – Business of Captios – Spotlite360 – TrackX License Agreement – Commercial Terms and Fees Associated with the TrackX License*".

DIVIDENDS OR DISTRIBUTIONS

To date, Captios has not declared any dividends or distributions on the Captios Shares although there are no restrictions precluding Captios from declaring any such dividends. Captios intends to direct its cash towards the development of its business and the identification and evaluation of assets or businesses, and does not expect to declare or pay any dividends or distributions in the foreseeable future.

SELECTED FINANCIAL INFORMATION OF CAPTIOS AND MD&A

Selected Financial Information

The following table sets forth selected financial information for Captios as at August 31, 2020 and should be read in conjunction with the audited financial statements of Captios attached as Schedule "D" hereto (the "**Captios Financial Statements**").

Item	**Interim Period from September 1, 2020 to November 30, 2020** (US$)	**Audited Period from incorporation on March 11, 2020 to August 31, 2020** (US$)
Total Revenues	Nil	Nil
Total Expenses	(214,897)	(399,558)
Net Income (Loss)	(297,187)	(399,558)
Total Assets	746,336	473,871
Total Liabilities	555,220	663,429
Shareholder Deficit	(696,745)	(399,558)
Basic & Diluted loss per Share	0.00	(0.04)

Management's Discussion and Analysis

Captios' management's discussion and analysis for the financial period ended August 31, 2020 (the "**Captios MD&A**") is attached as Schedule "I" hereto. The Captios MD&A should be read in conjunction with the Captios Financial Statements and related notes, which have been prepared in accordance with IFRS.

Liquidity, Capital Resources and Outlook

As at November 30, 2020, Captios had working capital deficit of US$82,886. This included US$63,686 in cash, US$358,658 in marketable securities, US$472,344 in current assets and US$555,220 in current liabilities. US$200,000 of the current liabilities will be eliminated upon completion of the Acquisition as it is due to the Company. Management believes that it has sufficient cash and cash equivalents to meet its ongoing obligations upon completing the Acquisition.

Transactions with Related Parties

Related parties include the Captios Board, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions. There was no remuneration paid to key management personnel during the period ended August 31, 2020.

DESCRIPTION OF SHARE CAPITAL

Captios is authorized to issue an unlimited number of Captios Shares without nominal or par value of which, as at the date hereof, 20,100,000 Captios Shares are issued and outstanding as fully paid and non-assessable.

Each Captios Share carries one vote at all meetings of shareholders, carries the right to receive a proportionate share, on a per share basis, of the assets of Captios available for distribution in the event of a liquidation, dissolution, or winding-up of Captios and the right to receive any dividend if declared by Captios.

All Captios Shares which are to be outstanding after completion of the Acquisition will be held by the Resulting Issuer and will be fully paid and non-assessable.

CONSOLIDATED CAPITALIZATION

For information regarding changes in Captios' consolidated capitalization since August 31, 2020, that will result from the Acquisition, please see "*The Resulting Issuer – Pro Forma Consolidated Capitalization of the Resulting Issuer*".

PRIOR SALES

The following table summarizes issuances of Captios Shares, or securities convertible into Captios Shares, during the 12-month period preceding the date of this Prospectus.

Date of Issuance	Type of Security	Number of Securities Issued	Issuance/Exercise Price per Security
March 11, 2020	Ordinary Shares	8,200,000	US$0.012
April 10, 2020	Ordinary Shares	1,200,000	US$0.058
April 13, 2020	Ordinary Shares	300,000	US$0.067
August 31, 2020	Ordinary Shares	300,000	US$0.067
November 1, 2020	Ordinary Shares	10,000,000	US$0.029
November 4, 2020	Ordinary Shares	100,000	US$0.112

PRINCIPAL SECURITYHOLDERS

There are no persons who beneficially own, directly or indirectly or exercise control or direction over more than 10% of the issued and outstanding Captios Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out, for each director and executive officer of Captios, the person's name, province or state and country of residence, position(s) with Captios, the date on which the person became a director and/or an executive officer, and principal occupation. Captios directors are elected annually and, unless re-elected, retire from office at the end of the next annual meeting of Captios shareholders. The directors and executive officers of Captios beneficially own, or exercise control or direction over, directly or indirectly, 1,200,000 Captios Shares, representing 5.97% of the issued and outstanding Captios Shares on the date of this Prospectus.

Name and Province or State and Country of Residence	Age	Position with Captios	Director / Officer Since	Principal Occupation	Number of Captios Shares owned or controlled
James Greenwell *Colorado, USA*	61	President and Director	March 11, 2020	Business executive	Nil
Gene McConnell *Colorado, USA*	68	Chief Financial Officer and Director	March 11, 2020	Finance executive	1,200,000

Set forth below is a description of the background of the directors and officers of Captios, including a description of each individual's principal occupation(s) within the past five years.

James Greenwell, age 61 – Director and President: James Greenwell served as Chief Operating Officer of MusclePharm Corp. Prior to MusclePharm Corp., Mr. Greenwell was the Vice-President of Voice Technology for Intelligrated Systems Inc. (one of the largest material handling automation companies in the US). From September 2000 until acquired by Intelligrated in March 2013, Mr. Greenwell was the Chief Executive Officer of Datria Systems Inc., a venture capital backed speech recognition application software company. He has also served as Chairman of the board of directors of Datria Systems Inc. from 2002 until the acquisition by Intelligrated Systems Inc.. In prior employment, he served as a technology executive in a number of private and public companies. He served on the board of directors of the Cherry Creek School Foundation from September 2010 until April 2014 and he was a founding member of Friends of Denver Fire and served on its board of directors from 2007 through 2010. Mr. Greenwell served on the board of directors of the Denver Chapter of the American Heart Association from 2002 through 2008 and was Chairman of the board of directors in 2007. He also served on the board of directors of Trustees of the Bonfils Blood Center Foundation from 1999 through 2003. Mr. Greenwell earned a BS from the College of Business at Michigan State University and an MBA degree from Saint Mary's College of California.

Gene McConnell, age 68 – Director and Chief Financial Officer: Gene McConnell has 30 years of experience assisting companies in raising investment capital; reviewing and implementing policies to increase efficiencies in accounting systems and performing due diligence. Gene served as a partner with Tatum, LLC and through Tatum he has been the Chief Financial Officer and Chief Operating Officer of Rainbow Rewards of Colorado, Inc., an e-commerce media and web business. Prior to joining Tatum, Gene was Chief Financial Officer, Arrowhead Consulting Company, technical consultants; Operational Controller-Marketing Services, ClientLogic, a leader in providing call center service; Chief Financial Officer, MarketVision, Inc., provider of database marketing software and marketing services; Financial Consultant, Financial Management Services, consulting firm; Chief Financial Officer, Cottrell, Ltd, manufacturer and distributor of infection control products for the medical and dental industries and Vice President Finance and Administration/Chief Financial Officer, Coral Companies, Inc., developer and distributor of order entry software for catalog retailers. Gene holds a Master of Business Administration in Finance from the University of Colorado, Denver and a Bachelor of Science in Accounting from the University of Colorado, Boulder.

Messrs. Greenwell and McConnell will dedicate 75% of their time to their respective positions with Captios following completion of the Acquisition.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters of Captios that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction (or the equivalent in a jurisdiction outside of Canada):

Name	Name of Reporting Issuer	Trading Market
Gene McConnell	TrackX Holdings Inc.	TSXV

Corporate Cease Trade Orders or Bankruptcies

No director, officer, insider or promoter of Captios is, or within the 10 years prior to the date of this prospectus has been, a director, officer or promoter of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No director, officer, insider or promoter of Captios or a shareholder holding sufficient securities of the Captios to affect materially the control of Captios, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any 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 be likely to be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director, officer, insider or promoter of Captios or a shareholder holding sufficient securities of Captios to affect materially the control of Captios, or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, as applicable, become bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver or receiver manager or trustee appointed to hold the assets of that individual.

EXECUTIVE COMPENSATION

Captios is not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6V – Statement of Executive Compensation – Venture Issuers ("**Form 51-102F6V**") has been omitted pursuant to Section 1.3(8) of Form 51-102F6V.

The following discussion describes the significant elements of the compensation of Captios' named executive officers, (collectively, the "named executive officers" or "NEOs") from the period from incorporation to August 31, 2020.

Table of Compensation Excluding Compensation Securities

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
James Greenwell	2020	Nil	Nil	Nil	Nil	Nil	Nil
Gene McConnell	2020	35,000	Nil	Nil	Nil	Nil	35,000

Stock Options and Other Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price ($)	Closing price of security or underlying security on date of grant ($)	Closing price of security or underlying security at year end ($)	Expiry date
James Greenwell	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gene McConnell	Nil	Nil	Nil	Nil	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Prospectus, no director or officer of Captios, or any Associate or Affiliate of any of them is indebted to Captios, nor is any indebtedness of any such person the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Captios.

AUDIT COMMITTEE

As of the date hereof, the Captios Board is comprised of two directors, James Greenwell and Gene McConnell, and does not have a formal audit committee. Neither Mr. Greenwell nor Mr. McConnell are considered independent by virtue of being executive officers of Captios. Mr. Greenwell and Mr. McConnell are both considered financially literate, as such terms are defined in NI 52-110. Upon completion of the Acquisition, the Company's Audit Committee, as described above, will continue to serve as the Resulting Issuer's audit committee.

RISK FACTORS

The business of Captios, which will be the business of the Resulting Issuer after the Acquisition, is subject to a number of risks.

The following are certain risk factors relating to the business carried on by Captios which prospective investors should carefully consider before deciding whether to purchase Common Shares. Captios will face a number of challenges in the development of its technology and in building its user base. Due to the nature of Captios, Captios' business and present stage of the business, Captios may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below.

Limited Operating History

Captios has limited operating history. Captios and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the blockchain and business intelligence markets. There is no certainty that Captios will operate profitably.

No Profits to Date

Captios has not made profits since its incorporation and it may not be profitable for the foreseeable future. Its future profitability will, in particular, depend upon its success in developing its database solution and to the extent to which it is able to generate significant revenues. Because of the limited operating history and the uncertainties regarding the development of blockchain technology, management does not believe that the operating results to date should be regarded as indicators for Captios' future performance.

Going Concern Assumption

The financial statements of Captios have been prepared in accordance with IFRS on a going concern basis, which presumes that Captios will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Captios' continuation as a "going concern" is uncertain and is dependent upon, amongst other things, attaining a satisfactory revenue level, the support of its customers, its ability to continue profitable operations, the generation of cash from operations, and its ability to obtain financing arrangements and capital in the future. These material uncertainties represent risks to Captios' ability to continue as a going concern and realize its assets and pay its liabilities as they become due. If the "going concern" assumption was not appropriate for the financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

Additional Requirements for Capital

Substantial additional financing may be required if Captios is to successfully develop its supply chain management business. No assurances can be given that Captios will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to Captios, if at all. If Captios is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Expenses May Not Align With Revenues

Unexpected events may materially harm Captios' ability to align incurred expenses with recognized revenues. Captios incurs operating expenses based upon anticipated revenue trends. Since a high percentage of these expenses may be relatively fixed, a delay in recognizing revenues from transactions related to these expenses (such a delay may be due to the factors described elsewhere in this risk factor section or it may be due to other factors) could cause significant variations in operating results from quarter to quarter, and such a delay could materially reduce operating income. If these expenses are not subsequently matched by revenues, Captios' business, financial condition, or results of operations could be materially and adversely affected.

Market Acceptance

If Captios' supply chain solution does not gain market acceptance, its operating results may be negatively affected. If the markets for the Captios' solution fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, Captios may be unable to: (i) successfully market its solution; (ii) develop new products or services; or (iii) complete new products and services currently under development. If Captios' solution is not accepted by its customers or by other businesses in the marketplace, Captios' business, operating results and financial condition will be materially affected.

Global Financial Developments

Stress in the global financial system may adversely affect Captios' finances and operations in ways that may be hard to predict or to defend against. Financial developments seemingly unrelated to Captios or to its industry may adversely affect Captios over the course of time. For example, material increases in any applicable interest rate benchmarks may increase the debt payment costs for any credit facilities. Credit contraction in financial markets may hurt its ability to access credit in the event that Captios identifies an acquisition opportunity or require significant access to credit for other reasons. A reduction in credit, combined with reduced economic activity, may adversely affect business. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on Captios' business, operating results, and financial condition.

Compliance with Complex Domestic and Foreign Laws

Captios is subject to a variety of laws and regulations in the United States and abroad that involve matters central to its business, including user privacy, data protection, intellectual property, distribution, contracts and other communications, consumer protection, and taxation. Foreign laws and regulations are often more restrictive than those in the United States. These US federal and state and foreign laws and regulations are constantly evolving and can be subject to significant change. In addition, the application and interpretation of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which Captios operates. Existing and proposed laws and regulations can be and may be costly to comply with and can delay or impede the development of new products, result in negative publicity, increase Captios' operating costs, require significant management time and attention, and subject Captios to claims or other remedies, including fines or demands that Captios modify or cease existing business practices.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact Captios' business. Failure or delays in obtaining necessary approvals could have a materially adverse effect on Captios' financial condition and results of operations. Furthermore, changes in government, regulations and policies and practices could have an adverse impact on Captios' future cash flows, earnings, results of operations and financial condition. Regulatory agencies could shut down or restrict the use of platforms using blockchain-based technologies. This could lead to a loss of any investment made in Captios and may trigger regulatory action by the OSC or other securities regulators.

Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change

The success as a developer of blockchain-based platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high-speed modems for providing reliable internet access and services. It cannot be assured that the infrastructure that supports blockchain-based technologies will continue to be able to support the demands placed upon it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. It is further not assured that the infrastructure or complementary products or services necessary to make blockchain-based technologies viable will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs in order to adapt Captios' services to changing technologies.

Limited History of the Blockchain Market

Blockchain technology is a new technological innovation with a limited history. There is no assurance that usage of blockchain will continue to grow. A contraction in the use of blockchain may result in increased volatility and have an adverse impact on the success of the Company's blockchain-based platforms.

Blockchain Technologies Risk and Cybersecurity Threats

Blockchain technology is an entirely new and relatively untested technology which operates as a distributed ledger. The risks associated with blockchain technology may not emerge until the technology is widely used. Blockchain systems could be vulnerable to fraud, particularly if a significant minority of participants colluded to defraud the rest. Access to a given blockchain requires an individualized key, which, if compromised, could result in loss due to theft, destruction or inaccessibility. There is little regulation of blockchain technology other than the intrinsic public nature of the blockchain system. Any future regulatory developments could affect the viability and expansion of the use of blockchain technology. Because blockchain technology systems may operate across many national boundaries and regulatory jurisdictions, it is possible that blockchain technology may be subject to widespread and inconsistent regulation.

Speculative Nature of Investment

Currently, blockchain technology is primarily used for the recording of transactions in digital currency, which are extremely speculative, unregulated and volatile. Problems in digital currency markets could have a wider effect on companies associated with blockchain technology. There are currently a number of competing blockchain platforms with competing intellectual property claims. The uncertainty inherent in these competing technologies could cause companies to use alternatives to blockchain. Finally, because digital assets registered in a blockchain do not have a standardized exchange, like a stock market, there is less liquidity for such assets and greater possibility of fraud or manipulation. The Company's business involves distributed ledger technology, is dependent on high quality internet and is subject to risks related to nascent technologies as well as cyber threats.

Timely Adaptation to Technology Innovations

The blockchain and telecommunications markets are experiencing rapid technological changes. Failure to anticipate technology innovations or adapt to such innovations in a timely manner, or at all, may result in Captios' products becoming obsolete at sudden and unpredictable intervals. To maintain the relevancy of Captios' products, Captios may invest in product planning and research and development. The process of developing and marketing new products is inherently complex and involves significant uncertainties. There are a number of risks, including the following: (a) Captios' product planning efforts may fail in resulting in the development or commercialization of new technologies or ideas; (b) Captios' research and development efforts may fail to translate new product plans into commercially feasible products; (c) Captios' new technologies or new products may not be well received by consumers; (d) Captios may not have adequate funding and resources necessary for continual investments in product planning and research and development; (e) Captios' products may become obsolete due to rapid advancements in technology and changes in consumer preferences; and (f) Captios' newly developed technologies may not be protected as proprietary intellectual property rights.

Any failure to anticipate the next-generation technology roadmap or changes in customer preferences or to timely develop new or enhanced products in response could result in decreased revenue and market share. In particular, Captios may experience difficulties with product design, product development, marketing or certification, which could result in excessive research and development expenses and capital expenditure, delays or prevent Captios' introduction of new or enhanced products. Furthermore, Captios' research and development efforts may not yield the expected results, or may prove to be futile due to the lack of market demand.

Managing Rapid Growth in a High Tech Environment

Growth may significantly strain Captios management, operational and financial resources. Any future growth including mergers and acquisitions may increase the strain on Captios' management, operational and financial resources. The markets and technologies in which Captios is and will be invested and manage could evolve rapidly. If Captios does not succeed in managing rapid corporate growth and technology change effectively, it may harm its business, financial condition and results of operations.

Industry Competition

The SaaS market in which Captios competes requires continuous innovation and are highly competitive, rapidly evolving, subject to changing technology, shifting customer needs and frequent introductions of new products and services. New competitors could launch new businesses in Captios' markets at a relatively low cost since technological and financial barriers to entry are relatively low. Some of Captios' current and potential competitors may have competitive advantages, such as greater name recognition, longer operating histories, broader geographic scope, and larger marketing budgets, as well as substantially greater financial, technical, personnel, and other resources. Captios may also experience competition from smaller, younger competitors that may be more agile in responding to customers' demands. These competitors may be able to respond more quickly and effectively than Captios can to new or changing opportunities, technologies, standards or customer requirements or provide competitive pricing. As a result, even if Captios' services are more effective than the products and services that Captios' competitors offer, potential customers might select competitive products and services in lieu of purchasing Captios' products and services. For these reasons, Captios may not be able to compete successfully against Captios' current and future competitors, which could negatively impact Captios' future sales and harm Captios' business and financial condition.

Errors in Captios Products

Captios' products are highly technical and complex. Captios' products may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in Captios' products may only be discovered after they have been released. Any errors, bugs, or vulnerabilities discovered in Captios' products after release could result in damage to Captios' reputation, loss of users, loss of revenue, or liability for damages, any of which could adversely affect Captios' business and financial results.

Protection of Intellectual Property Rights

Captios' supply chain solution is proprietary. Captios' strategy is to rely on a combination of intellectual property protections in the United States and other jurisdictions, and to rely on license and confidentiality agreements and software security measures to further protect its proprietary technology and brand. The steps Captios has taken to protect its proprietary rights may not be adequate to avoid the misappropriation of its technology or independent development by others of technologies that may be considered a competitor. Captios' intellectual property rights may expire or be challenged, invalidated or infringed upon by third parties or it may be unable to maintain, renew or enter into new licenses or user agreements on commercially reasonable terms. Any misappropriation of Captios' technology or development of competitive technologies could harm its business or cause it to lose the competitive advantages associated with its proprietary technology, and could subject it to substantial costs in protecting and enforcing its intellectual property rights, and/or temporarily or permanently disrupt its sales and marketing of the affected products or services.

Violation of Third Party Intellectual Property Rights

The only significant intellectual property rights are certain intellectual property Captios has in the graph database solution and in other future products and solutions it develops. Although Captios is not aware of violating commercial and other proprietary rights of third parties, there can be no assurance that its products do not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Although no legal disputes in this respect or perceptible detrimental effects on Captios business have arisen to date, any such claims and disputes arising may result in liability for substantial damages which in turn could harm Captios' business, results of operations and financial condition.

Dependence on Third Party Relationships

Captios is highly dependent on a number of third party relationships to conduct its business and implement expansion plans. it cannot be assured that all of these partnerships will turn out to be as advantageous as currently anticipated or that other partnerships would not have proven to be more advantageous. In addition, it is impossible to assure that all associated partners will perform their obligations as agreed.

General Regulatory Risks

Captios' business will be subject to a variety of laws, regulations and guidelines and licensing requirements in Canada and the United States. Achievement of Captios' business objectives will be contingent, in part, upon compliance with applicable regulatory requirements and obtaining all requisite regulatory approvals.

Captios will be required to obtain or renew further government permits, licenses and registrations for its contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on Captios' part. The duration and success of Captios' efforts to obtain, amend and renew permits and licenses will be contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. Captios may not be able to obtain, amend or renew permits or licenses that are necessary to its operations. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of Captios. To the extent permits, licenses or registrations are not obtained, amended or renewed, or are subsequently suspended or revoked, Captios may be curtailed or prohibited from proceeding with its ongoing operations or planned development and commercialization activities. Such curtailment or prohibition may result in a material adverse effect on Captios' business, financial condition, results of operations or prospects.

There is no assurance that Captios' licenses, permits or registrations will be renewed by each applicable regulatory authority in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process for any of the licenses held by Captios could impede the ongoing or planned operations of Captios and have a material adverse effect on Captios' business, financial condition, results of operations or prospects.

Captios may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm Captios' reputation, require Captios to take, or refrain from taking, actions that could harm its operations or require Captios to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on Captios' business, financial condition, results of operations or prospects.

Economic Environment

Captios' operations could be affected by general economic context conditions should the unemployment level, interest rates or inflation reach levels that influence consumer trends, and consequently, impact Captios' sales and profitability. As well, general demand for banking services and alternative banking or financial services cannot be predicted and future prospects of such areas might be different from those predicted by Captios' management.

Failure to Grow at the Rate Anticipated

Captios is a start-up company with no history of sales or profitability. If Captios is unable to achieve adequate revenue growth, its ability to become profitable may be adversely affected and Captios may not have adequate resources to execute its business strategy.

Management of Growth

Captios may be subject to growth-related risks including pressure on its internal systems and controls. Captios' ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems. The inability of Captios to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, Captios may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for Captios' personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, Captios will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate and manage its employees. There can be no assurance that Captios will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support Captios' operations or that Captios will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Strain of Being a Public Company

As a reporting issuer, Captios will be subject to the reporting requirements of applicable securities legislation of the jurisdictions in which it is a reporting issuer, the listing requirements of the CSE and other applicable securities rules and regulations. Compliance with these rules and regulations will increase Captios' legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on its systems and resources. Applicable securities laws will require Captios to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws will require Captios to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that Captios will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm Captios' business and results of operations. To comply with these requirements, Captios may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. 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. Captios intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue- generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against Captios, which could adversely affect Captios' business and financial results.

As a public company subject to these rules and regulations, Captios may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for Captios to attract and retain qualified members of its board of directors, particularly to serve on its audit committee, and qualified executive officers.

As a result of disclosure of information in filings required of a public company, Captios' business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, Captios' business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favor, these claims, and the time and resources necessary to resolve them, could divert the resources of Captios' management and harm its business and results of operations.

Litigation

Captios may become involved in litigation that may materially adversely affect it. From time to time in the ordinary course of Captios business, it may become involved in various legal proceedings. Such matters can be time-consuming, divert management's attention and resources and cause Captios to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on Captios' business, operating results or financial condition. More specifically, Captios may face claims relating to information that is retrieved from or transmitted over the Internet or through the solution and claims related to Captios' products. In particular, the nature of Captios' business exposes it to claims related to intellectual property rights, rights of privacy, and personal injury torts. Furthermore, there is no assurance that any liability incurred as a result of litigation can be recovered from Captios' insurance policy.

Conflicts of interest

The directors of Captios are required by law to act honestly and in good faith with a view to the best interests of Captios and to disclose any interests, which they may have in any project or opportunity of Captios. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA. To the best of Captios' knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between Captios and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to Captios and their duties as a director or officer of such other companies.

Currency Risk

To the extent that Captios expands its business into Asia, the United States and Europe, Captios will be exposed to foreign currency fluctuations to the extent that certain operations are located in Asia, the United States and Europe and therefore certain expenditures and obligations are denominated in foreign currency, yet Captios (post-Acquisition) is headquartered in Canada, has applied to list its Common Shares on a Canadian stock exchange and typically raises funds in Canadian dollars. As such, Captios' results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of Captios.

Difficulty to Forecast

Captios must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industrial supply chain management industry in the USA. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of Captios.

Internal Controls

Effective internal controls are necessary for Captios to provide reliable financial reports and to help prevent fraud. Although Captios will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on Captios under Canadian securities law, Captios cannot be certain that such measures will ensure that Captios will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm Captios' results of operations or cause it to fail to meet its reporting obligations. If Captios or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in Captios' consolidated financial statements and materially adversely affect the trading price of Captios' Shares.

COVID-19

The outbreak of the coronavirus ("**COVID-19**") pandemic may impact Captios' plans and activities. Captios may face disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for Captios. There can be no assurance that Captios' personnel will not be impacted by these pandemic diseases and ultimately that Captios would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on Captios' operations and access to capital. There can be no assurance that Captios will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings to which Captios is or is likely to be a party.

ENFORCEMENT OF CIVIL LIBERTIES

Captios is incorporated in the United States and the directors of Captios reside outside of Canada. Accordingly, it may be difficult to enforce within Canada any judgments obtained against Captios or its directors, including judgments predicated upon the civil liability provisions of applicable Canadian securities laws or otherwise. Consequently, shareholders may be effectively prevented from pursuing remedies against Captios under Canadian securities laws or otherwise.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of Captios, or persons or companies that beneficially own, or control or direct, directly or indirectly, more than 10% of the outstanding Captios Shares, or any Associate or Affiliate of any of the foregoing, has any material interest, direct or indirect, in any transactions in which Captios has participated since incorporation that has materially affected or is reasonably expected to materially affect Captios.

AUDITORS, TRANSFER AGENT AND REGISTRARS

Captios' auditor, Smythe, LLP, Chartered Professional Accountants, located at Vancouver, British Columbia, is expected to be the auditor of the Resulting Issuer.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by Captios within two years before the date of this Prospectus, which, upon completion of the Acquisition, will be filed with the Canadian securities regulatory authorities and available on SEDAR, at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

1. The Software License Agreement dated July 6, 2020 between Captios and TrackX, Inc.; and

2. The Securities Exchange Agreement dated June 21, 2020 between the Company, Captios and the Members (as that term is defined therein).

THE ACQUISITION

The Company has identified the Acquisition with Captios as an appropriate transaction. The Acquisition will be completed at arm's length by way of the Securities Exchange Agreement, pursuant to which the Company will acquire all issued and outstanding Captios Shares and Captios will become a wholly owned subsidiary of the Company. For the purposes of this section, all capitalized terms not defined herein shall have the meaning ascribed to them in the Securities Exchange Agreement.

The completion of the Acquisition is subject to, among other things, prior satisfaction or waiver of a number of conditions, including conditional approval of listing by the Exchange.

Securities Exchange

On June 21, 2020, the Company, Captios and each of the members of Captios entered into the Securities Exchange Agreement, pursuant to which the Company will acquire all of the issued and outstanding securities of Captios in consideration for the issuance of securities of the Company.

Pursuant to the Securities Exchange Agreement, the Company will acquire all of the outstanding Captios Shares from the Captios securityholders in exchange, on a 1:1 basis, for the issuance from treasury of 20,100,000 Common Shares of the Company.

As a result of the Securities Exchange Agreement, Captios will become a wholly-owned subsidiary of the Resulting Issuer, and the Resulting Issuer will carry on the business currently carried on by Captios and Spotlite360.

Securities Exchange Agreement

The Securities Exchange Agreement contains standard covenants, representations and warranties of and from each of the Company, Captios and the securityholders of Captios and various conditions precedent with respect to each. The following is a summary of certain provisions of the Securities Exchange Agreement, which is qualified in its entirety by reference to the full text of the Securities Exchange Agreement, a copy of which will be filed under the Company's issuer profile on SEDAR and accessible at www.sedar.com.

Representations, Warranties, and Covenants of the Company

- The Company is in good standing with its filings with the applicable securities laws and the Company's Common Shares are not subject to any trading halt, suspension or cease trade order, and there is no pending or, to the knowledge of the Company after due inquiry, threatened or potential action to halt or suspend the Company's Common Shares by any relevant securities regulatory authority having jurisdiction;

- The Company's Common Shares, when issued, will be issued as fully paid and non-assessable common shares.

- The Company is now, and on the date of the closing of the Acquisition (the "**Closing Date**") will be, a reporting issuer in the provinces of British Columbia and Alberta.

- The Company agrees to indemnify each of the Captios securityholders against, and will pay each of the Captios securityholders an amount equal to, any loss which may be suffered, sustained or incurred by such Captios securityholder directly as a result of any of the representations and warranties in section 4.1 of the Securities Exchange Agreement proving to be false, misleading or incorrect in a material respect, subject to certain limitations.

Representations, Warranties, and Covenants of Captios

- Captios shall have taken all necessary steps to ensure its capital structure consists of an aggregate of 20,100,000 Captios Shares, representing 100% of the issued and outstanding Captios Shares.

- Captios will use its commercially reasonable best efforts to obtain from Captios' directors, shareholders and all appropriate governmental bodies such approvals or consents as are required (if any) to complete the transactions contemplated in the Securities Exchange Agreement.

Representations, Warranties, and Covenants of the Captios Securityholders

- Each Captios securityholder, on its own behalf and not on behalf of any of the others, agrees to indemnify the Company against, and will pay the Company an amount equal to, any loss which may be suffered, sustained or incurred by the Company, directly as a result of any of the representations and warranties in such Captios securityholder's respective securityholder certificate proving to be false.

Closing Conditions to the Acquisition

The obligations of the Company to carry out the terms of the Securities Exchange Agreement and to complete the Acquisition is subject to the satisfaction of, or compliance with, at or before the Closing Date, each of the following conditions precedent. Completion of the Acquisition by the Company will be deemed to mean a waiver of certain conditions to closing, including but not limited to as set out below:

(a) the warranties and representations of Captios as set forth in the Securities Exchange Agreement will be true and correct in every material aspect on the Closing Date as if such warranties and representations had been made by Captios on the Closing Date;

(b) Captios and the Captios securityholders will have performed and complied with all of their respective obligations, covenants and agreements hereunder;

(c) the Common Shares, including without limitation, the Common Shares issued by the Company as consideration for the Acquisition, will have been conditionally approved for listing on the CSE;

(d) all consents, renunciations, authorizations or approvals of third parties, which, in the Company's reasonable opinion must be obtained prior to the closing in order to give effect to the Acquisition, will have been obtained to the Company's satisfaction or in accordance with the relevant agreements, covenants or applicable laws;

(e) no material adverse effect will have occurred with respect to Captios;

(f) as at the Closing Date, all of Captios' material contracts will be in good standing, and in full force and effect;

(g) Captios shall have no aggregate liabilities greater than $25,000; and

(h) the Company will have received from Captios and/or the Captios securityholders the documents set out in the Securities Exchange Agreement.

The obligations of Captios and the Captios securityholders to carry out the terms of the Securities Exchange Agreement and to complete the Acquisition is subject to the satisfaction of, or compliance with, at or before the Closing Date, each of the following conditions precedent. Completion of the Acquisition by Captios and the Captios securityholders will be deemed to mean a waiver of all conditions to closing set out below:

(a) the warranties and representations of the Company as set forth in the Securities Exchange Agreement will be true and correct in every material aspect on the Closing Date as if such warranties and representations had been made by the Company on the Closing Date;

(b) the Company will have performed and complied with all of its obligations, covenants and agreements hereunder;

(c) the Company's Common Shares, including without limitation, the Common Shares issued by the Company as consideration for the Acquisition, will have been conditionally approved for listing on the Exchange;

(d) all consents, renunciations, authorizations or approvals of third parties, which, in Captios' reasonable opinion must be obtained prior to the closing in order to give effect to the Acquisition will have been obtained to Captios' satisfaction or in accordance with the relevant agreements, covenants or applicable laws;

(e) the Company's consideration shares will not be subject to any trading halt, suspension or cease trade order and no injunction or restraining order of any governmental body of competent jurisdiction will be in effect prohibiting the transactions contemplated by the Securities Exchange Agreement and no action or proceeding will have been instituted or be pending before any court or administrative tribunal to restrain or prohibit the Acquisition;

(f) no material adverse effect will have occurred with respect to the Company; and

(g) Captios, on its own behalf and on behalf of the Captios securityholders, will have received certain documents set out in the Securities Exchange Agreement.

Exclusivity

During the period from the execution of the Securities Exchange Agreement until the Closing Date or termination of the Securities Exchange Agreement, Captios and the Captios securityholders covenant and agree that they will not, directly or indirectly,

(a) enter into any discussions, negotiations, agreements (binding or otherwise) with any person (or encourage, solicit or procure any person to do any of those things) in relation to a sale of, or an option to sell, all or some of the Captios assets or Captios Shares;

(b) grant any rights over the Captios assets or Captios Shares or contract to sell the assets or the Captios Shares, except as disclosed to the Company prior to the date the Securities Exchange Agreement is executed;

(c) encumber, assign, charge or otherwise dispose of the assets or the Captios Shares or any of Captios' rights in respect of the assets or the Captios securityholders' rights in respect of the Captios Shares; or

(d) provide any information relating to the assets to any third party, except to the Company.

Termination

The Securities Exchange Agreement may be terminated at any time prior to the closing by mutual agreement of the Company and Captios. Unless otherwise agreed in writing by the Company and Captios, the Securities Exchange Agreement shall terminate without further notice or agreement in the event that:

(a) any permanent injunction or other order of a governmental body preventing the consummation of the Acquisition has become final and non-appealable;

(b) the Acquisition is rejected by the Exchange and all recourse or rights of appeal have been exhausted; or

(c) the Closing has not occurred by the agreed upon closing deadline.

Name Change

Contemporaneously with the closing, the Company shall have taken all necessary steps to have its name changed from “1014379 B.C. Ltd.” to “Spotlite360 Technologies Inc.” or such other name as the Resulting Issuer Board may determine and which is acceptable to the Exchange and the registrar of companies for British Columbia.

Shareholder Approval

If required by the Exchange or applicable securities laws, the Company agrees to seek the written approval to the Acquisition from at least 50% of the beneficial holders of the Company’s Common Shares in form acceptable to the Exchange.

Regulatory Approval

It is a condition of closing that the Company Common Shares, including without limitation, the Company’s consideration shares will have been conditionally approved for listing on the Exchange.

THE RESULTING ISSUER

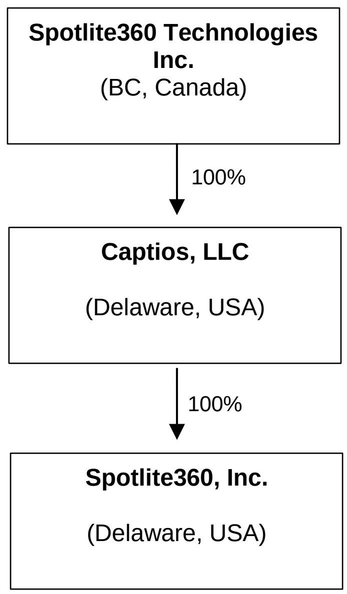
CORPORATE STRUCTURE

Name, Address and Incorporation

Upon completion of the Acquisition, the Resulting Issuer will continue to be the subject of the BCBCA. The Resulting Issuer's head office and registered office will be located at Suite 810-789 West Pender Street, Vancouver, British Columbia V6C 1H2.

Intercorporate Relationships

Following the completion of the Acquisition, Captios and Spotlite360, Inc. will be wholly-owned subsidiaries of the Resulting Issuer. The chart below represents the corporate structure of the Resulting Issuer, which will change its name to "Spotlite360 Technologies Inc." or such other name as the Resulting Issuer Board may determine and which is acceptable to the Exchange and the registrar of companies for British Columbia. The Resulting Issuer will continue the business of Captios.



BUSINESS OF THE RESULTING ISSUER

The Resulting Issuer will carry on the business of Captios and use the funds available to it as stated in this Prospectus. The Resulting Issuer plans to continue with Captios' business plan.

AVAILABLE FUNDS AND PRINCIPAL USES

As at the most recent month end February 28, 2021, the Resulting Issuer had working capital of $782,190. This included $635,920 in cash, $480,053 in marketable securities, $1,394,201 in total assets and $592,011 in liabilities. Management believes that it has sufficient cash and cash equivalents to meet its ongoing obligations and its objective of completing the Acquisition.

The funds that are expected to be available to the Resulting Issuer upon completion of the Acquisition is $635,920 in cash.

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

Upon completion of the Acquisition, the principal purposes for the foregoing available funds will be as follows:

Principal Purposes	**Amount**
General and administrative costs	**$143,500**
Solution Delivery / Research and Development	**$130,000**
Sales and marketing	**$85,000**
Complete Solution Configuration for Pharma and Healthcare	**$95,000**
License fee for technology platform	**$130,420**
Total	**$583,920**
Unallocated Funds	**$52,000**

Negative Operating Cash Flow

Subject to, and upon completion of the Acquisition, the Resulting Issuer's working capital available to fund ongoing operations will be sufficient to meet its administrative costs and operational costs for twelve months.

Since incorporation, the Company nor Captios have generated cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue. Although the Company has allocated $583,920 (as above and further explained in Captios' short term objectives) to fund its ongoing operations for a period of twelve months, thereafter, the Resulting Issuer will be reliant on any working capital and future equity financings for its funding requirements.

PRO FORMA CONSOLIDATED CAPITALIZATION OF THE RESULTING ISSUER

The following table sets forth the pro forma consolidated capitalization of the Resulting Issuer before and after giving effect to the Acquisition. The Resulting Issuer will issue Resulting Issuer Shares to former holders of Captios Shares on a 1:1 basis. The table should be read in conjunction with the pro forma financial statements of the Resulting Issuer attached as Schedule "E" hereto.

Designation of security[(1)]	Amount authorized or to be authorized	Outstanding as at December 31, 2019	Outstanding after giving effect to the Acquisition
Resulting Issuer Shares	Unlimited	13,946,023	43,063,200
Resulting Issuer Options	20% of the Resulting Issuer Shares	4,000,000	4,000,000

Notes:

(1) Certain securities of the Resulting Issuer are subject to escrow. Please see "*The Resulting Issuer – Escrowed Securities*".

The following table sets forth the holders of the Resulting Issuer Shares following the completion of the Acquisition:

Holder	Number Outstanding Following Completion of the Acquisition	Percentage of Share Capital
Former Company shareholders	22,963,200	53.32%
Former Captios shareholders	20,100,000	46.68%
Total Resulting Issuer Shares	43,063,200	

DIVIDENDS OR DISTRIBUTIONS

The Resulting Issuer intends to direct its cash towards the development of its business and the identification and evaluation of assets or businesses, and does not expect to declare or pay any dividends or distributions in the foreseeable future. There will be no restrictions precluding the Resulting Issuer from declaring any dividends or distributions on the Resulting Issuer Shares.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The attributes of the Resulting Issuer Shares will be the same as the Common Shares, and will not change as a result of the Acquisition.

Preferred Shares

The Resulting Issuer will also maintain the class of preferred shares currently authorized by the Company. *See - "The Company – Description of Share Capital."*

DIRECTORS AND EXECUTIVE OFFICERS

Upon completion of the Acquisition, the directors and executive officers of the Company will continue in that role for the Resulting Issuer. Directors of the Resulting Issuer will hold office from the closing of the Acquisition and, unless re-elected, will retire from office at the next annual meeting of Resulting Issuer shareholders. The Resulting Issuer Board will adopt the Company's corporate governance measures described in "*The Company – Corporate Governance*".

Each director and officer of the Resulting Issuer will be an independent contractor and will enter into a standard non-competition and non-disclosure agreement with the Resulting Issuer. Each director and officer will dedicate to their respective positions with the Resulting Issuer as follows:

Name	Percentage of Time
Eugene Beukman	45%
Alexander Somjen	15%
Joel Dumaresq	15%
Peter Nguyen	45%

COMPENSATION DISCUSSION AND ANALYSIS

The Resulting Issuer expects to provide a market-based blend of base salaries and bonuses, and equity incentive components in the form of Resulting Issuer options to align the interests of executive officers with the interests of the Resulting Issuer's shareholders.

Following completion of the Acquisition, the Resulting Issuer Board acting as a whole will determine the compensation of executive officers and directors, and grants of Resulting Issuer options. The Resulting Issuer Board may, as and when it determines is appropriate, establish a compensation committee and adopt a more formal compensation process that is in line with market practice for a junior publicly-listed company operating in this industry, having regard for local market conditions.

Compensation of Directors, Employment, Consulting and Management Agreements

Upon completion of the Acquisition, the Resulting Issuer will adopt the October 2020 Stock Option Plan. The Resulting Issuer Board as a whole will determine the compensation of directors of the Resulting Issuer. It is not anticipated that the Resulting Issuer will provide its directors with any compensation for attending meetings of the Resulting Issuer Board or any of its committees. However, directors will be eligible to receive grants of Resulting Issuer options pursuant to the October 2020 Stock Option Plan from time to time on a basis commensurate with industry standards, reflecting the responsibilities and risks involved in being a director of the Resulting Issuer. Non-management directors will also be reimbursed for transportation and other out-of-pocket expenses incurred in connection with attending meetings, and generally in discharging their director functions. Similarly, the Resulting Issuer Board will determine all compensation with respect to any employment, consulting and management agreements.

CORPORATE GOVERNANCE

The Resulting Issuer will adopt the corporate governance practices of the Company, as established in accordance with Form 58-101F2 of NI 58-101. The Resulting Issuer will implement and adopt a continuous disclosure policy and insider trading policy no later than the first date following the Closing on which the Resulting Issuer is required to file financial statements under applicable Canadian securities laws. Please refer to "*The Company – Corporate Governance*" for more information on the practices that the Resulting Issuer will implement upon completion of the Acquisition.

AUDIT COMMITTEE

Under NI 41-101, the Company is required to include in this Prospectus the disclosure required under Form 52-110F2 with respect to the Audit Committee of the Resulting Issuer. The Company is relying on the exemption provided in Section 6.1 of NI 52-110 as the Resulting Issuer will be a "venture issuer". As a result, the Resulting Issuer will be exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Following the completion of the Acquisition, the audit committee of the Resulting Issuer will be comprised of the same members as the Company's audit committee prior to completion of the Acquisition. Please refer to "*The Company – Directors and Executive Officers*" for biographical information detailing the relevant education and experience of each audit committee member that would provide (a) an understanding of the accounting principles used by the Resulting Issuer to prepare its financial statements; (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions; (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth of and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Resulting Issuer's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting.

The Resulting Issuer is expected to continue to use the audit committee charter of the Company, as described in this Prospectus and attached as Schedule "J" hereto.

ESCROWED SECURITIES

In the event that the Common Shares become listed on the CSE, the Company anticipates that it will be classified as an "emerging issuer", as defined under NP 46-201 upon such listing. The following person named below (the "**Escrowed Holder**") would fall within the definition of "principal" of an emerging issuer under NP 46-201. In accordance with applicable securities rules, the Escrowed Holder will execute an escrow agreement with the Company and the Escrow Agent substantially in the form attached as an Appendix to NP 46-201 (Form 46-201F1) (the "**CSE Escrow Agreement**") in respect of an aggregate of 1,200,000 Common Shares prior to the filing of a final prospectus and the Listing.

10% of such securities held in escrow will be released from escrow on the date the Common Shares are listed on the CSE, and 15% every 6 months thereafter, subject to acceleration provisions provided for in NP 46-201.

As of November 26, 2020, Common Shares held by the following person will be subject to escrow pursuant to the CSE Escrow Agreement:

Name of the Securityholder	Designation of Securities	Number of Securities to be held in escrow	% of class on a non-diluted basis	% of class on a fully diluted basis
Gene McConnell	Common Shares	1,200,000	2.96%	2.96%

Other than as set out above, there are no other principals or securityholders holding more than 10% of the Common Shares in the Company.

The CSE Escrow Agreement provides that the CSE Escrow Securities are held in escrow pursuant to its terms and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with other than in accordance with the terms of the CSE Escrow Agreement. In the event of the bankruptcy of an Escrowed Holder, in accordance with the CSE Escrow Agreement, the CSE Escrow Securities held by such Escrowed Holder may be transferred to the trustees in the bankruptcy or such person legally entitled to the CSE Escrow Securities, which shares will remain in escrow subject to the CSE Escrow Agreement. In the event of the death of an Escrowed Holder, in accordance with the CSE Escrow Agreement, the CSE Escrow Securities held by such Escrowed Holder will be released from escrow.

RISK FACTORS

The current business of Captios will be the business of the Resulting Issuer following completion of the Acquisition. Accordingly, risk factors relating to Captios' current business will be risk factors relating to the Resulting Issuer's business. Please see "*Captios – Risk Factors*". Additional risks related to the Acquisition and the Resulting Issuer are as follows:

Regulatory Approval Required

The completion of the Acquisition is subject to the satisfaction of a number of conditions, including a receipt for the final prospectus and conditional approval from the Exchange. There can be no assurance that all of the necessary regulatory approvals will be obtained. If the Acquisition, as contemplated by the Securities Exchange Agreement, is not completed for these reasons or for any others, the Company and Captios will have incurred significant costs associated with the failed implementation of the Acquisition.

Termination of the Securities Exchange Agreement

The Securities Exchange Agreement specifies that the parties' obligation to effect the Acquisition is conditional upon the satisfaction of a number of conditions. If any of the conditions are not satisfied or waived, the Acquisition may not be completed. Each of the Company and Captios have the right, in certain circumstances, to terminate the Securities Exchange Agreement. Accordingly, there can be no certainty that the Securities Exchange Agreement will not be terminated by either party prior to the completion of the Acquisition.

Cash Flow from Operations

Since incorporation, the Company nor Captios have generated cash flow from its operations and has incurred certain operating losses.. Such losses and negative operating cash flow are expected to continue. The Resulting Issuer cannot guarantee that it will attain or maintain positive cash flow status into the future. To the extent that the Resulting Issuer has negative cash flow in any future period, the Resulting Issuer will be reliant on any working capital and future equity financings to meet its cash flow requirements.

ENFORCEMENT OF CIVIL LIBERTIES

The Resulting Issuer has subsidiaries incorporated in the United States. It may not be possible for shareholders to effect service of process outside of Canada against such subsidiaries or the directors and officers of such subsidiaries who are not resident in Canada.

In the event a judgment is obtained in a Canadian court against one or more of such persons for violations of Canadian securities laws or otherwise, it may not be possible to enforce such judgment against persons not resident in Canada. Additionally, it may be difficult for an investor, or any other person or entity, to assert Canadian securities law or other claims in original actions instituted outside of Canada as courts in such jurisdictions may refuse to hear a claim based on a violation of Canadian securities laws or otherwise on the grounds that such jurisdiction is not the most appropriate forum to bring such a claim. Even if a foreign court agrees to hear a claim, it may determine that the local law, and not Canadian law, is applicable to the claim. If Canadian law is found to be applicable, the content of applicable Canadian law must be proven as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by foreign law.

PROMOTER

Mr. Eugene Beukman is considered to be a promoter of the Resulting Issuer as that term is defined in the Securities Act (British Columbia) as he has, through the negotiation and execution of the Securities Exchange Agreement leading to the Acquisition, and has taken the initiative in substantially reorganizing the business of the Company to become the Resulting Issuer. As of the date hereof, Mr. Beukman does not beneficially own or control any common shares of the Resulting Issuer. Mr. Beukman will not receive anything of value from the Resulting Issuer and has no entitlement to receive anything of value except as set forth in this Prospectus.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Resulting Issuer are expected to be Smythe LLP, Chartered Professional Accountants, located at Vancouver, British Columbia.

The transfer agent and registrar for the Resulting Issuer Shares is expected to be National Securities Administrators Ltd., located at 760-777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

EXPERTS

The following professional persons have prepared reports or have provided opinions that are either included in or referred to in this Prospectus: Smythe LLP, as auditors of the Company and Captios.

No person or company who is named as having prepared or certified a part of this Prospectus or prepared or certified a report or valuation described or included in this Prospectus has, or will have immediately following completion of the Acquisition, any direct or indirect interest in the Company or Captios.

Smythe LLP, have advised that they are independent of the Company and Captios within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company or Captios within two years before the date of this Prospectus and considered to be material to the Resulting Issuer. Upon completion of the Acquisition, the below material contracts will be filed with the Canadian securities regulatory authorities and available on SEDAR, at www.sedar.com. Investors are encouraged to read the full text of such material agreements.

1. Securities Exchange Agreement;
2. Partum Agreement;
3. Transfer Agent Agreement;
4. TrackX License Agreement; and
5. CSE Escrow Agreement.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the province of Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. In the province of Ontario, the securities legislation further provides a purchaser with remedies of rescission or damages, if this Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory, provided that the remedies for rescission, revisions of purchase price or damages are exercised by the purchaser within the time limit prescribed for by the securities legislation of the purchaser’s province. However, in light of the fact that this is a non-offering prospectus and no securities are being purchased under this Prospectus, these rights and their associated remedies are not available to holders of Common Shares prior to completion of the Acquisition, or holders of Resulting Issuer Shares after completion of the Acquisition.

OTHER MATERIAL FACTS

There are no other material facts relating to the Company, Captios or the Resulting Issuer that are not disclosed in this Prospectus.

SCHEDULE “A”

AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

1014379 B.C. Ltd.

FINANCIAL STATEMENTS

For the years ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

Smythe
CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF 1014379 B.C. LTD.

Opinion

We have audited the financial statements of 1014379 B.C. Ltd. (the "Company"), which comprise:

- the statements of financial position as at December 31, 2019 and 2018;
- the statements of loss and comprehensive loss for the years then ended;
- the statements of changes in shareholders' deficiency for the years then ended;
- the statements of cash flows for the years then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has a working capital deficiency of $63,677 and a deficit of $503,445 as at December 31, 2019, has not yet generated revenues, and has incurred losses and negative cash flows from operations since inception. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion & Analysis.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, and remain alert for indications that the other information appears to be materially misstated.

We obtained the Management's Discussion & Analysis prior to the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditors' report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Hervé Leong-Chung.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
March 27, 2020

Smythe LLP | smythecpa.com

Vancouver
1700 – 475 Howe St
Vancouver, BC V6C 2B3
T: 604 687 1231
F: 604 688 4675

Langley
305 – 9440 202 St
Langley, BC V1M 4A6
T: 604 282 3600
F: 604 357 1376

Nanaimo
201 – 1825 Bowen Rd
Nanaimo, BC V9S 1H1
T: 250 755 2111
F: 250 984 0886

1014379 B.C. Ltd.

Statements of Financial Position
As at December 31
(Expressed in Canadian dollars)

	Notes		2019		2018
Assets					
Current assets					
Cash		$	298	$	84
Total assets		**$**	**298**	**$**	**84**
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	3,5	$	63,975	$	307,340
Total liabilities			**63,975**		**307,340**
Shareholders' deficiency					
Capital stock	4		439,768		103,768
Deficit			(503,445)		(411,024)
Total shareholders' deficiency			**(63,677)**		**(307,256)**
Total liabilities and shareholders' deficiency		**$**	**298**	**$**	**84**

Approved and authorized by the Board on March 27, 2020.

"Eugene Beukman" (signed)
Eugene Beukman, Director

"Joel Dumaresq" (signed)
Joel Dumaresq, Director

1014379 B.C. Ltd.
Statements of Loss and Comprehensive Loss
For the years ended December 31
(Expressed in Canadian dollars)

	Notes	2019	2018
Expenses			
Consulting fees	5	$ 24,375	$ -
Filing fees		20,007	2,885
Management fees	5	31,500	63,000
Office expenses		1,386	133
Professional fees	5	15,153	7,500
Net loss and comprehensive loss for the year		**$(92,421)**	**$(73,518)**
Loss per share – basic and diluted		**$ (0.05)**	**$ (0.15)**
Weighted average number of common shares outstanding		**1,978,900**	**506,023**

1014379 B.C. Ltd.

Statements of Changes in Shareholders' Deficiency
For the years ended December 31, 2019 and 2018
(Expressed in Canadian dollars)

	Capital Stock						
	Number of Common Shares		Amount		Deficit		Total
Balance at December 31, 2017	**506,023**	**$**	**103,768**	**$**	**(337,506)**	**$**	**(233,738)**
Net loss for the year	-		-		(73,518)		(73,518)
Balance at December 31, 2018	**506,023**	**$**	**103,768**	**$**	**(411,024)**	**$**	**(307,256)**
Net loss for the year	-		-		(92,421)		(92,421)
Shares issued for debt	13,440,000		336,000		-		336,000
Balance at December 31, 2019	**13,946,023**	**$**	**439,768**	**$**	**(503,445)**	**$**	**(63,677)**

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

1014379 B.C. Ltd.
Statements of Cash Flows
For the years ended December 31
(Expressed in Canadian dollars)

		2019		2018
Operating activities				
Net loss for the year	$	(92,421)	$	(73,518)
Changes in non-cash working capital item:				
Accounts payable and accrued liabilities		92,635		72,413
Net cash flows provided by (used in) operating activities		214		(1,105)
Change in cash		214		(1,105)
Cash, beginning of the year		84		1,189
Cash, end of the year	**$**	**298**	**$**	**84**
Shares issued to settle accounts payable and accrued liabilities	$	336,000	$	-

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

1. Nature and continuance of operations

1014379 B.C. Ltd. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets.

The Company's principal address, records office and registered address are located at Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 1H2

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. The Company is in the development stage and currently has no sources of cash from operations. Further funds will be required to successfully develop the Company's business and there is no certainty that these funds will be available. As at December 31, 2019, the Company has a working capital deficiency of $63,677 (2018 - $307,256) and for the year ended December 31, 2019, the Company incurred a net loss of $92,421 (2018 - $73,518). A different basis of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations and ultimately achieve profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors.

On May 6, 2019, a cease trade order ("CTO") was issued by the British Columbia Securities Commission, as a result of the failure of the Company, under its previous management, to file annual financial statements and related management's discussion and analysis within the required time. On November 7, 2019, the CTO has been revoked. The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date.

2. Statement of compliance and significant accounting policies

These financial statements were authorized for issue on March 27, 2020 by the directors of the Company.

Statement of compliance

These financial statements are prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB").

2. Statement of compliance and significant accounting policies (cont'd)

Statement of compliance (cont'd)

These financial statements have been prepared on a historical cost basis, except for certain financial instruments. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The significant accounting policies set out in note 2 have been applied consistently to all periods presented, except for the adoption of IFRS 16, *Leases*.

Basis of presentation

The financial statements are presented in Canadian dollars, unless otherwise noted, which is the Company's functional currency.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments and estimates in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the fair value of common shares issued to settle accounts payable.

Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per share. Under this method the dilutive effect on loss per share is calculated on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Capital stock

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

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

2. Statement of compliance and significant accounting policies (cont'd)

Income tax

(i) Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive loss or equity is recognized in other comprehensive loss or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive loss ("FVTOCI") or at amortized cost.

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

2. Statement of compliance and significant accounting policies (cont'd)

Financial instruments (cont'd)

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

Financial assets through other comprehensive income ("FVTOCI")

Financial assets that meet the following conditions are measured at FVTOCI:
- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company does not currently hold any financial instruments designated as FVTOCI.

Equity instruments designated as FVTOCI

On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity instrument. The Company does not currently hold any equity instruments designated as FVTOCI.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(Expressed in Canadian dollars)

2. Statement of compliance and significant accounting policies (cont'd)

Financial instruments (cont'd)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

New standards adopted

IFRS 16 *Leases* ("IFRS 16")

The Company adopted IFRS 16 on January 1, 2019. IFRS 16 replaces IAS 17 *Leases*. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. The adoption of IFRS 16 did not have a material impact on these financial statements as the Company does not have any long-term leases.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Accounts payable and accrued liabilities

		December 31, 2019		**December 31, 2018**
Accounts payable	$	59,975	$	303,340
Accrued liabilities		4,000		4,000
	$	**63,975**	**$**	**307,340**

Included in accounts payable are amounts totaling $51,503 (2018 - $286,288) due to related parties (Note 5).

(Expressed in Canadian dollars)

4. Share Capital

Authorized share capital
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

Issued share capital

At December 31, 2019, there were 13,946,023 (2018 – 506,023) issued and fully paid common shares outstanding.

Shares issued during the year ended December 31, 2019:

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000. No gains or losses have been recorded on the settlement of debt. Of the $336,000 accounts payable settled, $304,500 was owed to companies controlled by the former CEO, CFO and Director of the Company. Prior to entering into debt settlement agreements, the accounts payable of $304,500 was assigned to various arms-length creditors. After the debt was assigned, the Company issued common shares to settle the debt to these arms-length creditors.

There were no shares issued during the year ended December 31, 2018.

5. Related party transactions

The Company considers its related parties to comprise directors, officers, companies controlled by directors and officers and companies with common directors. The key management compensation and director fees consist of the following for the years ended December 31, 2019 and 2018:

		2019		**2018**
Management fees charged by former officer and director	$	31,500	$	63,000
Accounting and consulting fees charged by a company controlled by a director		37,500		-
	$	69,000	$	63,000

Management fees of $31,500 (2018 - $63,000) were accrued to a private company controlled by the former CEO, CFO and director. These amounts accrued were later settled with common shares (Note 4).

As at December 31, 2019, there was $13,288 (2018 - $286,288) included in accounts payable and accrued liabilities owing to a former officer and director and companies controlled by the former director. The balances are unsecured, payable on demand and non-interest bearing.

As at December 31, 2019, there was $38,215 (2018 - $nil) included in accounts payable and accrued liabilities owing to a company controlled by a director of the Company. The balance is unsecured, payable on demand and non-interest bearing.

On November 21, 2019, pursuant to debt settlement agreements (Note 4), the Company issued 1,260,000 common shares to a company controlled by a director of the Company to settle accounts payable of $31,500. No gains or losses have been recorded on the settlement of debt.

6. Risk management and financial instruments

The Company classifies its financial instruments as follows:

- Cash is classified as a financial asset at FVTPL; and
- Accounts payable and accrued liabilities at amortized cost.

The carrying value of these financial instruments approximates their fair value due to their short-term nature.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions. The Company is not exposed to significant credit risk. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company will be required to raise additional financing to be able to satisfy its financial obligations of $63,975 (2018 - $307,340) and to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. Financial obligations are due within three months of year end.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2019, the Company did not have any financial instruments subject to interest rate risk.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of shareholders' deficiency. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavors and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of capital stock. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

(Expressed in Canadian dollars)

6. Risk management and financial instruments (cont'd)

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There were no changes in the Company's capital risk management approach during the year ended December 31, 2019.

7. Income tax

A reconciliation of income tax provision computed at Canadian statutory rates to the reported income tax provision is provided as follows:

		2019		2018
Loss before income taxes	$	(92,421)	$	(73,518)
Canadian statutory tax rate		27.0%		27.0%
Income tax benefit computed at statutory rates		(24,954)		(19,850)
Unused tax losses and tax offsets not recognized		24,954		19,850
	$	-	$	-

As at December 31, 2019, the Company has operating losses available for carry-forward of approximately $503,000 (2018 - $411,000) available to apply against future Canadian income for tax purposes that expire between 2034 and 2039.

8. Segmented information

The Company is currently identifying new business opportunities. All of its assets are located in Canada.

SCHEDULE "B"

AUDITED FINANCIAL STATEMENTS OF THE COMPANY
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

1014379 B.C. Ltd.

FINANCIAL STATEMENTS

For the years ended December 31, 2018 and 2017

(Expressed in Canadian Dollars)

Smythe CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF 1014379 B.C. Ltd.

Opinion
We have audited the financial statements of 1014379 B.C. Ltd. (the "Company"), which comprise the statements of financial position as at December 31, 2018 and 2017, and the statements of loss and comprehensive loss, changes in shareholders' deficit and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion
We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern
We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $73,518 during the year ended December 31, 2018 and has a working capital deficiency of $307,256 as at December 31, 2018. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information
Management is responsible for the other information. The other information comprises of Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed, we conclude that there is a material misstatement of this, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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.

Vancouver
1700 – 475 Howe St
Vancouver, BC V6C 2B3
T: 604 687 1231
F: 604 688 4675

Langley
305 – 9440 202 St
Langley, BC V1M 4A6
T: 604 282 3600
F: 604 357 1376

Nanaimo
201 – 1825 Bowen Rd
Nanaimo, BC V9S 1H1
T: 250 755 2111
F: 250 984 0886

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Hervé Leong-Chung.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
August 30, 2019

1014379 B.C. Ltd.
Statements of Financial Position
As at December 31,
(Expressed in Canadian dollars)

	Notes		2018		2017
Assets					
Current Assets					
Cash		$	84	$	1,189
Total Assets		**$**	**84**	**$**	**1,189**
Liabilities					
Current Liabilities					
Accounts payable and accrued liabilities	3 & 5	$	307,340	$	234,927
Total Liabilities			**307,340**		**234,927**
Shareholders' Deficit					
Capital stock	4		103,768		103,768
Deficit			(411,024)		(337,506)
Total Shareholders' Deficit			**(307,256)**		**(233,738)**
Total Liabilities and Shareholders' Deficit		**$**	**84**	**$**	**1,189**

Approved and authorized by the Board on September 03, 2019.

"Eugene Beukman" (signed)
Eugene Beukman, Director

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

1014379 B.C. Ltd.

Statements of Loss and Comprehensive Loss
For the years ended December 31,
(Expressed in Canadian dollars)

	Notes		2018		2017
Expenses					
Bank charges and interest		$	133	$	545
Filing fees			2,885		1,359
Management fees	5		63,000		60,000
Office expense			-		12,028
Professional fees			7,500		4,000
Net loss and comprehensive loss for the year		**$**	**(73,518)**	**$**	**(77,932)**
Loss per share – basic and diluted		**$**	**(0.15)**	**$**	**(0.15)**
Weighted average number of common shares outstanding			**506,023**		**506,023**

1014379 B.C. Ltd.
Statements of Changes in Shareholders' Deficit
For the years ended December 31,
(Expressed in Canadian dollars)

	Capital Stock			
	Number of Common Shares	Amount	Deficit	Total
Balance at December 31, 2016	**506,023**	**$ 103,768**	**$ (259,574)**	**$ (155,806)**
Net loss for the year	-	-	(77,932)	(77,932)
Balance at December 31, 2017	**506,023**	**103,768**	**(337,506)**	**(233,738)**
Net loss for the year	-	-	(73,518)	(73,518)
Balance at December 31, 2018	**506,023**	**$ 103,768**	**$ (411,024)**	**$ (307,256)**

1014379 B.C. Ltd.
Statements of Cash Flows
For the years ended December 31,
(Expressed in Canadian dollars)

		2018		2017
Operating activities				
Net loss for the year	$	(73,518)	$	(77,932)
Write-off of GST receivable		-		8,760
Changes in non-cash working capital items:				
Accounts payable and accrued liabilities		72,413		69,029
Net cash flows used in operating activities		(1,105)		(143)
Change in cash		(1,105)		(143)
Cash, beginning of the year		1,189		1,332
Cash, end of the year	**$**	**84**	**$**	**1,189**

1. Nature and continuance of operations

1014379 B.C. Ltd. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura Ventures Corp. ("Bravura") and Nuran Wireless Inc. ("Nuran", previously 1014372 B.C. Ltd.) whereby the Company will form part of a statutory plan of arrangement (the "Arrangement") to become a reporting issuer in the provinces of British Columbia and Alberta. The arrangement was approved November 14, 2014 and completed March 11, 2015.

The Company's principal address, records office and registered address are located at Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 1H2

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. The Company is in the development stage and currently has no sources of cash from operations. Further funds will be required to successfully develop the Company's business and there is no certainty that these funds will be available. As at December 31, 2018, the Company has a working capital deficiency of $307,256 and for the year ended December 31, 2018, the Company incurred a net loss of $73,518 (2017 - $77,932). Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations and ultimately achieve profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or profits from its business activities.

2. Basis of presentation and significant accounting policies

(a) Basis of presentation

(i) Statement of compliance

These financial statements are prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB").

Effective January 1, 2018, the Company adopted IFRS 9 *Financial Instruments* ("IFRS 9"). IFRS 9 was adopted using the modified retrospective approach with no restatement of comparative periods, as permitted by the transition provisions of IFRS 9. As a result of the application of IFRS 9, the Company changed its accounting policies for financial assets and impairment thereon, as described below.

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian dollars, which is also the Company's functional currency. All values are rounded to the nearest dollar unless otherwise indicated.

The significant accounting policies set out in note 3 have been applied consistently to all periods presented.

2. Basis of presentation and significant accounting policies (cont'd)

(a) Basis of presentation (cont'd)

(ii) Approval of the financial statements

These financial statements were approved and authorized for issue on August 30, 2019 by the director of the Company.

(b) Significant accounting judgments, estimates and assumptions

Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the statement of financial position, and the reported amounts of expenses during the reporting period.

There were no significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities.

Critical judgment exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

(c) Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per share. Under this method the dilutive effect on loss per share is calculated on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

(d) Capital stock

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

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

2. Basis of presentation and significant accounting policies (cont'd)

(e) Income tax

(i) Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive loss or equity is recognized in other comprehensive loss or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2. Basis of presentation and significant accounting policies (cont'd)

(f) New standards adopted

Financial instruments

The Company adopted all of the requirements of IFRS 9 *Financial Instruments* on January 1, 2018. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification
The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive loss ("FVTOCI") or at amortized cost.

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders' equity at the beginning of the 2018 annual reporting period, which also includes the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

2. Basis of presentation and significant accounting policies (cont'd)

(f) New standards adopted (cont'd)

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

Financial assets through other comprehensive income ("FVTOCI")

Financial assets that meet the following conditions are measured at FVTOCI:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company does not currently hold any financial instruments designated as FVTOCI.

Equity instruments designated as FVTOCI

On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity instrument, instead, it is transferred to retained earnings. The Company does not currently hold any equity instruments designated as FVTOCI.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

2. Basis of presentation and significant accounting policies (cont'd)

(f) New standards adopted (cont'd)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

(Expressed in Canadian dollars)

2. Basis of presentation and significant accounting policies (cont'd)

(g) New accounting standards issued but not yet effective

IFRS 16 – *Leases* ("IFRS 16") establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17 - *Leases*. The standard is effective for the Company's annual periods beginning on or after January 1, 2019. The Company has not early adopted this new standard and does not expect it to have a material effect on the Company's future results and financial operations.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Accounts payable and accrued liabilities

		December 31, 2018		**December 31, 2017**
Accounts payable	$	303,340	$	230,927
Accrued liabilities		4,000		4,000
	$	**307,340**	**$**	**234,927**

Included in accounts payable are amounts totaling $286,288 (2017 - $216,173) due to related parties (Note 5).

4. Capital stock

Authorized

Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

Issued

At December 31, 2018 there were 506,023 (2017 – 506,023) issued and fully paid common shares outstanding.

There were no shares issued during the years ended December 31, 2018 and 2017. On April 3, 2018, the Company consolidated its common shares on the basis of ten pre-consolidated common shares for one post-consolidated common share. The number of common shares outstanding has been retroactively adjusted in these financial statements to reflect the share consolidation.

(Expressed in Canadian dollars)

5. Related party transactions

The Company considers its related parties to comprise directors, officers, companies controlled by directors and officers and companies with common directors. The key management compensation and director fees consist of the following for the years ended December 31, 2018 and 2017:

		2018		2017
Management fees charged by former CEO, CFO and director	$	63,000	$	60,000
	$	63,000	$	60,000

Management fees of $63,000 (2017 - $60,000) were accrued to a private company controlled by the former CEO, CFO and director.

As at December 31, 2018, there was $286,288 (2017 - $216,173) included in accounts payable owing to the former CEO, CFO and director and companies controlled by the former director. The balances are unsecured, payable on demand and non-interest bearing.

6. Risk management and financial instruments

The Company classifies its financial instruments as follows:

- Cash is classified as a financial asset at FVTPL; and
- Accounts payable and accrued liabilities, at amortized cost.

The carrying value of these financial instruments approximates their fair value.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions. The Company is not exposed to significant credit risk. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company will be required to raise additional financing to be able to satisfy its financial obligations of $307,340 (2017 - $234,927) and to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. Financial obligations are due within three months of year end.

(Expressed in Canadian dollars)

6. Risk management and financial instruments (cont'd)

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2018, the Company did not have any financial instruments subject to interest rate risk.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavors and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of capital stock. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' deficit. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There were no changes in the Company's capital risk management approach during the year ended December 31, 2018.

7. Income tax

A reconciliation of income tax provision computed at Canadian statutory rates to the reported income tax provision is provided as follows:

		2018		2017
Loss before income taxes	$	(73,518)	$	(77,932)
Canadian statutory tax rate		27.0%		26.0%
Income tax benefit computed at statutory rates		(19,850)		(20,262)
Unused tax losses and tax offsets not recognized		19,850		20,262
	$	-	$	-

As at December 31, 2018, the Company has operating losses available for carry-forward of approximately $358,000 (2017 - $338,000) available to apply against future Canadian income for tax purposes. The operating losses expire between 2034 and 2038.

SCHEDULE "C"

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS OF THE COMPANY FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2020 AND 2019

1014379 B.C. Ltd.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the nine-month periods ended September 30, 2020 and 2019

Unaudited – prepared by Management

(Expressed in Canadian Dollars)

(Unaudited - Expressed in Canadian dollars)

As at,	Notes		September 30, 2020		December 31, 2019
Assets					
Current Assets					
Cash		$	639,626	$	298
Total Assets		**$**	**639,626**	**$**	**298**
Liabilities					
Current Liabilities					
Accounts payable and accrued liabilities	3,5	$	116,560	$	63,975
Total Liabilities			**116,560**		**63,975**
Shareholders' Equity (Deficiency)					
Capital stock	4		1,102,889		439,768
Subscriptions received in advance			24,550		-
Deficit			(604,373)		(503,445)
Total Shareholders' Equity (Deficiency)			**523,066**		**(63,677)**
Total Liabilities and Shareholders' Equity (Deficiency)		**$**	**639,626**	**$**	**298**

Approved and authorized by the Board on November 30, 2020.

"Eugene Beukman" (signed)
Eugene Beukman, Director

"Joel Dumaresq" (signed)
Joel Dumaresq, Director

(Unaudited - Expressed in Canadian dollars)

		Three-month period ended		Nine-month period ended	
	Notes	**September 30, 2020**	**September 30, 2019**	**September 30, 2020**	**September 30, 2019**
Expenses					
Consulting fees	5	$ 26,524	$ 10,500	$ 43,925	$ 10,500
Filing fees		1,283	8,559	6,140	10,528
Management fees	5	-	-	-	31,500
Marketing		-	-	12,500	-
Office expenses		905	557	1,068	611
Professional fees	5	14,631	6,300	37,295	8,522
Net loss and comprehensive loss for the period		**$ (43,343)**	**$ (25,916)**	**$ (100,928)**	**$ (61,661)**
Loss per share – basic and diluted		**$ (0.00)**	**$ (0.05)**	**$ (0.01)**	**$ (0.12)**
Weighted average number of common shares outstanding		**17,270,531**	**506,023**	**15,456,880**	**506,023**

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

1014379 B.C. Ltd.
Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency)
For the nine-month periods ended September 30, 2020 and 2019
(Unaudited - Expressed in Canadian dollars)

	Capital Stock				
	Number of Common Shares	Amount	Subscriptions received	Deficit	Total
Balance at December 31, 2018	**506,023**	**$ 103,768**	**$ -**	**$ (411,024)**	**$ (307,256)**
Net loss for the period	-	-	-	(61,661)	(61,661)
Balance at September 30, 2019	**506,023**	**$ 103,768**	**$ -**	**$ (472,685)**	**$ (368,917)**
Balance at December 31, 2019	**13,946,023**	**$ 439,768**	**$ -**	**$ (503,445)**	**$ (63,677)**
Net loss for the period	-	-	-	(100,928)	(100,928)
Shares issued – Private placements	6,416,841	664,576	-	-	664,576
Subscriptions received in advance	-	-	24,550	-	24,550
Share issue costs	-	(1,455)	-	-	(1,455)
Balance at September 30, 2020	**20,362,864**	**$ 1,102,889**	**$ 24,550**	**$ (604,373)**	**$ 523,066**

1014379 B.C. Ltd.

Condensed Consolidated Statements of Cash Flows
For the nine-month periods ended September 30,
(Unaudited - Expressed in Canadian dollars)

		Nine -month period ended September 30, 2020		Nine-month Period ended September 30, 2019
Operating activities				
Net loss for the period	$	(100,928)	$	(61,661)
Changes in non-cash working capital item:				
Accounts payable and accrued liabilities		34,782		39,314
Net cash flows used in operating activities	**$**	(66,146)	$	(22,347)
Financing activities				
Subscriptions received in advance	$	24,550	$	-
Net proceeds from issuance of shares – private placement		663,121		-
Proceeds from loans		17,803		22,736
Net cash received from financing activities	**$**	705,474	$	22,736
Change in cash		639,328		389
Cash, beginning of the period		298		84
Cash, end of the period	**$**	**639,626**	**$**	**473**

Other supplementary information:				
Fair value of 286,335 finders fee shares issued	$	42,950	$	-

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

1. Nature and continuance of operations

1014379 B.C. Ltd. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets (note 8).

The Company's principal address, records office and registered address are located at Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 1H2

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. The Company is in the development stage and currently has no sources of cash from operations. Further funds will be required to successfully develop the Company's business and there is no certainty that these funds will be available. As at September 30, 2020, the Company has a working capital of $523,066 (December 31, 2019 – deficiency $63,677) and for the nine-month period ended September 30, 2020, the Company incurred a net loss of $100,928 (2019 - $61,661). A different basis of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations and ultimately achieve profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors.

On May 6, 2019, a cease trade order ("CTO") was issued by the British Columbia Securities Commission, as a result of the failure of the Company, under its previous management, to file annual financial statements and related management's discussion and analysis within the required time. On November 7, 2019, the CTO has been revoked. The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date.

2. Statement of compliance and significant accounting policies

These unaudited condensed interim financial statements were authorized for issue on November 30, 2020 by the directors of the Company.

Statement of compliance

These unaudited interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

These unaudited interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited financial statements of the Company for the year ended December 31, 2019.

2. Statement of compliance and significant accounting policies (cont'd)

Statement of compliance (cont'd)

These financial statements have been prepared on a historical cost basis, except for certain financial instruments. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The significant accounting policies have been applied consistently to all periods presented.

Basis of presentation

The financial statements are presented in Canadian dollars, unless otherwise noted, which is the Company's functional currency.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments and estimates in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification / allocation of expenditures in operating expenses.

Comparative figures

Certain comparative figures have been reclassified to conform to current year's presentation. Such reclassification is for presentation purpose only and has no effect on previously reported results.

New standards adopted

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Accounts payable and accrued liabilities

	September 30, 2020	December 31, 2019
Accounts payable	$ 113,560	$ 59,975
Accrued liabilities	3,000	4,000
	$ 116,560	**$ 63,975**

Included in accounts payable are amounts totaling $109,306 (December 31, 2019 - $51,503) due to related parties including a previous director and companies owned by a previous director of the Company. (Note 5).

(Unaudited - Expressed in Canadian dollars)

4. Share Capital

Authorized share capital
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

Issued share capital

At September 30, 2020, there were 20,362,864 (December 31, 2019 – 13,946,023) issued and fully paid common shares outstanding.

Shares issued during the nine-month period ending September 30, 2020:

On September 3, 2020, the Company completed a non-brokered private placement consisting of 4,090,506 common shares at $0.15 per share, for gross proceeds of $613,576. In connection with the private placement, the Company issued 286,335 finder's fee common shares, to arm's-length finders, with a fair value of $42,950.

On May 08, 2020, the Company completed a non-brokered private placement consisting of 2,040,000 common shares at $0.025 per share, for gross proceeds of $51,000. In connection with the private placement, the Company paid a cash finder's fee of $1,455 to PI Financial Corp.

Shares issued during the year ended December 31, 2019:

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000. No gains or losses have been recorded on the settlement of debt. Of the $336,000 accounts payable settled, $304,500 was owed to companies controlled by the former CEO, CFO and Director of the Company. Prior to entering into debt settlement agreements, the accounts payable of $304,500 was assigned to various arms-length creditors. After the debt was assigned, the Company issued common shares to settle the debt to these arms-length creditors.

5. Related party transactions

The Company considers its related parties to comprise directors, officers, companies controlled by directors and officers and companies with common directors. The key management compensation and director fees consist of the following for the nine-months periods ended September 30, 2020 and 2019:

		Nine-months Period ended September 30, 2020		**Nine-months Period ended September 30, 2019**
Management fees charged by former officer and director	$	-	$	31,500
Accounting and consulting fees charged by a company controlled by a director		46,600		15,750
	$	**46,600**	**$**	**47,250**

Management fees of $Nil (2019 - $31,500) were accrued to a private company controlled by the former CEO, CFO and director. These amounts accrued were later settled with common shares (Note 4).

Included in accounting and consulting fees are $23,975 fees charged for corporate services and $22,625 for accounting services by a company controlled by a director of the Company.

5. Related party transactions (continued)

As at September 30, 2020, there was $13,288 (December 31, 2019 - $13,288) included in accounts payable and accrued liabilities owing to a former officer and director and companies controlled by the former director. The balances are unsecured, payable on demand and non-interest bearing.

As at September 30, 2020, there was $96,018 (December 31, 2019 - $38,215) included in accounts payable and accrued liabilities owing to a company controlled by a director of the Company. The balance includes a $15,000 principal loan payable bearing interest rate of 8% per annum, payable on demand.

On November 21, 2019, pursuant to debt settlement agreements (Note 4), the Company issued 1,260,000 common shares to a company controlled by a director of the Company to settle accounts payable of $31,500. No gains or losses have been recorded on the settlement of debt.

6. Risk management and financial instruments

The Company classifies its financial instruments as follows:

- Cash is classified as a financial asset at FVTPL; and
- Accounts payable and accrued liabilities at amortized cost.

The carrying value of these financial instruments approximates their fair value due to their short-term nature.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions. The Company is not exposed to significant credit risk. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company have sufficient funds to satisfy its financial obligations of $116,560 (December 31, 2019 - insufficient $63,975) but in the long run, will be required to raise additional financing to be able and to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2020, the Company did not have any financial instruments subject to interest rate risk.

6. Risk management and financial instruments (continued)

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of shareholders' deficiency. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavors and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of capital stock. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. There were no changes in the Company's capital risk management approach during the period ended September 30, 2020.

7. Segmented information

The Company is currently identifying new business opportunities. All of its assets are located in Canada.

8. Proposed transaction

On June 21, 2020, the Company entered into a share exchange agreement with Captios LLC. ("Captios") (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company will acquire 100% of the issued ordinary shares of Captios (the "Acquisition"). As consideration for the acquisition of all of the issued and outstanding ordinary shares of Captios, the Company has agreed to issue to the members of Captios an aggregate of 20,100,000 common shares.

SCHEDULE “D”

AUDITED FINANCIAL STATEMENTS OF CAPTIOS
FOR THE PERIOD ENDED AUGUST 31, 2020

Captios LLC

Consolidated Financial Statements

For the period from March 11, 2020 (date of incorporation) to August 31, 2020

(Expressed in US Dollars)

Smythe CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF CAPTIOS LLC

Opinion

We have audited the consolidated financial statements of Captios LLC (the "Company"), which comprise:

- the consolidated statement of financial position as at August 31, 2020;
- the consolidated statement of loss and comprehensive loss for the period from March 11, 2020 (date of incorporation) to August 31, 2020;
- the consolidated statement of changes in members' equity (deficiency) for the period from March 11, 2020 (date of incorporation) to August 31, 2020;
- the consolidated statement of cash flows for the period from March 11, 2020 (date of incorporation) to August 31, 2020; and
- the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2020, and its consolidated financial performance and its consolidated cash flows for the period from March 11, 2020 (date of incorporation) to August 31, 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $399,558 during the period from March 11, 2020 (date of incorporation) to August 31, 2020 and, as of that date, the Company's current liabilities exceeded its total assets by $473,904. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated 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.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Smythe CPA

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
November 23, 2020

CAPTIOS LLC
Consolidated Statement of Financial Position
(Expressed in US Dollars)

		August 31, 2020
ASSETS		
Current		
Cash	$	41,575
Investments (Note 4)		72,950
Loan receivable (Note 5)		75,000
Total current assets		189,525
Non-current		
Intangible asset (Note 6)		284,346
TOTAL ASSETS	$	**473,871**
LIABILITIES AND MEMBERS' EQUITY (DEFICIENCY)		
Current		
Accounts payable and accrued liabilities (Note 8)	$	370,293
License liability (Note 6)		293,136
TOTAL LIABILITIES		663,429
MEMBERS' EQUITY (DEFICIENCY)		
Paid-in capital		210,000
Deficit		(399,558)
TOTAL MEMBERS' DEFICIENCY		(189,558)
TOTAL LIABILITIES AND MEMBERS' DEFICIENCY	$	**473,871**

Nature of operations and ability to continue as a going concern (Note 1)
Subsequent events (Note 14)

Approved and authorized for issuance on behalf of the Board on November 23, 2020.

"Gene McConnell", CFO and Director

(The accompanying notes are an integral part of these consolidated financial statements)

CAPTIOS LLC
Consolidated Statement of Loss and Comprehensive Loss
(Expressed in US Dollars)

		Period from incorporation on March 11, 2020 to August 31, 2020
Operating Expenses		
Amortization	$	6,372
Consulting (Note 8)		248,335
General and administrative		647
Interest		2,418
Professional fees		1,786
Research and development		80,000
Sales and marketing		60,000
Net Loss and Comprehensive Loss for the Period	**$**	**(399,558)**
Basic and Diluted loss per share	**$**	**(0.04)**
Weighted average number of ordinary shares outstanding		**9,564,162**

(The accompanying notes are an integral part of these consolidated financial statements)

CAPTIOS LLC
Consolidated Statement of Changes in Members' Equity (Deficiency)
(Expressed in US Dollars)

	Ordinary Shares		Paid-in capital		Deficit		Total
Incorporation on March 11, 2020	**-**	**$**	**-**	**$**	**-**	**$**	**-**
Shares issued for cash (Note 7)	9,700,000		190,000		-		190,000
Shares issued for debt	300,000		20,000		-		20,000
Net loss and comprehensive loss for the period	-		-		(399,558)		(399,558)
Balance, August 31, 2020	**10,000,000**	**$**	**210,000**	**$**	**(399,558)**	**$**	**(189,558)**

(The accompanying notes are an integral part of these consolidated financial statements)

CAPTIOS LLC
Consolidated Statement of Cash Flows
(Expressed in US Dollars)

		Period from incorporation on March 11, 2020 to August 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$	(399,558)
Items not affecting cash:		
Amortization		6,372
Interest		2,418
Changes in non-cash working capital:		
Accounts payable and accrued liabilities		390,293
		(475)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of investments		(72,950)
Advances		(75,000)
		(147,950)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash		190,000
NET CHANGE IN CASH		41,575
CASH – beginning		-
CASH – end	$	41,575
Supplemental Cash Flow Information		
Shares issued for debt	$	20,000

(The accompanying notes are an integral part of these consolidated financial statements)

1. Nature of Operations and Going Concern

Captios LLC is a Delaware Limited Liability Company (the "**Company**" or "**Captios**") formed on March 11, 2020 under the Limited Liability Company Act (the "Act") of the State of Delaware. The Company is an early stage company focused on providing a software-as-a-service ("SaaS") based asset management and supply chain execution platform which leverages blockchain and a broad array of Internet of Things ("IoT") technologies.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At August 31, 2020, the Company had not achieved profitable operations. During the period ended August 31, 2020, the Company incurred a net loss of $399,558 and had an accumulated deficit of $399,558 at that date. The Company expects to incur further losses in the development of its business.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, expansion and customer deployments. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

On March 11, 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

2. Basis of Presentation

a) Statement of Compliance and Presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The significant accounting policies set out in Note 2 have been applied consistently to all periods presented.

b) Functional and Presentation Currency

These consolidated financial statements are presented in United States dollars, which is the Company's and its subsidiary's functional currency. All financial information is expressed in United States dollars unless otherwise stated and have been rounded to the nearest dollar.

2. Basis of Presentation (continued)

c) Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its controlled entities. Control occurs when the Company is exposed to, or has the right to, variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. Details of controlled entities are as follows:

	Country of incorporation	**Percentage owned**
Spotlite360 Inc.	US	100%

All inter-company transactions, balances, income and expenses are eliminated on consolidation.

d) Significant Accounting Judgment and Estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. Estimates and assumptions are pervasive throughout the consolidated financial statements and are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and future periods impacted.

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

i. Going Concern

The assessment of whether the concern assumption is appropriate requires management to consider all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern.

ii. Recoverability of Intangible Assets

The Company assesses at each reporting date if the intangible asset has indicators of impairment. In determining whether the intangible asset is impaired, the Company assesses certain criteria including observable decreases in value, significant changes with adverse effect on the entity, a change in market interest rates, evidence of technological obsolescence, and future. The application of the Company’s accounting policy for intangible asset expenditures requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which are based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized in excess over the recoverable value is written off to profit or loss in the period the new information becomes available.

2. Basis of Presentation (continued)

d) Significant Accounting Judgment and Estimates (continued)

iii. Investments

Investment transactions are recorded on a trade date basis. The cost of investments represents the amount paid for each investment and is determined on an average cost basis excluding transaction costs. The Company classifies its investments as fair value through profit or loss, with unrealized gains and losses recognized in profit or loss. The fair value of the Company's investments as at the financial reporting date are determined as follows: Common shares in quoted companies – All securities listed on a recognized public stock exchange are generally valued at their last bid price. Options and warrants – The options and warrants are valued at fair value using the Black-Scholes pricing model which considers factors such as market value of the underlying security, strike price, volatility and expected life. Investments in private companies and other investments – When the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair value.

3. Significant Accounting Policies

a) Financial Instruments

(i) Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instrument is driven by the Company's business model for managing its financial assets and their contractual cash flow characteristics. Equity instruments that are held-for-trading are classified as at FVTPL. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL.

(ii) Measurement

Financial assets at FVTOCI - Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive loss.

Financial assets and liabilities at amortized cost - Financial assets and liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL - Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of operations. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of operations in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

3. Significant Accounting Policies (continued)

a) Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statement of operations, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets - The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statement of operations. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within the accumulated other comprehensive loss.

Financial liabilities - The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statement of operations.

(v) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

3. Significant Accounting Policies (continued)

a) Financial Instruments (continued)

The Company has assessed the classification and measurement of financial assets and financial liabilities in the following table:

Financial assets:	**Measurement Category**
Cash	FVTPL
Loan receivable	Amortized cost
Investments	FVTPL
Financial liabilities:	
Accounts payable and accrued liabilities	Amortized cost

b) Intangible Assets

The Company owns intangible assets consisting of licensed intellectual property. Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets acquired in connection with a business combination are initially recorded at fair value. Following initial recognition, intangible assets are carried at initial carrying value less any accumulated amortization and any accumulated impairment losses.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in operations as incurred. The Company does not hold any intangible assets with indefinite lives. Intangible assets with finite lives are amortized over the lower of contractual period or useful economic life and assessed for impairment at each reporting date or whenever there is an indication that the intangible asset may be impaired.

The amortization method and amortization period of an intangible asset with a finite life is reviewed at least quarterly. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets.

Intangible assets with finite useful lives are amortized over their estimated useful lives as follows:

Intangible assets	**Useful life**
Software License	7 years

c) Impairment of Non-Financial Assets

Non-financial assets are subject to impairment tests at least annually or whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down to its recoverable amount.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to the statement of loss and comprehensive loss.

(Expressed in US Dollars)

3. Significant Accounting Policies (continued)

d) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, and short-term highly liquid investments and bank overdrafts.

4. Investments

During the period ended August 31, 2020, the Company purchased 1,000,000 units of Cyon Exploration Ltd ("Cyon") for total proceeds of $72,950. Each unit consists of one Cyon common share and one share purchase warrant enabling the Company to purchase an additional Cyon common share at CAD $0.15 per share for a period of three years. As at August 31, 2020, Cyon's common shares were not publicly traded, therefore, the cost of the investment was considered fair value. Cyon's shares were re-listed on the TSX-V subsequent to year-end on September 24, 2020.

		August 31, 2020
Incorporation on March 11, 2020	**$**	**-**
Additions		72,950
Fair value adjustment		-
Balance at August 31, 2020	**$**	**72,950**

5. Loan Receivable

During the period ended August 31, 2020, the Company advanced $75,000 to TrackX Holdings, Inc. ("TrackX") a related company through common management. The loan is non-interest-bearing and due on demand.

Subsequent to August 31, 2020, TrackX repaid $25,000 of the amount advanced and the Company entered into a promissory note with TrackX for the $50,000 remaining balance. The note is due on demand and bears 10% interest payable annually.

6. Intangible Asset

a) Software License

On July 6, 2020 the Company entered into a Software License Agreement (the "Agreement" or "License") with TrackX. TrackX operates as an enterprise asset management company deploying SaaS-based solutions leveraging multiple auto-ID and sensor technologies for the comprehensive tracking and management of physical assets. TrackX's Global Asset Management for Enterprises ("GAME") Platform enables the Industrial Internet of Things ("IIoT") by providing unique item level tracking, workflow processing, event management, alerting and powerful analytics to deliver solutions across a growing number of industries.

Pursuant to the Agreement the Company has acquired the License to the GAME Platform and the ancillary software products from TrackX on a non-exclusive basis to commercialize an entire supply chain solution in the pharmaceutical, healthcare and agriculture industries (the "Licensed Industries").

(Expressed in US Dollars)

6. Intangible Asset (continued)

As a consideration for the License, the Company will make payments to TrackX under the following payment terms:

- $300,000 in Software License Fees as follows:
  i) $200,000 paid on or before November 30, 2020.
  ii) $10,000 per month paid at the end of each of the subsequent 10 months, through September 2021.

- In addition, TrackX shall receive 10% of first year SaaS revenue derived from the licensing of GAME Platform for each location installed within the Licensed Industries.

- The Company will have a perpetual non-exclusive right to the targeted licensed industries from the execution date of the agreement.

- The Company retains the right to obtain exclusivity within the 12 month period following execution of the agreement for the licensed industries under terms which will be negotiated between the parties and for not less than $900,000.

- The Company will pay to TrackX development, integration, support and other service fees based upon the then current TrackX services pricing and as agreed by TrackX and the Company within an associated services agreement.

During the period ended August 31, 2020, the Company recognized an intangible asset with a cost equal to the present value of the $300,000 Software License Fees discounted using a rate of 10.45%.

		Software license
Incorporation on March 11, 2020	$	-
Additions		290,718
Amortization		(6,372)
Balance at August 31, 2020	**$**	**284,346**

b) Software License liability

A corresponding liability in relation to the acquired intangible asset has been recorded representing the Company's obligations under the Software Licence Agreement, summarized as follows;

		Software license liability
Incorporation on March 11, 2020	$	-
Additions		290,718
Interest		2,418
Balance at August 31, 2020	**$**	**293,136**

(Expressed in US Dollars)

7. Paid-in Capital

Authorized
A member's interest in the Company is their percentage share of the Company's business, property, assets, capital, profits and losses subject to the provisions of the Company's operating agreement and the Act. Interests are denominated in ordinary shares wherein the sum of all ordinary shares outstanding shall always equal 100% of the ownership interest in the Company and 100% of the member interests. The number of ordinary shares shall be unlimited without par value.

Shares Issued

During the period ended August 31, 2020, the Company had the following transactions that resulted in the issuance of its ordinary shares:

i) On March 11, 2020, the Company issued 8,200,000 ordinary shares for gross proceeds of $100,000 pursuant to contribution to Company's paid-in capital.

ii) On April 10, 2020, the Company issued 1,200,000 ordinary shares for gross proceeds of $70,000 pursuant to contribution to Company's paid-in capital.

iii) On April 13, 2020, the Company issued 300,000 ordinary shares for gross proceeds of $20,000 pursuant to contribution to Company's paid-in capital.

iv) On May 15, 2020, the Company issued 300,000 ordinary shares at a fair value of $20,000 pursuant to settlement of debt.

8. Related Party Disclosures

The following is a summary of related party transactions that occurred during the period ended August 31, 2020 that have not otherwise been disclosed:

$20,000 was accrued to TrackX for consulting fees included within Research and Development.

Included in accounts payable and accrued liabilities is $165,172 payable to shareholders, officers, directors, and companies controlled by officers and directors. Amounts due to related parties have no stated terms of interest or repayment.

Key management personnel include the directors and officers of the Company. Key management compensation consists of the following:

	August 31, 2020 $
Consulting paid or accrued to a company controlled by an Officer of the Company	35,000
Consulting paid or accrued to shareholders	110,000

9. Capital Management

Capital is comprised of the Company's members' deficit and any debt that it may issue. As at August 31, 2020, the Company's members' deficit was $399,558. The Company's objectives when managing capital are to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash. The Company does not have any externally imposed capital requirements to which it is subject and there were no changes in the Company's approach to capital management during the period.

10. Financial Instruments and Risk Management

a) Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles most of its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At August 31, 2020, the Company has current assets of $189,525 and will be required to settle current liabilities of $663,429 which are all due within 12 months. The Company is exposed to liquidity risk as it will be required to raise additional funding to meet its existing liabilities.

b) Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and loan receivable. The Company mitigates this risk by holding is cash with major financial institutions in the United States and Canada. Receivables are subject to standard credit terms.

c) Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's sensitivity to interest rates is minimal.

d) Foreign currency risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than US dollars.

   As at August 31, 2020, the Company had limited exposure to foreign currency risk, as the majority of balances are denominated in US Dollars. The Company assessed its foreign currency risk as low as at August 31, 2020.

10. Financial Instruments and Risk Management (continued)

e) The Company's financial instruments consist of cash, loan receivable, investments and accounts payable. Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of hierarchy are:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Financial instruments classified as level 1 – Unadjusted quoted prices in active markets include cash and investments.

The estimated fair value of loan receivable, accounts payable and accrued liabilities are equal to their carrying values due to the short-term nature of these instruments.

11. Income Taxes

For income tax purposes the Company is treated as a flow-through entity, where taxable income or loss is allocated to the individual members and income tax is the responsibility of the individual member. Accordingly, no provision for income taxes is included in these financial statements

12. Segmented Information

The Company has one operating segment, being the development of a SaaS-based asset management and supply chain execution platform. All assets of the Company are located in the United States.

13. Agreement with 1014379 B.C. Ltd.

On June 21, 2020, the Company entered into a share exchange agreement with 1014379 B.C. Ltd. ("1014379") (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, 1014379 will acquire 100% of the issued ordinary shares of the Company (the "Acquisition"). As consideration for the sale of the all of the issued and outstanding ordinary shares of the Company, 1014379 B.C. Ltd has agreed to:

(i) issue to the Company an aggregate of 10,000,000 Common Shares (10,100,000 post issuance of shares in note 13); and
(ii) issue an additional 10,000,000 Common Shares for ordinary shares to be issued by the Company to settle its outstanding debt (note 14).

Concurrent with the Acquisition, 1014379 intends to complete a non-brokered private placement of up to $3,000,000. A condition of closing includes, among other things, that the common shares of 1014379 will have been approved for listing on the CSE.

14. Subsequent Events

(a) Subsequent to August 31, 2020, the Company issued 100,000 ordinary shares for gross proceeds of $11,194 pursuant to contribution to Company's paid-in capital.

(b) Pursuant to debt settlement agreements dated November 1, 2020, the Company issued 10,000,000 ordinary shares to settle accounts payable of $298,669.

SCHEDULE “e”

INTERIM FINANCIAL STATEMENTS OF CAPTIOS
FOR THE PERIOD ENDED NOVEMBER 30, 2020

Captios LLC

Condensed Interim Consolidated Financial Statements

For the Three Months Ended November 30, 2020

(Expressed in US Dollars - Unaudited)

CAPTIOS LLC
Condensed Interim Consolidated Statements of Financial Position
(Expressed in US Dollars - Unaudited)

		November 30, 2020	August 31, 2020
ASSETS			
Current			
Cash	$	63,686	41,575
Investments (Note 4)		358,658	72,950
Loan receivable (Note 5)		50,000	75,000
Total current assets		472,344	189,525
Non-current			
Intangible asset (Note 6)		273,992	284,346
TOTAL ASSETS	**$**	**746,336**	**473,871**
LIABILITIES AND MEMBERS' EQUITY (DEFICIENCY)			
Current			
Accounts payable and accrued liabilities (Note 8)	$	278,133	370,293
Loan payable (Note 13)		200,000	-
License liability (Note 6)		77,087	293,136
TOTAL LIABILITIES		555,220	663,429
MEMBERS' EQUITY (DEFICIENCY)			
Paid-in capital (Note 7)		887,861	210,000
Deficit		(696,745)	(399,558)
TOTAL MEMBERS' DEFICIENCY		191,116	(189,558)
TOTAL LIABILITIES AND MEMBERS' DEFICIENCY	**$**	**746,336**	**473,871**

Nature of operations and going concern (Note 1)

Approved and authorized for issuance on behalf of the Board on February 28, 2021.

"Gene McConnell", CFO and Director

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

CAPTIOS LLC
Condensed Interim Consolidated Statement of Loss and Comprehensive Loss
(Expressed in US Dollars - Unaudited)

		Three Months Ended November 30, 2020
Operating Expenses		
Amortization	$	10,354
Consulting (Note 8)		149,001
General and administrative		10,395
Interest		3,951
Sales and marketing (Note 8)		38,758
Professional fees		2,438
Loss for the Period	**$**	**(214,897)**
Other Items		
Loss on settlement of debt (Note 7)		**(367,998)**
Change in fair value of investments (Note 4)		**127,590**
Net Loss and Comprehensive Loss for the Period	**$**	**(297,187)**
Basic and Diluted loss per share	**$**	**(0.02)**
Weighted average number of ordinary shares outstanding		**13,206,593**

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

CAPTIOS LLC
Condensed Interim Consolidated Statements of Changes in Members' Equity (Deficiency)
(Expressed in US Dollars - Unaudited)

	Ordinary Shares		Paid-in capital		Deficit		Total
Incorporation on March 11, 2020	**-**	**$**	**-**	**$**	**-**	**$**	**-**
Shares issued for cash	9,700,000		190,000		-		190,000
Shares issued for debt	300,000		20,000		-		20,000
Net loss and comprehensive loss for the period	-		-		(399,558)		(399,558)
Balance, August 31, 2020	**10,000,000**	**$**	**210,000**	**$**	**(399,558)**	**$**	**(189,558)**
Shares issued for cash	100,000	$	11,194	$	-	$	11,194
Shares issued for debt	10,000,000		666,667		-		666,667
Net loss and comprehensive loss for the period	-		-		(297,187)		(297,187)
Balance, November 30, 2020	**20,100,000**	**$**	**887,861**	**$**	**(696,745)**	**$**	**191,116**

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

CAPTIOS LLC
Condensed Interim Consolidated Statement of Cash Flows
(Expressed in US Dollars - Unaudited)

		Three Months Ended November 30, 2020
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss for the period	$	(297,187)
Items not affecting cash:		
Amortization		10,354
Interest		3,951
Change in fair value of investment		(285,708)
Loss on settlement of debt		367,998
Changes in non-cash working capital:		
Accounts payable and accrued liabilities		186,509
		(14,083)
CASH FLOWS FROM INVESTING ACTIVITY		
Advances received		225,000
Payment of software license fees		(200,000)
		224,980
CASH FLOWS FROM FINANCING ACTIVITY		
Shares issued for cash		11,194
NET CHANGE IN CASH		22,111
CASH – beginning		41,575
CASH – end	$	63,686
Supplemental Cash Flow Information		
Shares issued for debt	$	667,667

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

1. Nature of Operations and Going Concern

Captios LLC is a Delaware Limited Liability Company (the "**Company**" or "**Captios**") formed on March 11, 2020 under the Limited Liability Company Act (the "Act") of the State of Delaware. The Company is an early stage company focused on providing a software-as-a-service ("SaaS") based asset management and supply chain execution platform which leverages blockchain and a broad array of Internet of Things ("IoT") technologies.

These condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At November 30, 2020, the Company had not achieved profitable operations. During the three months ended November 30, 2020, the Company incurred a net loss and comprehensive loss of $87,307 and had an accumulated deficit of $486,865 at that date. The Company expects to incur further losses in the development of its business.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, expansion and customer deployments. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

On March 11, 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

2. Basis of Presentation

a) Statement of Compliance and Presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed, and therefore these condensed consolidated interim financial statements should be read in conjunction with the Company's August 31, 2020 audited annual consolidated financial statements and the notes to such financial statements.

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The significant accounting policies set out in Note 2 have been applied consistently to all periods presented.

b) Functional and Presentation Currency

These condensed interim consolidated financial statements are presented in United States dollars, which is the Company's and its subsidiary's functional currency. All financial information is expressed in United States dollars unless otherwise stated and have been rounded to the nearest dollar.

2. Basis of Presentation (continued)

c) Basis of Consolidation

The condensed interim consolidated financial statements include the accounts of the Company and its controlled entities. Control occurs when the Company is exposed to, or has the right to, variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. Details of controlled entities are as follows:

	Country of incorporation	**Percentage owned**
Spotlite360 Inc.	US	100%

All inter-company transactions, balances, income and expenses are eliminated on consolidation.

d) Significant Accounting Judgment and Estimates

The preparation of these condensed interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. Estimates and assumptions are pervasive throughout the condensed interim consolidated financial statements and are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and future periods impacted.

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

i. Going Concern

The assessment of whether the concern assumption is appropriate requires management to consider all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern.

ii. Recoverability of Intangible Assets

The Company assesses at each reporting date if the intangible asset has indicators of impairment. In determining whether the intangible asset is impaired, the Company assesses certain criteria including observable decreases in value, significant changes with adverse effect on the entity, a change in market interest rates, evidence of technological obsolescence, and future. The application of the Company’s accounting policy for intangible asset expenditures requires judgment in determining whether it is likely that the future economic benefits will flow to the Company, which are based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized in excess over the recoverable value is written off to profit or loss in the period the new information becomes available.

2. Basis of Presentation (continued)

d) Significant Accounting Judgment and Estimates (continued)

iii. Investments

Investment transactions are recorded on a trade date basis. The cost of investments represents the amount paid for each investment and is determined on an average cost basis excluding transaction costs. The Company classifies its investments as fair value through profit or loss, with unrealized gains and losses recognized in profit or loss. The fair value of the Company's investments as at the financial reporting date are determined as follows: Common shares in quoted companies – All securities listed on a recognized public stock exchange are generally valued at their last bid price. Options and warrants – The options and warrants are valued at fair value using the Black-Scholes pricing model which considers factors such as market value of the underlying security, strike price, volatility and expected life. Investments in private companies and other investments – When the fair values of financial assets and financial liabilities recorded on the condensed interim consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair value.

3. Significant Accounting Policies

a) Financial Instruments

(i) Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instrument is driven by the Company's business model for managing its financial assets and their contractual cash flow characteristics. Equity instruments that are held-for-trading are classified as at FVTPL. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL.

(ii) Measurement

Financial assets at FVTOCI - Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive loss.

Financial assets and liabilities at amortized cost - Financial assets and liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL - Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of operations. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of operations in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

3. Significant Accounting Policies (continued)

a) Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statement of operations, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets - The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statement of operations. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within the accumulated other comprehensive loss.

Financial liabilities - The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statement of operations.

(v) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

3. Significant Accounting Policies (continued)

a) Financial Instruments (continued)

The Company has assessed the classification and measurement of financial assets and financial liabilities in the following table:

Financial assets:	**Measurement Category**
Cash	FVTPL
Loan receivable	Amortized cost
Investments	FVTPL
Financial liabilities:	
Accounts payable and accrued liabilities	Amortized cost
Software license liability	Amortized cost
Loan payable	Amortized cost

b) Intangible Assets

The Company owns intangible assets consisting of licensed intellectual property. Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets acquired in connection with a business combination are initially recorded at fair value. Following initial recognition, intangible assets are carried at initial carrying value less any accumulated amortization and any accumulated impairment losses.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in operations as incurred. The Company does not hold any intangible assets with indefinite lives. Intangible assets with finite lives are amortized over the lower of contractual period or useful economic life and assessed for impairment at each reporting date or whenever there is an indication that the intangible asset may be impaired.

The amortization method and amortization period of an intangible asset with a finite life is reviewed at least quarterly. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets.

Intangible assets with finite useful lives are amortized over their estimated useful lives as follows:

Intangible assets	**Useful life**
Software License	7 years

c) Impairment of Non-Financial Assets

Non-financial assets are subject to impairment tests at least annually or whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down to its recoverable amount.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. An impairment loss is charged to the statement of loss and comprehensive loss.

(Expressed in US Dollars - Unaudited)

3. Significant Accounting Policies (continued)

d) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, and short-term highly liquid investments and bank overdrafts.

4. Investments

During the period ended August 31, 2020, the Company purchased 1,000,000 units of Cyon Exploration Ltd ("Cyon") for total proceeds of $72,950. Each unit consists of one Cyon common share and one share purchase warrant enabling the Company to purchase an additional Cyon common share at CAD $0.15 per share for a period of three years. As at August 31, 2020, Cyon's common shares were not publicly traded, therefore, the cost of the investment was considered fair value. Cyon's shares were re-listed on the TSX-V on September 24, 2020.

		Shares	Warrants	Total
Incorporation on March 11, 2020	**$**	**-**	**-**	**-**
Additions		72,950	-	-
Fair value adjustment		-	-	-
Balance at August 31, 2020	**$**	**72,950**	-	-
Fair value adjustment		127,590	158,118	285,708
Balance at November 30, 2020	**$**	**200,540**	**158,118**	**358,658**

5. Loan Receivable

During the period ended August 31, 2020, the Company advanced $75,000 to TrackX Holdings, Inc. ("TrackX") a related company through common management. The loan was non-interest-bearing and due on demand.

During the period ended November 30, 2020, TrackX repaid $25,000 of the amount advanced and the Company entered into a promissory note with TrackX for the $50,000 remaining balance. The note is due on demand and bears 10% interest payable annually.

6. Intangible Asset

a) Software License

On July 6, 2020 the Company entered into a Software License Agreement (the "Agreement" or "License") with TrackX. TrackX operates as an enterprise asset management company deploying SaaS-based solutions leveraging multiple auto-ID and sensor technologies for the comprehensive tracking and management of physical assets. TrackX's Global Asset Management for Enterprises ("GAME") Platform enables the Industrial Internet of Things ("IIoT") by providing unique item level tracking, workflow processing, event management, alerting and powerful analytics to deliver solutions across a growing number of industries.

Pursuant to the Agreement the Company has acquired the License to the GAME Platform and the ancillary software products from TrackX on a non-exclusive basis to commercialize an entire supply chain solution in the pharmaceutical, healthcare and agriculture industries (the "Licensed Industries").

(Expressed in US Dollars - Unaudited)

6. Intangible Asset (continued)

As a consideration for the License, the Company will make payments to TrackX under the following payment terms:

- $300,000 in Software License Fees as follows:
  i) $200,000 paid on or before November 30, 2020. (Paid as at November 30, 2020)
  ii) $10,000 per month paid at the end of each of the subsequent 10 months, through September 2021.

- In addition, TrackX shall receive 10% of first year SaaS revenue derived from the licensing of GAME Platform for each location installed within the Licensed Industries.

- The Company will have a perpetual non-exclusive right to the targeted licensed industries from the execution date of the agreement.

- The Company retains the right to obtain exclusivity within the 12 month period following execution of the agreement for the licensed industries under terms which will be negotiated between the parties and for not less than $900,000.

- The Company will pay to TrackX development, integration, support and other service fees based upon the then current TrackX services pricing and as agreed by TrackX and the Company within an associated services agreement.

On acquisition of the License, 2020, the Company recognized an intangible asset with a cost equal to the present value of the $300,000 Software License Fees discounted using a rate of 10.45%.

		Software license
Incorporation on March 11, 2020	$	-
Additions		290,718
Amortization		(6,372)
Balance at August 31, 2020	$	**284,346**
Amortization		(10,354)
Balance at November 30, 2020		**273,992**

b) Software License liability

A corresponding liability in relation to the acquired intangible asset has been recorded representing the Company's obligations under the Software Licence Agreement, summarized as follows;

		Software license liability
Incorporation on March 11, 2020	$	-
Additions		290,718
Interest		2,418
Balance at August 31, 2020	$	**293,136**
Payments		(220,000)
Interest		3,951
Balance at November 30, 2020		**77,087**

7. Paid-in Capital

Authorized
A member's interest in the Company is their percentage share of the Company's business, property, assets, capital, profits and losses subject to the provisions of the Company's operating agreement and the Act. Interests are denominated in ordinary shares wherein the sum of all ordinary shares outstanding shall always equal 100% of the ownership interest in the Company and 100% of the member interests. The number of ordinary shares shall be unlimited without par value.

Shares Issued

During the period ended November 30, 2020, the Company had the following transactions that resulted in the issuance of its ordinary shares:

i) On November 12, 2020, the Company issued 100,000 ordinary shares for gross proceeds of $11,194 pursuant to contribution to Company's paid-in capital.

ii) On November 1, 2020, the Company issued 10,000,000 ordinary shares at a fair value of $666,667 to settle accounts payable of $298,669 pursuant to debt settlement agreements. The Company recognized a loss on debt settlement of $367,998 in accordance with the issuance.

During the period ended August 31, 2020, the Company had the following transactions that resulted in the issuance of its ordinary shares:

iii) On March 11, 2020, the Company issued 8,200,000 ordinary shares for gross proceeds of $100,000 pursuant to contribution to Company's paid-in capital.

iv) On April 10, 2020, the Company issued 1,200,000 ordinary shares for gross proceeds of $70,000 pursuant to contribution to Company's paid-in capital.

v) On April 13, 2020, the Company issued 300,000 ordinary shares for gross proceeds of $20,000 pursuant to contribution to Company's paid-in capital.

vi) On May 15, 2020, the Company issued 300,000 ordinary shares at a fair value of $20,000 pursuant to settlement of debt.

8. Related Party Disclosures

The following is a summary of related party transactions that occurred during the period ended November 30, 2020 that have not otherwise been disclosed:

Included in accounts payable and accrued liabilities is $217,672 (August 31, 2020 – 165,172) payable to shareholders, officers, directors, and companies controlled by officers and directors. Amounts due to related parties have no stated terms of interest or repayment.

Key management personnel include the directors and officers of the Company. Key management compensation consists of the following:

8. Related Party Disclosures (continued)

	Three Months Ended November 30, 2020 $
Consulting paid or accrued to a company controlled by an Officer of the Company	21,000
Consulting paid or accrued to shareholders	31,500

9. Capital Management

Capital is comprised of the Company's members' equity (deficit) and any debt that it may issue. As at November 30, 2020, the Company's members' deficit was $696,745 (August 31, 2020 – $399,558). The Company's objectives when managing capital are to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or adjust the amount of cash. The Company does not have any externally imposed capital requirements to which it is subject and there were no changes in the Company's approach to capital management during the period.

10. Financial Instruments and Risk Management

a) Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles most of its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At November 30, 2020, the Company has current assets of $472,344 (August 31, 2020 - $189,525) and will be required to settle current liabilities of $555,220 (August 31, 2020 – 663,429) which are all due within 12 months. The Company is exposed to liquidity risk as it will be required to raise additional funding to meet its existing liabilities.

b) Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and loan receivable. The Company mitigates this risk by holding is cash with major financial institutions in the United States and Canada. Receivables are subject to standard credit terms.

c) Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's sensitivity to interest rates is minimal.

d) Foreign currency risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than US dollars.

As at November 30, 2020, the Company had limited exposure to foreign currency risk, as the majority of balances are denominated in US Dollars. The Company assessed its foreign currency risk as low as at November 30, 2020.

e) The Company's financial instruments consist of cash, loan receivable, investments and accounts payable. Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of hierarchy are:

10. Financial Instruments and Risk Management (continued)

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Financial instruments classified as level 1 – Unadjusted quoted prices in active markets include cash and investments in common shares.

Financial instruments classified as level 2 –Includes investments in warrants.

The estimated fair value of loan receivable, accounts payable and accrued liabilities are equal to their carrying values due to the short-term nature of these instruments.

11. Income Taxes

For income tax purposes the Company is treated as a flow-through entity, where taxable income or loss is allocated to the individual members and income tax is the responsibility of the individual member. Accordingly, no provision for income taxes is included in these financial statements

12. Segmented Information

The Company has one operating segment, being the development of a SaaS-based asset management and supply chain execution platform. All assets of the Company are located in the United States.

13. Agreement with 1014379 B.C. Ltd.

On June 21, 2020, the Company entered into a share exchange agreement with 1014379 B.C. Ltd. ("1014379") (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, 1014379 will acquire 100% of the issued ordinary shares of the Company (the "Acquisition"). As consideration for the sale of the all of the issued and outstanding ordinary shares of the Company, 1014379 has agreed to:

(i) issue to the Company an aggregate of 10,100,000 common shares; and
(ii) issue an additional 10,000,000 common shares for ordinary shares issued by the Company to settle outstanding debt (note 7).

Concurrent with the Acquisition, 1014379 intends to complete a non-brokered private placement of up to $3,000,000. A condition of closing includes, among other things, that the common shares of 1014379 will have been approved for listing on the CSE. As at November 30, 2020 the transaction has not yet been completed.

During the period ended November 30, 2020, the Company received $200,000 from 1014379 B.C. Ltd. The loan bears no interest and is due upon demand.

SCHEDULE "F"

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS OF THE RESULTING ISSUER AS AT SEPTEMBER 30, 2020

1014379 B.C. Ltd.

UNAUDITED PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Prepared by Management)
(Expressed in Canadian Dollars)

September 30, 2020

1014379 B.C. Ltd.
PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at September 30, 2020
(Unaudited – Expressed in Canadian Dollars)

	1014379 B.C. Ltd.	**Captios LLC**	**Captios LLC**		**Pro-forma**	**Pro-forma**
As at	**September 30, 2020**	**November 30, 2020**	**November 30, 2020**	**Notes**	**Adjustments**	**Consolidated**
	$ CAD	**$ USD**	**$ CAD**		**$**	**$**
ASSETS						
CURRENT ASSETS						
Cash	639,626	63,686	85,242	3a	(267,694)	**847,225**
					390,051	
Investments		358,658	480,053			**480,053**
Notes receivable		50,000	66,924			**66,924**
	639,626	472,344	632,218		122,357	**1,394,201**
Intangible Asset - License Agreement		273,992	366,730		2,759,197	**3,125,927**
						-
TOTAL ASSETS	639,626	746,336	998,948		2,881,554	**4,520,128**
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Accounts payable and accrued liabilities	116,560	278,133	372,273			**488,833**
Due to related party		200,000	267,694		(267,694)	**-**
Lease liability		77,087	103,179			**103,179**
TOTAL LIABILITIES	116,560	555,220	743,145		-	**592,011**
EQUITY						
Capital stock	1,102,889	887,861	1,188,375	3a	24,550	**4,532,490**
				3a	390,051	**-**
				3a	3,015,000	
						-
				3b	(1,188,375)	
				3b		
Subscriptions received in advance	24,550			3a	(24,550)	**-**
Accumulated deficit	(604,373)	(696,745)	(932,572)	3b	932,572	**(604,373)**
				3a		
				3a		
TOTAL EQUITY	523,066	191,116	255,803		3,149,248	**3,928,117**
TOTAL LIABILITIES AND EQUITY	639,626	746,336	998,948	-	3,149,248	**4,520,128**

1. BASIS OF PRESENTATION

The unaudited pro-forma consolidated statement of financial position ("Pro-forma Financial Statements") of the 1014379 B.C. Ltd. (the "Company") has been prepared by management of the Company for inclusion in a Listing Application (the "Application") the Canadian Securities Exchange ("CSE"). The Company has applied to list its common shares on the CSE and the listing will be subject to it fulfilling all of the listing requirements of the CSE. The unaudited pro-forma consolidated statement of financial position has been prepared to reflect the proposed transaction between the Company and Captios, LLC ("Captios") whereby the Company intends to acquire all the shares of Captios under the terms described in Note 2 (the "Transaction").

The Pro-forma Financial Statement has been prepared for illustrative purposes using accounting policies consistent with International Financial Reporting Standards ("IFRS") appropriate in the circumstances and pursuant to the assumptions and adjustments as further described in Note 3. The Pro-forma Financial Statement has been reported in Canadian dollars, unless otherwise stated.

The Pro-forma Financial Statement as at September 30, 2020, has been compiled from and include:

a) Unaudited pro forma consolidated statement of financial position as at September 30, 2020 combining:

   I. The unaudited statement of financial position of the Company as at September 30, 2020, and;
   II. The reviewed interim statement of financial position of Captios as at November 30, 2020.

The unaudited pro-forma consolidated statement of financial position is not necessarily indicative of the Company's consolidated financial position on closing of the Transaction had the Transaction closed on the dates assumed herein.

The unaudited pro-forma consolidated statement of financial position has been compiled from information derived from and should be read in conjunction with the following information, prepared in accordance with IFRS:

- the Company's unaudited financial statements as at and the period ended September 30, 2020;
- the Captios' reviewed interim financial statements as at and the period ended November 30, 2020; and
- the additional information set out in Note 3 of this unaudited pro-forma consolidated statement of financial position that are directly attributable to the Transaction or factually supportable.

2. DEFINITIVE AGREEMENT

On June 21, 2020, the Company entered into a share exchange agreement with Captios, LLC ("Captios") and the members of Captios (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company agreed to purchase and the members of Captios agreed to sell all of the ordinary shares of Captios to the Company (the "Acquisition"). As consideration for the sale of all of the ordinary shares of Captios, the Company has agreed to issue to the vendors an aggregate of 20,100,000 common shares. A condition of closing includes, among other things, that the common shares of the Company will have been approved for listing on the CSE.

The acquisition of Captios will be completed by way of a share exchange resulting in Captios becoming a wholly-owned subsidiary of the Company, following which the Company will continue the business of Captios. The parties entered into a definitive share exchange agreement on June 21, 2020. The Captios Acquisition constituted an arm's length transaction.

(Unaudited – Expressed in Canadian Dollars)

3. UNAUDITED PRO-FORMA ASSUMPTIONS AND ADJUSTMENTS

The Pro-forma Financials Statement gives effect to the completion of the Transaction incorporating the assumptions within Notes 1 and 2, as if it had occurred on the date presented, September 30, 2020

a.) Subsequent to September 30, 2020, the Company had the following equity transactions:

- On February 28, 2021, the Company closed a non-brokered private placement. The Company issued 2,600,337 shares at a price of $0.15 per share for gross proceeds of $390,050.55.
- The Company advanced $200,000 USD as a working capital advance to Captios.

b.) Captios Acquisition

This acquisition has been accounted for as business combination as Captios meets the definition of a business under IFRS 3, Business Combinations ("IFRS 3). The Company has used the acquisition method with the Company considered to be the acquiror. In accordance with IFRS 3, the equity consideration transferred will be measured at fair value at the acquisition date, which is the date control is obtained.

The Company is in the process of assessing the fair value of the net assets acquired and, as a result, the fair value of the net assets acquired may be subject to adjustments pending completion of final valuations and post-closing adjustments. The table below summarizes the preliminary estimated fair value of the assets acquired and the liabilities assumed at the effective acquisition date:

Consideration paid	**$**
Shares issued @ $0.15	3,015,000
Total Consideration paid	3,015,000
Net assets acquired in CAD	
Cash	65,416
Investment	95,141
Loan receivable	97,815
Intangible assets	370,844
Accounts payable and accrued liabilities	(107,324)
Software license liability	(382,308)
Total net assets acquired	139,584
Balance allocated to	
Intellectual property	2,875,416
Total	**3,015,000**

The accounting for this acquisition has been provisionally determined at June 30, 2020. The fair value of net assets acquired, specifically with respect to goodwill, intangible assets and total consideration have been determined provisionally and subject to adjustment. Upon completion of a comprehensive valuation and finalization of the purchase price allocation, the amounts above may be adjusted to the acquisition date in future reporting periods. Accounts payable has been reduced to reflect the subsequent issuance of 10,000,000 ordinary shares as discussed on note c) below. Share capital and deficit of Captios is eliminated upon acquisition.

(Unaudited – Expressed in Canadian Dollars)

c.) The financial statements of Captios as at November 30, 2020 have been translated from US dollars to Canadian dollars using an exchange rate of 1.33847 effective as of September 30, 2020.

4. UNAUDITED PRO-FORMA CAPITAL STOCK

As a result of the Transaction and the pro-forma assumptions and adjustments, the pro-forma Capital Stock of the Company as at June 30, 2020 is comprised of the following:

	Number of common shares	**Amount**
		$
Existing 1014379 Shareholders	15,986,022	489,313
Private placement	4,376,861	613,576
Shares issued pursuant to acquisition of Captios	20,100,000	3,015,000
Private placement – February 2021	2,600,337	390,051
Pro forma balance at September 30, 2020	**43,063,220**	**4,507,940**

5. EFFECTIVE INCOME TAX RATE

The effective income tax rate for the resulting issuer is 27%.

SCHEDULE "G"

MD&A OF THE COMPANY
FOR THE YEAR ENDED DECEMBER 31, 2019

1014379 B.C. Ltd.

Management Discussion and Analysis

For the year ended December 31, 2019

This management's discussion and analysis ("MD&A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the year ended December 31, 2019, compared to the year ended December 31, 2018. This report prepared as at March 27, 2020 intends to complement and supplement our audited financial statements (the "financial statements") as at December 31, 2019 and should be read in conjunction with the Company's audited financial statements (the "financial statements") and accompanying notes for the year ended December 31, 2019, (the "financial statements"), which have been prepared in accordance with International Financial Reporting Standards.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Our financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" or "numbered company", we mean 1014379 B.C. Ltd., as it may apply.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

OVERALL PERFORMANCE

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The address of its head office is 810 - 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura Ventures Corp ("Bravura," its former parent Company) and Nuran Wireless Inc. ("Nuran", previously 1014372 B.C. Ltd.) whereby the Company will form part of a statutory plan of arrangement (the "Arrangement") to become a reporting issuer in the provinces of British Columbia and Alberta. The arrangement was approved November 14, 2014 and was completed March 11, 2015.

The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date. As a condition of receiving the revocation order, the Company has provided the BCSC with an undertaking to hold its annual shareholders' meeting within three months the CTO is revoked.

On May 6, 2019, a cease trade order ("CTO") was issued by the British Columbia Securities Commission (the "BCSC"), as a result of the failure of the Company, under its previous management, to file annual financial statements and related management's discussion and analysis within the required time. On November 7, 2019, the CTO has been revoked. The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date. As a condition of receiving the revocation order, the Company has provided the BCSC with an undertaking to hold its annual shareholders' meeting within three months from November 7, 2019.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

Arrangement Agreement

On October 14, 2014, the Company entered into an arrangement agreement with Bravura and Nuran whereby the Company will form part of a statutory plan of arrangement (the "Arrangement"). Following completion of the Arrangement, the Company will become a reporting issuer in the provinces of British Columbia and Alberta.

The Arrangement was approved by the shareholders at the annual and special general meeting of the Company held November 14, 2014 and was completed March 11, 2015.

Pursuant to the Arrangement:

(i) each of the issued and outstanding common shares of Bravura was exchanged for one new common share, one Class 1 reorganization share and one Class 2 reorganization shares of Bravura, and all of the common shares of Bravura outstanding prior to the Arrangement were cancelled;

(ii) all Class 2 reorganization shares were transferred to the Company in exchange for common shares of the Company;

(iii) Bravura redeemed all of the Class 2 reorganization shares and satisfied the redemption amount of such shares by the transfer to the Company of $45,000 of cash; and

(iv) the Company completed a financing of 2,938,349 common shares for gross proceeds of $58,767.

SELECTED ANNUAL PERFORMANCE

	December 31, 2019	December 31, 2018	December 31, 2017
	$	$	$
Revenue	-	-	-
Net Loss	(92,421)	(73,518)	(77,932)
Basic and Diluted Loss Per Share	(0.05)	(0.15)	(0.15)
Total Assets	298	84	1,189
Long-Term Debt	-	-	-
Dividends	-	-	-

The Company had no revenue. During the year ended December 31, 2019, the Company had a loss of $92,421 (2018 - $73,518; and 2017 - $77,932). The basic and diluted loss per share remained relative constant during the last three years and the Company had almost no assets. Operations were mainly financed by related party accounts payable.

RESULTS OF OPERATIONS

Year ended December 31, 2019 and 2018

During the year ended December 31, 2019, the Company reported a net loss of $92,421 (2018 - $73,518). The Company incurred consulting fees of $24,375 (2018 - $Nil), filing fees of $20,007 (2018 - $2,885), management fees of $31,500 (2018 - $63,000) office expenses of $1,386 (2018 - $133), and professional fees of $15,153 (2018 - $7,500). The decrease in expenses was due to the decreased activity and a decrease in management fees during the period.

Some of the significant charges to operations are as follows:

- Consulting fees of $24,375 (2018 - $Nil) were charged as the Company engaged consultants to assist in the execution of the Company's business plan.
- Filing fees of $20,007 (2018 - $2,885) of which $9,479 (2018 - $(5,901)) relates to the current quarter, mainly for registration fees at the NEO Exchange
- Management fees of $31,500 (2018 - $63,000) of which $31,500 (2018 - $63,000) were charged for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director.
- Office expenses of $1,386 (2018 – $133) was paid mainly for bank charges.
- Professional fees of $15,153 (2018 - $7,500) increased as legal and accounting fees increased in an attempt to bring the accounting records and financial statements up to date.

Cash flow analysis

Operating Activities

During the years ended December 31, 2019 and 2018, cash provided by operating activities was $214 and (2018 – cash used of $1,105) respectively for activities as described above.

Investing activities

During the years ended December 31, 2019 and 2018, the company did not use or generate any cash from investing activities.

Financing activities

During the years ended December 31, 2019 and 2018, the company did not use or generate any cash from financing activities.

SUMMARY OF QUARTERLY RESULTS

	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	$	$	$	$	$	$	$	$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(30,760)	(25,916)	(17,728)	(18,017)	122,303	(60,065)	(112,833)	(22,923)
Basic and diluted income (loss) per share	(0.00)	(0.05)	(0.04)	(0.04)	0.24	(0.12)	(0.22)	(0.05)

As at December 31, 2018, the Company recorded a net income of $122,303, mainly because of the reversal adjustment to management fees, during the fourth quarter of 2018. As at December 31, 2019, the Company had cash of $298 (2018 - $84). The Company has relied on funds from related parties to generate liquidity. The Company has current liabilities of $63,975 (2018 - $307,340) and will be required to obtain continued deferral of payments to related parties or raise additional financing to satisfy its liabilities and to identify an interest in a business or assets.

Some of the significant quarterly charges to operations for the quarter ended December 31,2019 compared with the quarter ending December 31, 2018are as follows:

- Consulting fees of $13,875 (2018 - $Nil) were charged as the Company engaged consultants to assist in the execution of the Company's business plan.
- Filing fees of $9,479 (2018 - $(5,901)) Includes application to the NEO exchange, and as a re-allocation of expenses were made during the prior year.
- Management fees of $Nil (2018 - $(117,000)) were adjusted during the prior year for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director.
- Office expenses of $775 (2018 – $27) was paid mainly for postage charges.
- Professional fees of $6,631 (2018 - $571) increased as legal and accounting fees increased to bring the accounting records and financial statements up to date.

EQUITY

At December 31, 2019 there were 13,946,023 (2018 – 506,023) issued and fully paid common shares outstanding.

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000. No gains or losses have been recorded on the settlement of debt. Of the $336,000 accounts payable settled, $301,500 was owed to companies controlled by the former CEO, CFO and Director of the Company. Prior to entering into debt settlement agreements, the accounts payable of $301,500 was assigned to various arms-length creditors. After the debt was assigned, the Company issued common shares to settle the debt to these arms-length creditors.

On April 3, 2018, the Company consolidated its common shares on the basis of ten pre-consolidated common shares for one post-consolidated common share. The number of common shares outstanding has been retroactively adjusted in the financial statements for the year ended December 31, 2018 and 2017 to reflect the share consolidation.

Share Purchase Options

The Company has no stock options outstanding at December 31, 2019 and 2018.

Warrants

The Company has no share purchase warrants outstanding at December 31, 2019 and 2018.

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As at December 31, 2019 the Company had a negative working capital of $63,677 (2018 – $307,256) which primarily consisted of cash of $298 (2018 - $84). Current liabilities, being accounts payable and accrued liabilities of $63,975 (2018 – $307,340).

Cash provided in operating activities were $214 compared to cash used of $1,105 in 2018.

There were no cash provided by or used in investing activities and financing activities during the years ended December 31, 2019 or 2018.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has no assets and has no pledges as security for loans, or otherwise and is not subject to any debt covenants.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

DIRECTORS AND OFFICERS

The Directors and Executive Officers of the Company are as follows:

Eugene Beukman	- Director and Chief Executive Officer, member of the audit committee (Newly appointed)
Joel Dumaresq	- Director, member of the audit committee (Newly appointed)
Alexander Somjen	- Director, member of the audit committee (Newly appointed)
Peter Nguyen	- Chief Financial Officer (Newly appointed)
Anthony Jackson	- Former Director and Chief Executive Officer (Resigned)

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2019, the Company was charged $31,500 (2018 - $63,000) for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director. An amount of $37,500 accounting and consulting fees was charged by a company controlled by a director of the Company.

As at December 31, 2019, $28,767 (December 31, 2018 - $286,288) was included in accounts payable and accrued liabilities owing to Anthony Jackson and companies controlled by Anthony Jackson.

As at December 31, 2019, there was $22,736 (December 31, 2018 - $Nil) included in accounts payable owing to a company controlled by a director of the Company. The balances are unsecured, payable on demand and non-interest bearing.

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000. As the Debt Settlement involves a director of the Company, it is considered to be a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on the exemption from the requirement for valuation under MI 61-101 on the basis of the exemption contained in section 5.5(b) of MI 61-101 as the Company's Shares are not listed on a specified market, and on the exemption from the requirement for minority shareholder approval under MI 61-101 on the basis of the exemption contained in section 5.7(a) of MI 61-101 as that the fair market value of the consideration of the Shares issued to the insiders in connection with the Debt Settlement does not exceed 25% of the Company's market capitalization.

FOURTH QUARTER RESULTS

During the three-month period ending December 31, 2019, the Company recorded a net loss of $30,760 compared to a net income of $122,303 for the same period during the prior year. Some of the significant quarterly charges to operations for the quarter ended December 31,2019 compared with the quarter ending December 31, 2018are as follows:

- Consulting fees of $13,875 (2018 - $Nil) were charged as the Company engaged consultants to assist in the execution of the Company's business plan.
- Filing fees of $9,479 (2018 - $(5,901)) includes application to the NEO exchange, and as a re-allocation of expenses were made during the prior year.
- Management fees of $Nil (2018 - $(117,000)) were adjusted during the prior year for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director.
- Office expenses of $775 (2018 – $27) was paid mainly for postage charges.
- Professional fees of $6,631 (2018 - $571) increased as legal and accounting fees increased in an attempt to bring the accounting records and financial statements up to date.

PROPOSED TRANSACTIONS

There are no specific proposed transactions as at the date of this MD&A.

COMMITMENTS

The Company is not subject to any commitments.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the fair value of common shares issued to settle accounts payable.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and subscription receivable. The majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. Credit risk related to cash is assessed as low. Subscription receivable was owed by subscribers to the Company's private placements. Credit risk related to subscription receivable was assessed as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of December 31, 2019, the Company has insufficient negative working capital of $63,975 to cover short term obligations. Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

FINANCIAL INSTRUMENTS AND RISKS (CONT'D)

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2019, the Company did not have any financial instruments subject to interest rate risk.

Management of capital

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

OUTSTANDING SHARE DATA

As at the date of this MD&A the Company had 13,946,023 common shares issued and outstanding. The Company has no warrants and no stock options outstanding.

CONTINGENCIES

The Company is not aware of any contingencies or pending legal proceedings as of December 31, 2019 and as of the date of this report.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANIES WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's statement of loss and comprehensive loss and note disclosures contained in its financial statements for the year ended December 31, 2019. These statements are available on SEDAR - Site accessed through www.sedar.com.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

SUBSEQUENT EVENTS

There is no subsequent event to report on.

CHANGES IN ACCOUNTING POLICIES

See Note 2 “Basis of Presentation and Significant Accounting Policies” of the audited financial statements for the year ended December 31, 2019 and the financial statements for the year ended December 30, 2018.

CRITICAL ACCOUNTING POLICIES

IFRS 16 - Leases

The Company adopted IFRS 16 on January 1, 2019. IFRS 16 replaced IAS 17 *Leases*. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. IFRS 16 will result in an increase in assets and liabilities as fewer lease payments will be expensed. Management does not expect any impact as the Company does not have any leases.

New accounting standards issued but not yet effective

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

SCHEDULE “H”

MD&A OF THE COMPANY
FOR THE YEAR ENDED DECEMBER 31, 2018

1014379 B.C. Ltd.
Management Discussion and Analysis
For the year ended December 31, 2018

This Management Discussion and Analysis ("MD&A"), prepared September 3, 2019 should be read in conjunction with the financial statements and notes thereto for the year ended December 31, 2018 of 1014379 B.C. Ltd. (the "Company") which were prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless otherwise noted, all currency amounts are in Canadian dollars.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The address of its head office is 810 - 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura Ventures Corp ("Bravura," its former parent Company) and Nuran Wireless Inc. ("Nuran", previously 1014372 B.C. Ltd.) whereby the Company will form part of a statutory plan of arrangement (the "Arrangement") to become a reporting issuer in the provinces of British Columbia and Alberta. The arrangement was approved November 14, 2014 and was completed March 11, 2015.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

Arrangement Agreement

On October 14, 2014, the Company entered into an arrangement agreement with Bravura and Nuran whereby the Company will form part of a statutory plan of arrangement (the "Arrangement"). Following completion of the Arrangement, the Company will become a reporting issuer in the provinces of British Columbia and Alberta.

The Arrangement was approved by the shareholders at the annual and special general meeting of the Company held November 14, 2014 and was completed March 11, 2015.

Pursuant to the Arrangement:

(i) each of the issued and outstanding common shares of Bravura was exchanged for one new common share, one Class 1 reorganization share and one Class 2 reorganization shares of Bravura, and all of the common shares of Bravura outstanding prior to the Arrangement were cancelled;

(ii) all Class 2 reorganization shares were transferred to the Company in exchange for common shares of the Company;

(iii) Bravura redeemed all of the Class 2 reorganization shares and satisfied the redemption amount of such shares by the transfer to the Company of $45,000 of cash; and

(iv) the Company completed a financing of 2,938,349 common shares for gross proceeds of $58,767.

SELECTED ANNUAL INFORMATION

	December 31, 2018	December 31, 2017	December 31, 2016
	$	$	$
Revenue	-	-	-
Net Loss	(73,518)	(77,932)	(149,570)
Basic and Diluted Loss Per Share	(0.15)	(0.02)	(0.03)
Total Assets	84	1,189	10,092
Long-Term Debt	-	-	-
Dividends	-	-	-

RESULTS OF OPERATIONS

Year ended December 31, 2018 and 2017

During the year ended December 31, 2018, the Company reported a net loss of $73,518 (2017 - $77,932). The Company incurred bank charges & interest of $133 (2017 - $545), filing fees of $2,885 (2017 - $1,359), office expense of $Nil (2017 - $12,028), management fees of $63,000 (2017 - $60,000) and professional fees of $7,500 (2017 - $4,000). The decrease in expenses was due to the decreased activity during the year.

Three-month period ended December 31, 2018

During the three months ended December 31, 2018, the Company reported an (income)/net loss of $(122,303) (2017 - $31,055). The Company incurred bank charges of $27 (2017 - $27), office expense of $Nil (2017 - $12,028), management fees (recovery) of $(117,000) (2017 - $15,000) and professional fees of $571 (2017 - $4,000). The decrease in expenses was mainly due to an adjustment to reverse management fees during the period that had been recorded in the previous 3 quarters.

SUMMARY OF QUARTERLY RESULTS

	December 31, 2018	**September 30, 2018**	**June 30, 2018**	**March 31, 2018**	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**	**March 31, 2017**
	$	$	$	$	$	$	$	$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	122,303	(60,065)	(112,833)	(22,923)	(31,055)	(15,161)	(16,421)	(15,295)
Basic and diluted income (loss) per share	0.24	(0.12)	(0.22)	(0.05)	(0.01)	(0.00)	(0.00)	(0.00)

The Company recorded a net income of $122,303, mainly because of the reversal adjustment to management fees, during the fourth quarter of 2018. As at December 31, 2018, the Company had cash of $84 (2017 - $1,189). The Company has relied on equity financing to generate liquidity. The Company has current liabilities of $307,340 (2017 - $234,927) and will be required to obtain continued deferral of payments to related parties or raise additional financing to satisfy its liabilities and to identify an interest in a business or assets.

EQUITY

The Company did not issue any shares during 2018 or 2017.
The Company has 506,023 shares issued and outstanding as at December 31, 2018 and 2017.

On April 3, 2018, the Company consolidated its common shares on the basis of ten pre-consolidated common shares for one post-consolidated common share. The number of common shares outstanding has been retroactively adjusted in the financial statements for the year ended December 31, 2018 and 2017 to reflect the share consolidation.

Share Purchase Options

The Company has no stock options outstanding at December 31, 2018 and 2017.

Warrants

The Company has no share purchase warrants outstanding at December 31, 2018 and 2017.

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As at December 31, 2018 the Company had a negative working capital of $307,256 (December 31, 2017 – $233,738) which primarily consisted of cash of $84 (2017 - $1,189). Current liabilities, being accounts payable and accrued liabilities of $307,340 (2017 – $234,927).

Cash used in operating activities were $1,105 compared to cash used of $143 in 2017.

There were no cash provided by or used in investing or financing activities in 2018 or 2017.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has no assets and has no pledges as security for loans, or otherwise and is not subject to any debt covenants.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

DIRECTORS AND OFFICERS

The Directors and Executive Officers of the Company are as follows:

Anthony Jackson - Director and Chief Executive Officer (Resigned)
Eugene Beukman - Director and Chief Executive Officer (Newly appointed)
Peter Nguyen - Chief Financial Officer (Newly appointed)

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2018, the Company was charged $63,000 (2017 - $60,000) for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director. As of December 31, 2018, $286,288 (2017 - $216,173) was included in accounts payable and accrued liabilities owing to Anthony Jackson and companies controlled by Anthony Jackson.

PROPOSED TRANSACTIONS

There are no specific proposed transactions as at the date of this MD&A.

COMMITMENTS

The Company is not subject to any commitments.

FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and subscription receivable. The majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. Credit risk related to cash is assessed as low. Subscription receivable was owed by subscribers to the Company's private placements. Credit risk related to subscription receivable was assessed as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of December 31, 2018, the Company has insufficient negative working capital of $307,256 to cover short term obligations.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2018, the Company did not have any financial instruments subject to interest rate risk.

Management of capital

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

OUTSTANDING SHARE DATA

As at the date of this MD&A the Company had 506,023 common shares issued and outstanding. The Company has no warrants and no stock options outstanding.

CONTINGENCIES

The Company is not aware of any contingencies or pending legal proceedings as of December 31, 2018 and as of the date of this report.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANIES WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's statement of loss and comprehensive loss and note disclosures contained in its financial statements for the year ended December 31, 2018. These statements are available on SEDAR - Site accessed through www.sedar.com.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

SUBSEQUENT EVENTS

There were no subsequent events.

CHANGES IN ACCOUNTING POLICIES

See Note 2 "Basis of Presentation and Significant Accounting Policies" of the audited financial statements for the year ended December 31, 2018.

CRITICAL ACCOUNTING POLICIES

Financial instruments

The Company adopted all of the requirements of IFRS 9 *Financial Instruments* on January 1, 2018. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive loss ("FVTOCI") or at amortized cost.

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders' equity at the beginning of the 2018 annual reporting period, which also includes the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

Financial assets through other comprehensive income ("FVTOCI")

Financial assets that meet the following conditions are measured at FVTOCI:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company does not currently hold any financial instruments designated as FVTOCI.

Equity instruments designated as FVTOCI

On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity instrument, instead, it is transferred to retained earnings. The Company does not currently hold any equity instruments designated as FVTOCI.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

New accounting standards issued but not yet effective

IFRS 16 – *Leases* ("IFRS 16") establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying

leases as either operating leases or finance leases as it is required by IAS 17 - *Leases*. The standard is effective for the Company's annual periods beginning on or after January 1, 2019. The Company has not early adopted this new standard and does not expect it to have a material effect on the Company's future results and financial operations.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

SCHEDULE "I"

MD&A OF THE COMPANY
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2020

1014379 B.C. Ltd.

Management Discussion and Analysis

For the nine months ended September 30, 2020

This management's discussion and analysis ("MD&A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the nine months ended September 30, 2020, compared to the nine months ended September 30, 2019. This report prepared as at November 30, 2020 intends to complement and supplement our condensed interim financial statements (the "financial statements") as at September 30, 2020 which have been prepared in accordance with International Financial Reporting Standards, and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the condensed interim financial statements and the accompanying notes. Readers are also advised to read the Company's audited financial statements (the "financial statements") and accompanying notes for the year ended December 31, 2019, (the "financial statements"), which have been prepared in accordance with International Financial Reporting Standards.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Our financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" or "numbered company", we mean 1014379 B.C. Ltd., as it may apply.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," "target," "budget," "plan," "projection" and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

OVERALL PERFORMANCE

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The address of its head office is 810 - 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

On September 3, 2020, the Company completed a non-brokered private placement consisting of 4,090,506 common shares at $0.15 per share, for gross proceeds of $613,576. In connection with the private placement, the Company issued 286,335 finder's fee common shares, to arm's-length finders with a fair value of $42,950.

On May 08, 2020, the Company completed a non-brokered private placement consisting of 2,040,000 common shares at $0.025 per share, for gross proceeds of $51,000. In connection with the private placement, the Company paid a cash finder's fee of $1,455 to PI Financial Corp.

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura Ventures Corp ("Bravura," its former parent Company) and Nuran Wireless Inc. ("Nuran", previously 1014372 B.C. Ltd.) whereby the Company will form part of a statutory plan of arrangement (the "Arrangement") to become a reporting issuer in the provinces of British Columbia and Alberta. The arrangement was approved November 14, 2014 and was completed March 11, 2015.

The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date. As a condition of receiving the revocation order, the Company has provided the BCSC with an undertaking to hold its annual shareholders' meeting within three months the CTO is revoked.

On May 6, 2019, a cease trade order ("CTO") was issued by the British Columbia Securities Commission (the "BCSC"), as a result of the failure of the Company, under its previous management, to file annual financial statements and related management's discussion and analysis within the required time. On November 7, 2019, the CTO has been revoked. The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date. As a condition of receiving the revocation order, the Company has provided the BCSC with an undertaking to hold its annual shareholders' meeting within three months from November 7, 2019.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses. There can be no assurance that the Company will be able to complete such activities or obtain financing to continue; therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

RESULTS OF OPERATIONS

Nine-months ended September 30, 2020 and 2019

During the nine months ended September 30, 2020, the Company had no revenue (2019 - $Nil), reported a net loss of $100,928 (2019 - $61,661). The Company incurred consulting fees of $43,925 (2019 - $10,500), filing fees of $6,140 (2019 - $10,528), management fees of $Nil (2019 - $31,500), Marketing fees of $12,500 (2019 - $Nil), office expenses of $1,068 (2019 - $811), and professional fees of $37,295 (2019 - $8,522). The increase in expenses was due to the increased activity, mainly in accounting expenses incurred to maintain the good standing and a decrease in management fees during the period.

RESULTS OF OPERATIONS (Continued)

Some of the significant charges to operations are as follows:

- Consulting fees of $43,925 (2019 - $10,500) Corporate fees were charged as the Company engaged consultants to assist in the execution of the Company's business plan.
- Filing fees of $6,140 (2019 - $10,528) as the Company is keeping its filing up to date.
- Management fees of $Nil (2019 - $31,500) were charged for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director.
- Marketing fees of $12,500 (2019 - $Nil) paid to a marketing company.
- Office expenses of $1,068 (2019 – $611) was paid mainly for bank charges.
- Professional fees of $37,295 (2019 - $8,522) increased as legal and accounting fees increased in an attempt to maintain the accounting records and financial statements up to date.

Cash flow analysis
Operating Activities

During the nine-month periods ended September 30, 2020 and 2019, cash used in operating activities was $66,146 and (2019 – $22,347) respectively for activities as described above.

Investing activities

During the nine-month periods ended September 30, 2020 and 2019, the Company did not use or generate any cash from investing activities.

Financing activities

During the nine-months periods ended September 30, 2020, the Company received $705,474 (2019 - $Nil) from financing activities. The amount received from financing activities comprised of $663,121 net received from two non-brokered private placements, $17,803 received from loans and $24,550 from subscriptions received.

SUMMARY OF QUARTERLY RESULTS

	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
	$	$	$	$	$	$	$	$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(43,343)	(29,505)	(28,080)	(30,760)	(25,916)	(17,728)	(18,017)	122,303
Basic and diluted income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.05)	(0.04)	(0.04)	0.24

As at December 31, 2018, the Company recorded a net income of $122,303, mainly because of the reversal adjustment to management fees, during the fourth quarter of 2018. As at September 30, 2020, the Company had cash of $639,626 (2019 - $298). The Company has previously relied on funds from related parties to generate liquidity but generated $663,121 cash from two financings during the current year. The Company has current liabilities of $116,560 (2019 - $63,975) and will be required to obtain continued deferral of payments to related parties or raise additional financing to satisfy its liabilities and to identify an interest in a business or assets.

EQUITY

At September 30, 2020 there were 20,362,864 (December 31, 2019 – 13,946,023) issued and fully paid common shares outstanding.

On September 3, 2020, the Company completed a non-brokered private placement consisting of 4,090,506 common shares at $0.15 per share, for gross proceeds of $613,576. In connection with the private placement, the Company issued 286,335 finder's fee common shares, to arm's-length finders, with a fair value of $42,950.

On May 08, 2020, the Company completed a non-brokered private placement consisting of 2,040,000 common shares at $0.025 per share, for gross proceeds of $51,000. In connection with the private placement, the Company paid a cash finder's fee of $1,455 to PI Financial Corp.

On November 21, 2019, pursuant to debt settlement agreements, the Company issued 13,440,000 common shares with a fair value of $336,000 to certain creditors of the Company, including a company controlled by a director of the Company, to settle accounts payable of $336,000. No gains or losses have been recorded on the settlement of debt. Of the $336,000 accounts payable settled, $301,500 was owed to companies controlled by the former CEO, CFO and Director of the Company. Prior to entering into debt settlement agreements, the accounts payable of $301,500 was assigned to various arms-length creditors. After the debt was assigned, the Company issued common shares to settle the debt to these arms-length creditors.

Share Purchase Options

The Company has no stock options outstanding at September 30, 2020 (December 31, 2019).

Warrants

The Company has no share purchase warrants outstanding at September 30, 2020 (December 31, 2019).

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As at September 30, 2020 the Company had working capital of $523,066 (December 31, 2019 – negative $63,677) which primarily consisted of cash of $639,626 (December 31, 2019 - $298). Current liabilities, being accounts payable and accrued liabilities of $116,560 (December 31, 2019 – $63,975).

Cash used in operating activities were $66,146 compared to cash used of $22,347 for the same period in the prior year.

There were no cash provided by or used in investing activities during the nine-month periods ended in September 30, 2020 and September 30, 2019.

Cash provided by financing activities were $705,474 ($22,736) mainly from private placements for the nine-months periods ended September 30, 2020 and 2019.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

LIQUIDITY AND CAPITAL RESOURCES (continued)

The Company has no assets and has no pledges as security for loans, or otherwise and is not subject to any debt covenants.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

DIRECTORS AND OFFICERS

The Directors and Executive Officers of the Company are as follows:

Eugene Beukman	- Director and Chief Executive Officer, member of the audit committee (Newly appointed)
Joel Dumaresq	- Director, member of the audit committee (Newly appointed)
Alexander Somjen	- Director, member of the audit committee (Newly appointed)
Peter Nguyen	- Chief Financial Officer (Newly appointed)
Anthony Jackson	- Former Director and Chief Executive Officer (Resigned)

TRANSACTIONS WITH RELATED PARTIES

During the nine-months period ended September 30, 2020, the Company was charged $Nil (2019 - $15,750) for management fees by Bridgemark Financial Corp., a company controlled by Anthony Jackson, the former CEO and Director. An amount of $46,600 accounting and consulting fees was charged by a company controlled by a director of the Company.

As at September 30, 2020, $13,288 (December 31, 2019 - $13,288) was included in accounts payable and accrued liabilities owing to Anthony Jackson and companies controlled by Anthony Jackson.

As at September 30, 2020, there was $96,018 (December 31, 2019 - $38,215) included in accounts payable owing to a company controlled by a director of the Company. The balance includes a $15,000 principal loan payable bearing interest at a rate of 8% per annum, payable on demand.

On November 21, 2019, pursuant to debt settlement agreements (Note 4), the Company issued 1,260,000 common shares to a company controlled by a director of the Company to settle accounts payable of $31,500. No gains or losses have been recorded on the settlement of debt.

PROPOSED TRANSACTIONS

There are no specific proposed transactions as at the date of this MD&A.

COMMITMENTS

The Company is not subject to any commitments.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the fair value of common shares issued to settle accounts payable.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and subscription receivable. The majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. Credit risk related to cash is assessed as low. Subscription receivable was owed by subscribers to the Company's private placements. Credit risk related to subscription receivable was assessed as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of September 30, 2020, the Company had working capital of $523,066 to cover short term obligations.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2020, the Company did not have any financial instruments subject to interest rate risk.

Management of capital

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

OUTSTANDING SHARE DATA

As at the date of this MD&A the Company had 20,362,864 common shares issued and outstanding. The Company has no warrants and no stock options outstanding.

CONTINGENCIES

The Company is not aware of any contingencies or pending legal proceedings as of September 30, 2020 and as of the date of this report.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANIES WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's statement of loss and comprehensive loss and note disclosures contained in its condensed interim financial statements for the nine-month period ended September 30, 2020. These statements are available on SEDAR - Site accessed through www.sedar.com.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

SUBSEQUENT EVENTS

There is no subsequent event to report on.

CHANGES IN ACCOUNTING POLICIES

See Note 2 "Basis of Presentation and Significant Accounting Policies" of the audited financial statements for the year ended December 31, 2019 and the financial statements for the year ended December 30, 2018.

CRITICAL ACCOUNTING POLICIES

New accounting standards issued but not yet effective

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

SCHEDULE “J”

MD&A OF CAPTIOS
FOR THE PERIOD ENDED AUGUST 31, 2020

Captios LLC.

Management Discussion & Analysis

(Expressed in United States Dollars)

For the period from March 11, 2020 (date of incorporation) to August 31, 2020

Dated: November 23, 2020

This management's discussion and analysis provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the period from incorporation on March 11, 2020 to August 31, 2020. This report prepared as at November 23, 2020 intends to complement and supplement our financial statements (the "Financial Statements") as at August 31, 2020, which have been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the financial statements and the accompanying notes.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" we mean Captios LLC., as it may apply.

OVERVIEW

Captios, LLC is a Delaware Limited Liability Company (the "Company" or "Captios") formed on March 11, 2020 under the Limited Liability Company Act of the State of Delaware.

The business of Captios is comprised of the delivery of a SaaS-based supply chain execution and sustainability platform to enterprise customers in the pharmaceutical, healthcare and agricultural industries, and is known as SpotLite360. By leveraging IoT technologies, blockchain, machine learning and analytics, SpotLite360 is uniquely positioned to meet customer needs for supply chain execution, tracing, tracking, and sustainability. Customers will benefit by realizing improved visibility, a reduction in loss and theft, increased supply chain velocity, labor efficiency, improves asset utilization, and support of their global sustainability initiatives.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including condensed interim financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

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

DESCRIPTION OF BUSINESS

BUSINESS DEVELOPMENT

- On July 6, 2020 Captios signed a software licensing agreement with TrackX for the worldwide non-exclusive use of TrackX's software for the authorized industries. The authorized industries are the pharmaceutical, healthcare agriculture industries. The Company intends to focus on the pharmaceutical and healthcare industries initially.

- During the period ended August 31, 2020, the Company issued 9,700,000 ordinary shares to the directors of the Company for gross proceeds of $190,000.

- During the period ended August 31, 2020, the Company issued 300,000 ordinary shares pursuant to the shares for debt for gross proceeds of $20,000.

- Subsequent to the year end, the Company issued 100,000 ordinary shares for gross proceeds of $11,194 pursuant to contribution to Company's paid-in capital.

- Pursuant to debt settlement agreements dated November 1, 2020, the Company issued 10,000,000 ordinary shares to settle accounts payable of $298,669.

SELECTED ANNUAL INFORMATION

A summary of selected annual financial information for the last three fiscal years is as follows, as expressed in Canadian dollars, and in accordance with IFRS:

	For the period from incorporation on March 11, 2020 to August 31, 2020 $
Total assets	473,871
Total long-term financial liabilities	-
Net loss and comprehensive loss	(399,558)

The Company was incorporated on March 11, 2020, therefore there are no comparative period numbers prior to this date.

RESULTS OF OPERATIONS

	For the period from incorporation on March 11, 2020 to August 31, 2020 $
EXPENSES	
Amortization	6,372
Consulting	248,335
General and administrative	647
Interest	2,418
Professional fees	1,786
Research and development	80,000
Sales and marketing	60,000
Loss and comprehensive loss for the period	(399,558)

The Company recorded net loss of $399,558 for the period ended August 31, 2020. The Company was incepted on March 11, 2020 and thus, there is no comparative period. Some of the significant charges to operations are as follows:

- The Company incurred financial consulting fees of $248,335 in relation to the general financial consulting fees. The Company relies heavily on consultants to help them achieve their goals on all facets of business. Consultants include Management, Advisors, Technical Support and other support roles.
- The Company incurred research and development fees of $80,000 in relation to the engineering and development of the software.
- The Company incurred sales and marketing fee of $60,000 in relation to the general sales and marketing fees.

SUMMARY OF QUARTERLY RESULTS

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	August 31, 2020 $
Deficit and Cash Flow	
Net loss	399,558
Basic and diluted loss per share	(0.04)
Balance Sheet	
Total Assets	473,871

There are no general trends regarding the Company's quarterly results and the Company's business is not seasonal, as it can develop and progress on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Company has engaged in new activities or abandoned any projects and these factors which may account for material variations in the Company's quarterly net income (losses) are not predictable. The Company was incepted on March 11, 2020, and as such, there are no comparative quarters.

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As at August 31, 2020, the Company had a working capital deficiency of $473,904 which primarily consisted of cash of $41,575, investment of $72,950, and loan receivable of $75,000. Current liabilities, being accounts payable and accrued liabilities of $370,293 and software license liability of $293,136.

Cash used in operating activities were $475 The Company was incepted on March 11, 2020 and incurred minimal activity during the period ended August 31, 2020.

Cash used in investing activities were $147,950, which comprises of acquiring marketable securities and advances for investment purposes.

Cash provided by financing activities were $190,000. The fluctuation relates to common shares being issued pursuant to shareholder's contribution to Company's paid-in capital.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Executive Officers and Directors of the Company are as follows:

James Greenwell	President, CEO
Gene McConnell	CFO

Key management compensation consists of the following:

	August 31, 2020 $
Consulting paid or accrued to a company controlled by an Officer of the Company	35,000

PROPOSED TRANSACTIONS

On June 21, 2020, the Company entered into a share exchange agreement dated as of June 21, 2020, with 1014379 B.C. Ltd. (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company agreed to sell 10,000,000 ordinary shares of the Company to 1014379 B.C. Ltd. (the "Acquisition"). As consideration for the sale of the 10,000,000 ordinary shares of the Company 1014379 B.C. Ltd has agreed to:

- issue to the Company an aggregate of 10,000,000 Common Shares; and
- issue an additional 10,000,000 Common Shares (the "Debt Settlement Shares") to settle all outstanding debt of the Company. A condition of Closing includes, among other things, that the Common Shares will have been approved for listing on the CSE.

FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company's exposure to credit risk is limited to its cash balances. The risk exposure is limited to the carrying amounts at the statement of financial position dates.

The Company's cash balances are held in accounts at a major Canadian financial institution. The credit risk associated with cash is mitigated, as cash is held at major institutions with high credit ratings.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of August 31, 2020, the Company had working capital deficit of $473,904 to cover short term obligations.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at August 31, 2020, the Company did not have any financial instruments subject to interest rate risk.

Management of capital

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

ADDITIONAL SHARE INFORMATION

As at the date of this MD&A, the Company had 20,100,000 common shares issued and outstanding.

CONTINGENCIES

The Company is not aware of any contingencies or pending legal proceedings as of August 31, 2020 and as of the date of this report.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

RISK FACTORS

The following are certain risk factors relating to the business carried on by the Company that prospective holders of Shares should carefully consider.

Risk Factors Associated with the Company's Business

The following are certain risk factors relating to the business carried on by the Company that prospective holders of Shares should carefully consider.

Limited Operating History

The Company has limited operating history. The Company and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the blockchain and business intelligence markets. There is no certainty that the Company will operate profitably.

No Profits to Date

The Company has not made profits since its incorporation and it may not be profitable for the foreseeable future. Its future profitability will, in particular, depend upon its success in developing its database solution and to the extent to which it is able to generate significant revenues. Because of the limited operating history and the uncertainties regarding the development of blockchain technology, management does not believe that the operating results to date should be regarded as indicators for the Company's future performance.

Going Concern Assumption

The financial statements of the Company have been prepared in accordance with IFRS on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's continuation as a "going concern" is uncertain and is dependent upon, amongst other things, attaining a satisfactory revenue level, the support of its customers, its ability to continue profitable operations, the generation of cash from operations, and its ability to obtain financing arrangements and capital in the future. These material uncertainties represent risks to the Company's ability to continue as a going concern and realize its assets and pay its liabilities as they become due. If the "going concern" assumption was not appropriate for the financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to successfully develop its supply chain management business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Expenses May Not Align With Revenues

Unexpected events may materially harm the Company's ability to align incurred expenses with recognized revenues. The Company incurs operating expenses based upon anticipated revenue trends. Since a high percentage of these expenses may be relatively fixed, a delay in recognizing revenues from transactions related to these expenses (such a delay may be due to the factors described elsewhere in this risk factor section or it may be due to other factors) could cause significant variations in operating results from quarter to quarter, and such a delay could materially reduce operating income. If these expenses are not subsequently matched by revenues, the Company's business, financial condition, or results of operations could be materially and adversely affected.

Market Acceptance

If the Company's supply chain solution does not gain market acceptance, its operating results may be negatively affected. If the markets for the Company's solution fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, the Company may be unable to: (i) successfully market its solution; (ii) develop new products or services; or (ii) complete new products and services currently under development. If the Company's solution is not accepted by its customers or by other businesses in the marketplace, the Company's business, operating results and financial condition will be materially affected.

Global Financial Developments

Stress in the global financial system may adversely affect the Company's finances and operations in ways that may be hard to predict or to defend against. Financial developments seemingly unrelated to the Company or to its industry may adversely affect the Company over the course of time. For example, material increases in any applicable interest rate benchmarks may increase the debt payment costs for any credit facilities. Credit contraction in financial markets may hurt its ability to access credit in the event that the Company identifies an acquisition opportunity or require significant access to credit for other reasons. A reduction in credit, combined with reduced economic activity, may adversely affect business. Any of these events, or any other events caused by turmoil in 36 world financial markets, may have a material adverse effect on the Company business, operating results, and financial condition.

Compliance with Complex Domestic and Foreign Laws

The Company is subject to a variety of laws and regulations in the United States and abroad that involve matters central to its business, including user privacy, data protection, intellectual property, distribution, contracts and other communications, consumer protection, and taxation. Foreign laws and regulations are often more restrictive than those in the United States. These US federal and state and foreign laws and regulations are constantly evolving and can be subject to significant change. In addition, the application and interpretation of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which the Company operates. Existing and proposed laws and regulations can be and may be costly to comply with and can delay or impede the development of new products, result in negative publicity, increase the Company's operating costs, require significant management time and attention, and subject the Company to claims or other remedies, including fines or demands that the Company modify or cease existing business practices.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact the Company's business. Failure or delays in obtaining necessary approvals could have a materially adverse effect on the Company's financial condition and results of operations. Furthermore, changes in government, regulations and policies and practices could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition. Regulatory agencies could shut down or restrict the use of platforms using blockchain based technologies. This could lead to a loss of any investment made in the Company and may trigger regulatory action by the OSC or other securities regulators.

Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change

The success as a developer of blockchain-based platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high-speed modems for providing reliable internet access and services. It cannot be assured that the infrastructure that supports blockchain-based technologies will continue to be able to support the demands placed upon it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. It is further not assured that the infrastructure or complementary products or services necessary to make blockchain-based technologies viable will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs in order to adapt the Company's services to changing technologies.

Errors in Company Products

The Company's products are highly technical and complex. The Company's products may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in the Company's products may only be discovered after they have been released. Any errors, bugs, or vulnerabilities discovered in the Company's products after release could result in damage to the Company's reputation, loss of users, loss of revenue, or liability for damages, any of which could adversely affect the Company's business and financial results.

Protection of Intellectual Property Rights

The Company's supply chain solution is proprietary. The Company's strategy is to rely on a combination of intellectual property protections in the United States and other jurisdictions, and to rely on license and confidentiality agreements and software security measures to further protect its proprietary technology and brand. The steps the Company has taken to protect its proprietary rights may not be adequate to avoid the misappropriation of its technology or independent development by others of technologies that may be considered a competitor. The Company's intellectual property rights may expire or be challenged, invalidated or infringed upon by third parties or it may be unable to maintain, renew or enter into new licenses or user agreements on commercially reasonable terms. Any misappropriation of the Company's technology or development of competitive technologies could harm its business or cause it to lose the competitive advantages associated with its proprietary technology, and could subject it to substantial costs in protecting and enforcing its intellectual property rights, and/or temporarily or permanently disrupt its sales and marketing of the affected products or services.

Violation of Third Party Intellectual Property Rights

The only significant intellectual property rights are certain intellectual property the Company has in the graph database solution and in other future products and solutions it develops. Although the Company is not aware of violating commercial and other proprietary rights of third parties, there can be no assurance that its products do not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Although no legal disputes in this respect or perceptible detrimental effects on the Company business have arisen to date, any such claims and disputes arising may result in liability for substantial damages which in turn could harm the Company's business, results of operations and financial condition.

Dependence on Third Party Relationships

The Company is highly dependent on a number of third party relationships to conduct its business and implement expansion plans. it cannot be assured that all of these partnerships will turn out to be as advantageous as currently anticipated or that other partnerships would not have proven to be more advantageous. In addition, it is impossible to assure that all associated partners will perform their obligations as agreed.

General Regulatory Risks

The Company's business will be subject to a variety of laws, regulations and guidelines and licensing requirements in Canada and the United States. Achievement of the Company's business objectives will be contingent, in part, upon compliance with applicable regulatory requirements and obtaining all requisite regulatory approvals.

The Company will be required to obtain or renew further government permits, licenses and registrations for its contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses will be contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of the Company. To the extent permits, licenses or registrations are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with its ongoing operations or planned development and commercialization activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations or prospects.

There is no assurance that the Company's licenses, permits or registrations will be renewed by each applicable regulatory authority in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process for any of the licenses held by the Company could impede the ongoing or planned operations of the Company and have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

The Company may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require the Company to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition, results of operations or prospects.

Economic Environment

The Company's operations could be affected by general economic context conditions should the unemployment level, interest rates or inflation reach levels that influence consumer trends, and consequently, impact the Company's sales and profitability. As well, general demand for banking services and alternative banking or financial services cannot be predicted and future prospects of such areas might be different from those predicted by the Company's management.

Failure to Grow at the Rate Anticipated

The Company is a start-up company with no history of sales or profitability. If the Company is unable to achieve adequate revenue growth, its ability to become profitable may be adversely affected and the Company may not have adequate resources to execute its business strategy.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate and manage its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Strain of Being a Public Company

As a reporting issuer, the Company will be subject to the reporting requirements of applicable securities legislation of the jurisdictions in which it is a reporting issuer, the listing requirements of the CSE and other applicable securities rules and regulations. Compliance with these rules and regulations will increase the Company's legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on its systems and resources. Applicable securities laws will require the Company to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws will require the Company to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that the Company will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. To comply with these requirements, the Company may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. 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. the Company intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue- generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against the Company, which could adversely affect the Company's business and financial results.

As a public company subject to these rules and regulations, the Company may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for the Company to attract and retain qualified members of its board of directors, particularly to serve on its audit committee, and qualified executive officers.

As a result of disclosure of information in filings required of a public company, the Company's business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, the Company's business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favor, these claims, and the time and resources necessary to resolve them, could divert the resources of the Company's management and harm its business and results of operations.

Litigation

The Company may become involved in litigation that may materially adversely affect it. From time to time in the ordinary course of the Company business, it may become involved in various legal proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition. More specifically, the Company may face claims relating to information that is retrieved from or transmitted over the Internet or through the solution and claims related to the Company's products. In particular, the nature of the Company's business exposes it to claims related to intellectual property rights, rights of privacy, and personal injury torts. Furthermore, there is no assurance that any liability incurred as a result of litigation ican be recovered from the Company's insurance policy.

Conflicts of interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA. To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Company and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

Currency Risk

To the extent that the Company expands its business into Asia, the United States and Europe, the Company will be exposed to foreign currency fluctuations to the extent that certain operations are located in Asia, the United States and Europe and therefore certain expenditures and obligations are denominated in foreign currency, yet the Company is headquartered in Canada, has applied to list its Common Shares on a Canadian stock exchange and typically raises funds in Canadian dollars. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of the Company.

Difficulty to Forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industrial supply chain management industry in the USA. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's Shares.

COVID-19

The outbreak of the coronavirus ("**COVID-19**") pandemic has impacted the Company's plans and activities. The Company may face disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately that the Company would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

Cautionary Statement

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A: Certain statements contained in this MD&A may 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 "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", “propose”, "potential", "targeting", "intend", "could", "might", "should", "believe" 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 those 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 not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company

SCHEDULE "K"

MD&A OF CAPTIOS
FOR THE PERIOD ENDED NOVEMBER 30 , 2020

Captios LLC

Management Discussion & Analysis

(Expressed in United States Dollars - Unaudited)

For the Three Months Ended November 30, 2020

Dated: March 1, 2020

This management's discussion and analysis provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the three months ended November 30, 2020. This report prepared as at March 1*, 2020 intends to complement and supplement our financial statements (the "Financial Statements") as at November 30, 2020, which have been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the financial statements and the accompanying notes.*

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" we mean Captios LLC., as it may apply.

OVERVIEW

Captios, LLC is a Delaware Limited Liability Company (the "Company" or "Captios") formed on March 11, 2020 under the Limited Liability Company Act of the State of Delaware.

The business of Captios is comprised of the delivery of a SaaS-based supply chain execution and sustainability platform to enterprise customers in the pharmaceutical, healthcare and agricultural industries, and is known as SpotLite360. By leveraging IoT technologies, blockchain, machine learning and analytics, SpotLite360 is uniquely positioned to meet customer needs for supply chain execution, tracing, tracking, and sustainability. Customers will benefit by realizing improved visibility, a reduction in loss and theft, increased supply chain velocity, labor efficiency, improves asset utilization, and support of their global sustainability initiatives.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including condensed interim financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

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

DESCRIPTION OF BUSINESS

BUSINESS DEVELOPMENT

- During the period ended November 30, 2020, the Company issued 100,000 ordinary shares for gross proceeds of $11,194 pursuant to contribution to Company's paid-in capital.
- On November 1, 2020, the Company issued 10,000,000 ordinary shares at a fair value of $666,667 to settle accounts payable of $298,669 pursuant to debt settlement agreements. The Company recognized a loss on debt settlement of $367,998 in accordance with the issuance.

RESULTS OF OPERATIONS

	November 30, 2020 $
EXPENSES	
Amortization	10,345
Consulting	149,001
General and administrative	10,395
Interest	3,951
Marketing	38,758
Professional fees	2,438
Loss for the period	(214,897)
OTHER ITEMS	
Loss on settlement of debt	(367,998)
Change in fair value of investments	285,708
Net Loss and Comprehensive Loss for the Period	(297,187)

The Company recorded net comprehensive loss of $297,187 for the period ended November 30, 2020. The Company was incepted on March 11, 2020 and thus, there is no comparative period. Some of the significant charges to operations are as follows:

- The Company incurred financial consulting fees of $149,001 in relation to the general financial consulting fees. The Company relies heavily on consultants to help them achieve their goals on all facets of business. Consultants include Management, Advisors, Technical Support and other support roles.
- The Company incurred loss on settlement of debt of $367,998 to settle outstanding accounts payable amounts of $298,669 in issuing 10,000,000 ordinary shares at a fair value of $666,667.
- The Company incurred change in fair value of investments of $285,708 in relation to investments of 1,000,000 units of Cyon Exploration Ltd.

SUMMARY OF QUARTERLY RESULTS

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	November 30, 2020 $	August 31, 2020 $
Deficit and Cash Flow		
Net loss	297,187	399,558
Basic and diluted loss per share	(0.02)	(0.04)
Balance Sheet		
Total Assets	746,336	473,871

There are no general trends regarding the Company's quarterly results and the Company's business is not seasonal, as it can develop and progress on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Company has engaged in new activities or abandoned any projects and these factors which may account for material variations in the Company's quarterly net income (losses) are not predictable. The Company was incepted on March 11, 2020, and as such, there are no comparative quarters.

LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

As at November 30, 2020, the Company had a working capital deficiency of $82,876 (August 31, 2020 - $473,904) which primarily consisted of cash of $63,686, investment of $358,658, and loan receivable of $50,000. Current liabilities, being accounts payable and accrued liabilities of $278,133, loan payable of $200,000 and software license liability of $77,087.

Cash used in operating activities were $14,083. The Company was incepted on March 11, 2020 and incurred minimal activity during the period ended November 30, 2020.

Cash used in investing activities were $25,000, which comprises of acquiring marketable securities and advances for investment purposes.

Cash provided by financing activities were $11,194. The fluctuation relates to common shares being issued pursuant to shareholder's contribution to Company's paid-in capital.

Other than the above-mentioned current liabilities, the Company has no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Executive Officers and Directors of the Company are as follows:

Tim Harvie	President, CEO
Gene McConnell	CFO

Key management compensation consists of the following:

	November 30, 2020 $
Consulting paid or accrued to a company controlled by an Officer of the Company	21,000
Consulting paid or accrued to shareholders	31,500

AGREEMENT WITH 1014379 B.C. LTD.

On June 21, 2020, the Company entered into a share exchange agreement dated as of June 21, 2020, with 1014379 B.C. Ltd. (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company agreed to sell 10,000,000 ordinary shares of the Company to 1014379 B.C. Ltd. (the "Acquisition"). As consideration for the sale of the 10,000,000 ordinary shares of the Company 1014379 B.C. Ltd has agreed to:

- issue to the Company an aggregate of 10,000,000 Common Shares; and
- issue an additional 10,000,000 Common Shares (the "Debt Settlement Shares") to settle all outstanding debt of the Company. A condition of Closing includes, among other things, that the Common Shares will have been approved for listing on the CSE.

Concurrent with the Acquisition, 1014379 intends to complete a non-brokered private placement of up to $3,000,000. A condition of closing includes, among other things, that the common shares of 1014379 will have been approved for listing on the CSE. As at November 30, 2020 the transaction has not yet been completed.

During the period ended November 30, 2020, the Company received $200,000 from 1014379 B.C. Ltd. The loan bears no interest and is due upon demand.

FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and loan receivable. The Company mitigates this risk by holding is cash with major financial institutions in the United States and Canada. Receivables are subject to standard credit terms.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles most of its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. At November 30, 2020, the Company has current assets of $472,344 (August 31, 2020 - $189,525) and will be required to settle current liabilities of $555,220 (August 31, 2020 – 663,429) which are all due within 12 months. The Company is exposed to liquidity risk as it will be required to raise additional funding to meet its existing liabilities.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as low.

Foreign exchange risk

Foreign currency risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than US dollars.

As at November 30, 2020, the Company had limited exposure to foreign currency risk, as the majority of balances are denominated in US Dollars. The Company assessed its foreign currency risk as low as at November 30, 2020.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's sensitivity to interest rates is minimal.

Management of capital

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

ADDITIONAL SHARE INFORMATION

As at the date of this MD&A, the Company had 20,100,000 common shares issued and outstanding.

CONTINGENCIES

The Company is not aware of any contingencies or pending legal proceedings as of November 30, 2020 and as of the date of this report.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

RISK FACTORS

The following are certain risk factors relating to the business carried on by the Company that prospective holders of Shares should carefully consider.

Risk Factors Associated with the Company's Business

The following are certain risk factors relating to the business carried on by the Company that prospective holders of Shares should carefully consider.

Limited Operating History

The Company has limited operating history. The Company and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the blockchain and business intelligence markets. There is no certainty that the Company will operate profitably.

No Profits to Date

The Company has not made profits since its incorporation and it may not be profitable for the foreseeable future. Its future profitability will, in particular, depend upon its success in developing its database solution and to the extent to which it is able to generate significant revenues. Because of the limited operating history and the uncertainties regarding the development of blockchain technology, management does not believe that the operating results to date should be regarded as indicators for the Company's future performance.

Going Concern Assumption

The financial statements of the Company have been prepared in accordance with IFRS on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's continuation as a "going concern" is uncertain and is dependent upon, amongst other things, attaining a satisfactory revenue level, the support of its customers, its ability to continue profitable operations, the generation of cash from operations, and its ability to obtain financing arrangements and capital in the future. These material uncertainties represent risks to the Company's ability to continue as a going concern and realize its assets and pay its liabilities as they become due. If the "going concern" assumption was not appropriate for the financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to successfully develop its supply chain management business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Expenses May Not Align With Revenues

Unexpected events may materially harm the Company's ability to align incurred expenses with recognized revenues. The Company incurs operating expenses based upon anticipated revenue trends. Since a high percentage of these expenses may be relatively fixed, a delay in recognizing revenues from transactions related to these expenses (such a delay may be due to the factors described elsewhere in this risk factor section or it may be due to other factors) could cause significant variations in operating results from quarter to quarter, and such a delay could materially reduce operating income. If these expenses are not subsequently matched by revenues, the Company's business, financial condition, or results of operations could be materially and adversely affected.

Market Acceptance

If the Company's supply chain solution does not gain market acceptance, its operating results may be negatively affected. If the markets for the Company's solution fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, the Company may be unable to: (i) successfully market its solution; (ii) develop new products or services; or (ii) complete new products and services currently under development. If the Company's solution is not accepted by its customers or by other businesses in the marketplace, the Company's business, operating results and financial condition will be materially affected.

Global Financial Developments

Stress in the global financial system may adversely affect the Company's finances and operations in ways that may be hard to predict or to defend against. Financial developments seemingly unrelated to the Company or to its industry may adversely affect the Company over the course of time. For example, material increases in any applicable interest rate benchmarks may increase the debt payment costs for any credit facilities. Credit contraction in financial markets may hurt its ability to access credit in the event that the Company identifies an acquisition opportunity or require significant access to credit for other reasons. A reduction in credit, combined with reduced economic activity, may adversely affect business. Any of these events, or any other events caused by turmoil in 36 world financial markets, may have a material adverse effect on the Company business, operating results, and financial condition.

Compliance with Complex Domestic and Foreign Laws

The Company is subject to a variety of laws and regulations in the United States and abroad that involve matters central to its business, including user privacy, data protection, intellectual property, distribution, contracts and other communications, consumer protection, and taxation. Foreign laws and regulations are often more restrictive than those in the United States. These US federal and state and foreign laws and regulations are constantly evolving and can be subject to significant change. In addition, the application and interpretation of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which the Company operates. Existing and proposed laws and regulations can be and may be costly to comply with and can delay or impede the development of new products, result in negative publicity, increase the Company's operating costs, require significant management time and attention, and subject the Company to claims or other remedies, including fines or demands that the Company modify or cease existing business practices.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact the Company's business. Failure or delays in obtaining necessary approvals could have a materially adverse effect on the Company's financial condition and results of operations. Furthermore, changes in government, regulations and policies and practices could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition. Regulatory agencies could shut down or restrict the use of platforms using blockchain based technologies. This could lead to a loss of any investment made in the Company and may trigger regulatory action by the OSC or other securities regulators.

Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change

The success as a developer of blockchain-based platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high-speed modems for providing reliable internet access and services. It cannot be assured that the infrastructure that supports blockchain-based technologies will continue to be able to support the demands placed upon it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. It is further not assured that the infrastructure or complementary products or services necessary to make blockchain-based technologies viable will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs in order to adapt the Company's services to changing technologies.

Errors in Company Products

The Company's products are highly technical and complex. The Company's products may now or in the future contain undetected errors, bugs, or vulnerabilities. Some errors in the Company's products may only be discovered after they have been released. Any errors, bugs, or vulnerabilities discovered in the Company's products after release could result in damage to the Company's reputation, loss of users, loss of revenue, or liability for damages, any of which could adversely affect the Company's business and financial results.

Protection of Intellectual Property Rights

The Company's supply chain solution is proprietary. The Company's strategy is to rely on a combination of intellectual property protections in the United States and other jurisdictions, and to rely on license and confidentiality agreements and software security measures to further protect its proprietary technology and brand. The steps the Company has taken to protect its proprietary rights may not be adequate to avoid the misappropriation of its technology or independent development by others of technologies that may be considered a competitor. The Company's intellectual property rights may expire or be challenged, invalidated or infringed upon by third parties or it may be unable to maintain, renew or enter into new licenses or user agreements on commercially reasonable terms. Any misappropriation of the Company's technology or development of competitive technologies could harm its business or cause it to lose the competitive advantages associated with its proprietary technology, and could subject it to substantial costs in protecting and enforcing its intellectual property rights, and/or temporarily or permanently disrupt its sales and marketing of the affected products or services.

Violation of Third Party Intellectual Property Rights

The only significant intellectual property rights are certain intellectual property the Company has in the graph database solution and in other future products and solutions it develops. Although the Company is not aware of violating commercial and other proprietary rights of third parties, there can be no assurance that its products do not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Although no legal disputes in this respect or perceptible detrimental effects on the Company business have arisen to date, any such claims and disputes arising may result in liability for substantial damages which in turn could harm the Company's business, results of operations and financial condition.

Dependence on Third Party Relationships

The Company is highly dependent on a number of third party relationships to conduct its business and implement expansion plans. it cannot be assured that all of these partnerships will turn out to be as advantageous as currently anticipated or that other partnerships would not have proven to be more advantageous. In addition, it is impossible to assure that all associated partners will perform their obligations as agreed.

General Regulatory Risks

The Company's business will be subject to a variety of laws, regulations and guidelines and licensing requirements in Canada and the United States. Achievement of the Company's business objectives will be contingent, in part, upon compliance with applicable regulatory requirements and obtaining all requisite regulatory approvals.

The Company will be required to obtain or renew further government permits, licenses and registrations for its contemplated operations. Obtaining, amending or renewing the necessary governmental permits and licenses can be a time-consuming process potentially involving numerous regulatory agencies, involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain, amend and renew permits and licenses will be contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the relevant permitting or licensing authority. The Company may not be able to obtain, amend or renew permits or licenses that are necessary to its operations. Any unexpected delays or costs associated with the permitting and licensing process could impede the ongoing or proposed operations of the Company. To the extent permits, licenses or registrations are not obtained, amended or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with its ongoing operations or planned development and commercialization activities. Such curtailment or prohibition may result in a material adverse effect on the Company's business, financial condition, results of operations or prospects.

There is no assurance that the Company's licenses, permits or registrations will be renewed by each applicable regulatory authority in the future in a timely manner. Any unexpected delays or costs associated with the licensing renewal process for any of the licenses held by the Company could impede the ongoing or planned operations of the Company and have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

The Company may become involved in a number of government or agency proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require the Company to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition, results of operations or prospects.

Economic Environment

The Company's operations could be affected by general economic context conditions should the unemployment level, interest rates or inflation reach levels that influence consumer trends, and consequently, impact the Company's sales and profitability. As well, general demand for banking services and alternative banking or financial services cannot be predicted and future prospects of such areas might be different from those predicted by the Company's management.

Failure to Grow at the Rate Anticipated

The Company is a start-up company with no history of sales or profitability. If the Company is unable to achieve adequate revenue growth, its ability to become profitable may be adversely affected and the Company may not have adequate resources to execute its business strategy.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate and manage its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Strain of Being a Public Company

As a reporting issuer, the Company will be subject to the reporting requirements of applicable securities legislation of the jurisdictions in which it is a reporting issuer, the listing requirements of the CSE and other applicable securities rules and regulations. Compliance with these rules and regulations will increase the Company's legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on its systems and resources. Applicable securities laws will require the Company to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws will require the Company to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that the Company will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. To comply with these requirements, the Company may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. 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. the Company intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue- generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against the Company, which could adversely affect the Company's business and financial results.

As a public company subject to these rules and regulations, the Company may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for the Company to attract and retain qualified members of its board of directors, particularly to serve on its audit committee, and qualified executive officers.

As a result of disclosure of information in filings required of a public company, the Company's business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, the Company's business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favor, these claims, and the time and resources necessary to resolve them, could divert the resources of the Company's management and harm its business and results of operations.

Litigation

The Company may become involved in litigation that may materially adversely affect it. From time to time in the ordinary course of the Company business, it may become involved in various legal proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition. More specifically, the Company may face claims relating to information that is retrieved from or transmitted over the Internet or through the solution and claims related to the Company's products. In particular, the nature of the Company's business exposes it to claims related to intellectual property rights, rights of privacy, and personal injury torts. Furthermore, there is no assurance that any liability incurred as a result of litigation ican be recovered from the Company's insurance policy.

Conflicts of interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA. To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Company and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

Currency Risk

To the extent that the Company expands its business into Asia, the United States and Europe, the Company will be exposed to foreign currency fluctuations to the extent that certain operations are located in Asia, the United States and Europe and therefore certain expenditures and obligations are denominated in foreign currency, yet the Company is headquartered in Canada, has applied to list its Common Shares on a Canadian stock exchange and typically raises funds in Canadian dollars. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of the Company.

Difficulty to Forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industrial supply chain management industry in the USA. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's Shares.

COVID-19

The outbreak of the coronavirus ("**COVID-19**") pandemic has impacted the Company's plans and activities. The Company may face disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately that the Company would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

Cautionary Statement

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A: Certain statements contained in this MD&A may 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 "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" 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 those 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 not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company

SCHEDULE “L”

AUDIT COMMITTEE CHARTER

CHARTER OF THE AUDIT COMMITTEE
OF 1014379 B.C. LTD. (the "Company")

1. Purpose

1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:

(a) support the Board of Directors in meeting its responsibilities to shareholders;

(b) enhance the independence of the external auditor;

(c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;

(d) increase the credibility and objectivity of the Company's financial reports and public disclosure.

1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.

1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

2.1. Each member of the Audit Committee must be a director of the Company.

2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.

2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

(a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and

(b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.

(c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

(a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;

(b) recommending to the Board of Directors the compensation of the external auditor;

(c) reviewing the external auditor’s audit plan, fee schedule and any related services proposals;

(d) overseeing the work of the external auditor;

(e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;

(f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company’s audits;

(g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor’s written communications to the Committee and to management;

(h) reviewing the external auditor’s report, audit results and financial statements prior to approval by the Board of Directors;

(i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor’s report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;

(j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;

(k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to is dissemination to the public;

(l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;

(m) ensuring the integrity of disclosure controls and internal controls over financial reporting;

(n) resolving disputes between management and the external auditor regarding financial reporting;

(o) establishing procedures for:

i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and

ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.

(p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

(q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;

(r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.

5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.

5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.

5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.

5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.

5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.

5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

SCHEDULE “M”

DIRECTORS’ MANDATE

1014379 B.C. LTD.
(the "Corporation")

DIRECTORS' MANDATE

Directors' Responsibilities

The board of directors of the Corporation (the "**Directors**") are explicitly responsible for the stewardship of the Corporation. To discharge this obligation, the Directors should assume responsibility in the following areas:

Strategic Planning Process

- Provide input to management on emerging trends and issues.
- Review and approve, if appropriate, management's strategic and/or business plans as well as the process by which such plans are developed on an annual basis.
- Review and approve the Corporation's financial objectives, plans and actions, including significant capital allocations and expenditures.

Monitoring Tactical Progress

- Monitor corporate performance of the Corporation against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.

Risk Assessment

- Identify the principal risks of the Corporation's businesses and ensure that appropriate systems are in place to manage these risks.

Senior Level Staffing and Succession Planning

- Select, monitor and evaluate the Chief Executive Officer of the Corporation (the "**CEO**") and other senior executives of the Corporation, and ensure management succession.
- Approve a position description for the CEO, including limits to management's responsibilities and corporate objectives which the CEO is responsible for meeting.
- Engage in succession planning including appointing, training and monitoring senior management.

Integrity

- Ensure the integrity of the Corporation's internal control and management information systems.
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the Corporation's own governing documents.

- Satisfy themselves as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.

Material Transactions

- Review and approve material transactions involving the Corporation and/or affiliates of the Corporation not in the ordinary course of business.

Monitoring Directors' Effectiveness

- Assess its own effectiveness in fulfilling the above and Directors' responsibilities, including monitoring the effectiveness of individual Directors.

Expectations and Responsibilities

- Directors are expected to attend all meetings of the board. Directors are expected to have reviewed meeting materials in advance of meetings.

Other

- Perform such other functions as prescribed by law or assigned to the Directors in the Corporation's Articles and By-laws.

CERTIFICATE OF THE COMPANY

Dated: March 1, 2021

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

(Signed) *Eugene Beukman*
President

(Signed) *Peter Nguyen*
Chief Financial Officer and Corporate Secretary

On behalf of the Board of Directors

(Signed) *Alexander Somjen*
Director

(Signed) *Joel Dumaresq*
Director

CERTIFICATE OF CAPTIOS

Dated: March 1, 2021

The foregoing, as it relates to Captios, constitutes full, true and plain disclosure of all material facts relating to the securities of Captios.

(Signed) *James Greenwell* President	(Signed) *Gene McConnell* Chief Financial Officer and Corporate Secretary

On behalf of the Board of Directors

(Signed) *James Greenwell* Director	(Signed) *Gene McConnell* Director

CERTIFICATE OF THE PROMOTER

Dated: March 1, 2021

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

(Signed) *Eugene Beukman*
Promoter